
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2012

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____ .

Commission file number: 333-107569-03

Arch Western Resources, LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

43-1811130
(I.R.S. Employer
Identification Number)

One CityPlace Drive, Suite 300, St. Louis, Missouri
(Address of principal executive offices)

63141
(Zip code)

Registrant's telephone number, including area code: **(314) 994-2700**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At May 15, 2012, the registrant's common equity consisted solely of undenominated membership interests, 99.5% of which were held by Arch Western Acquisition Corporation and 0.5% of which were held by a subsidiary of BP p.l.c.

Table of Contents

	<u>Page</u>
Part I FINANCIAL INFORMATION	3
Item 1. Financial Statements	3
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	16
Item 3. Quantitative and Qualitative Disclosures About Market Risk	19
Item 4. Controls and Procedures	19
Part II OTHER INFORMATION	20

[Table of Contents](#)

PART I
FINANCIAL INFORMATION

Item 1. Financial Statements

Arch Western Resources, LLC and Subsidiaries
Condensed Consolidated Statements of Income and Comprehensive Income
(In thousands)

	Three Months Ended March 31,	
	2012	2011
	(unaudited)	
Revenues	\$ 540,922	\$ 534,405
Costs, expenses and other		
Cost of sales	448,053	423,324
Depreciation, depletion and amortization	38,735	39,586
Amortization of acquired sales contracts, net	(816)	5,944
Selling, general and administrative expenses	9,464	9,298
Other operating income, net	(1,275)	(1,174)
	<u>494,161</u>	<u>476,978</u>
Income from operations	46,761	57,427
Interest income (expense), net		
Interest expense	(10,305)	(10,491)
Interest income, primarily from Arch Coal, Inc.	13,882	12,857
	<u>3,577</u>	<u>2,366</u>
Net income	\$ 50,338	\$ 59,793
Net income attributable to redeemable membership interest	\$ 203	\$ 273
Net income attributable to non-redeemable membership interest	\$ 50,135	\$ 59,520
Total comprehensive income	<u>\$ 50,878</u>	<u>\$ 59,712</u>

[Table of Contents](#)

Arch Western Resources, LLC and Subsidiaries
Condensed Consolidated Balance Sheets
(In thousands)

	March 31,	December 31,
	2012	2011
	(unaudited)	
ASSETS		
Current assets:		
Cash and equivalents	\$ 70,207	\$ 75,093
Receivables	2,900	4,964
Receivable from Arch Coal, Inc.	465,897	473,803
Inventories	231,789	170,439
Other	13,618	22,162
Total current assets	<u>784,411</u>	<u>746,461</u>
Property, plant and equipment, net	1,494,422	1,514,499
Other assets:		
Receivable from Arch Coal, Inc.	1,206,985	1,234,918
Other	16,341	12,955
Total other assets	<u>1,223,326</u>	<u>1,247,873</u>
Total assets	<u>\$ 3,502,159</u>	<u>\$ 3,508,833</u>
LIABILITIES AND MEMBERSHIP INTERESTS		

Current liabilities:		
Accounts payable	\$ 133,549	\$ 183,151
Accrued expenses	157,579	166,762
Total current liabilities	<u>291,128</u>	<u>349,913</u>
Long-term debt	450,809	450,971
Note payable to Arch Coal, Inc.	225,000	225,000
Asset retirement obligations	289,714	305,046
Accrued postretirement benefits other than pension	22,781	22,195
Accrued pension benefits	23,968	24,843
Accrued workers' compensation	6,840	6,564
Other noncurrent liabilities	54,301	37,540
Total liabilities	<u>1,364,541</u>	<u>1,422,072</u>
Redeemable membership interest	11,739	11,534
Non-redeemable membership interest	<u>2,125,879</u>	<u>2,075,227</u>
Total liabilities and membership interests	<u>\$ 3,502,159</u>	<u>\$ 3,508,833</u>

4

[Table of Contents](#)

Arch Western Resources, LLC and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(In thousands)

	<u>Three Months Ended March 31,</u>	
	<u>2012</u>	<u>2011</u>
	(unaudited)	
Operating Activities		
Net income	\$ 50,338	\$ 59,793
Adjustments to reconcile to cash provided by (used in) operating activities:		
Depreciation, depletion and amortization	38,735	39,586
Amortization of acquired sales contracts, net	(816)	5,944
Amortization relating to financing activities	267	314
Changes in:		
Receivables	2,065	(1,737)
Inventories	(61,350)	(19,210)
Accounts payable and accrued expenses	(58,712)	(33,434)
Other	9,687	15,683
Cash provided by (used in) operating activities	<u>(19,786)</u>	<u>66,939</u>
Investing Activities		
Capital expenditures	(18,437)	(14,197)
Change in receivable from Arch Coal, Inc.	36,719	(70,140)
Proceeds from dispositions of property, plant and equipment	62	14
Additions to prepaid royalties	(3,444)	—
Cash provided by (used in) investing activities	<u>14,900</u>	<u>(84,323)</u>
Financing Activities		
Net proceeds from (repayments on) commercial paper	—	3,681
Cash provided by financing activities	<u>—</u>	<u>3,681</u>
Decrease in cash and cash equivalents	(4,886)	(13,703)
Cash and cash equivalents, beginning of period	<u>75,093</u>	<u>79,817</u>
Cash and cash equivalents, end of period	<u>\$ 70,207</u>	<u>\$ 66,114</u>

5

[Table of Contents](#)

Arch Western Resources, LLC and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(unaudited)

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of Arch Western Resources, LLC and its subsidiaries and controlled entities (the "Company"). Arch Coal, Inc. ("Arch Coal") has a 99.5% common membership interest in the Company, while BP p.l.c. has a 0.5% common membership interest and a preferred membership interest in the Company. The terms of the Company's membership agreement grant a put right to BP p.l.c., where BP p.l.c. may require Arch Coal to purchase its membership interest. The terms of the agreement state that the price of the membership interest shall be determined by mutual agreement between the members. Intercompany transactions and accounts have been eliminated in consolidation.

