

PEABODY AMERICA INC
Form POSASR
June 01, 2010

Table of Contents

As filed with the Securities and Exchange Commission on June 1, 2010

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO
Form S-3
Registration Statement
UNDER THE SECURITIES ACT OF 1933**

Peabody Energy Corporation

(Exact name of Registrant as specified in its charter)

Delaware

*(State or Other jurisdiction of
Incorporation or Organization)*

1221

*(Primary Standard Industrial
Classification Code Number)*

13-4004153

*(I.R.S. Employer
Identification Number)*

701 Market Street

St. Louis, Missouri 63101-1826

(314) 342-3400

*(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)*

SEE TABLE OF ADDITIONAL REGISTRANTS

Alexander C. Schoch, Esq.

Peabody Energy Corporation

701 Market Street

St. Louis, Missouri 63101-1826

(314) 342-3400

*(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)*

With a Copy to:

Risë B. Norman, Esq.

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017

Kenneth L. Wagner, Esq.

Peabody Energy Corporation

701 Market Street

St. Louis, Missouri 63101-1826

Approximate date of commencement of proposed sale of the Securities to the public: From time to time after the registration statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act) other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1)(2) | Proposed Maximum Aggregate Offering Price per Security(1)(2) | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee(3) |
|---|--------------------------------------|---|---|--------------------------------------|
| Debt Securities of Peabody Energy Corporation | | | | |
| Guarantees of Debt Securities by Subsidiary Guarantors | | | | |
| Preferred Stock, par value \$0.01 per share | | | | |
| Common Stock, par value \$0.01 per share | | | | |
| Preferred Stock Purchase Rights(4) | | | | |
| Warrants | | | | |
| Units(5) | | | | |

(1) Not applicable pursuant to Form S-3 General Instruction II(E). An indeterminate aggregate initial offering price or number of the securities of each

identified class
(the Securities) is
being registered as
may from time to
time be issued at
indeterminate
prices.

(2) Includes such
indeterminate
amounts of
Securities as may
be issued upon
exercise,
conversion or
exchange of any
Securities that
provide for that
issuance. Also
includes such
indeterminate
amounts of
Securities as may
be issued in units.
Separate
consideration may
or may not be
received for any
of these
Securities.

(3) Pursuant to Rules
456(b) and 457(r),
the Registrants
elect to defer
payment of all of
the registration
fees, except for
\$178,422.50,
which is the
remainder of (i) an
initial registration
fee of \$353,100
paid to the
Securities and
Exchange
Commission
(SEC) with
respect to
\$3,000,000,000
aggregate initial

offering price of securities of the Registrants previously registered yet unissued under the Registration Statement on Form S-3 (No. 333-124749) of the Registrants filed on May 9, 2005, minus (ii) a subsequent registration fee of \$174,677.50 due to the SEC and offset against the \$353,100, with respect to \$900,000,000 aggregate initial offering price of securities of the Registrants issued on October 12, 2006 and \$732,500,000 aggregate initial offering price of securities of the Registrants issued on December 20, 2006, each under the Registration Statement on Form S-3 (No. 333-136108) of the Registrants filed on July 28, 2006. Pursuant to Rule 457(p), such remaining unutilized filing fee of \$178,422.50 paid with respect to Registration Statement No. 333-124749 will be used to offset the

registration fee payable in the future with respect to the first \$3,197,535,842 aggregate initial offering price of securities (calculated utilizing the fee rate applicable on the date hereof of \$55.80 per million dollars) offered with respect to this Registration Statement. Any additional registration fees will be paid subsequently in advance or on a pay-as-you-go basis.

- (4) The preferred stock purchase rights initially will trade together with the common stock. The value attributable to the preferred stock purchase rights, if any, is reflected in the offering price of the common stock.
- (5) Each Unit consists of any combination of two or more of the securities being registered hereby.

TABLE OF CONTENTS

PART II

Item 14. Other Expenses of Issuance and Distribution

Item 15. Indemnification of Directors and Officers

Item 16

Item 17. Undertakings

SIGNATURES

EXHIBIT INDEX

EX-5

EX-23.2

Table of Contents

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-161179) of Peabody Energy Corporation is being filed for the purposes of (i) adding certain subsidiaries as co-registrants to the Registration Statement (see Table of Registrants below) to allow such subsidiaries to guarantee any of Peabody Energy Corporation's debt securities and deleting certain subsidiaries as co-registrants and (ii) updating the names of certain co-registrants. No changes or additions are being made hereby to the base prospectus that already forms a part of the Registration Statement. Accordingly, such base prospectus is being omitted from this filing.

Table of Contents**TABLE OF CO-REGISTRANTS**

| Exact Name of Co-Registrant as Specified in its Charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number | Address, Including Zip Code, and Telephone Number, Including Area Code, of Co-Registrant's Principal Executive Offices |
|--|---|---|---|
| American Land Development, LLC | Delaware | 20-3405570 | 701 Market Street Suite 795 St. Louis, MO 63101 (314) 342-3400 |
| American Land Holdings of Colorado, LLC | Delaware | 26-3730572 | 701 Market Street Suite 809 St. Louis, MO 63101 (314) 342-3400 |
| American Land Holdings of Illinois, LLC | Delaware | 43-1898527 | 701 Market Street Suite 974 St. Louis, MO 63101 (314) 342-3400 |
| American Land Holdings of Indiana, LLC | Delaware | 20-2514299 | 701 Market Street Suite 737 St. Louis, MO 63101 (314) 342-3400 |
| American Land Holdings of Kentucky, LLC | Delaware | 20-0766113 | 701 Market Street Suite 719 St. Louis, MO 63101 (314) 342-3400 |
| American Land Holdings of West Virginia, LLC | Delaware | 2-5744666 | 701 Market Street Suite 754 St. Louis, MO 63101 (314) 342-3400 |
| Arid Operations, Inc. | Delaware | 84-1199578 | 14062 Denver West Parkway Suite 110 Golden, CO 80401-3301 (760) 337-5552 |
| Big Ridge, Inc. | Illinois | 37-1126950 | 420 Long Lane Road Equality, IL 62934 (618) 273-4314 |
| Big Sky Coal Company | Delaware | 81-0476071 | P.O. Box 97 Colstrip, MT 59323 |

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(406) 748-5750

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|---------------------------------|----------|------------|--|
| Black Hills Mining Company, LLC | Illinois | 32-0049741 | 701 Market Street, Suite 779 St. Louis, MO 63101 (314) 342-3400 |
| BTU Empire Company, LLC | Delaware | 74-1869420 | 701 Market Street Suite 733 St. Louis, MO 63101 (314) 342-3400 |
| BTU Western Resources, Inc. | Delaware | 20-1019486 | 701 Market Street Suite 735 St. Louis, MO 63101 (314) 342-3400 |
| Caballo Coal, LLC | Delaware | 83-0309633 | 1013 Boxelder Caller Box 3037 Gillette, WY 82717 (307) 687-6900 |
| Caballo Grande, LLC | Delaware | 27-1773243 | 701 Market Street Suite 710 St. Louis, MO 63101 (314) 342-3400 |

Table of Contents

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|--|---|---|---|
| Caseyville Dock Company, LLC | Delaware | 20-8080107 | 701 Market Street Suite 764 St. Louis, MO 63101 (314) 342-3400 |
| Central States Coal Reserves of Illinois, LLC | Delaware | 43-1869432 | 701 Market Street Suite 973 St. Louis, MO 63101 (314) 342-3400 |
| Central States Coal Reserves of Indiana, LLC | Delaware | 20-3960696 | 701 Market Street Suite 983 St. Louis, MO 63101 (314) 342-3400 |
| Century Mineral Resources, Inc. | Illinois | 36-3925555 | 701 Market Street Suite 798 St. Louis, MO 63101 (314) 342-3400 |
| Coal Reserves Holding Limited Liability Company No. 1 | Delaware | 43-1922737 | 701 Market Street 6 th Floor St. Louis, MO 63101 (314) 342-3400 |
| COALSALES II, LLC | Delaware | 43-1610419 | 701 Market Street Suite 830 St. Louis, MO 63101 (314) 342-3400 |
| Colorado Yampa Coal Company | Delaware | 95-3761211 | 701 Market Street Suite 732 St. Louis, MO 63101 (314) 342-3400 |
| Conservancy Resources, LLC | Delaware | 20-5744701 | 701 Market Street Suite 755 St. Louis, MO 63101 (314) 342-3400 |
| Cottonwood Land Company | Delaware | 43-1721982 | 701 Market Street Suite 972 |

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| | | | St. Louis, MO 63101 (314) 342-3400 |
| Cyprus Creek Land Company | Delaware | 73-1625890 | 701 Market Street Suite 772 St. Louis, MO 63101 (314) 342-3400 |
| Cyprus Creek Land Resources, LLC | Delaware | 75-3058264 | 701 Market Street Suite 775 St. Louis, MO 63101 (314) 342-3400 |
| Dyson Creek Coal Company, LLC | Delaware | 43-1898526 | 701 Market Street 6 th Floor St. Louis, MO 63101 (314) 342-3400 |
| Dyson Creek Mining Company, LLC | Delaware | 20-8080062 | 701 Market Street Suite 762 St. Louis, MO 63101 (314) 342-3400 |
| El Segundo Coal Company, LLC | Delaware | 20-8162824 | 701 Market Street Suite 768 St. Louis, MO 63101 (314) 342-3400 |
| Elkland Holdings, LLC | Delaware | 26-3724511 | 701 Market Street St. Louis, MO 63101 (314) 342-3400 |
| Falcon Coal Company, LLC | Indiana | 35-2006760 | 7100 Eagle Crest Blvd. Suite 500 Evansville, IN 47715 (812) 434-8500 |

Table of Contents

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|--|---|---|---|
| Gallo Finance Company | Delaware | 43-1823616 | 701 Market Street Suite 713 St. Louis, MO 63101 (314) 342-3400 |
| Gold Fields Chile, LLC | Delaware | 13-3004607 | 14062 Denver West Parkway Suite 110 Golden, CO 63102 (303) 271-3600 |
| Gold Fields Mining, LLC | Delaware | 36-2079582 | 14062 Denver West Parkway Suite 110 Golden, CO 63102 (303) 271-3600 |
| Gold Fields Ortiz, LLC | Delaware | 22-2204381 | 14062 Denver West Parkway Suite 110 Denver, CO 80401 (303) 271-3600 |
| Hayden Gulch Terminal, LLC | Delaware | 86-0719481 | 701 Market Street Suite 714 St. Louis, MO 63101 (314) 342-3400 |
| Highwall Mining Services Company | Delaware | 20-0010659 | 701 Market Street Suite 805 St. Louis, MO 63101 (314) 342-3400 |
| Hillside Recreational Lands, LLC | Delaware | 32-0214135 | 701 Market Street Suite 797] St. Louis, MO 63101 (314) 342-3400 |
| HMC Mining, LLC | Delaware | 43-1875853 | 701 Market Street Suite 911 St. Louis, MO 63101 (314) 342-3400 |
| Illinois Land Holdings, LLC | Illinois | 26-1865197 | 701 Market Street |

