



Depository Shares(4)

Common Stock

Guarantees of Debt Securities(5)

- (1) An indeterminate aggregate initial offering price or amount of the securities of each identified class is being registered as may from time to time be offered at indeterminate prices. Separate consideration may or may not be received for securities that are issuable upon exercise, conversion or exchange of other securities or that are issued in units or represented by depository shares. In accordance with Rules 456(b) and 457(r), the registrant is deferring payment of all of the registration fee.
- (2) Each purchase contract will represent obligations to purchase from Arch Coal, Inc., or to sell to Arch Coal, Inc., common stock, preferred stock, debt securities, depository shares or warrants of Arch Coal, Inc., or debt securities of third parties (including U.S. Treasury securities), an index or indices thereof or any combination thereof.
- (3) Each unit will be issued under a unit agreement or indenture and will consist of purchase contracts together with common stock, preferred stock, debt securities, depository shares or warrants of Arch Coal, Inc., or debt securities of third parties (including U.S. Treasury securities), securing the holders' obligations to purchase the securities under the purchase contracts, or any of these securities in any combination.
- (4) Each depository share will be issued under a deposit agreement, will represent an interest in a fractional share or multiple shares of preferred stock and will be evidenced by a depository receipt.
- (5) No separate consideration will be received for such guarantees. Pursuant to Rule 457(n), no registration fee is required with respect to such guarantees. The direct and indirect subsidiaries of Arch Coal, Inc. that may be guarantors of some or all of the debt securities registered hereunder are listed as additional registrants for the purpose of registering their guarantees, if any, of the debt securities hereunder.

## TABLE OF ADDITIONAL REGISTRANTS

<b>Exact Name of Registrant as Specified in its Charter and Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices*</b>	<b>State or Other Jurisdiction Of Incorporation</b>	<b>I.R.S. Employer Identification Number</b>	<b>Primary Standard Industrial Classification Code</b>
Allegheny Land Company	Delaware	61-0922221	1221
Arch Coal Sales Company, Inc.	Delaware	43-1335853	1221
Arch Coal Terminal, Inc.	Delaware	61-0941499	1221
Arch Coal West, LLC	Delaware	27-4188962	1221
Arch Development, LLC	Delaware	27-2039231	1221
Arch Energy Resources, LLC	Delaware	20-8889263	1221
Arch Reclamation Services, Inc.	Delaware	43-1724510	1221
Ark Land Company	Delaware	43-0952128	1221
Ark Land KH, Inc.	Delaware	55-1086280	1221
Ark Land LT, Inc.	Delaware	20-1637677	1221
Ark Land WR, Inc.	Delaware	20-1638026	1221
Ashland Terminal, Inc.	Delaware	55-0619683	1221
Bronco Mining Company, Inc.	West Virginia	22-2094405	1221
Catenary Coal Holdings, Inc.	Delaware	43-1629654	1221
Coal-Mac, Inc.	Kentucky	61-0940536	1221
CoalQuest Development LLC	Delaware	20-0445769	1221
Cumberland River Coal Company	Delaware	43-1522213	1221
Hawthorne Coal Company, Inc.	West Virginia	55-0742562	1221
Hunter Ridge, Inc.	Delaware	13-2961732	1221
Hunter Ridge Coal Company	Delaware	51-0217205	1221
Hunter Ridge Holdings, Inc.	Delaware	52-1990183	1221
ICG, Inc.	Delaware	20-1796718	1221
ICG, LLC	Delaware	20-1660224	1221
ICG ADDCAR Systems, LLC	Delaware	20-1619621	1221
ICG Beckley, LLC	Delaware	20-4048542	1221
ICG East Kentucky, LLC	Delaware	20-1619961	1221
ICG Eastern, LLC	Delaware	20-1620152	1221
ICG Eastern Land, LLC	Delaware	20-1679711	1221
ICG Hazard, LLC	Delaware	20-1619758	1221
ICG Hazard Land, LLC	Delaware	20-1679661	1221
ICG Illinois, LLC	Delaware	20-1620272	1221
ICG Knott County, LLC	Delaware	20-1620070	1221
ICG Natural Resources, LLC	Delaware	20-1619866	1221
ICG Tygart Valley, LLC	Delaware	20-2977524	1221
International Coal Group, Inc.	Delaware	20-2641185	1221
Juliana Mining Company, Inc.	West Virginia	55-0568083	1221
King Knob Coal Co., Inc.	West Virginia	55-0488823	1221
Lone Mountain Processing, Inc.	Delaware	43-1580457	1221
Marine Coal Sales Company	Delaware	13-3307813	1221
Melrose Coal Company, Inc.	West Virginia	55-0746947	1221
Mingo Logan Coal Company	Delaware	13-3074446	1221
Mountain Gem Land, Inc.	West Virginia	55-0696955	1221
Mountain Mining, Inc.	Delaware	61-0925056	1221
Mountaineer Land Company	Delaware	61-0881912	1221
Otter Creek Coal, LLC	Delaware	27-2484254	1221
Patriot Mining Company, Inc.	West Virginia	55-0550184	1221