On April 9, 2012, Delta Housing, Inc., the other member in Arch Western, exercised their contractual right to require Arch Coal to purchase their membership interests in Arch Western. The negotiation of this sale and purchase is ongoing.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial reporting and U.S. Securities and Exchange Commission regulations. In the opinion of management, all adjustments, consisting of normal, recurring accruals considered necessary for a fair presentation, have been included. Results of operations for the three months ended March 31, 2012 are not necessarily indicative of results to be expected for the year ending December 31, 2012. These financial statements should be read in conjunction with the audited financial statements and related notes as of and for the year ended December 31, 2011 included in the Company's Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission.

2. Accounting Policies

There are no new accounting pronouncements whose adoption is expected to have a material impact on the Company's condensed consolidated financial statements.

3. Debt

On May 1, 2012, Arch Western Finance commenced a cash tender offer for any and all of its outstanding \$450.0 million aggregate principal amount of 6 ¾% Senior Notes due 2013. In connection with the tender offer, Arch Western Finance is soliciting consents from the holders of the senior notes for certain proposed amendments to the indenture governing the notes that eliminates most of the covenants and certain default provisions applicable to the senior notes, as well as reduces the minimum notice period in the optional redemption provision of the senior notes from 30 days to three days. If Arch Western Finance purchases less than all of the outstanding senior notes in the tender offer, it intends to redeem any senior notes that remain outstanding. The terms and conditions of the tender offer and consent solicitation are described in an Offer to Purchase and Consent Solicitation Statement (the "Statement") and a related Consent and Letter of Transmittal (the "Letter of Transmittal"), which have been sent to holders of the senior notes. The Consent Solicitation expires on May 14, 2012, prior to which the consideration for each \$1,000 of principal is \$1,002.50. For notes tendered after the expiration of the Consent Solicitation and before May 29, 2012, the end of the tender offer, the consideration for each \$1,000 of principal is \$972.50.

The tender offer will be funded with a loan from Arch Coal.

4. Inventories

Inventories consist of the following:

	March 31, 2012	December 31, 2011
	(In thousands)	
Coal	\$ 116,958	\$ 65,790
Repair parts and supplies, net of allowance	114,831	104,649
	<u>\$ 231,789</u>	<u>\$ 170,439</u>

The repair parts and supplies are stated net of an allowance for slow-moving and obsolete inventories of \$12.4 million at March 31, 2012, and \$12.1 million at December 31, 2011.

5. Fair Values of Financial Instruments

The following methods and assumptions were used by the Company in estimating its fair value disclosures for financial instruments:

[Table of Contents](#)

Cash and cash equivalents: At March 31, 2012 and December 31, 2011, the carrying amounts of cash and cash equivalents approximate fair value.

Debt: The fair value of the Company's debt, excluding intercompany debt, was \$448.9 million and \$451.7 million at March 31, 2012 and December 31, 2011, respectively. The fair values are based upon observed prices in an active market, and as such are classified as Level 1 in the fair value hierarchy.

6. Related Party Transactions

Transactions with Arch Coal may not be at arm's length. If the transactions were negotiated with an unrelated party, the impact could be material to the Company's results of operations.

The Company's cash transactions are managed by Arch Coal. Cash paid to or from the Company that is not considered a distribution or a contribution is recorded in an Arch Coal receivable account. In addition, any amounts owed between the Company and Arch Coal, exclusive of borrowings under the intercompany credit agreement are recorded in the account. At March 31, 2012 and December 31, 2011, the receivable from Arch Coal was approximately \$1.7 billion. This amount earns interest from Arch Coal at the prime interest rate. Interest earned on the note was \$13.9 million and \$12.9 million for the three months ended March 31, 2012 and 2011, respectively. The current portion of the receivable at March 31, 2012 and December 31, 2011, represents the amounts needed to fund working capital and contractual purchase, service and lease obligations due within the next twelve months.

Interest incurred on the intercompany note payable to Arch Coal was \$1.7 million and \$1.6 million for the three months ended March 31, 2012 and 2011, respectively.

The Company is a party to Arch Coal's accounts receivable securitization program. Under the program, the Company sells its receivables to Arch Coal without recourse at a discount based on the prime rate and days sales outstanding. During the three months ended March 31, 2012 and 2011, the Company sold \$384.7 million and \$397.3 million, respectively, of trade accounts receivable to Arch Coal at a discount of \$0.9 million for both periods.

For the three months ended March 31, 2012 and 2011, the Company incurred production royalties of \$24.7 million and \$24.7 million, respectively, under sublease agreements with Arch Coal.

The Company is charged selling, general and administrative services fees by Arch Coal. Expenses are allocated based on Arch Coal's best estimates of proportional or incremental costs, whichever is more representative of costs incurred by Arch Coal on behalf of the Company. Amounts allocated to the Company by Arch Coal were \$9.5 million and \$9.3 million for the three months ended March 31, 2012 and 2011, respectively. Such amounts are reported as selling, general and administrative expenses in the accompanying condensed consolidated statements of income.

7. Contingencies

The Company is a party to numerous claims and lawsuits with respect to various matters. The Company provides for costs related to contingencies when a loss is probable and the amount is reasonably determinable. After conferring with counsel, it is the opinion of management that the ultimate resolution of pending claims will not have a material adverse effect on the consolidated financial condition, results of operations or liquidity of the Company.