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| | | | Suite 799 St. Louis, MO 63101 (314) 342-3400 |
| Independence Material Handling, LLC | Delaware | 43-1750064 | 701 Market Street Suite 840 St. Louis, MO 63101 (314) 342-3400 |
| James River Coal Terminal, LLC | Delaware | 55-0643770 | 701 Market Street, Suite 702 St. Louis, MO 63101 (314) 342-3400 |
| Juniper Coal Company | Delaware | 43-1744675 | 701 Market Street, Suite 716 St. Louis, MO 63101-1826 (314) 342-3400 |
| Kayenta Mobile Home Park, Inc. | Delaware | 86-0773596 | P.O. Box 605 Kayenta, AZ 86033 (928) 677-3201 |
| Kentucky Syngas, LLC | Delaware | 26-1156957 | 701 Market Street Suite 709 St. Louis, MO 63101 (314) 342-3400 |
| Lively Grove Energy, LLC | Delaware | 20-5752800 | 701 Market Street Suite 786 St. Louis, MO 63101 (314) 342-3400 |
| Lively Grove Energy Partners, LLC | Delaware | 26-0180403 | 701 Market Street Suite 794 St. Louis, MO 63101 (314) 342-3400 |

Table of Contents

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|--|---|---|---|
| Marigold Electricity, LLC | Delaware | 26-0180352 | 701 Market Street Suite 793 St. Louis, MO 63101 (314) 342-3400 |
| Midco Supply and Equipment Company | Illinois | 43-6042249 | P.O. Box 14542 St. Louis, MO 63178 (314) 342-3400 |
| Midwest Coal Acquisition Corp. | Delaware | 20-0217640 | 701 Market Street Suite 722 St. Louis, MO 63101 (314) 342-3400 |
| Midwest Coal Reserves of Illinois, LLC | Delaware | 20-3960648 | 701 Market Street Suite 964 St. Louis, MO 63101 (314) 342-3400 |
| Midwest Coal Reserves of Indiana, LLC | Delaware | 20-3405958 | 701 Market Street Suite 963 St. Louis, MO 63101 (314) 342-3400 |
| Mustang Energy Company, LLC | Delaware | 43-1898532 | 701 Market Street Suite 953 St. Louis, MO 63101 (314) 342-3400 |
| New Mexico Coal Resources, LLC | Delaware | 20-3405643 | 701 Market Street Suite 804 St. Louis, MO 63101 (314) 342-3400 |
| Peabody America, Inc. | Delaware | 93-1116066 | 701 Market Street, Suite 720 St. Louis, MO 63101-1826 (314) 342-3400 |
| Peabody Archveyor, LLC | Delaware | 43-1898535 | 701 Market Street Suite 751 St. Louis, MO 63101 |

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| | | | (314) 342-3400 |
| Peabody Arclar Mining, LLC | Indiana | 31-1566354 | 420 Long Lane Road Equality, IL 62934 (618) 273-4314 |
| Peabody Bear Run Mining, LLC | Delaware | 26-3582291 | 701 Market Street Suite 802 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Bear Run Services, LLC | Delaware | 26-3725923 | 701 Market Street Suite 820 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Cardinal Gasification, LLC | Delaware | 20-5047955 | 701 Market Street Suite 931 St. Louis, MO 63101 (314) 342-3400 |
| Peabody COALSALES, LLC | Delaware | 20-1759740 | 701 Market Street Suite 831 St. Louis, MO 63101 (314) 342-3400 |
| Peabody COALTRADE International (CTI), LLC | Delaware | 20-1435716 | 701 Market Street Suite 836 St. Louis, MO 63101 (314) 342-3400 |

Table of Contents

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|--|---|---|---|
| Peabody COALTRADE, LLC | Delaware | 43-1666743 | 701 Market Street Suite 835 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Colorado Operations, LLC | Delaware | 20-2561644 | 701 Market Street Suite 832 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Colorado Services, LLC | Delaware | 26-3723774 | 701 Market Street Suite 813 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Coulterville Mining, LLC | Delaware | 20-0217834 | 701 Market Street Suite 723 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Development Company, LLC | Delaware | 43-1265557 | 701 Market Street Suite 970 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Electricity, LLC | Delaware | 20-3405744 | 701 Market Street Suite 784 Louis, MO 63101 (314) 342-3400 |
| Peabody Employment Services, LLC | Delaware | 26-3730348 | 701 Market Street Suite 808 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Energy Generation Holding Company | Delaware | 73-1625891 | St. Louis, MO 63101 Suite 930 701 Market Street Suite 930 |

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| | | | (314) 342-3400 |
| Peabody Energy Investments, Inc. | Delaware | 68-0541702 | 701 Market Street Suite 717 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Energy Solutions, Inc. | Delaware | 43-1753832 | 701 Market Street, Suite 845 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Gateway North Mining, LLC | Delaware | 27-2294407 | 701 Market Street Suite 817 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Gateway Services, LLC | Delaware | 26-3724075 | 701 Market Street Suite 817 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Holding Company, LLC | Delaware | 74-2666822 | 701 Market Street, Suite 741 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Illinois Services, LLC | Delaware | 26-3722638 | 701 Market Street Suite 811 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Indiana Services, LLC | Delaware | 26-3724339 | 701 Market Street Suite 818 St. Louis, MO 63101 (314) 342-3400 |
| Peabody International Investments, Inc. | Delaware | 26-361182 | 701 Market Street Suite 703 St. Louis, MO 63101 (314) 342-3400 |

Table of Contents

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|--|---|---|---|
| Peabody International Services, Inc. | Delaware | 20-8340434 | 701 Market Street Suite 783 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Investments Corp. | Delaware | 20-0480084 | 701 Market Street Suite 707 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Midwest Management Services, LLC | Delaware | 26-3726045 | 701 Market Street Suite 816 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Midwest Mining, LLC | Indiana | 35-1799736 | P.O. Box 312 Evansville, IN 47702 (812) 424-9000 |
| Peabody Midwest Operations, LLC | Delaware | 20-3405619 | 701 Market Street Suite 744 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Midwest Services, LLC | Delaware | 26-3722194 | 701 Market Street Suite 810 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Natural Gas, LLC | Delaware | 43-1890836 | 701 Market Street Suite 740 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Natural Resources Company | Delaware | 51-0332232 | 701 Market Street, Suite 718 St. Louis, MO 63101 (314) 342-3400 |

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| Peabody New Mexico Services, LLC | Delaware | 20-8162939 | 701 Market Street, St. Louis, MO 63101 (314) 342-3400 |
| Peabody Operations Holding, LLC | Delaware | 26-3723890 | 701 Market Street Suite 815 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Powder River Operations, LLC | Delaware | 20-3405797 | 701 Market Street Suite 876 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Powder River Services, LLC | Delaware | 26-3725850 | 701 Market Street Suite 876 St. Louis, MO 63101 (314) 342-3400 |
| Peabody PowerTree Investments, LLC | Delaware | 20-0116980 | 701 Market Street Suite 954 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Recreational Lands, LLC | Delaware | 43-1898382 | 701 Market Street Suite 920 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Rocky Mountain Management Services, LLC | Delaware | 26-3725390 | 701 Market Street Suite 823 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Rocky Mountain Services, LLC | Delaware | 20-8162706 | 701 Market Street Suite 767 St. Louis, MO 63101 (314) 342-3400 |

Table of Contents

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|--|---|---|---|
| Peabody Services Holding, LLC | Delaware | 26-3726126 | 701 Market Street Suite 814 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Southwest, LLC | Delaware | 20-5744732 | 701 Market Street Suite 756 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Southwestern Coal Company | Delaware | 43-1898372 | St. Louis, MO 63101-1826 701 Market Street Suite 739 (314) 342-3400 |
| Peabody Terminal Holding Company, Inc. | Delaware | 26-1087816 | 701 Market Street Suite 796 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Terminals, LLC | Delaware | 31-1035824 | 701 Market Street, Suite 712 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Twentymile Mining, LLC | Delaware | 95-3811846 | 701 Market Street, Suite 731 St. Louis, MO 63101-1826 (314) 342-3400 |
| Peabody Venezuela Coal Corp. | Delaware | 43-1609813 | 701 Market Street, Suite 715 St. Louis, MO 63101-1826 (314) 342-3400 |
| Peabody Venture Fund, LLC | Delaware | 20-3405779 | 701 Market Street St. Louis, MO 63101 (314) 342-3400 |

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| Peabody-Waterside Development, LLC | Delaware | 75-3098342 | 701 Market Street Suite 921 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Western Coal Company | Delaware | 86-0766626 | P.O. Box 605 Kayenta, AZ 86033 (928) 677-3201 |
| Peabody Wild Boar Mining, LLC | Delaware | 26-3730759 | 701 Market Street Suite 824 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Wild Boar Services, LLC | Delaware | 26-3725591 | 701 Market Street Suite 824 St. Louis, MO 63101 (314) 342-3400 |
| Peabody Wyoming Services, LLC | Delaware | 26-3723001 | 701 Market Street Suite 812 St. Louis, MO 63101 (314) 342-3400 |
| PEC Equipment Company, LLC | Delaware | 20-0217950 | 701 Market Street Suite 726 St. Louis, MO 63101 (314) 342-3400 |
| Point Pleasant Dock Company, LLC | Delaware | 20-0117005 | 701 Market Street Suite 708 St. Louis, MO 63101 (314) 342-3400 |
| Pond River Land Company | Delaware | 73-1625893 | 701 Market Street Suite 771 St. Louis, MO 63101 (314) 342-3400 |

Table of Contents

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|--|---|---|---|
| Porcupine Production, LLC | Delaware | 43-1898379 | 701 Market Street Suite 752 St. Louis, MO 63101 (314) 342-3400 |
| Porcupine Transportation, LLC | Delaware | 43-1898380 | 701 Market Street Suite 753 St. Louis, MO 63101 (314) 342-3400 |
| Powder River Coal, LLC | Delaware | 43-0996010 | 1013 East Boxelder Gillette, WY 82718 (307) 687-6900 |
| Riverview Terminal Company | Delaware | 13-2899722 | 14062 Denver West Parkway Suite 110 Golden, CO 80401-3301 (606) 739-5752 |
| Sage Creek Coal Company, LLC | Delaware | 26-3730653 | 701 Market Street Suite 803 St. Louis, MO 63101 (314) 342-3400 |
| Sage Creek Holdings, LLC | Delaware | 26-3286872 | 701 Market Street Suite 801 St. Louis, MO 63101 (314) 342-3400 |
| School Creek Coal Company, LLC | Delaware | 20-2902073 | 701 Market Street Suite 738 St. Louis, MO 63101 (314) 342-3400 |
| School Creek Coal Resources, LLC | Delaware | 20-3585831 | 701 Market Street Suite 742 St. Louis, MO 63101 (314) 342-3400 |
| Seneca Coal Company, LLC | Delaware | 84-1273892 | Drawer D |