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**Exact Name of Registrant as Specified in its Charter and Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices\***

	<b>State or Other Jurisdiction Of Incorporation</b>	<b>I.R.S. Employer Identification Number</b>	<b>Primary Standard Industrial Classification Code</b>
Powell Mountain Energy, LLC	Delaware	30-0461024	1221
Prairie Holdings, Inc.	Delaware	20-5273741	1221
Shelby Run Mining Company, LLC	Delaware	45-3484745	1221
Simba Group, Inc.	Delaware	55-0753900	1221
Upshur Property, Inc.	Delaware	95-4484172	1221
Vindex Energy Corporation	West Virginia	55-0753903	1221
Western Energy Resources, Inc.	Delaware	43-1947588	1221
White Wolf Energy, Inc.	Virginia	54-1867395	1221
Wolf Run Mining Company	West Virginia	55-0699931	1221

\* The principal executive offices of, and the agent for service for, each additional registrant is c/o Robert G. Jones, Senior Vice President—Law, General Counsel and Secretary, Arch Coal, Inc., One CityPlace Drive, Suite 300, St. Louis, Missouri 63141.



**Debt Securities**

**Warrants**

**Purchase Contracts**

**Units**

**Preferred Stock**

**Depositary Shares**

**Common Stock**

**Guarantees of Debt Securities**

Arch Coal, Inc. from time to time may offer to sell, in one or more series, senior or subordinated debt securities, warrants, purchase contracts, units, preferred stock, depositary shares and common stock, or any combination of these securities. The debt securities, warrants, purchase contracts and preferred stock may be convertible into or exercisable or exchangeable for our common or preferred stock or other securities or debt or equity securities of one or more other entities. Certain of our direct and indirect subsidiaries named in this prospectus under "Description of Debt Securities—Debt Guarantees" may guarantee the debt securities of Arch Coal, Inc.

Our common stock is listed on the New York Stock Exchange and trades under the ticker symbol "ACI." If we decide to seek a listing of any securities offered by this prospectus, we will disclose the exchange or market on which the securities will be listed or where we have made an application for listing in one or more supplements to this prospectus.

We may offer and sell these securities to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis.

This prospectus describes some of the general terms that may apply to these securities. The specific terms of any securities to be offered, and the specific manner in which they may be offered, will be described in one or more supplements to this prospectus or in one or more reports which we file with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934. This prospectus may not be used to sell securities unless it is accompanied by a prospectus supplement that contains a description of those securities.

We may offer and sell these securities to or through one or more underwriters, dealers or agents, or directly to other purchasers, on a continuous or delayed basis. If any offering involves underwriters, dealers or agents, arrangements with them will be described in a prospectus supplement relating to that offering.

**We urge you to carefully read the information included or incorporated by reference in this prospectus and any prospectus supplement for a discussion of factors you should consider before deciding to invest in any securities offered by this prospectus, including the information under "Risk Factors" on page 3 of this prospectus.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

The date of this prospectus is March 1, 2012.

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## ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we have filed with the Securities and Exchange Commission (the "SEC"), using an automatic shelf registration process. By using a shelf registration statement, we may sell, from time to time, in one or more offerings, any combination of the securities described in this prospectus. This prospectus does not contain all of the information in that registration statement. For further information about our business and the securities that may be offered under this prospectus, you should refer to the registration statement and its exhibits. The exhibits to the registration statement contain the full text of certain contracts and other important documents that we have summarized in this prospectus. Since these summaries may not contain all the information that you may find important in deciding whether to purchase the securities we may offer, you should review the full text of these contracts and documents. These summaries are qualified in all respects by reference to all of the provisions contained in the applicable contract or document. The registration statement and its exhibits can be obtained from the SEC as indicated under the heading "Where You Can Find More Information."

This prospectus only provides you with a general description of the securities we may offer. Each time we sell securities pursuant to this prospectus, we will provide a prospectus supplement that contains specific information about the terms of those securities. The prospectus supplement may also add, update or change information contained in this prospectus and, to the extent inconsistent, information in this prospectus is superseded by the information in the prospectus supplement. You should read this prospectus and any applicable prospectus supplement together with the additional information described below under the heading "Where You Can Find More Information."

**You should rely only on the information contained or incorporated by reference in this prospectus and any applicable prospectus supplement. We have not authorized anyone to provide you with different information. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information in this prospectus, any prospectus supplement or any document incorporated by reference in this prospectus or any applicable prospectus supplement is accurate as of any date other than the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since that date.**

## WHERE YOU CAN FIND MORE INFORMATION

### Available Information

We file reports, proxy statements and other information with the SEC. These reports, proxy statements and other information can be read and copied at the SEC's public reference room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC, including Arch Coal. The SEC's Internet address is <http://www.sec.gov>. In addition, our common stock is listed on the New York Stock Exchange, and its reports and other information can be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005. Our Internet address is <http://www.archcoal.com>. The information on our Internet site is not part of this prospectus.