7

[Table of Contents](#)

8. Segment Information

The Company has two reportable business segments which are based on the major low-sulfur coal basins in which the Company operates. Both of these reportable business segments include a number of mine complexes. The Company manages its coal sales by coal basin, not by individual mine complex. Geology, coal transportation routes to customers, regulatory environments and coal quality are generally consistent within a basin. Accordingly, market and contract pricing have developed by coal basin. Mine operations are evaluated based on their per-ton operating costs (defined as including all mining costs but excluding pass-through transportation expenses), as well as on other non-financial measures, such as safety and environmental performance. The Company's reportable segments are the Powder River Basin (PRB) segment, with operations in Wyoming, and the Western Bituminous (WBIT) segment, with operations in Utah, Colorado and southern Wyoming.

Operating segment results for the three months ended March 31, 2012 and 2011 are presented below. Results for the operating segments include all direct costs of mining. Corporate, Other and Eliminations includes primarily corporate overhead and other support functions.

	PRB	WBIT	Corporate, Other and Eliminations	Consolidated
	(In thousands)			
Three months ended March 31, 2012				
Revenues	\$ 396,363	\$ 144,559	\$ —	\$ 540,922
Income from operations	26,470	31,203	(10,912)	46,761
Depreciation, depletion and amortization	20,152	18,583	—	38,735
Amortization of acquired sales contracts, net	(816)	—	—	(816)
Capital expenditures	3,300	15,137	—	18,437
Three months ended March 31, 2011				
Revenues	\$ 378,966	\$ 155,439	\$ —	\$ 534,405
Income from operations	39,510	26,896	(8,979)	57,427
Depreciation, depletion and amortization	19,866	20,514	(794)	39,586
Amortization of acquired sales contracts, net	5,944	—	—	5,944
Capital expenditures	2,420	11,777	—	14,197

8

[Table of Contents](#)

A reconciliation of segment income from operations to consolidated net income is presented below.

	Three Months Ended March 31	
	2012	2011
	(In thousands)	
Income from operations	\$ 46,761	\$ 57,427
Interest expense	(10,305)	(10,491)
Interest income	13,882	12,857
Net income	\$ 50,338	\$ 59,793

9. Supplemental Condensed Consolidating Financial Information

Pursuant to the indenture governing the Arch Western Finance senior notes, certain wholly-owned subsidiaries of the Company have fully and unconditionally guaranteed the senior notes on a joint and several basis. The following tables present condensed consolidating financial information for (i) the Company, (ii) the issuer of the senior notes (Arch Western Finance, LLC, a wholly-owned subsidiary of the Company), (iii) the Company's wholly-owned

subsidiaries (Thunder Basin Coal Company, LLC, Mountain Coal Company, LLC, and Arch of Wyoming, LLC), on a combined basis, which are guarantors under the Notes, and (iv) the Company's majority-owned subsidiary, Canyon Fuel LLC, which is not a guarantor under the Notes.

[Table of Contents](#)

Condensed Consolidating Statements of Comprehensive Income
Three Months Ended March 31, 2012
(in thousands)

	<u>Parent Company</u>	<u>Issuer</u>	<u>Guarantor Subsidiaries</u>	<u>Non-Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Consolidated</u>
Coal sales	\$ —	\$ —	\$ 461,509	\$ 79,413	\$ —	\$ 540,922
Cost of coal sales	1,555	—	402,440	44,058	—	448,053
Depreciation, depletion and amortization	—	—	29,811	8,925	(1)	38,735
Amortization of acquired sales contracts, net	—	—	(816)	—	—	(816)
Selling, general and administrative expenses	9,464	—	—	—	—	9,464
Other operating income, net	(107)	—	(873)	(295)	—	(1,275)
	<u>10,912</u>	<u>—</u>	<u>430,562</u>	<u>52,688</u>	<u>(1)</u>	<u>494,161</u>
Income from investment in subsidiaries	57,420	—	—	—	(57,420)	—
Income from operations	46,508	—	30,947	26,725	(57,419)	46,761
Interest expense	(10,037)	(7,688)	(15)	(159)	7,594	(10,305)
Interest income	13,865	7,594	—	17	(7,594)	13,882
	<u>3,828</u>	<u>(94)</u>	<u>(15)</u>	<u>(142)</u>	<u>—</u>	<u>3,577</u>
Net income (loss)	<u>\$ 50,336</u>	<u>\$ (94)</u>	<u>\$ 30,932</u>	<u>\$ 26,583</u>	<u>\$ (57,419)</u>	<u>\$ 50,338</u>
Total comprehensive income	<u>\$ 50,336</u>	<u>\$ (94)</u>	<u>\$ 31,333</u>	<u>\$ 26,722</u>	<u>\$ (57,419)</u>	<u>\$ 50,878</u>

[Table of Contents](#)

Condensed Consolidating Statements of Comprehensive Income
Three Months Ended March 31, 2011
(in thousands)

	<u>Parent Company</u>	<u>Issuer</u>	<u>Guarantor Subsidiaries</u>	<u>Non-Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Consolidated</u>
Coal sales	\$ —	\$ —	\$ 438,758	\$ 95,647	\$ —	\$ 534,405
Cost of coal sales	485	—	354,899	67,940	—	423,324
Depreciation, depletion and amortization	(794)	—	28,849	11,531	—	39,586
Amortization of acquired sales contracts, net	—	—	5,944	—	—	5,944
Selling, general and administrative expenses	9,298	—	—	—	—	9,298
Other operating income, net	(10)	—	(900)	(264)	—	(1,174)
	<u>8,979</u>	<u>—</u>	<u>388,792</u>	<u>79,207</u>	<u>—</u>	<u>476,978</u>
Income from investment in subsidiaries	66,168	—	—	—	(66,168)	—
Income from operations	57,189	—	49,966	16,440	(66,168)	57,427
Interest expense	(10,237)	(7,688)	—	(160)	7,594	(10,491)
Interest income	12,841	7,594	—	16	(7,594)	12,857
	<u>2,604</u>	<u>(94)</u>	<u>—</u>	<u>(144)</u>	<u>—</u>	<u>2,366</u>
Net income (loss)	<u>\$ 59,793</u>	<u>\$ (94)</u>	<u>\$ 49,966</u>	<u>\$ 16,296</u>	<u>\$ (66,168)</u>	<u>\$ 59,793</u>
Total comprehensive income	<u>\$ 59,793</u>	<u>\$ (94)</u>	<u>\$ 49,924</u>	<u>\$ 16,257</u>	<u>\$ (66,168)</u>	<u>\$ 59,712</u>