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| | | | Hayden, CO 81639 (970) 276-3707 |
| Shoshone Coal Corporation | Delaware | 25-1336898 | 701 Market Street Suite 734 St. Louis, MO 63101 (314) 342-3400 |
| Star Lake Energy Company, L.L.C. | Delaware | 43-1898533 | 701 Market Street Suite 951 St. Louis, MO 63101 (314) 342-3400 |
| Sugar Camp Properties, LLC | Indiana | 35-2130006 | 7100 Eagle Crest Blvd. Evansville, IN 47715 (812) 424-9000 |
| Thoroughbred Generating Company, LLC | Delaware | 43-1898534 | 701 Market Street Suite 780 St. Louis, MO 63101 (314) 342-3400 |
| Thoroughbred Mining Company, LLC | Delaware | 73-1625889 | 701 Market Street Suite 721 St. Louis, MO 63101 (314) 342-3400 |
| Twentymile Coal, LLC | Delaware | 95-3811846 | 701 Market Street Suite 731 St. Louis, MO 63101 (314) 342-3400 |
| West Roundup Resources, LLC | Delaware | 20-2561489 | 701 Market Street Suite 736 St. Louis, MO 63101 (314) 342-3400 |

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|--|---|---|---|
| Williams Fork Coal Company, LLC | Delaware | 20-8162742 | 701 Market Street Suite 766 St. Louis, MO 63101 (314) 342-3400 |
| Wyoming Natural Gas, LLC | Delaware | 20-5744610 | 701 Market Street Suite 752 St. Louis, MO 63101 (314) 342-3400 |

Table of Contents

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The following table reflects an itemization of all fees and expenses, other than underwriting discounts and commissions, incurred or expected to be incurred by Peabody Energy Corporation in connection with the issuance and distribution of the securities being registered hereby. All but the Securities and Exchange Commission registration fee are estimates and remain subject to future contingencies.

| | |
|---|--------|
| Securities and Exchange Commission registration fee | \$ (1) |
| Legal fees and expenses | (2) |
| Accounting fees and expenses | (2) |
| Trustees fees and expenses | (2) |
| Printing and engraving fees | (2) |
| Blue Sky fees and expenses | (2) |
| Miscellaneous expenses | (2) |
| Total | \$ (2) |

- (1) Pursuant to Rules 456(b) and 457(r), the Registrants elect to defer payment of all of the registration fees, except for \$178,422.50, which is the remainder of (i) an initial registration fee of \$353,100 paid to the SEC with respect to \$3,000,000,000 aggregate initial offering price of securities of the Registrants previously registered yet unissued under the Registration Statement on Form S-3 (No. 333-124749) of the Registrants filed on May 9, 2005, minus (ii) a subsequent registration fee of \$174,677.50 due

to the SEC and offset against the \$353,100, with respect to \$900,000,000 aggregate initial offering price of securities of the Registrants issued on October 12, 2006 and \$732,500,000 aggregate initial offering price of securities of the Registrants issued on December 20, 2006, each under the Registration Statement on Form S-3 (No. 333-136108) of the Registrants filed on July 28, 2006. Pursuant to Rule 457(p), such remaining unutilized filing fee of \$178,422.50 paid with respect to Registration Statement No. 333-124749 will be used to offset the registration fee payable in the future with respect to the first \$3,197,535,842 aggregate initial offering price of securities (calculated utilizing the fee rate applicable on the date hereof of \$55.80 per million dollars) offered with respect to this Registration

Statement. Any additional registration fees will be paid subsequently in advance or on a pay-as-you-go basis.

- (2) An estimate of the aggregate amount of these expenses will be reflected in the applicable prospectus supplement.

Item 15. Indemnification of Directors and Officers.

Delaware

Delaware Corporation Registrants

Peabody Energy Corporation, Arid Operations, Inc., Big Sky Coal Company, BTU Western Resources, Inc., Colorado Yampa Coal Company, Cottonwood Land Company, Cyprus Creek Land Company, Gallo Finance Company, Highwall Mining Services Company, Juniper Coal Company, Kayenta Mobile Home Park, Inc., Midwest Coal Acquisition Corp., Peabody America, Inc., Peabody Energy Generation Holding Company, Peabody Energy Investments, Inc., Peabody Energy Solutions, Inc., Peabody International Investments, Inc., Peabody International Services, Inc., Peabody Investments Corp., Peabody Natural Resources Company, Peabody Southwestern Coal Company, Peabody Terminal Holding Company, Inc., Peabody Venezuela Coal Corp., Peabody Western Coal Company, Pond River Land Company, Riverview Terminal Company and Shoshone Coal Corporation (the Delaware Corporation Registrants) are incorporated in the State of Delaware. Section 145 of the Delaware General Corporation Law provides that, among other things, a corporation may indemnify directors and officers as

II-1

Table of Contents

well as other employees and agents of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with threatened, pending or completed actions, suits or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation, a derivative action), if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys' fees) incurred in connection with the defense or settlement of such actions, and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's by-laws, disinterested director vote, stockholder vote, agreement or otherwise.

Article Sixth of our third amended and restated certificate of incorporation (as amended) and Article IV of our amended and restated by-laws requires indemnification to the fullest extent permitted by Delaware law. Our third amended and restated certificate of incorporation (as amended) requires indemnification and the advancement of expenses incurred by officers or directors in relation to any action, suit or proceeding. Similar provisions are contained in the certificate of incorporation and/or bylaws of the other Delaware Corporation Registrants.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duties as a director, except for liability (i) for any transaction from which the director derives an improper personal benefit, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law (certain illegal distributions) or (iv) for any breach of a director's duty of loyalty to the company or its stockholders. Article Sixth of our third amended and restated certificate of incorporation (as amended) includes such a provision.

In connection with our existing indemnification procedures and policies and the rights provided for by our third amended and restated certificate of incorporation (as amended) and amended and restated by-laws, we have executed indemnification agreements with our directors and executive officers.

Pursuant to those agreements, to the fullest extent permitted by the laws of the State of Delaware, we have agreed to indemnify those persons against any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the indemnified person is or was or has agreed to serve at our request as a director, officer, employee or agent, or while serving as our director or officer, is or was serving or has agreed to serve at our request as a director, officer, employee or agent (which, for purposes of the indemnification agreements, includes a trustee, partner, manager or a position of similar capacity) of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity. The indemnification provided by these agreements is from and against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the indemnified person or on his or her behalf in connection with the action, suit or proceeding and any appeal therefrom, but shall only be provided if the indemnified person acted in good faith and in a manner the indemnified person reasonably believed to be in or not opposed to our best interests, and, with respect to any criminal action, suit or proceeding, had no reasonable cause to believe the indemnified person's conduct was unlawful.

Table of Contents

We have obtained officers and directors liability insurance which insures against liabilities that our officers and directors, in such capacities, may incur.

Delaware LLC Registrants

American Land Development, LLC, American Land Holdings of Colorado, LLC, American Land Holdings of Illinois, LLC, American Land Holdings of Indiana, LLC, American Land Holdings of Kentucky, LLC, American Land Holdings of West Virginia, LLC, BTU Empire Company, LLC, Caballo Coal, LLC, Caballo Grande, LLC, Caseyville Dock Company, LLC, Central States Coal Reserves of Illinois, LLC, Central States Coal Reserves of Indiana, LLC, Coal Reserves Holding Limited Liability Company No 1., COALSALES II, LLC, Conservancy Resources, LLC, Cyprus Creek Land Resources, LLC, Dyson Creek Coal Company, LLC, Dyson Creek Mining Company, LLC, El Segundo Coal Company, LLC, Elkland Holdings, LLC, Gold Fields Chile, LLC, Gold Fields Mining, LLC, Gold Fields Ortiz, LLC, Hayden Gulch Terminal, LLC, Hillside Recreational Lands, LLC, HMC Mining, LLC, Independence Material Handling, LLC, James River Coal Terminal, LLC, Kentucky Syngas, LLC, Lively Grove Energy, LLC, Lively Grove Energy Partners, LLC, Marigold Electricity, LLC, Midwest Coal Reserves of Illinois, LLC, Midwest Coal Reserves of Indiana, LLC, Mustang Energy Company, LLC, New Mexico Coal Resources, LLC, New Mexico Services, LLC, Peabody Archveyor, LLC, Peabody Bear Run Mining, LLC, Peabody Bear Run Services, LLC, Peabody Cardinal Gasification, LLC, Peabody COALSALES, LLC, Peabody COALTRADE International (CTI), LLC, Peabody COALTRADE, LLC, Peabody Colorado Operations, LLC, Peabody Colorado Services, LLC, Peabody Coulterville Mining, LLC, Peabody Development Company, LLC, Peabody Electricity, LLC, Peabody Employment Services, LLC, Peabody Gateway North Mining, LLC, Peabody Gateway Services, LLC, Peabody Holding Company, LLC, Peabody Illinois Services, LLC, Peabody Indiana Services, LLC, Peabody Midwest Management Services, LLC, Peabody Midwest Operations, LLC, Peabody Midwest Services, LLC, Peabody Natural Gas, LLC, Peabody New Mexico Services, LLC, Peabody Operations Holding, LLC, Peabody Powder River Operations, LLC, Peabody Powder River Services, LLC, Peabody PowerTree Investments, LLC, Peabody Recreational Lands, LLC, Peabody Rocky Mountain Management Services, LLC, Peabody Rocky Mountain Services, LLC, Peabody Services Holding, LLC, Peabody Southwest, LLC, Peabody Terminals, LLC, Peabody Twentymile Mining, LLC, Peabody Venture Fund, LLC, Peabody-Waterside Development, LLC, Peabody Wild Boar Mining, LLC, Peabody Wild Boar Services, LLC, Peabody Wyoming Services, LLC, PEC Equipment Company, LLC, Point Pleasant Dock Company, LLC, Porcupine Production, LLC, Porcupine Transportation, LLC, Powder River Coal, LLC, Sage Creek Coal Company, LLC, Sage Creek Holdings, LLC, School Creek Coal Company, LLC, School Creek Coal Resources, LLC, Seneca Coal Company, LLC, Star Lake Energy Company, LLC, Thoroughbred Generating Company, LLC, Thoroughbred Mining Company, LLC, Twentymile Coal, LLC, West Roundup Resources, LLC, Williams Fork Coal Company, LLC and Wyoming Natural Gas, LLC (the Delaware LLC Registrants) are organized in the State of Delaware. Delaware limited liability companies are permitted by Section 18-108 of the Delaware Limited Liability Company Act, subject to the procedures and limitations stated therein, to indemnify any person against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding in which such person is made a party by reason of his being or having been a director, officer, employee or agent of the respective limited liability company. The statute provides that indemnification pursuant to its provisions is not exclusive of other rights of indemnification to which a person may be entitled under any agreement, vote of members or disinterested directors or otherwise.

The Operating Agreements of the Delaware LLC Registrants generally provide that the company shall indemnify the member, each director, manager, officer, employee, shareholder, controlling person, agent and representative of the LCC or the member with respect to claims arising out of or incidental to the business or activities related to the LLC, if such indemnitee determined in good faith that such

Table of Contents

conduct was in the best interest of the LLC and such indemnitee's conduct did not constitute fraud, gross negligence or willful misconduct and was within the scope of the indemnitee's authority.