### Incorporation by Reference

The SEC allows us to "incorporate by reference" in this prospectus the documents that we file with the SEC. This means that we can disclose important information to you by referring you to those documents. Any information we incorporate in this manner is considered part of this prospectus from the date we file that document, except to the extent updated and superseded by information contained either in this prospectus or an applicable prospectus supplement or in a later dated document incorporated by reference in this prospectus. Some information that we will file with the SEC after the date of this prospectus and until we sell all of the securities covered by this prospectus will automatically update and supersede the information contained in this prospectus.

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We incorporate by reference into this prospectus the following documents or information that we have filed with the SEC and any filing that we will make with the SEC in the future under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including such documents filed with the SEC by us after the date of this prospectus and prior to the time we sell all of the securities covered by this prospectus, except as noted below:

- our Annual Report on Form 10-K for the year ended December 31, 2011;
- our Current Reports on Form 8-K dated February 13 and March 1, 2012; and
- the description of our common stock in our registration statement on Form 8-B filed with the SEC on June 17, 1997, including any amendments or reports filed for the purpose of updating such description.

Pursuant to General Instruction B of Form 8-K, any information furnished under Item 2.02, Results of Operations and Financial Condition, or Item 7.01, Regulation FD Disclosure, of Form 8-K is not deemed to be "filed" for purposes of Section 18 of the Exchange Act, and we are not subject to the liabilities of Section 18 with respect to information we furnish under Item 2.02 or Item 7.01 of Form 8-K. We are not incorporating by reference any information we furnish under Item 2.02 or Item 7.01 of Form 8-K into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act or into this prospectus.

Statements contained in this prospectus as to the contents of any contract or other document referred to in this prospectus do not purport to be complete, and where reference is made to the particular provisions of that contract or other document, those provisions are qualified in all respects by reference to all of the provisions of that contract or other document. Any statement contained in a document incorporated by reference, or deemed to be incorporated by reference, in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated by reference in this prospectus modifies or supersedes the statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus. For a more complete understanding and description of each such contract or other document, we urge you to read the documents contained in the exhibits to the registration statement of which this prospectus is a part.

We will provide without charge, upon written or oral request, a copy of any or all documents that are incorporated by reference into this prospectus and a copy of any or all other contracts or documents which are referred to in this prospectus. Requests should be directed to: Arch Coal, Inc., Attention: Vice President-Government, Investor and Public Affairs, One CityPlace Drive, Suite 300, St. Louis, Missouri 63141, telephone number: (314) 994-2700. You also may review a copy of the registration statement of which this prospectus is a part and its exhibits at the SEC's Public Reference Room in Washington, D.C., as well as through the SEC's Internet site.

You should rely only on the information contained in or incorporated by reference into this prospectus. We have not authorized any other person to provide you with different information. We are not making an offer to sell securities in any jurisdiction where the offer or sale is not prohibited. You should assume that the information appearing in this prospectus is accurate as of the date hereof only.



## **RISK FACTORS**

Investing in our securities involves risks. Before deciding to purchase any of our securities, you should carefully consider the discussion of risks and uncertainties under the heading "Risk Factors" contained in our Annual Report on Form 10-K for our fiscal year ended December 31, 2011, which is incorporated by reference in this prospectus, as updated by our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K or other filings we make with the SEC, as well as the other risks and uncertainties described in any applicable prospectus supplement and in the other documents incorporated by reference in this prospectus. The risks and uncertainties that we discuss in any document incorporated by reference in this prospectus are those that we believed as of the date of the document to be risks which may materially affect our company. Additional risks and uncertainties not then known to us or that we then believed to be immaterial also may materially and adversely affect our business, financial condition and results of operations.

## **FORWARD-LOOKING STATEMENTS**

This prospectus, information incorporated by reference in this prospectus and any applicable prospectus supplement may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These statements relate to future events and expectations and can be identified by the use of predictive, future-tense or forward-looking terminology, such as "anticipates," "believes," "estimates," "expects," "forecasts," "intends," "may," "outlook," "projects," "should," "will," "will likely result" or other similar expressions. All statements that reflect our expectations, assumptions or projections about the future other than statements of historical fact are forward-looking statements, including, without limitation, forecasts concerning industry growth or other trend projections, anticipated financial results or operating performance and statements regarding our strategies, objectives, goals, targets, outlook and business and financial prospects. Forward-looking statements are subject to a number of risks, uncertainties and other factors and are not guarantees of future performance. Actual results, performance or outcomes may differ materially from those expressed in or implied by those forward-looking statements. Accordingly, you should not place undue reliance on such forward-looking statements. We undertake no obligation to update publicly any forward-looking statements, whether in response to new information, future events or otherwise, except as required by applicable law.

For information on some of the factors that could cause actual results to differ materially from those in forward-looking statements, see the section entitled "Risk Factors" in this prospectus.