[Table of Contents](#)

(in thousands)

	Parent Company	Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Cash and cash equivalents	\$ —	\$ —	\$ 70,053	\$ 154	\$ —	\$ 70,207
Receivables	558	—	453	1,889	—	2,900
Receivable from Arch Coal	465,897	—	—	—	—	465,897
Intercompanies	(443,101)	7,594	322,990	112,517	—	—
Inventories	—	—	152,125	79,664	—	231,789
Other	6,099	1,011	3,837	2,671	—	13,618
Total current assets	<u>29,453</u>	<u>8,605</u>	<u>549,458</u>	<u>196,895</u>	<u>—</u>	<u>784,411</u>
Property, plant and equipment, net	—	—	1,224,576	269,858	(12)	1,494,422
Investment in subsidiaries	3,037,057	—	—	—	(3,037,057)	—
Receivable from Arch Coal	1,191,068	—	—	15,917	—	1,206,985
Intercompanies	(1,862,475)	455,386	1,177,272	229,817	—	—
Other	1,588	252	10,507	3,994	—	16,341
Total other assets	<u>2,367,238</u>	<u>455,638</u>	<u>1,187,779</u>	<u>249,728</u>	<u>(3,037,057)</u>	<u>1,223,326</u>
Total assets	<u>\$ 2,396,691</u>	<u>\$ 464,243</u>	<u>\$ 2,961,813</u>	<u>\$ 716,481</u>	<u>\$ (3,037,069)</u>	<u>\$ 3,502,159</u>
Accounts payable	\$ 19,769	\$ —	\$ 89,920	\$ 23,860	\$ —	\$ 133,549
Accrued expenses	3,585	7,594	138,604	7,796	—	157,579
Commercial paper and current portion of long-term debt	—	—	—	—	—	—
Total current liabilities	<u>23,354</u>	<u>7,594</u>	<u>228,524</u>	<u>31,656</u>	<u>—</u>	<u>291,128</u>
Long-term debt	—	450,809	—	—	—	450,809
Note payable to Arch Coal	225,000	—	—	—	—	225,000
Asset retirement obligations	—	—	280,769	8,945	—	289,714
Accrued postretirement benefits other than pension	2,475	—	11,707	8,599	—	22,781
Accrued pension benefits	5,672	—	7,115	11,181	—	23,968
Accrued workers' compensation	241	—	2,422	4,177	—	6,840
Other noncurrent liabilities	2,319	—	51,944	38	—	54,301
Total liabilities	<u>259,061</u>	<u>458,403</u>	<u>582,481</u>	<u>64,596</u>	<u>—</u>	<u>1,364,541</u>
Redeemable membership interest	11,739	—	—	—	—	11,739
Non-redeemable membership interest	2,125,891	5,840	2,379,332	651,885	(3,037,069)	2,125,879
Total liabilities and membership interests	<u>\$ 2,396,691</u>	<u>\$ 464,243</u>	<u>\$ 2,961,813</u>	<u>\$ 716,481</u>	<u>\$ (3,037,069)</u>	<u>\$ 3,502,159</u>

12

[Table of Contents](#)

Condensed Consolidating Balance Sheets
December 31, 2011
(In thousands)

	Parent Company	Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Cash and cash equivalents	\$ —	\$ —	\$ 75,058	\$ 35	\$ —	\$ 75,093
Receivables	2,012	—	887	2,065	—	4,964
Receivable from Arch Coal	473,803	—	—	—	—	473,803
Intercompanies	(457,908)	15,188	342,486	100,234	—	—
Inventories	—	—	114,406	56,033	—	170,439
Other	8,820	1,017	6,035	6,290	—	22,162
Total current assets	<u>26,727</u>	<u>16,205</u>	<u>538,872</u>	<u>164,657</u>	<u>—</u>	<u>746,461</u>
Property, plant and equipment, net	—	—	1,248,892	265,620	(13)	1,514,499
Investment in subsidiaries	3,051,144	—	—	—	(3,051,144)	—
Receivable from Arch Coal	1,213,354	—	—	21,564	—	1,234,918
Intercompanies	(1,948,670)	455,385	1,245,698	247,587	—	—
Other	1,369	502	7,066	4,018	—	12,955
Total other assets	<u>2,317,197</u>	<u>455,887</u>	<u>1,252,764</u>	<u>273,169</u>	<u>(3,051,144)</u>	<u>1,247,873</u>
Total assets	<u>\$ 2,343,924</u>	<u>\$ 472,092</u>	<u>\$ 3,040,528</u>	<u>\$ 703,446</u>	<u>\$ (3,051,157)</u>	<u>\$ 3,508,833</u>
Accounts payable	\$ 14,754	\$ —	\$ 145,793	\$ 22,604	\$ —	\$ 183,151
Accrued expenses and other current liabilities	3,153	15,188	140,836	7,585	—	166,762
Total current liabilities	<u>17,907</u>	<u>15,188</u>	<u>286,629</u>	<u>30,189</u>	<u>—</u>	<u>349,913</u>
Long-term debt	—	450,971	—	—	—	450,971
Note payable to Arch Coal	225,000	—	—	—	—	225,000
Asset retirement obligations	—	—	296,302	8,744	—	305,046