Each Delaware limited liability company may purchase and maintain insurance on behalf of any director or officer of such limited liability company against any liability asserted against such person, whether or not such limited liability company would have the power to indemnify such person against such liability under the respective provisions of the limited liability company agreement or otherwise.

Indiana

Indiana LLC Registrants

Falcon Coal Company, LLC, Peabody Arclar Mining, LLC, Peabody Midwest Mining, LLC and Sugar Camp Properties, LLC (the Indiana LLC Registrants) are organized in the State of Indiana. Section 23-18-2-2 of the Indiana Business Flexibility Act (Indiana LLC Law) provides that, unless the limited liability company's articles of organization provide otherwise, every limited liability company has the power to indemnify and hold harmless any member, manager, agent, or employee from and against any and all claims and demands, except in the case of an action or failure to act by the member, agent, or employee which constitutes willful misconduct or recklessness and subject to any standards and restrictions set forth in a written operating agreement. Section 23-18-4-4 of the Indiana LLC Law provides that a written operating agreement may provide for indemnification of a member or manager for monetary damages for judgments, settlements, penalties, fines, or expenses incurred in a proceeding to which a person is a party because the person is or was a member or manager.

The Operating Agreement of Peabody Arclar Mining, LLC provides that the company shall indemnify each officer with respect to liabilities to which such person is, or is threatened to be made, a party because such person is or was serving at the request of the company as an officer of the company, or is or was serving at the request of the company as a director, officer, partner, member, employee or agent of another entity, provided that the officer acted in good faith and in a manner reasonably believed by the officer to be in the best interests of the company or, in the case of a criminal proceeding, the officer had no reasonable cause to believe that the conduct was unlawful.

The Operating Agreements of the other Indiana LLC Registrants provide that the company shall indemnify the member, each director, manager, officer, employee, shareholder, controlling person, agent and representative of the LLC or the member with respect to claims arising out of or incidental to the business or activities related to the LLC, if such indemnitee determined in good faith that such conduct was in the best interest of the LLC and such indemnitee's conduct did not constitute fraud, gross negligence or willful misconduct and was within the scope of the indemnitee's authority.

Illinois

Illinois Corporation Registrants

Big Ridge, Inc., Century Mineral Resources, Inc. and Midco Supply and Equipment Company (the Illinois Corporation Registrants) are incorporated in the State of Illinois. The bylaws of Big Ridge, Inc. and Century Mineral Resources, Inc. provide for the indemnification of directors and officers to the fullest extent permitted by the Illinois Business Corporation Act (IBCA), as amended, as it currently exists or may hereafter be amended.

Section 8.75 of the IBCA provides that a corporation may indemnify any person who, by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or

Table of Contents

was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one brought on behalf of the corporation, against reasonable expenses (including attorneys' fees), judgments, fines and settlement payments incurred in connection with the action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be not opposed to the best interests of such corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe his or her conduct was unlawful. In the case of actions on behalf of the corporation, indemnification may extend only to reasonable expenses (including attorneys' fees) incurred in connection with the defense or settlement of such action or suit and only if such person acted in good faith and in a manner he or she reasonably believed to be not opposed to the best interests of the corporation, provided that no such indemnification is permitted in respect of any claim, issue or matter as to which such person is adjudged to be liable to the corporation except to the extent that the adjudicating court otherwise provides. To the extent that a present or former director, officer or employee of the corporation has been successful in defending any such action, suit or proceeding (even one on behalf of the corporation) or in defense of any claim, issue or matter therein, such person is entitled to indemnification for reasonable expenses (including attorneys' fees) incurred by such person in connection therewith if the person acted in good faith and in a manner he or she reasonably believed to be not opposed to the best interests of the corporation. The indemnification provided for by the IBCA is not exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, and a corporation may maintain insurance on behalf of any person who is or was a director, officer, employee or agent against liabilities for which indemnification is not expressly provided by the IBCA.

Illinois LLC Registrants

Black Hills Mining Company LLC and Illinois Land Holdings, LLC (the Illinois LLC Registrants) are organized in the State of Illinois.

The Operating Agreement of Black Hills Mining Company, LLC provides that the company shall indemnify each director, officer and member with respect to claims arising by reason of any acts, omissions, or alleged acts or omissions arising out of the indemnified party's activities on behalf of the company or in furtherance of the interests of the company, if such acts, omissions, or alleged acts or omissions were for a purpose reasonably believed to be in the best interests of the company and were not performed or omitted fraudulently or in bad faith or as a result of gross negligence by such indemnified party, and were not in violation of the indemnified party's fiduciary obligations to the company.

The Operating Agreement of Illinois Land Holdings, LLC provides that the company shall indemnify the member, each director, manager, officer, employee, shareholder, controlling person, agent and representative of the LCC or the member with respect to claims arising out of or incidental to the business or activities related to the LLC, if such indemnitee determined in good faith that such conduct was in the best interests of the LLC and such indemnitee's conduct did not constitute fraud, gross negligence or willful misconduct and was within the scope of the indemnitee's authority.

Item 16.

(a) *Exhibits*

Table of Contents

Exhibit

| No. | Description of Exhibit |
|------------|---|
| 1.1** | Form of Underwriting Agreement (Debt) |
| 1.2** | Form of Underwriting Agreement (Equity) |
| 1.3** | Form of Underwriting Agreement (Preferred Stock) |
| 1.4** | Form of Underwriting Agreement (Units) |
| 1.5** | Form of Underwriting Agreement (Warrants) |
| 4.1 | Rights Agreement, dated as of July 24, 2002, between the Company and EquiServe Trust Company, N.A., as Rights Agent (which includes the form of Certificate of Designations of Series A Junior Preferred Stock of the Company as Exhibit A, the form of Right Certificate as Exhibit B and the Summary of Rights to Purchase Preferred Shares as Exhibit C) (incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A, filed on July 24, 2002) |
| 4.2 | Certificate of Designations of Series A Junior Participating Preferred Stock of the Company, filed with the Secretary of State of the State of Delaware on July 24, 2002 (incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement on Form 8-A, filed on July 24, 2002) |
| 4.3 | Certificate of Adjustment delivered by the Registrant to Equiserve Trust Company, NA., as Rights Agent, on March 29, 2005 (incorporated by reference to Exhibit 4.2 to Amendment No. 1 to the Registrant's Registration Statement on Form 8-A filed on March 29, 2005) |
| 4.4 | Certificate of Adjustment delivered by the Registrant to American Stock Transfer & Trust Company, as Rights Agent, on February 22, 2006 (incorporated by reference to Exhibit 4.2 to Amendment No. 1 to the Registrant's Registration Statement on Form 8-A filed on February 22, 2006) |
| 4.5 | Specimen of stock certificate representing the Registrant's common stock, \$.01 par value (incorporated by reference to Exhibit 4.13 of the Registrant's Form S-1/A Registration Statement No. 333-55412, filed on May 1, 2001) |
| 4.6 | 6 7/8% Senior Notes Due 2013 Indenture dated as of March 21, 2003 between the Registrant and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.27 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003, filed on May 13, 2003) |
| 4.7 | 6 7/8% Senior Notes Due 2013 First Supplemental Indenture dated as of May 7, 2003 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.3 of the Registrant's Form S-4 Registration Statement No. 333-106208, filed on June 17, 2003) |
| 4.8 | 6 7/8% Senior Notes Due 2013 Second Supplemental Indenture dated as of September 30, 2003 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.198 of the Registrant's Form S-3 Registration Statement No. 333-109906, filed on October 22, 2003) |

- 4.9 6 7/8% Senior Notes Due 2013 Third Supplemental Indenture, dated as of February 24, 2004, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.211 of the Registrant's Form S-3/A Registration Statement No. 333-109906, filed on March 4, 2004)
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Table of Contents

Exhibit

| No. | Description of Exhibit |
|------------|---|
| 4.10 | 6 7/8% Senior Notes Due 2013 Fourth Supplemental Indenture, dated as of April 22, 2004, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 10.57 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, filed on August 6, 2004) |
| 4.11 | 6 7/8% Senior Notes Due 2013 Fifth Supplemental Indenture, dated as of October 18, 2004, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.9 of the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed on March 16, 2005) |
| 4.12 | 6 7/8% Senior Notes Due 2013 Sixth Supplemental Indenture dated as of January 20, 2005, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, filed on May 6, 2005) |
| 4.13 | 6 7/8% Senior Notes Due 2013 Seventh Supplemental Indenture, dated as of September 30, 2005, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (as defined therein) (incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, filed on November 8, 2005) |
| 4.14 | 6 7/8% Senior Notes Due 2013 Eighth Supplemental Indenture, dated as of January 20, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.14 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2005, filed on March 6, 2006) |
| 4.15 | 6 7/8% Senior Notes Due 2013 Ninth Supplemental Indenture, dated as of June 13, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006, filed on August 7, 2006) |
| 4.16 | 6 7/8% Senior Notes Due 2013 Tenth Supplemental Indenture, dated as of June 30, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006, filed on August 7, 2006) |
| 4.17 | 6 7/8% Senior Notes Due 2013 Eleventh Supplemental Indenture, dated as of September 29, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006, filed on November 7, 2006) |
| 4.18 | 6 7/8% Senior Notes Due 2013 Twelfth Supplemental Indenture, dated as of November 10, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.18 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 28, 2007) |

Table of Contents

Exhibit

| No. | Description of Exhibit |
|------------|--|
| 4.19 | 6 7/8% Senior Notes Due 2013 Thirteenth Supplemental Indenture, dated as of January 31, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.19 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 28, 2007) |
| 4.20 | 6 7/8% Senior Notes Due 2013 Fourteenth Supplemental Indenture, dated as of June 14, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, filed on August 8, 2007) |
| 4.21 | 6 7/8% Senior Notes Due 2013 Fifteenth Supplemental Indenture, dated as of November 14, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.21 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007, filed on February 28, 2008) |
| 4.22 | 6 7/8% Senior Notes Due 2013 Eighteenth Supplemental Indenture, dated as of March 13, 2010, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.4 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, filed on May 8, 2009) |
| 4.23 | 5 7/8% Senior Notes Due 2016 Indenture dated as of March 19, 2003 between the Registrant and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.12 of the Registrant's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2004, filed on May 10, 2004) |
| 4.24 | 5 7/8% Senior Notes Due 2016 First Supplemental Indenture dated as of March 23, 2004 between the Registrant and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K dated March 23, 2004) |
| 4.25 | 5 7/8% Senior Notes Due 2016 Second Supplemental Indenture, dated as of April 22, 2004, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 10.58 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, filed on August 6, 2004) |
| 4.26 | 5 7/8% Senior Notes Due 2016 Third Supplemental Indenture, dated as of October 18, 2004, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.13 of the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed on March 16, 2005) |
| 4.27 | 5 7/8% Senior Notes Due 2016 Fourth Supplemental Indenture, dated as of January 20, 2005, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, filed on May 6, 2005) |
| 4.28 | 5 7/8% Senior Notes Due 2016 Fifth Supplemental Indenture, dated as of September 30, 2005, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 of the Registrant's Quarterly Report on Form 10-Q for the |