## **USE OF PROCEEDS**

We intend to use the net proceeds from the sale of the securities that we may offer from time to time under this prospectus for general corporate purposes unless otherwise indicated in the applicable prospectus supplement relating to a specific issuance of securities or in a report which we file with the SEC under the Exchange Act and incorporate by reference in this prospectus (an "Exchange Act Report"). Our general corporate purposes include, but are not limited to, working capital, capital expenditures, investments in or loans to our subsidiaries or joint ventures, repayment, redemption or refinancing of debt, redemption or repurchase of our outstanding securities, funding of possible acquisitions and satisfaction of other obligations. Pending any such use, the net proceeds from the sale of the securities may be invested in short-term, investment-grade, interest-bearing instruments. We will include a more detailed description of the use of proceeds of any specific offering in an applicable prospectus supplement relating to the offering or in an Exchange Act Report.

## DESCRIPTION OF DEBT SECURITIES

The following is a general description of the debt securities that we may offer from time to time under this prospectus. The particular terms of the debt securities offered under this prospectus and the extent, if any, to which the general provisions described below may apply will be described in an applicable prospectus supplement or in an Exchange Act Report. Although our securities include securities denominated in U.S. dollars, we may choose to issue securities in any other currency, including the euro.

The debt securities will be either senior debt securities or subordinated debt securities. We will issue the senior debt securities under one or more senior indentures, each of which is or will be between us and a trustee. We will issue the subordinated debt securities under one or more subordinated indentures, each of which will be between us and the same or another trustee. The senior indentures and the subordinated indentures are collectively referred to in this prospectus as the indentures, and each of the one or more trustees under the senior indentures and the one or more trustees under the subordinated indentures are collectively referred to in this prospectus as the trustee, as applicable.

Any debt securities issued by us may be guaranteed by one or more of our direct and indirect subsidiaries named under the subheading "—Debt Guarantees" (collectively, the "Subsidiary Guarantors").

The following description is only a summary of the material provisions of the indentures. We urge you to read the appropriate indenture relating to particular debt securities because it, and not this description, defines your rights as a holder of the applicable debt securities. See the information under the heading "Where You Can Find More Information" for information on how to obtain a copy of the appropriate indenture. The following description also is subject to and qualified by reference to the description of the particular terms of the debt securities and the relevant indenture described in the related prospectus supplement, including definitions used in the relevant indenture. The particular terms of the debt securities that we may offer under this prospectus and the relevant indenture may vary from the terms described below.

### General

The senior debt securities will be unsubordinated obligations, will rank equally with all other unsubordinated debt obligations of ours and, unless otherwise indicated in a related prospectus supplement or in an Exchange Act Report, will be unsecured. The subordinated debt securities will be subordinate in right of payment to senior debt securities. A general description of the subordinated debt securities is provided below under "—Subordinated Debt Securities." The specific terms of any debt securities will be provided in a related prospectus supplement or in an Exchange Act Report. For a more complete understanding of the provisions pertaining to the debt securities, you should refer to the forms of senior indenture and subordinated indenture attached as exhibits to the registration statement of which this prospectus is a part.

Our primary sources of payment for our payment obligations under the debt securities will be revenues from our operations and investments and cash distributions from our subsidiaries. Our subsidiaries are separate and distinct legal entities and have no obligation whatsoever to pay any amounts due on debt securities issued by us, except to the extent that they have agreed to guarantee our obligations, or to make funds available to us. Our subsidiaries' ability to pay dividends or make other payments or advances to us will depend upon their operating results and will be subject to applicable laws and contractual restrictions. The indentures do not restrict our subsidiaries from entering into agreements that prohibit or limit their ability to pay dividends or make other payments or advances to us. To the extent that we must rely on cash from our subsidiaries to pay amounts due on the debt securities, the debt securities will be effectively subordinated to all our subsidiaries' liabilities,

including their trade payables. This means that our subsidiaries may be required to pay all of their creditors in full before their assets are available to us. Even if we are recognized as a creditor of our subsidiaries, our claims would be effectively subordinated to any security interests in their assets and also could be subordinated to some or all other claims on their assets and earnings.

In addition to the debt securities that we may offer pursuant to this prospectus, we may issue other debt securities in public or private offerings from time to time. These other debt securities may be issued under other indentures or documentation that are not described in this prospectus, and those debt securities may contain provisions materially different from the provisions applicable to one or more issues of debt securities offered pursuant to this prospectus.

## Terms

The indentures will not limit the principal amount of debt, including unsecured debt, or other securities that we or our subsidiaries may issue.

We may issue notes or bonds in traditional paper form, or we may issue a global security. The debt securities of any series may be issued in definitive form or, if provided in a related prospectus supplement or in an Exchange Act Report, may be represented in whole or in part by a global security or securities, registered in the name of a depositary designated by us. Each debt security represented by a global security is referred to as a book-entry security.

Debt securities may be issued from time to time pursuant to this prospectus and will be offered on terms determined by market conditions at the time of sale. Debt securities may be issued in one or more series with the same or various maturities and may be sold at par, a premium or an original issue discount. Debt securities sold at an original issue discount may bear no interest or interest at a rate that is below market rates. Unless otherwise provided in a related prospectus supplement or in an Exchange Act Report, debt securities denominated in U.S. dollars will be issued in denominations of \$2,000 and integral multiples thereof.