Accrued postretirement benefits other than pension	2,968	—	10,475	8,752	—	22,195
Accrued pension benefits	8,943	—	5,299	10,601	—	24,843
Other noncurrent liabilities	2,332	—	37,563	4,209	—	44,104
Total liabilities	257,150	466,159	636,268	62,495	—	1,422,072
Redeemable membership interest	11,534	—	—	—	—	11,534
Non-redeemable membership interest	2,075,240	5,933	2,404,260	640,951	(3,051,157)	2,075,227
Total liabilities and membership interests	\$ 2,343,924	\$ 472,092	\$ 3,040,528	\$ 703,446	\$ (3,051,157)	\$ 3,508,833

13

[Table of Contents](#)

Condensed Consolidating Statements of Cash Flows
Three Months Ended March 31, 2012
(in thousands)

	Parent Company	Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidated
Cash provided by (used in) operating activities	\$ 54,302	\$ —	\$ (63,874)	\$ (10,214)	\$ (19,786)
Investing Activities					
Capital expenditures	—	—	(5,297)	(13,140)	(18,437)
Change in receivable from Arch Coal, Inc.	31,072	—	—	5,647	36,719
Proceeds from dispositions of property, plant and equipment	6	—	—	56	62
Additions to prepaid royalties	—	—	(3,444)	—	(3,444)
Cash used in investing activities	31,078	—	(8,741)	(7,437)	14,900
Financing Activities					
Cash provided by (used in) financing activities	(85,380)	—	67,610	17,770	—
Decrease in cash and cash equivalents	—	—	(5,005)	119	(4,886)
Cash and cash equivalents, beginning of period	—	—	75,058	35	75,093
Cash and cash equivalents, end of period	\$ —	\$ —	\$ 70,053	\$ 154	\$ 70,207

14

[Table of Contents](#)

Condensed Consolidating Statements of Cash Flows
Three Months Ended March 31, 2011
(in thousands)

	Parent Company	Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidated
Cash provided by (used in) operating activities	\$ (5,219)	(7,594)	\$ 56,358	\$ 23,394	\$ 66,939
Investing Activities					
Capital expenditures	—	—	(5,555)	(8,642)	(14,197)
Change in receivable from Arch Coal, Inc.	(71,067)	—	—	927	(70,140)
Proceeds from dispositions of property, plant and equipment	—	—	1	13	14
Cash used in investing activities	(71,067)	—	(5,554)	(7,702)	(84,323)
Financing Activities					
Net proceeds from commercial paper	3,681	—	—	—	3,681
Transactions with affiliates, net	71,949	7,594	(63,829)	(15,714)	—
Cash provided by (used in) financing activities	75,630	7,594	(63,829)	(15,714)	3,681
Decrease in cash and cash equivalents	(656)	—	(13,025)	(22)	(13,703)
Cash and cash equivalents, beginning of period	1,613	—	78,070	134	79,817
Cash and cash equivalents, end of period	\$ 957	\$ —	\$ 65,045	\$ 112	\$ 66,114

15

[Table of Contents](#)

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This document contains "forward-looking statements" — that is, statements related to future, not past, events. In this context, forward-looking statements often address our expected future business and financial performance, and often contain words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," or "will." Forward-looking statements by their nature address matters that are, to different degrees, uncertain. For us, particular uncertainties arise from changes in the demand for our coal by the domestic electric generation industry; from legislation and regulations relating to the Clean Air Act and other environmental initiatives; from regulations relating to mine safety; from operational, geological, permit, labor and weather-related factors; from fluctuations in the amount of cash we generate from operations; from future integration of acquired businesses; and from numerous other matters of national, regional and global scale, including those of a political, economic, business, competitive or regulatory nature. These uncertainties may cause our actual future results to be materially different than those expressed in our forward-looking statements. We do not undertake to update our forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law. For a description of some of the risks and uncertainties that may affect our future results, see "Risk Factors" under Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2011.

Overview

We are a subsidiary of Arch Coal, Inc., one of the world's largest coal producers by volume. We sell substantially all of our coal to power plants and industrial facilities. Our two reportable business segments are based on the low-sulfur U.S. coal producing regions in which we operate — the Powder River Basin and the Western Bituminous region. These geographically distinct areas are characterized by geology, coal transportation routes to consumers, regulatory environments and coal quality. These regional similarities have caused market and contract pricing environments to develop by coal region and form the basis for the segmentation of our operations.

The Powder River Basin is located in northeastern Wyoming and southeastern Montana. The coal we mine from surface operations in this region is very low in sulfur content and has a low heat value compared to the other region in which we operate. The price of Powder River Basin coal is generally less than that of coal produced in other regions because Powder River Basin coal exists in greater abundance, is easier to mine and thus has a lower cost of production. In addition, Powder River Basin coal is generally lower in heat content, which requires some electric power generation facilities to blend it with higher Btu coal or retrofit some existing coal plants to accommodate lower Btu coal. The Western Bituminous region includes Colorado, Utah and southern Wyoming. Coal we mine from underground and surface mines in this region typically is low in sulfur content and varies in heat content.

Weakness in the U.S. thermal coal markets impacted our first quarter results resulting from an unprecedented build in power generator coal stockpiles year to date and the continued erosion in natural gas prices. We expect U.S. coal consumption for power generation to decline by at least 75 million tons in 2012, as compared to 2011, due to unfavorable weather trends that have reduced power demand and contributed to a natural gas surplus. These factors have led to an increase in U.S. coal generator stockpiles to date in 2012. The industry has responded with supply reductions. Mine Safety

[Table of Contents](#)

and Health Administration data suggests that total domestic production decreased 14 million tons during the first quarter of 2012, and we expect further reductions as 2012 progresses.

In response to these market conditions, we further curtailed our production expectations for 2012 and we have taken steps to increase operational efficiency and productivity. In the Powder River Basin, we idled one dragline, and placed another into reclamation efforts during the first quarter of 2012.