Table of Contents**Exhibit**

| No. | Description of Exhibit |
|------------|---|
| 4.29 | 5 7/8% Senior Notes Due 2016 Sixth Supplemental Indenture, dated as of January 20, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.21 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2005, filed on March 6, 2006) |
| 4.30 | 5 7/8% Senior Notes Due 2016 Seventh Supplemental Indenture, dated as of June 13, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.3 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006, filed on August 7, 2006) |
| 4.31 | 5 7/8% Senior Notes Due 2016 Eighth Supplemental Indenture, dated as of June 30, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.4 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006, filed on August 7, 2006) |
| 4.32 | 5 7/8% Senior Notes Due 2016 Ninth Supplemental Indenture, dated as of September 29, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006, filed on November 7, 2006) |
| 4.33 | 5 7/8% Senior Notes Due 2016 Twelfth Supplemental Indenture, dated as of November 10, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.30 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 28, 2007) |
| 4.34 | 5 7/8% Senior Notes Due 2016 Fifteenth Supplemental Indenture, dated as of January 31, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.31 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 28, 2007) |
| 4.35 | 5 7/8% Senior Notes Due 2016 Eighteenth Supplemental Indenture, dated as of June 14, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, filed on August 8, 2007) |
| 4.36 | 5 7/8% Senior Notes Due 2016 Twenty-First Supplemental Indenture, dated as of November 14, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.35 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007, filed on February 28, 2008) |
| 4.37 | 5 7/8% Senior Notes Due 2016 Thirtieth Supplemental Indenture, dated as of March 13, 2010, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010, filed on May 7, 2010) |
| 4.38 | |

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7 3/8% Senior Notes due 2016 Tenth Supplemental Indenture, dated as of October 12, 2006 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K, filed October 13, 2006)

Table of Contents

Exhibit

| No. | Description of Exhibit |
|------------|---|
| 4.39 | 7 3/8% Senior Notes due 2016 Thirteenth Supplemental Indenture, dated as of November 10, 2006 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.33 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 28, 2007) |
| 4.40 | 7 3/8% Senior Notes due 2016 Sixteenth Supplemental Indenture, dated as of January 31, 2007 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.34 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 28, 2007) |
| 4.41 | 7 3/8% Senior Notes due 2016 Nineteenth Supplemental Indenture, dated as of June 14, 2007 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.3 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, filed on August 8, 2007) |
| 4.42 | 7 3/8% Senior Notes due 2016 Twenty-Second Supplemental Indenture, dated as of November 14, 2007 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.40 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007, filed on February 28, 2008) |
| 4.43 | 7 3/8% Senior Notes due 2016 Thirty-First Supplemental Indenture, dated as of March 13, 2009, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, filed on May 8, 2009) |
| 4.44 | 7 7/8% Senior Notes due 2026 Eleventh Supplemental Indenture, dated as of October 12, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Registrant's Current Report on Form 8-K, filed on October 13, 2006) |
| 4.45 | 7 7/8% Senior Notes due 2026 Fourteenth Supplemental Indenture, dated as of November 10, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.36 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 28, 2007) |
| 4.46 | 7 7/8% Senior Notes due 2026 Seventeenth Supplemental Indenture, dated as of January 31, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.37 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 28, 2007) |
| 4.47 | 7 7/8% Senior Notes due 2026 Twentieth Supplemental Indenture, dated as of June 14, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.4 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, filed on August 8, 2007) |
| 4.48 | |

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7 7/8% Senior Notes due 2026 Twenty-Third Supplemental Indenture, dated as of November 14, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.45 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007, filed on February 28, 2008)

Table of Contents

Exhibit

| No. | Description of Exhibit |
|------------|---|
| 4.49 | 7 7/8% Senior Notes due 2026 Thirty-Second Supplemental Indenture, dated as of March 13, 2009, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.3 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, filed on May 8, 2009) |
| 4.50 | Subordinated Indenture, dated as of December 20, 2006, between the Registrant and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K, filed on December 20, 2006) |
| 4.51 | 4.75% Convertible Junior Subordinated Debentures Due 2066 First Supplemental Indenture, dated as December 20, 2006, among the Registrant and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Registrant's Current Report on Form 8-K, filed on December 20, 2006) |
| 4.52 | Capital Replacement Covenant dated December 19, 2006 (Incorporated by reference to Exhibit 99.1 of the Registrant's Current Report on Form 8-K, filed on December 20, 2006) |
| 4.53 | Notice of Adjustment of Conversion Rate of 4.75% Convertible Junior Subordinated Debentures Due 2066, dated November 26, 2007 (Incorporated by reference to Exhibit 4.49 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007, filed on February 28, 2008) |
| 4.54 | Notice of Adjustment of Conversion Rate of 4.75% Convertible Junior Subordinated Debentures Due 2066, dated February 8, 2009 (Incorporated by reference to Exhibit 4.5 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, filed on May 8, 2009) |
| 4.55 | Form of Senior Security (Incorporated by reference to Exhibit 4.24 of the Registrant's Registration Statement on Form S-3 filed on July 28, 2006) |
| 4.56 | Form of Subordinated Security (included in Exhibit 4.50) |
| 4.57** | Form of Warrant Agreement |
| 4.58** | Form of preferred stock share certificate |
| 5 | Opinion of Simpson Thacher & Bartlett LLP |
| 12* | Computation in support of ratio of earnings to fixed charges |
| 23.1* | Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5) |
| 23.2 | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm |
| 24* | Power of Attorney (included on signature pages) |
| 25* | Form T-1 statement of eligibility and qualification under the Trust Indenture Act of 1939 of U.S. Bank National Association as trustee under the indenture with respect to the senior debt securities |

26* Form T-1 statement of eligibility and qualification under the Trust Indenture Act of 1939 of U.S. Bank National Association as trustee under the indenture with respect to the subordinated debt securities

* Previously filed
as an exhibit to
the Registration
Statement.

Table of Contents

** To be filed by amendment or as an exhibit to a document to be incorporated by reference herein

Item 17. Undertakings.

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the Securities Act);
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;
Provided, however, that paragraphs (1)(i), (1)(ii) and (1)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is a part of the registration statement.
- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability under the Securities Act to any purchaser:
 - (i) Each prospectus filed by a registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

Table of Contents

- (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.
- (5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
 - (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
 - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (6) That, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (7) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing

Table of Contents

provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

II-14

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri as of June 1, 2010.

PEABODY ENERGY CORPORATION

By: *
 Gregory H. Boyce
 Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|--------------------|---|
| * | Chairman and Chief Executive Officer (Principal Executive Officer) |
| Gregory H. Boyce | |
| * | Executive Vice President and Chief Financial Officer |
| Michael C. Crews | (Principal Financial and Accounting Officer) |
| * | Director |
| William A. Coley | |
| * | Director |
| William E. James | |
| * | Director |
| Robert B. Karn III | |
| * | Director |
| M. Frances Keeth | |
| * | Director |
| Henry E. Lentz | |
| * | Director |
| Robert A. Malone | |

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*

Director

William C. Rusnack

*

Director

John F. Turner

II-15

Table of Contents

Signature

Title

*

Director

Sandra Van Trease

*

Director

Alan H. Washkowitz

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-16

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

AMERICAN LAND DEVELOPMENT, LLC

By: PEABODY INVESTMENTS CORP.,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-17

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

AMERICAN LAND HOLDINGS OF
COLORADO, LLC

By: AMERICAN LAND DEVELOPMENT, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

AMERICAN LAND HOLDINGS OF ILLINOIS,
LLC

By: AMERICAN LAND DEVELOPMENT, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

AMERICAN LAND HOLDINGS OF INDIANA, LLC

By: AMERICAN LAND DEVELOPMENT, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

AMERICAN LAND HOLDINGS OF KENTUCKY, LLC

By: AMERICAN LAND DEVELOPMENT,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

AMERICAN LAND HOLDINGS OF WEST VIRGINIA,
LLC

By: AMERICAN LAND DEVELOPMENT,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

ARID OPERATIONS, INC.

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

BIG RIDGE, INC.

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-----------------------------|-------------------------------------|
| * Kemal Williamson | President and Director |
| * Walter L. Hawkins, Jr. | Senior Vice President and Treasurer |
| * Richard A. Navarre | Director |
| * Charles A. Burggraf | Director |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

BIG SKY COAL COMPANY

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President and Director |
| Jeane L. Hull | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |
| * | Director |
| Richard A. Navarre | |
| * | Director |
| Mark R. Yingling | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

BLACK HILLS MINING COMPANY, LLC

By: PEABODY MIDWEST OPERATIONS,
LLC
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Charles A. Burggraf | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

BTU EMPIRE COMPANY, LLC

By: PEABODY COLORADO OPERATIONS,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Walter J. Scheller III | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

BTU WESTERN RESOURCES, INC.

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-----------------------------|---|
| * Jeane L. Hull | President and Director |
| * Walter L. Hawkins, Jr. | Senior Vice President, Treasurer and Director |
| * Richard A. Navarre | Director |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

CABALLO COAL, LLC

By: POWDER RIVER COAL, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|---|
| * | President and Director |
| Jeane L. Hull | |
| * | Senior Vice President, Treasurer and Director |
| Walter L. Hawkins, Jr. | |
| * | Director |
| Richard A. Navarre | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

CABALLO GRANDE, LLC

By: PEABODY ELECTRICITY, LLC,
its Sole Member

By: /s/ WALTER L. HAWKINS, JR.
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Richard A. Navarre, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|----------------------------|-------------------------------------|
| /s/ DIANNA K. TICKNER | President |
| Dianna K. Tickner | |
| /s/ WALTER L. HAWKINS, JR. | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

II-30

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

CASEYVILLE DOCK COMPANY, LLC

By: PEABODY MIDWEST OPERATIONS,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Charles A. Burggraf | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-31

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

CENTRAL STATES COAL RESERVES OF
ILLINOIS, LLC

By: AMERICAN LAND HOLDINGS OF
ILLINOIS, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-----------------------------|-------------------------------------|
| * Richard A. Navarre | President |
| * Walter L. Hawkins, Jr. | Senior Vice President and Treasurer |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

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CENTRAL STATES COAL RESERVES OF INDIANA,
LLC

By: AMERICAN LAND HOLDINGS OF
INDIANA, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

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CENTURY MINERAL RESOURCES, INC.