Please refer to a related prospectus supplement or an Exchange Act Report for the specific terms of the debt securities offered, including the following:

- designation of an aggregate principal amount, purchase price and denomination;
- date of maturity;
- if other than U.S. currency, the currency in which the debt securities may be purchased and the currency in which principal, premium, if any, and interest will be paid;
- the interest rate or rates and the method of calculating interest;
- the date or dates from which the interest will accrue, the payment dates on which any premium and interest will be payable or the manner of determination of the payment dates and the record dates for the determination of holders to whom interest is payable;
- the place or places where principal, any premium and interest will be payable;
- any redemption or sinking fund provisions or other repayment or repurchase obligations;
- any index used to determine the amount of payment of principal of and any premium and interest on the debt securities;
- the application, if any, of the defeasance provisions to the debt securities;
- if other than the entire principal amount, the portion of the debt securities that would be payable upon acceleration of the maturity thereof;

- whether the debt securities will be issued in whole or in part in the form of one or more global securities, and in such case, the depository for the global securities;
- whether the debt securities may be converted into or exercised or exchanged for our common stock, preferred stock, warrants, purchase contracts or purchase units and the terms of such conversion, exercise or exchange, if any;
- whether the debt securities will be guaranteed by one or more of the Subsidiary Guarantors and, if so, the identity of the applicable Subsidiary Guarantors and whether any subordination provisions or other limitations are applicable to any such guarantees;
- any covenants applicable to the debt securities being offered;
- any additional events of default applicable to the debt securities being offered;
- any changes to the events of default described in this prospectus;
- the terms of subordination of the debt securities being offered, if applicable;
- the terms of conversion of the debt securities being offered, if applicable; and
- any other specific material terms, including any additions to the terms described in this prospectus and any terms that may be required by or advisable under applicable law.

Except with respect to book-entry securities, debt securities may be presented for exchange or registration of transfer, in the manner, at the places and subject to the restrictions set forth in the debt securities and a related prospectus supplement or an Exchange Act Report. Such services will be provided without charge, other than any tax or other governmental charge payable in connection therewith, but subject to the limitations provided in the indentures.

## Debt Guarantees

Debt securities offered by us may be guaranteed by one or more of the Subsidiary Guarantors. The Subsidiary Guarantors are:

- Allegheny Land Company
- Arch Coal Sales Company, Inc.
- Arch Coal Terminal, Inc.
- Arch Coal West, LLC
- Arch Development, LLC
- Arch Energy Resources, LLC
- Arch Reclamation Services, Inc.
- Ark Land Company
- Ark Land KH, Inc.
- Ark Land LT, Inc.
- Ark Land WR, Inc.
- Ashland Terminal, Inc.
- Bronco Mining Company, Inc.
- Catenary Coal Holdings, Inc.
- Coal-Mac, Inc.
- CoalQuest Development LLC
- Cumberland River Coal Company
- Hawthorne Coal Company, Inc.
- Hunter Ridge, Inc.
- Hunter Ridge Coal Company
- Hunter Ridge Holdings, Inc.
- ICG Hazard, LLC
- ICG Hazard Land, LLC
- ICG Illinois, LLC
- ICG Knott County, LLC
- ICG Natural Resources, LLC
- ICG Tygart Valley, LLC
- International Coal Group, Inc.
- Juliana Mining Company, Inc.
- King Knob Coal Co., Inc.
- Lone Mountain Processing, Inc.
- Marine Coal Sales Company
- Melrose Coal Company, Inc.
- Mingo Logan Coal Company
- Mountain Gem Land, Inc.
- Mountain Mining, Inc.
- Mountaineer Land Company
- Otter Creek Coal, LLC
- Patriot Mining Company, Inc.
- Powell Mountain Energy, LLC
- Prairie Holdings, Inc.
- Shelby Run Mining Company, LLC

- ICG, Inc.
- ICG, LLC
- ICG ADDCAR Systems, LLC
- ICG Beckley, LLC
- ICG East Kentucky, LLC
- ICG Eastern, LLC
- ICG Eastern Land, LLC
- Simba Group, Inc.
- Upshur Property, Inc.
- Vindex Energy Corporation
- Western Energy Resources, Inc.
- White Wolf Energy, Inc.
- Wolf Run Mining Company

Any guarantee of debt securities offered by us will be set forth in the applicable indenture or a related supplemental indenture and described in an applicable prospectus supplement or in an Exchange Act Report. The payment obligations of any Subsidiary Guarantor with respect to a guarantee of debt securities offered by us will be effectively subordinate in right of payment to the prior payment in full of all senior indebtedness of any such Subsidiary Guarantor to the same extent and manner that our payment obligations with respect to our subordinated debt securities are subordinate in right of payment to the prior payment in full of all of our senior indebtedness.