We expect that coal exports will somewhat offset the weakness in domestic markets. The global cross-border hard coal trade through March 2012 is on pace to exceed the 1.2 billion-ton record set in 2011. More than 185 new coal-fueled plants are expected to come online in 2012, resulting in approximately 400 million tons of incremental annual coal demand.

Results of Operations

Three Months Ended March 31, 2012 Compared to Three Months Ended March 31, 2011

Summary. Our results during the first quarter of 2012 when compared to the first quarter of 2011 were impacted substantially by our production cutbacks in response to weak market conditions, which offset the impact of higher sales pricing in all regions.

Revenues. The following table summarizes information about coal sales for the three months ended March 31, 2012 and compares it with the information for the three months ended March 31, 2011.

	Three Months Ended March 31		Increase (Decrease)	
	2012	2011	Amount	%
	(In thousands, except per ton data and percentages)			
Revenues	\$ 540,922	\$ 534,405	\$ 6,517	1.2%
Tons Sold	30,195	32,310	(2,115)	(6.5)%
Coal sales realization per ton sold	\$ 17.91	\$ 16.54	\$ 1.37	8.3%

Coal sales increased slightly in the first quarter of 2012 as compared to the first quarter of 2011, as higher pricing offset lower sales volumes in both regions. We have provided more information about the tons sold and the coal sales realizations per ton by operating segment under the heading "Operating segment results".

Costs, expenses and other. The following table summarizes costs, expenses and other components of operating income for the three months ended March 31, 2012 and compares them with the information for the three months ended March 31, 2011.

	Three Months Ended March 31		Increase (Decrease) in Net Income	
	2012	2011	Amount	%
	(In thousands, except per ton data and percentages)			
Cost of sales	\$ 448,053	\$ 423,324	\$ (24,729)	(5.8)%
Depreciation, depletion and amortization	38,735	39,586	851	2.1

Sales contract amortization	(816)	5,944	6,760	113.7
Selling, general and administrative	9,464	9,298	(166)	(1.8)
Other operating income, net	(1,275)	(1,174)	101	8.6
	<u>\$ 494,161</u>	<u>\$ 476,978</u>	<u>\$ (17,183)</u>	(3.6)%

Cost of coal sales. Our cost of coal sales was higher in 2012 when compared with the same period in 2011 due to increased transportation costs primarily resulting from increased export shipments, and an increase in sales-sensitive costs. We have provided more information about our operating segments' performance and profitability under the heading "Operating segment results".

Depreciation, depletion and amortization. When compared with the first quarter of 2011, depreciation, depletion and amortization costs in 2012 decreased slightly from the impact of lower production and sales volumes on assets amortized or depleted on the basis of tons produced.

Amortization of acquired sales contracts, net. Arch Coal acquired both above- and below-market sales contracts with the Jacobs Ranch mining operation acquired in 2009. The sales contracts were not contributed to us; however, the amortization of these acquired sales contracts is reflected in our results. The fair values of acquired sales contracts are amortized over the tons of coal shipped during the term of the contracts. The remaining amortizable amount of these sales contracts is a liability of \$12.6 million at March 31, 2012.

Selling, general and administrative expenses. Selling, general and administrative expenses represent expenses allocated

[Table of Contents](#)

to us from Arch Coal. Expenses are allocated based on Arch Coal's best estimates of proportional or incremental costs, whichever is more representative of costs incurred by Arch Coal on our behalf.

Operating segment results. The following table shows results by operating segment for the three months ended March 31, 2012 and compares it with information for the three months ended March 31, 2011.

<u>(In thousands, except per ton data and percentages)</u>	<u>Three Months Ended March 31</u>		<u>Increase (Decrease)</u>	
	<u>2012</u>	<u>2011</u>	<u>Amount</u>	<u>%</u>
<i>Powder River Basin</i>				
Tons sold (in thousands)	26,934	28,124	(1,190)	(4.2)%
Coal sales realization per ton sold (1)	\$ 13.84	\$ 13.34	\$ 0.50	3.7%
Operating margin per ton sold (2)	\$ 0.95	\$ 1.37	\$ (0.42)	(30.7)%
<i>Western Bituminous</i>				
Tons sold (in thousands)	3,261	4,186	(925)	(22.1)%
Coal sales realization per ton sold (1)	\$ 36.31	\$ 34.87	\$ 1.44	4.1%
Operating margin per ton sold (2)	\$ 9.46	\$ 6.35	\$ 3.11	49.0%

- (1) Coal sales prices per ton exclude certain transportation costs that we pass through to our customers. We use these financial measures because we believe the amounts as adjusted better represent the coal sales prices we achieved within our operating segments. Since other companies may calculate coal sales prices per ton differently, our calculation may not be comparable to similarly titled measures used by those companies. For the three months ended March 31, 2012, transportation costs per ton were \$0.88 for the Powder River Basin and \$7.86 for the Western Bituminous region. For the three months ended March 31, 2011, transportation costs per ton were \$0.13 for the Powder River Basin and \$2.25 for the Western Bituminous region.
- (2) Operating margin per ton sold is calculated as coal sales revenues less cost of coal sales and depreciation, depletion and amortization divided by tons sold.

Powder River Basin — The lower operating margin per ton sold in the Powder River Basin 2012 when compared with 2011 is the result of lower sales volumes from the production cutbacks in response to market conditions. Per-ton costs were higher due to the lower production levels, which offset the impact of slightly higher per-ton selling prices.

Western Bituminous — Operating margins improved as a result of an increase in export sales and a decrease in per-ton costs due to higher production levels.

Interest expense. Interest expense consists primarily of interest on our 6.75% senior notes, the discount on trade accounts receivable sold to Arch Coal under Arch Coal's accounts receivable securitization program, interest on commercial paper, and interest on the \$225.0 million loan from Arch Coal.