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-----------------------------|-------------------------------------|
| * Richard A. Navarre | President and Director |
| * Walter L. Hawkins, Jr. | Senior Vice President and Treasurer |
| * Terry L. Bethel | Director |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

COAL RESERVES HOLDING LIMITED
LIABILITY COMPANY NO. 1,

By: COTTONWOOD LAND COMPANY,
its Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

By: CENTRAL STATES COAL RESRVES
OF
ILLINOIS, LLC, its Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

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Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

COALSALES II, LLC

By: PEABODY COALSALES, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Bryan A. Galli | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

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Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

COLORADO YAMPA COAL COMPANY

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Walter J. Scheller III | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |
| * | Director |
| Richard A. Navarre | |
| * | Director |
| Kemal Williamson | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

CONSERVANCY RESOURCES, LLC

By: PEABODY INVESTMENTS CORP.,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

COTTONWOOD LAND COMPANY

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-----------------------------------|
| * | President and Director |
| Richard A. Navarre | |
| * | Senior Vice President, Treasurer, |
| Walter L. Hawkins, Jr. | and Director |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

CYPRUS CREEK LAND COMPANY

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President and Director |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |
| * | Director |
| James C. Sevem | |
| * | Director |
| Terry L. Bethel | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

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Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

CYPRUS CREEK LAND RESOURCES, LLC

By: AMERICAN LAND DEVELOPMENT, LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-41

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

DYSON CREEK COAL COMPANY, LLC

By: AMERICAN LAND DEVELOPMENT, LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

Table of Contents

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DYSON CREEK MINING COMPANY, LLC

By: PEABODY MIDWEST OPERATIONS, LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Charles A. Burggraf | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

Table of Contents

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EL SEGUNDO COAL COMPANY, LLC

By: NEW MEXICO COAL RESOURCES, LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

Signature

Title

*

President

Guy B. Brown

*

Senior Vice President and Treasurer

Walter L. Hawkins, Jr.

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

ELKLAND HOLDINGS, LLC

By: PEABODY HOLDING COMPANY, LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Terry L. Bethel | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-45

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

FALCON COAL COMPANY, LLC

By: PEABODY MIDWEST MINING, LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Charles A. Burggraf | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

Table of Contents

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GALLO FINANCE COMPANY

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Guy B. Brown | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |
| * | Director |
| Richard A. Navarre | |
| * | Director |
| Kemal Williamson | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-47

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

GOLD FIELDS CHILE, LLC

By: GOLD FIELDS MINING, LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

Table of Contents

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GOLD FIELDS MINING, LLC

By: PEABODY INVESTMENTS CORP.,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President and Director |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

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GOLD FIELDS ORTIZ, LLC

By: GOLD FIELDS MINING, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

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HAYDEN GULCH TERMINAL, LLC

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Walter J. Scheller III | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |
| * | Director |
| Richard A. Navarre | |
| * | Director |
| Kemal Williamson | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

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Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

HIGHWALL MINING SERVICES
COMPANY

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President and Director |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-52

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

HILLSIDE RECREATIONAL LANDS, LLC

By: AMERICAN LAND HOLDINGS OF ILLINOIS,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

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Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

HMC MINING, LLC

By: PEABODY INVESTMENTS CORP.,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-54

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

ILLINOIS LAND HOLDINGS, LLC

By: AMERICAN LAND HOLDINGS OF ILLINOIS,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

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INDEPENDENCE MATERIAL
HANDLING, LLC

BY: AMERICAN LAND DEVELOPMENT,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

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JAMES RIVER COAL TERMINAL, LLC

BY: PEABODY TERMINALS, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

Signature

Title

*

President

Bryan A. Galli

*

Senior Vice President and Treasurer

Walter L. Hawkins, Jr.

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-57

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

JUNIPER COAL COMPANY

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-----------------------------|-------------------------------------|
| * Richard A. Navarre | President and Director |
| * Walter L. Hawkins, Jr. | Senior Vice President and Treasurer |
| * Terry L. Bethel | Director |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

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Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

KAYENTA MOBILE HOME PARK, INC.

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-----------------------------|-------------------------------------|
| * Guy B. Brown | President |
| * Walter L. Hawkins, Jr. | Senior Vice President and Treasurer |
| * Richard A. Navarre | Director |
| * Kemal Williamson | Director |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

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Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

KENTUCKY SYNGAS, LLC

By: PEABODY ELECTRICITY, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Charles F. Meintjes | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-60

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

LIVELY GROVE ENERGY, LLC

By: PEABODY ELECTRICITY, LLC,
its Sole Member

By: /s/ WALTER L. HAWKINS, JR.
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Richard A. Navarre, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|----------------------------|-------------------------------------|
| /s/ DIANNA K. TICKNER | President |
| Dianna K. Tickner | |
| /s/ WALTER L. HAWKINS, JR. | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

II-61

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

LIVELY GROVE ENERGY PARTNERS,
LLC

By: PEABODY ELECTRICITY, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Charles F. Meintjes | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-62

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

MARIGOLD ELECTRICITY, LLC

By: PEABODY INVESTMENTS CORP.,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Charles F. Meintjes | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-63

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

MIDCO SUPPLY AND EQUIPMENT
COMPANY

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------------|-------------------------------------|
| * Christopher J. Hagedorn | President and Director |
| * Walter L. Hawkins, Jr. | Senior Vice President and Treasurer |
| * Richard A. Navarre | Director |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-64

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

MIDWEST COAL ACQUISITION CORP.

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Charles A. Burggraf | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |
| * | Director |
| Richard A. Navarre | |
| * | Director |
| Kemal Williamson | |

* By: /s/ KENNETH L.
WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-65

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

MIDWEST COAL RESERVES OF ILLINOIS, LLC

By: AMERICAN LAND HOLDINGS OF
ILLINOIS, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-66

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

MIDWEST COAL RESERVES OF INDIANA, LLC

By: AMERICAN LAND HOLDINGS OF INDIANA,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-67

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

MUSTANG ENERGY COMPANY, LLC

By: PEABODY ELECTRICITY, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Charles F. Meintjes | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-68

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

NEW MEXICO COAL RESOURCES, LLC

By: PEABODY INVESTMENTS CORP.,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

Signature

Title

*

President

Guy B. Brown

*

Senior Vice President and Treasurer

Walter L. Hawkins, Jr.

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY AMERICA, INC.

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-----------------------------|-------------------------------------|
| * Guy B. Brown | President |
| * Walter L. Hawkins, Jr. | Senior Vice President and Treasurer |
| * Richard A. Navarre | Director |
| * Kemal Williamson | Director |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-70

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY ARCHVEYOR, LLC

By: PEABODY INVESTMENTS CORP.,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-71

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY ARCLAR MINING, LLC

By: PEABODY MIDWEST MINING, LLC,

its Sole Member

By: *

Walter L. Hawkins, Jr.

Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

Signature

Title

*

President

Mark Cavinder

*

Senior Vice President and Treasurer

Walter L. Hawkins, Jr.

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-72

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY BEAR RUN MINING, LLC

By: PEABODY MIDWEST OPERATIONS,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Kemal Williamson | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY BEAR RUN SERVICES, LLC

By: PEABODY MIDWEST SERVICES,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Kemal Williamson | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-74

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY CARDINAL GASIFICATION,
LLC

By: PEABODY ELECTRICITY, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Charles F. Meintjes | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY COALSALES, LLC

By: PEABODY INVESTMENTS CORP.,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

Signature

Title

*

President

Bryan A. Galli

*

Senior Vice President and Treasurer

Walter L. Hawkins, Jr.

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-76

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY COALTRADE INTERNATIONAL (CTI), LLC

By: PEABODY INVESTMENTS CORP.,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Paul T. Demzik | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-77

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY COALTRADE, LLC

By: PEABODY INVESTMENTS CORP.,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Stephen L. Miller | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY COLORADO OPERATIONS,
LLC

By: PEABODY OPERATIONS HOLDING,
LLC
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|---------------------------------|-------------------------------------|
| * Walter J. Scheller III | President |
| * Walter L. Hawkins, Jr. | Senior Vice President and Treasurer |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY COLORADO SERVICES, LLC

By: PEABODY SERVICES HOLDING,
LLC
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Kemal Williamson | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY COULTERVILLE MINING,
LLC

BY: MIDWEST COAL ACQUISITION
CORP.,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Charles A. Burggraf | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-81

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY DEVELOPMENT COMPANY,
LLC

By: PEABODY HOLDING COMPANY,
LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY ELECTRICITY, LLC

By: PEABODY INVESTMENTS CORP.,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Charles F. Meintjes | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-83

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY EMPLOYMENT SERVICES,
LLC

By: /s/ WALTER L. HAWKINS, JR.
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Richard A. Navarre, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|----------------------------|-------------------------------------|
| /s/ L. BRENT STOTTLEMYRE | President |
| L. Brent Stottlemyre | |
| /s/ WALTER L. HAWKINS, JR. | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

II-84

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY ENERGY GENERATION HOLDING
COMPANY

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-----------------------------|---|
| * Charles F. Meintjes | President and Director |
| * Walter L. Hawkins, Jr. | Senior Vice President, Treasurer and Director |
| * Richard A. Navarre | Director |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-85

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY ENERGY INVESTMENTS,
INC.

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-----------------------------|---|
| * Dianna K. Tickner | President |
| * Walter L. Hawkins, Jr. | Senior Vice President, Treasurer and Director |
| * Richard A. Navarre | Director |
| * Charles F. Meintjes | Director |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY ENERGY SOLUTIONS, INC.

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President and Director |
| Bryan A. Galli | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |
| * | Director |
| Richard A. Navarre | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-87

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY GATEWAY NORTH
MINING, LLC

By: PEABODY MIDWEST
OPERATIONS, LLC
its Sole Member

By: /s/ WALTER L. HAWKINS, JR.

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Richard A. Navarre, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|----------------------------|-------------------------------------|
| /s/ CHARLES A. BURGGRAF | President |
| Charles A. Burggraf | |
| /s/ WALTER L. HAWKINS, JR. | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

II-88

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY GATEWAY SERVICES, LLC

By: PEABODY MIDWEST SERVICES,
LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Kemal Williamson | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY HOLDING COMPANY, LLC

By: PEABODY INVESTMENTS CORP.,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Gregory H. Boyce | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-90

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY ILLINOIS SERVICES, LLC

By: PEABODY MIDWEST SERVICES,
LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Kemal Williamson | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-91

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY INDIANA SERVICES, LLC

By: PEABODY MIDWEST SERVICES,
LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Kemal Williamson | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY INTERNATIONAL INVESTMENTS,
INC.

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-----------------------------|---|
| * Richard A. Navarre | President and Director |
| * Walter L. Hawkins, Jr. | Senior Vice President, Treasurer and Director |
| * Paul T. Demzik | Director |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-93

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri as of June 1, 2010.

PEABODY INTERNATIONAL SERVICES,
INC.

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-----------------------------|-------------------------------------|
| * Julie A. Nadolny | President |
| * Walter L. Hawkins, Jr. | Senior Vice President and Treasurer |
| * Sharon D. Fiehler | Director |
| * Richard A. Navarre | Director |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-94

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY INVESTMENTS CORP.