## Events of Default

Except as otherwise set forth in an applicable prospectus supplement or in an Exchange Act Report, an event of default shall occur with respect to any series of debt securities when:

- we default in paying principal of or premium, if any, on any of the debt securities of such series when due;
- we default in paying interest on the debt securities of such series when due, continuing for 30 days;
- we default in making deposits into any sinking fund payment with respect to any debt security of such series when due;
- we or any Subsidiary Guarantor, if applicable, fails to perform any other covenant or warranty in the debt securities of such series or in the applicable indenture, and such failure continues for a period of 90 days after notice of such failure as provided in that indenture;
- a guarantee of our debt securities, if applicable, is held in any judicial proceeding to be unenforceable or invalid;
- certain events of bankruptcy, insolvency or reorganization occur; or
- any other event of default occurs with respect to debt securities of that series.

Except as otherwise set forth in an applicable prospectus supplement or in an Exchange Act Report, we will be required annually to deliver to the trustee officers' certificates stating whether or not the officers signing such certificates have any knowledge of any default in the performance by us of certain covenants.

If an event of default shall occur and be continuing with respect to any series (other than an event of default described in the sixth bullet point of the first paragraph above under "—Events of Default"), the trustee or the holders of not less than 25% in principal amount of the debt securities of such series then outstanding (or, if any securities of that series are original issue discount securities, the portion of the principal amount of such securities as may be specified by the terms thereof) may declare the debt securities of such series to be immediately due and payable. If an event of default described in the sixth bullet point of the first paragraph above under "—Events of Default" occurs with respect to any series of debt securities, the principal amount of all debt securities of that series (or, if any securities of that series are original issue discount securities, the portion of the principal amount of such securities as may be specified by the terms thereof) will automatically become due and payable without any

declaration by the trustee or the holders. The trustee is required to give holders of the debt securities of any series written notice of a default with respect to such series as and to the extent provided by the Trust Indenture Act of 1939, as amended (the "Trust Indenture Act"). As used in this paragraph, a "default" means an event described in the first paragraph above under "—Events of Default" without including any applicable grace period.

If at any time after the debt securities of such series have been declared due and payable, and before any judgment or decree for the moneys due has been obtained or entered, we will pay or deposit with the trustee amounts sufficient to pay all matured installments of interest upon the debt securities of such series and the principal of all debt securities of such series which shall have become due, otherwise than by acceleration, together with interest on such principal and, to the extent legally enforceable, on such overdue installments of interest and all other amounts due under the applicable indenture shall have been paid, and any and all defaults with respect to such series under that indenture shall have been remedied, then the holders of a majority in aggregate principal amount of the debt securities of such series then outstanding, by written notice to us and the trustee, may rescind and annul the declaration that the debt securities of such series are due and payable. In addition, the holders of a majority in aggregate principal amount of the debt securities of such series may waive any past default and its consequences with respect to such series, except a default in the payment of the principal of or any premium or interest on any debt securities of such series or a default in the performance of a covenant that cannot be modified under the indentures without the consent of the holder of each affected debt security.

The trustee is under no obligation to exercise any of the rights or powers under the indentures at the request, order or direction of any of the holders of debt securities, unless such holders shall have offered to the trustee reasonable security or indemnity. Subject to such provisions for the indemnification of the trustee and certain limitations contained in the indentures, the holders of a majority in aggregate principal amount of the debt securities of each series at the time outstanding shall have the right to direct the time, method and place of conducting any proceeding for any remedy available to the trustee, or exercising any trust or power conferred on the trustee, with respect to the debt securities of such series.

No holder of debt securities will have any right to institute any proceeding, judicial or otherwise, with respect to the indentures, for the appointment of a receiver or trustee or for any other remedy under the indentures unless:

- the holder has previously given written notice to the trustee of a continuing event of default with respect to the debt securities of that series; and
- the holders of at least 25% in principal amount of the outstanding debt securities of that series have made a written request to the trustee, and offered reasonable indemnity, to the trustee to institute proceedings as trustee, the trustee has failed to institute the proceedings within 60 days and the trustee has not received from the holders of a majority in principal amount of the debt securities of that series a direction inconsistent with that request.

Notwithstanding the foregoing, the holder of any debt security will have an absolute and unconditional right to receive payment of the principal of and any premium and, subject to the provisions of the applicable indenture regarding the payment of default interest, interest on that debt security on the due dates expressed in that security and to institute suit for the enforcement of payment.