Liquidity and Capital Resources

Liquidity and capital resources

Our primary sources of cash are coal sales to customers and debt related to significant transactions. Excluding any significant business acquisitions, we generally satisfy our working capital requirements and fund capital expenditures and debt-service obligations with cash generated from operations, and if necessary, from Arch Coal. Arch Coal manages our cash transactions. Cash paid to or from us that is not considered a distribution or a contribution is recorded through a note receivable from Arch Coal, with the exception of the borrowings under the intercompany credit agreement.

Our ability to satisfy debt service obligations, to fund planned capital expenditures and to make acquisitions will depend upon our future operating performance, which will be affected by prevailing economic conditions in the coal industry and financial, business and other factors, some of which are beyond our control.

On May 1, 2012, Arch Western Finance commenced a cash tender offer for any and all of its outstanding senior notes. In connection with the tender offer, Arch Western Finance is soliciting consents from the holders of the senior notes for certain proposed amendments to the indenture governing the notes that would eliminate most of the covenants and certain default provisions applicable to the senior notes, as well as reduce the minimum notice period in the optional

[Table of Contents](#)

redemption provision of the senior notes from 30 days to three days. If Arch Western Finance purchases less than all of the outstanding senior notes in the tender offer, it intends to redeem any senior notes that remain outstanding. The terms and conditions of the tender offer and consent solicitation are described in an Offer to Purchase and Consent Solicitation Statement (the "Statement") and a related Consent and Letter of Transmittal (the "Letter of Transmittal"), which have been sent to holders of the senior notes. Arch Western Finance's obligations to accept any senior notes tendered and to pay the applicable consideration for them are set forth solely in the Statement and the Consent and Letter of Transmittal. This Quarterly Report on Form 10-Q is not an offer to purchase, a solicitation of an offer to sell, or a solicitation of consents with respect to any securities. Neither we nor Arch Western Finance is making any recommendation in connection with the tender offer and the consent solicitation. The Consent Solicitation expires on May 14, 2012, prior to which the consideration for each \$1,000 of principal is \$1,002.50. For notes tendered after the expiration of the Consent Solicitation and before May 29, 2012, the end of the tender offer, the consideration for each \$1,000 of principal is \$972.50.

The funding for the tender offer will be provided by a loan from Arch Coal.

The following is a summary of cash provided by or used in each of the indicated types of activities.

	<u>Three Months Ended March</u>	
	<u>2012</u>	<u>2011</u>
	(In thousands)	
Cash provided by (used in):		
Operating activities	\$ (19,786)	\$ 66,939
Investing activities	14,900	(84,323)
Financing activities	—	3,681

Cash provided by operating activities decreased in the three months ended March 31, 2012 compared to the three months ended March 31, 2011, primarily due to our lower operating income and also as a result of an increased investment in working capital, primarily coal inventories, and a decrease in accounts payable in 2012.

Our investing activities consist primarily of capital spending and activity under the intercompany note receivable from Arch Coal.

Critical Accounting Policies

For a description of our critical accounting policies, see "Critical Accounting Policies" under Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2011. There were no significant changes to our critical accounting policies during the three months ended March 31, 2012.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We manage our commodity price risk for our long-term coal contract portfolio through the use of long-term coal supply agreements, rather than through the use of derivative instruments. The majority of our tonnage is sold under long-term contracts. We are also exposed to price risk related to the value of sulfur dioxide emission allowances that are a component of quality adjustment provisions in many of our coal supply contracts. We manage this risk through the use of long-term coal supply agreements.

We are also exposed to the risk of fluctuations in cash flows related to our purchase of diesel fuel. We use approximately 40-50 million gallons of diesel fuel annually in our operations. Arch Coal enters into heating oil options to reduce the risk of increases in the price of diesel fuel.

We are exposed to market risk associated with fluctuating interest rates on the notes payable to Arch Coal. A one percentage point increase in the interest rates related to these borrowings would result in an annualized increase in interest expense of \$2.3 million, based on borrowing levels at March 31, 2012.

Item 4. Controls and Procedures.

We performed an evaluation under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of March 31, 2012. Based on that evaluation, our management, including our chief executive officer and chief financial officer, concluded that the disclosure controls and procedures were effective as of such date. There were no changes in internal control over financial reporting that occurred during our quarter ended March 31, 2012 that have

[Table of Contents](#)

materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II
OTHER INFORMATION**

Item 1. Legal Proceedings

We are involved in various claims and legal actions in the ordinary course of business. In the opinion of management, the outcome of such ordinary course of business proceedings and litigation currently pending will not have a material adverse effect on our results of operations or financial results.

Item 4. Mine Safety Disclosures

The statement concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K is included in Exhibit 95 to this Quarterly Report on Form 10-Q for the period ended March 31, 2012.

Item 6. Exhibits.

The following is a list of exhibits filed as part of this Quarterly Report on Form 10-Q:

<u>Exhibit</u>	<u>Description</u>
31.1	Rule 13a-14(a)/15d-14(a) Certification of Paul A. Lang.
31.2	Rule 13a-14(a)/15d-14(a) Certification of John T. Drexler.
32.1	Section 1350 Certification of Paul A. Lang.
32.2	Section 1350 Certification of John T. Drexler.
95	Mine Safety Disclosure Exhibit

20

[Table of Contents](#)

Signatures

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

Arch Western Resources, LLC

By: /s/ John T. Drexler

John T. Drexler

Vice President

May 15, 2012

21

Certification

I, Paul A. Lang, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Arch Western Resources, LLC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Paul A. Lang
Paul A. Lang
President

Date: May 15, 2012

Certification

I, John T. Drexler, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Arch Western Resources, LLC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ John T. Drexler

John T. Drexler

Vice President

Date: May 15, 2012

Certification of Periodic Financial Reports

I, Paul A. Lang, President of Arch Western Resources, LLC, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012 (the "Periodic Report") which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of Arch Western Resources, LLC.