By: *
Gregory H. Boyce
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-------------------------|--|
| * Gregory H. Boyce | Chairman and Chief Executive Officer |
| * Michael C. Crews | Executive Vice President and Chief Financial Officer |
| * Richard A. Navarre | Director |
| * Eric Ford | Director |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY MIDWEST MANAGEMENT SERVICES, LLC

By: PEABODY MIDWEST SERVICES,
LLC
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Kemal Williamson | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY MIDWEST MINING, LLC

By: PEABODY MIDWEST
OPERATIONS, LLC
Its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Charles A. Burggraf | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-97

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY MIDWEST OPERATIONS,
LLC

By: PEABODY OPERATIONS
HOLDING, LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Charles A. Burggraf | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY MIDWEST SERVICES, LLC

By: PEABODY SERVICES HOLDING,
LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Kemal Williamson | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY NATURAL GAS, LLC

By: PEABODY INVESTMENTS CORP.,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

Signature

Title

*

President

Jeane L. Hull

*

Senior Vice President and Treasurer

Walter L. Hawkins, Jr.

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-100

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY NATURAL RESOURCES
COMPANY

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-----------------------------|-------------------------------------|
| * Guy B. Brown | President and Director |
| * Walter L. Hawkins, Jr. | Senior Vice President and Treasurer |
| * Richard A. Navarre | Director |
| * Kemal Williamson | Director |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-101

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010 .

PEABODY NEW MEXICO SERVICES,
LLC

By: NEW MEXICO COAL RESOURCES,
LLC
its Sole Member

By: /s/ WALTER L. HAWKINS, JR.

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Richard A. Navarre, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|----------------------------|-------------------------------------|
| /s/ GUY B. BROWN | President |
| Guy B. Brown | |
| /s/ WALTER L. HAWKINS, JR. | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

II-102

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY OPERATIONS HOLDING,
LLC

By: PEABODY INVESTMENTS CORP.,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

Signature

Title

*

President

Eric Ford

*

Senior Vice President and Treasurer

Walter L. Hawkins, Jr.

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-103

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY POWDER RIVER
OPERATIONS, LLC

By: PEABODY OPERATIONS
HOLDING, LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Jeane L. Hull | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-104

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY POWDER RIVER SERVICES,
LLC

By: PEABODY WYOMING SERVICES,
LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Jeane L. Hull | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-105

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY POWERTREE
INVESTMENTS, LLC

By: PEABODY VENTURE FUND, LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Fredrick D. Palmer | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-106

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY RECREATIONAL LANDS,
LLC

By: AMERICAN LAND
DEVELOPMENT, LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Terry L. Bethel | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-107

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY ROCKY MOUNTAIN MANAGEMENT
SERVICES, LLC

By: PEABODY COLORADO SERVICES,
LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Kemal Williamson | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-108

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY ROCKY MOUNTAIN
SERVICES, LLC

By: PEABODY COLORADO
SERVICES, LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Walter J. Scheller III | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-109

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY SERVICES HOLDING, LLC

By: PEABODY INVESTMENTS CORP.,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Sharon D. Fiehler | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-110

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY SOUTHWEST, LLC

By: PEABODY NATURAL GAS, LLC,
its Sole Member

By: *

Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER

Kenneth L. Wagner
Attorney-in-fact

II-111

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY SOUTHWESTERN COAL
COMPANY

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President and Director |
| Guy B. Brown | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |
| * | Director |
| Kemal Williamson | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-112

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri as of June 1, 2010.

PEABODY TERMINAL HOLDING COMPANY,
INC.

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-----------------------------|---|
| * Bryan A. Galli | President and Director |
| * Walter L. Hawkins, Jr. | Senior Vice President and Treasurer and Director |
| * Richard A. Navarre | Director |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-113

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY TERMINALS, LLC

BY: PEABODY TERMINAL HOLDING
COMPANY, INC.,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Bryan A. Galli | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-114

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY TWENTYMILE MINING, LLC

By: PEABODY COLORADO OPERATIONS,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Michael C. Crews | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-115

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY VENEZUELA COAL CORP.

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President and Director |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-116

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY VENTURE FUND, LLC

By: PEABODY INVESTMENTS CORP.,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Fredrick D. Palmer | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-117

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY-WATERSIDE
DEVELOPMENT, LLC

By: AMERICAN LAND DEVELOPMENT,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Terry L. Bethel | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY WESTERN COAL COMPANY

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-----------------------------|-------------------------------------|
| * Guy B. Brown | President and Director |
| * Walter L. Hawkins, Jr. | Senior Vice President and Treasurer |
| * Richard A. Navarre | Director |
| * Kemal Williamson | Director |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY WILD BOAR MINING, LLC

By: PEABODY MIDWEST OPERATIONS,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

Signature

Title

*

President

Kemal Williamson

*

Senior Vice President and Treasurer

Walter L. Hawkins, Jr.

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-120

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY WILD BOAR SERVICES, LLC

By: PEABODY MIDWEST SERVICES,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

Signature

Title

*

President

Kemal Williamson

*

Senior Vice President and Treasurer

Walter L. Hawkins, Jr.

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-121

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEABODY WYOMING SERVICES, LLC

By: PEABODY SERVICES HOLDING,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

Signature

Title

*

President

Jeane L. Hull

*

Senior Vice President and Treasurer

Walter L. Hawkins, Jr.

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-122

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PEC EQUIPMENT COMPANY, LLC

By: PEABODY INVESTMENTS CORP.,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

Signature

Title

*

President

Richard A. Navarre

*

Senior Vice President and Treasurer

Walter L. Hawkins, Jr.

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-123

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

POINT PLEASANT DOCK COMPANY,
LLC

By: PEABODY MIDWEST OPERATIONS,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|---------------------------------|-------------------------------------|
| * Richard A. Navarre | President |
| * Walter L. Hawkins, Jr. | Senior Vice President and Treasurer |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-124

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

POND RIVER LAND COMPANY

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-----------------------------|---|
| * Richard A. Navarre | President and Director |
| * Walter L. Hawkins, Jr. | Senior Vice President, Treasurer and Director |
| * James C. Sevem | Director |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PORCUPINE PRODUCTION, LLC

By: PEABODY INVESTMENTS, CORP.,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

Signature

Title

*

President

Richard A. Navarre

*

Senior Vice President and Treasurer

Walter L. Hawkins, Jr.

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-126

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

PORCUPINE TRANSPORTATION, LLC

By: PEABODY INVESTMENTS, CORP.,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

Signature

Title

*

President

Richard A. Navarre

*

Senior Vice President and Treasurer

Walter L. Hawkins, Jr.

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-127

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

POWDER RIVER COAL, LLC

By: PEABODY POWDER RIVER
OPERATIONS, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

Signature

Title

*

President

Jeane L. Hull

*

Senior Vice President and Treasurer

Walter L. Hawkins, Jr.

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-128

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

RIVERVIEW TERMINAL COMPANY

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-----------------------------|---|
| * Stephen L. Miller | President and Director |
| * Walter L. Hawkins, Jr. | Senior Vice President, Treasurer and Director |
| * Richard A. Navarre | Director |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

SAGE CREEK COAL COMPANY, LLC

By: PEABODY COLORADO
OPERATIONS, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Walter J. Scheller III | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-130

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

SAGE CREEK HOLDINGS, LLC

By: AMERICAN LAND HOLDINGS OF
COLORADO, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Richard A. Navarre | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

SCHOOL CREEK COAL COMPANY, LLC

By: PEABODY POWDER RIVER OPERATIONS,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Jeane L. Hull | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

SCHOOL CREEK COAL RESOURCES,
LLC

By: PEABODY POWDER RIVER OPERATIONS, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Jeane L. Hull | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

SENECA COAL COMPANY, LLC

By: PEABODY COLORADO
OPERATIONS, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Walter J. Scheller III | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

SHOSHONE COAL CORPORATION

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President and Director |
| Walter J. Scheller III | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |
| * | Director |
| Kemal Williamson | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-135

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

STAR LAKE ENERGY COMPANY, L.L.C.

By: PEABODY ELECTRICITY, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Charles F. Meintjes | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-136

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

SUGAR CAMP PROPERTIES, LLC

By: PEABODY MIDWEST MINING, LLC,

its Sole Member

By: *

Walter L. Hawkins, Jr.

Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

Signature

Title

*

President

Mark Cavinder

*

Senior Vice President and Treasurer

Walter L. Hawkins, Jr.

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-137

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

THOROUGHbred GENERATING COMPANY,
LLC

By: PEABODY ELECTRICITY, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Dianna K. Tickner | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-138

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

THOROUGHBRED MINING COMPANY,
LLC

By: PEABODY ELECTRICITY, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Dianna K. Tickner | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

TWENTYMILE COAL, LLC

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|-----------------------------|---|
| * Walter J. Scheller III | President |
| * Walter L. Hawkins, Jr. | Senior Vice President, Treasurer and Director |
| * Richard A. Navarre | Director |
| * Kemal Williamson | Director |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-140

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

WEST ROUNDUP RESOURCES, LLC

By: PEABODY POWDER RIVER OPERATIONS,
LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|---|
| * | President |
| Jeane L. Hull | |
| * | Senior Vice President, Treasurer and Director |
| Walter L. Hawkins, Jr. | |
| * | Director |
| Richard A. Navarre | |
| * | Director |
| John F. Quinn, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-141

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

WILLIAMS FORK COAL COMPANY, LLC

By: PEABODY COLORADO
OPERATIONS, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

| Signature | Title |
|------------------------|-------------------------------------|
| * | President |
| Walter J. Scheller III | |
| * | Senior Vice President and Treasurer |
| Walter L. Hawkins, Jr. | |

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-142

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of St. Louis, State of Missouri on June 1, 2010.

WYOMING NATURAL GAS, LLC

By: PEABODY NATURAL GAS, LLC,
its Sole Member

By: *
Walter L. Hawkins, Jr.
Senior Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 1st day of June, 2010 by the following persons in the capacities indicated:

Signature

Title

*

President

Jeane L. Hull

*

Senior Vice President and Treasurer

Walter L. Hawkins, Jr.