### **Modification of the Indentures**

Each indenture will contain provisions permitting us and the trustee to modify that indenture or enter into or modify any supplemental indenture without the consent of the holders of the debt

securities in regard to matters as shall not adversely affect the interests of the holders of the debt securities, including, without limitation, the following:

- to evidence the succession of another corporation to us;
- to add to our covenants further covenants for the benefit or protection of the holders of any or all series of debt securities or to surrender any right or power conferred upon us by that indenture;
- to add any additional events of default with respect to all or any series of debt securities;
- to add to or change any of the provisions of that indenture to facilitate the issuance of debt securities in bearer form with or without coupons, or to permit or facilitate the issuance of debt securities in uncertificated form;
- to add to, change or eliminate any of the provisions of that indenture in respect of one or more series of debt securities thereunder, under certain conditions designed to protect the rights of any existing holder of those debt securities;
- to secure all or any series of debt securities;
- to establish the forms or terms of the debt securities of any series;
- to evidence the appointment of a successor trustee and to add to or change provisions of that indenture necessary to provide for or facilitate the administration of the trusts under that indenture by more than one trustee;
- to cure any ambiguity, to correct or supplement any provision of that indenture which may be defective or inconsistent with another provision of that indenture;
- to make other amendments that do not adversely affect the interests of the holders of any series of debt securities;
- to release a Subsidiary Guarantor, if applicable, from its obligations under its guarantee (other than in accordance with the terms thereof); and
- to add, change or eliminate any provision of that indenture as shall be necessary or desirable in accordance with any amendments to the Trust Indenture Act.

We and the trustee may otherwise modify each indenture or any supplemental indenture with the consent of the holders of not less than a majority in aggregate principal amount of each series of debt securities affected thereby at the time outstanding, except that no such modifications shall:

- extend the fixed maturity of any debt securities or any installment of interest or premium on any debt securities, or reduce the principal amount thereof or reduce the rate of interest or premium payable upon redemption, or reduce the amount of principal of an original issue discount debt security or any other debt security that would be due and payable upon a declaration of acceleration of the maturity thereof, or change the currency in which the debt securities are payable or impair the right to institute suit for the enforcement of any payment after the stated maturity thereof or the redemption date, if applicable, or adversely affect any right of the holder of any debt security to require us to repurchase that security, without the consent of the holder of each debt security so affected;
- reduce the percentage of debt securities of any series, the consent of the holders of which is required for any waiver or supplemental indenture, without the consent of the holders of all debt securities affected thereby then outstanding; or
- modify the provisions of that indenture relating to the waiver of past defaults or the waiver or certain covenants or the provisions described under this "—Modification of the Indentures,"

except to increase any percentage set forth in those provisions or to provide that other provisions of that indenture may not be modified without the consent of the holder of each debt security affected thereby, without the consent of the holder of each debt security affected thereby.

With respect to any vote of holders of a series of debt securities, we generally will be entitled to set any date as a record date for the purpose of determining the holders of outstanding debt securities that are entitled to vote or take other action under the indenture.

### **Satisfaction and Discharge, Defeasance and Covenant Defeasance**

Each indenture will be satisfied and discharged if (i) we deliver to the trustee all debt securities then outstanding for cancellation or (ii) all debt securities not delivered to the trustee for cancellation have become due and payable, are to become due and payable within one year or are to be called for redemption within one year and we deposit an amount sufficient to pay the principal, premium, if any, and interest to the date of maturity, redemption or deposit (in the case of debt securities that have become due and payable), provided that in either case we have paid all other sums payable under that indenture.

Each indenture will provide, if such provision is made applicable to the debt securities of a series:

- that we may elect either (A) to defease and be discharged from any and all obligations with respect to any debt security of such series, or "defeasance," or (B) to be released from the obligations with respect to such debt security under certain of the covenants and events of default under that indenture together with additional covenants that may be included for a particular series; and
- that certain events of default shall not be events of default under that indenture with respect to such series ("covenant defeasance"),

upon the deposit with the trustee (or other qualifying trustee), in trust for such purpose, of money certain U.S. government obligations and/or, in the case of debt securities denominated in U.S. dollars, certain state and local government obligations which through the payment of principal and interest in accordance with their terms will provide money, in an amount sufficient to pay the principal of (and premium, if any) and interest on such debt security, on the scheduled due dates.

In the case of defeasance or covenant defeasance, the holders of such debt securities will be entitled to receive payments in respect of such debt securities solely from such trust. Such a trust may only be established if, among other things, we have delivered to the trustee an opinion of counsel (as specified in the indentures) to the effect that the holders of the debt securities affected thereby will not recognize income, gain or loss for Federal income tax purposes as a result of such defeasance or covenant defeasance and will be subject to Federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such defeasance or covenant defeasance had not occurred. Such opinion of counsel, in the case of defeasance under clause (A) above, must refer to and be based upon a ruling of the Internal Revenue Service or a change in applicable Federal income tax law occurring after the date of the indentures.

### **Record Dates**

The indentures will provide that in certain circumstances we may establish a record date for determining the holders of outstanding debt securities of a series entitled to join in the giving of notice or the taking of other action under the applicable indenture by the holders of the debt securities of such series.