/s/ Paul A. Lang

Paul A. Lang

President

Date: May 15, 2012

Certification of Periodic Financial Reports

I, John T. Drexler, Vice President of Arch Western Resources, LLC, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012 (the "Periodic Report") which this statement accompanies fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of Arch Western Resources, LLC.

/s/ John T. Drexler

John T. Drexler

Vice President

Date: May 15, 2012

Mine Safety and Health Administration Safety Data

We believe that we have some of the safest producing operations in the world. Safety is a core value at our parent company, Arch Coal, Inc. (“Arch Coal”) and at each of its subsidiary operations. We have in place a comprehensive safety program that includes extensive health & safety training for all employees, site inspections, emergency response preparedness, crisis communications training, incident investigation, regulatory compliance training and process auditing, as well as an open dialogue between all levels of employees. The goals of our processes are to eliminate exposure to hazards in the workplace, ensure that we comply with all mine safety regulations, and support regulatory and industry efforts to improve the health and safety of our employees along with the industry as a whole.

The operation of our mines is subject to regulation by the federal Mine Safety and Health Administration (MSHA) under the Federal Mine Safety and Health Act of 1977 (Mine Act). MSHA inspects our mines on a regular basis and issues various citations, orders and violations when it believes a violation has occurred under the Mine Act. We present information below regarding certain mining safety and health violations, orders and citations, issued by MSHA and related assessments and legal actions and mine-related fatalities with respect to our coal mining operations. In evaluating the above information regarding mine safety and health, investors should take into account factors such as: (i) the number of citations and orders will vary depending on the size of a coal mine, (ii) the number of citations issued will vary from inspector to inspector and mine to mine, and (iii) citations and orders can be contested and appealed, and in that process are often reduced in severity and amount, and are sometimes dismissed.

The table below sets forth for the three months ended March 31, 2012 for each coal mine of Arch Western Resources, LLC and its subsidiaries, the total number of: (i) violations of mandatory health or safety standards that could significantly and substantially contribute to the cause and effect of a coal or other mine safety or health hazard under section 104 of the Mine Act for which the operator received a citation from MSHA; (ii) orders issued under section 104(b) of the Mine Act; (iii) citations and orders for unwarrantable failure of the mine operator to comply with mandatory health or safety standards under section 104(d) of the Mine Act; (iv) flagrant violations under section 110(b)(2) of the Mine Act; (v) imminent danger orders issued under section 107(a) of the Mine Act; (vi) proposed assessments from MSHA (regardless of whether Arch Coal has challenged or appealed the assessment); (vii) mining-related fatalities; (viii) notices from MSHA of a pattern of violations of mandatory health or safety standards that are of such nature as could have significantly and substantially contributed to the cause and effect of coal or other mine health or safety hazards under section 104(e) of the Mine Act; (ix) notices from MSHA regarding the potential to have a pattern of violations as referenced in (viii) above; and (x) pending legal actions before the Federal Mine Safety and Health Review Commission (as of March 31, 2012) involving such coal or other mine, as well as the aggregate number of legal actions instituted and the aggregate number of legal actions resolved during the reporting period. Each legal action is assigned a docket number by the Federal Mine Safety and Health Review Commission and may have as its subject matter one or more citations, orders, penalties or complaints.

1

Mine or Operating Name / MSHA Identification Number	Section 104 S&S Citations (#)	Section 104(b) Orders (#)	Section 104(d) Citations and Orders (#)	Section 110(b)(2) Violations (#)	Section 107(a) Orders (#)	Total Dollar Value of MSHA Assessments Proposed (in thousands) (\$)	Total Number of Mining Related Fatalities (#)	Received Notice of Pattern of Violations Under Section 104(e) (yes/no)	Received Notice of Potential to Have Pattern of Violations Under Section 104(e) (yes/no)	Legal Actions Initiated During Period (#)	Legal Actions Resolved During Period (#)	Legal Actions Pending as of Last Day of Period(1) (#)
Active Operations												
Skyline Mine #3 / 42-01566	1	—	—	—	—	0.9	—	No	No	—	—	1
Sufco / 42-00089	3	—	—	—	—	7.3	—	No	No	—	—	4
Dugout Canyon Mine / 42-01890	6	—	—	—	—	—	—	No	No	—	2	8
Dugout Castle Valley Prep Plant / 42-02455	—	—	—	—	—	—	—	No	No	—	—	—
Arch of Wyoming Seminoe II / 48-00828	—	—	—	—	—	0.2	—	No	No	—	—	—
Arch of Wyoming Elk Mountain / 48-01694	—	—	—	—	—	—	—	No	No	—	—	—
Black Thunder / 48-00977	—	—	—	—	—	—	—	No	No	2	—	5
Coal Creek / 48-01215	1	—	—	—	—	—	—	No	No	—	—	—
West Elk Mine / 05-03672	19	—	—	—	—	47.1	—	No	No	1	21	28

(1) See table below for additional details regarding Legal Actions Pending as of March 31, 2012.

2

Mine or Operating Name/MSHA Identification Number	Contests of Citations, Orders (as of December 31, 2011)	Contests of Proposed Penalties (as of December 31, 2011)	Complaints for Compensation (as of December 31, 2011)	Complaints of Discharge, Discrimination or Interference (as of December 31, 2011)	Applications for Temporary Relief (as of December 31, 2011)	Appeals of Judges' Decisions or Orders (as of December 31, 2011)
Skyline Mine #3 / 42-01566	—	1	—	—	—	—
Sufco / 42-00089	—	4	—	—	—	—
Dugout Canyon Mine / 42-01890	1	7	—	—	—	—
Black Thunder / 48-00977	—	5	—	—	—	—
West Elk Mine / 05-03672	4	24	—	—	—	—

3