* By: /s/ KENNETH L. WAGNER
Kenneth L. Wagner
Attorney-in-fact

II-143

Table of Contents

EXHIBIT INDEX

Exhibit

| No. | Description of Exhibit |
|------------|---|
| 1.1** | Form of Underwriting Agreement (Debt) |
| 1.2** | Form of Underwriting Agreement (Equity) |
| 1.3** | Form of Underwriting Agreement (Preferred Stock) |
| 1.4** | Form of Underwriting Agreement (Units) |
| 1.5** | Form of Underwriting Agreement (Warrants) |
| 4.1 | Rights Agreement, dated as of July 24, 2002, between the Company and EquiServe Trust Company, N.A., as Rights Agent (which includes the form of Certificate of Designations of Series A Junior Preferred Stock of the Company as Exhibit A, the form of Right Certificate as Exhibit B and the Summary of Rights to Purchase Preferred Shares as Exhibit C) (incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A, filed on July 24, 2002) |
| 4.2 | Certificate of Designations of Series A Junior Participating Preferred Stock of the Company, filed with the Secretary of State of the State of Delaware on July 24, 2002 (incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement on Form 8-A, filed on July 24, 2002) |
| 4.3 | Certificate of Adjustment delivered by the Registrant to Equiserve Trust Company, NA., as Rights Agent, on March 29, 2005 (incorporated by reference to Exhibit 4.2 to Amendment No. 1 to the Registrant's Registration Statement on Form 8-A filed on March 29, 2005) |
| 4.4 | Certificate of Adjustment delivered by the Registrant to American Stock Transfer & Trust Company, as Rights Agent, on February 22, 2006 (incorporated by reference to Exhibit 4.2 to Amendment No. 1 to the Registrant's Registration Statement on Form 8-A filed on February 22, 2006) |
| 4.5 | Specimen of stock certificate representing the Registrant's common stock, \$.01 par value (incorporated by reference to Exhibit 4.13 of the Registrant's Form S-1/A Registration Statement No. 333-55412, filed on May 1, 2001) |
| 4.6 | 6 7/8% Senior Notes Due 2013 Indenture dated as of March 21, 2003 between the Registrant and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.27 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003, filed on May 13, 2003) |
| 4.7 | 6 7/8% Senior Notes Due 2013 First Supplemental Indenture dated as of May 7, 2003 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.3 of the Registrant's Form S-4 Registration Statement No. 333-106208, filed on June 17, 2003) |
| 4.8 | 6 7/8% Senior Notes Due 2013 Second Supplemental Indenture dated as of September 30, 2003 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.198 of the Registrant's Form S-3 Registration Statement No. 333-109906, filed on October 22, 2003) |

Table of Contents

Exhibit

| No. | Description of Exhibit |
|------------|---|
| 4.9 | 6 7/8% Senior Notes Due 2013 Third Supplemental Indenture, dated as of February 24, 2004, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.211 of the Registrant's Form S-3/A Registration Statement No. 333-109906, filed on March 4, 2004) |
| 4.10 | 6 7/8% Senior Notes Due 2013 Fourth Supplemental Indenture, dated as of April 22, 2004, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 10.57 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, filed on August 6, 2004) |
| 4.11 | 6 7/8% Senior Notes Due 2013 Fifth Supplemental Indenture, dated as of October 18, 2004, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.9 of the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed on March 16, 2005) |
| 4.12 | 6 7/8% Senior Notes Due 2013 Sixth Supplemental Indenture dated as of January 20, 2005, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, filed on May 6, 2005) |
| 4.13 | 6 7/8% Senior Notes Due 2013 Seventh Supplemental Indenture, dated as of September 30, 2005, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (as defined therein) (incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, filed on November 8, 2005) |
| 4.14 | 6 7/8% Senior Notes Due 2013 Eighth Supplemental Indenture, dated as of January 20, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.14 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2005, filed on March 6, 2006) |
| 4.15 | 6 7/8% Senior Notes Due 2013 Ninth Supplemental Indenture, dated as of June 13, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006, filed on August 7, 2006) |
| 4.16 | 6 7/8% Senior Notes Due 2013 Tenth Supplemental Indenture, dated as of June 30, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006, filed on August 7, 2006) |
| 4.17 | 6 7/8% Senior Notes Due 2013 Eleventh Supplemental Indenture, dated as of September 29, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006, filed on November 7, 2006) |

Table of Contents

Exhibit

| No. | Description of Exhibit |
|------------|--|
| 4.18 | 6 7/8% Senior Notes Due 2013 Twelfth Supplemental Indenture, dated as of November 10, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.18 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 28, 2007) |
| 4.19 | 6 7/8% Senior Notes Due 2013 Thirteenth Supplemental Indenture, dated as of January 31, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.19 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 28, 2007) |
| 4.20 | 6 7/8% Senior Notes Due 2013 Fourteenth Supplemental Indenture, dated as of June 14, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, filed on August 8, 2007) |
| 4.21 | 6 7/8% Senior Notes Due 2013 Fifteenth Supplemental Indenture, dated as of November 14, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.21 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007, filed on February 28, 2008) |
| 4.22 | 6 7/8% Senior Notes Due 2013 Eighteenth Supplemental Indenture, dated as of March 13, 2009, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.4 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, filed on May 8, 2009) |
| 4.23 | 5 7/8% Senior Notes Due 2016 Indenture dated as of March 19, 2003 between the Registrant and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.12 of the Registrant's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2004, filed on May 10, 2004) |
| 4.24 | 5 7/8% Senior Notes Due 2016 First Supplemental Indenture dated as of March 23, 2004 between the Registrant and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K dated March 23, 2004) |
| 4.25 | 5 7/8% Senior Notes Due 2016 Second Supplemental Indenture, dated as of April 22, 2004, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 10.58 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, filed on August 6, 2004) |
| 4.26 | 5 7/8% Senior Notes Due 2016 Third Supplemental Indenture, dated as of October 18, 2004, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.13 of the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed on March 16, 2005) |
| 4.27 | 5 7/8% Senior Notes Due 2016 Fourth Supplemental Indenture, dated as of January 20, 2005, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 of the Company's Quarterly Report on Form 10-Q for the |

Table of Contents**Exhibit**

| No. | Description of Exhibit |
|------------|---|
| 4.28 | 5 7/8% Senior Notes Due 2016 Fifth Supplemental Indenture, dated as of September 30, 2005, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, filed on November 8, 2005) |
| 4.29 | 5 7/8% Senior Notes Due 2016 Sixth Supplemental Indenture, dated as of January 20, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.21 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2005, filed on March 6, 2006) |
| 4.30 | 5 7/8% Senior Notes Due 2016 Seventh Supplemental Indenture, dated as of June 13, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.3 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006, filed on August 7, 2006) |
| 4.31 | 5 7/8% Senior Notes Due 2016 Eighth Supplemental Indenture, dated as of June 30, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.4 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006, filed on August 7, 2006) |
| 4.32 | 5 7/8% Senior Notes Due 2016 Ninth Supplemental Indenture, dated as of September 29, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006, filed on November 7, 2006) |
| 4.33 | 5 7/8% Senior Notes Due 2016 Twelfth Supplemental Indenture, dated as of November 10, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.30 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 28, 2007) |
| 4.34 | 5 7/8% Senior Notes Due 2016 Fifteenth Supplemental Indenture, dated as of January 31, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.31 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 28, 2007) |
| 4.35 | 5 7/8% Senior Notes Due 2016 Eighteenth Supplemental Indenture, dated as of June 14, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, filed on August 8, 2007) |
| 4.36 | 5 7/8% Senior Notes Due 2016 Twenty-First Supplemental Indenture, dated as of November 14, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.35 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007, filed on February 28, 2008) |
| 4.37 | |

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5 7/8% Senior Notes Due 2016 Thirtieth Supplemental Indenture, dated as of March 13, 2010, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010, filed on May 7, 2010)

Table of Contents**Exhibit**

| No. | Description of Exhibit |
|------------|---|
| 4.38 | 7 3/8% Senior Notes due 2016 Tenth Supplemental Indenture, dated as of October 12, 2006 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K, filed on October 13, 2006) |
| 4.39 | 7 3/8% Senior Notes due 2016 Thirteenth Supplemental Indenture, dated as of November 10, 2006 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.33 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 28, 2007) |
| 4.40 | 7 3/8% Senior Notes due 2016 Sixteenth Supplemental Indenture, dated as of January 31, 2007 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.34 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 28, 2007) |
| 4.41 | 7 3/8% Senior Notes due 2016 Nineteenth Supplemental Indenture, dated as of June 14, 2007 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.3 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, filed on August 8, 2007) |
| 4.42 | 7 3/8% Senior Notes due 2016 Twenty-Second Supplemental Indenture, dated as of November 14, 2007 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.40 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007, filed on February 28, 2008) |
| 4.43 | 7 3/8% Senior Notes due 2016 Thirty-First Supplemental Indenture, dated as of March 13, 2009, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, filed on May 8, 2009) |
| 4.44 | 7 7/8% Senior Notes due 2026 Eleventh Supplemental Indenture, dated as of October 12, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Registrant's Current Report on Form 8-K, filed on October 13, 2006) |
| 4.45 | 7 7/8% Senior Notes due 2026 Fourteenth Supplemental Indenture, dated as of November 10, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.36 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 28, 2007) |
| 4.46 | 7 7/8% Senior Notes due 2026 Seventeenth Supplemental Indenture, dated as of January 31, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.37 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 28, 2007) |
| 4.47 | |

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7 7/8% Senior Notes due 2026 Twentieth Supplemental Indenture, dated as of June 14, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.4 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, filed on August 8, 2007)

Table of Contents

Exhibit

| No. | Description of Exhibit |
|------------|---|
| 4.48 | 7 7/8% Senior Notes due 2026 Twenty-Third Supplemental Indenture, dated as of November 14, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.45 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007, filed on February 28, 2008) |
| 4.49 | 7 7/8% Senior Notes due 2026 Thirty-Second Supplemental Indenture, dated as of March 13, 2009, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.3 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, filed on May 8, 2009) |
| 4.50 | Subordinated Indenture, dated as of December 20, 2006, between the Registrant and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K, filed on December 20, 2006) |
| 4.51 | 4.75% Convertible Junior Subordinated Debentures Due 2066 First Supplemental Indenture, dated as December 20, 2006, among the Registrant and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Registrant's Current Report on Form 8-K, filed on December 20, 2006) |
| 4.52 | Capital Replacement Covenant dated December 19, 2006 (Incorporated by reference to Exhibit 99.1 of the Registrant's Current Report on Form 8-K, filed on December 20, 2006) |
| 4.53 | Notice of Adjustment of Conversion Rate of 4.75% Convertible Junior Subordinated Debentures Due 2066, dated November 26, 2007 (Incorporated by reference to Exhibit 4.49 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007, filed on February 28, 2008) |
| 4.54 | Notice of Adjustment of Conversion Rate of 4.75% Convertible Junior Subordinated Debentures Due 2066, dated February 8, 2009 (Incorporated by reference to Exhibit 4.5 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, filed on May 8, 2009) |
| 4.55 | Form of Senior Security (Incorporated by reference to Exhibit 4.24 of the Registrant's Registration Statement on Form S-3 filed on July 28, 2008) |
| 4.56 | Form of Subordinated Security (included in Exhibit 4.50) |
| 4.57** | Form of Warrant Agreement |
| 4.58** | Form of preferred stock share certificate |
| 5 | Opinion of Simpson Thacher & Bartlett LLP |
| 12* | Computation in support of ratio of earnings to fixed charges |
| 23.1* | Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5) |
| 23.2 | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm |

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- 24* Power of Attorney (included on signature pages)
 - 25* Form T-1 statement of eligibility and qualification under the Trust Indenture Act of 1939 of U.S. Bank National Association as trustee under the indenture with respect to the senior debt securities
-

Table of Contents

Exhibit

| No. | Description of Exhibit |
|------------|---|
| 25.2* | Form T-1 statement of eligibility and qualification under the Trust Indenture Act of 1939 of U.S. Bank National Association as trustee under the indenture with respect to the subordinated debt securities |
| * | Previously filed as an exhibit to the Registration Statement |
| ** | To be filed by amendment or as an exhibit to a document to be incorporated by reference herein |