## **Subordinated Debt Securities**

Subordinated debt securities will be subordinate, in right of payment, to all senior debt. Senior debt is defined to mean, with respect to us, the principal, premium, if any, and interest on the following:

- all indebtedness of ours, whether outstanding on the date of issuance or thereafter created, incurred or assumed, which is for money borrowed, or evidenced by a note or similar instrument given in connection with the acquisition of any business, properties or assets, including securities;
- any indebtedness of others of the kinds described in the immediately preceding bullet point for the payment of which we are responsible or liable (directly or indirectly, contingently or otherwise) as guarantor or otherwise; and
- amendments, renewals, extensions and refundings of any indebtedness described in the two immediately preceding bullet points, unless in any instrument or instruments evidencing or securing such indebtedness or pursuant to which the same is outstanding, or in any such amendment, renewal, extension or refunding, it provides that such indebtedness is not senior or prior in right of payment to the subordinated debt securities.

Upon any distribution of our assets upon our dissolution, winding up, liquidation or reorganization, the payment of the principal of, premium, if any, and interest, if any, on the subordinated debt securities will be subordinated, to the extent provided in the subordinated debt indenture, in right of payment to the prior payment in full of all of our senior debt. Our obligation to make payment of the principal of, premium, if any, and interest, if any, on the subordinated debt securities will not otherwise be affected. In addition, no payment on account of principal and premium, if any, sinking fund or interest, if any, may be made on the subordinated debt securities at any time unless full payment of all amounts due in respect of the principal and premium, if any, sinking fund and interest, if any, on our senior debt has been made or duly provided for in money or money's worth.

Notwithstanding the foregoing, unless all of our senior debt has been paid in full, in the event that any payment or distribution made by us is received by the trustee or the holders of any of the subordinated debt securities, such payment or distribution must be paid over to the holders of our senior debt or a person acting on their behalf, to be applied toward the payment of all our senior debt remaining unpaid until all the senior debt has been paid in full. Subject to the payment in full of all of our senior debt, the rights of the holders of our subordinated debt securities will be subrogated to the rights of the holders of our senior debt.

By reason of this subordination, in the event of a distribution of our assets upon our insolvency, certain of our general creditors may recover more, ratably, than holders of our subordinated debt securities.

## **Governing Law**

The laws of the State of New York will govern each indenture and will govern the debt securities.

## **"Street Name" and Other Indirect Holders**

Investors who hold securities in accounts at banks or brokers generally will not be recognized by us as legal holders of debt securities. This manner of holding securities is called holding in "street name." Instead, we would recognize only the bank or broker, or the financial institution that the bank or broker uses to hold its securities. These intermediary banks, brokers and other financial institutions pass along principal, interest and other payments on the debt securities, either because they agree to do

so in their customer agreements or because they are legally required to do so. If you hold debt securities in "street name," you should check with your own institution to find out, among other things:

- how it handles payments and notices;
- whether it imposes fees or charges;
- how it would handle voting if applicable;
- whether and how you can instruct it to send you debt securities registered in your own name so you can be a direct holder as described below; and
- if applicable, how it would pursue rights under your debt securities if there were a default or other event triggering the need for holders to act to protect their interests.

Our obligations, as well as the obligations of the trustee under the indentures and those of any third parties employed by us or the trustee under either of the indentures, run only to persons who are registered as holders of debt securities issued under the applicable indenture. As noted above, we do not have obligations to you if you hold in "street name" or other indirect means, either because you choose to hold debt securities in that manner or because the debt securities are issued in the form of global securities as described below. For example, once we make payment to the registered holder, we have no further responsibility for the payment even if that holder is legally required to pass the payment along to you as a "street name" customer but does not do so.

### **Book-Entry Securities**

The following description of book-entry securities will apply to any series of debt securities issued in whole or in part in the form of one or more global securities, except as otherwise described in a related prospectus supplement or in an Exchange Act Report.

Book-entry securities of like tenor and having the same date will be represented by one or more global securities deposited with and registered in the name of a depository that is a clearing agent registered under the Exchange Act. Beneficial interests in book-entry securities will be limited to institutions that have accounts with the depository, or "participants," or persons that may hold interests through participants.

Ownership of beneficial interests by participants will only be evidenced by, and the transfer of that ownership interest will only be effected through, records maintained by the depository. Ownership of beneficial interests by persons that hold through participants will only be evidenced by, and the transfer of that ownership interest within such participant will only be effected through, records maintained by the participants. The laws of some jurisdictions require that certain purchasers of securities take physical delivery of such securities in definitive form. Such laws may impair the ability to transfer beneficial interests in a global security.

Payment of principal of and any premium and interest on book-entry securities represented by a global security registered in the name of or held by a depository will be made to the depository, as the registered owner of the global security. Neither we, the trustee nor any agent of ours or the trustee will have any responsibility or liability for any aspect of the depository's records or any participant's records relating to or payments made on account of beneficial ownership interests in a global security or for maintaining, supervising or reviewing any of the depository's records or any participant's records relating to the beneficial ownership interests. Payments by participants to owners of beneficial interests in a global security held through such participants will be governed by the depository's procedures, as is now the case with securities held for the accounts of customers registered in "street name," and will be the sole responsibility of such participants.

A global security representing a book-entry security is exchangeable for definitive debt securities in registered form, of like tenor and of an equal aggregate principal amount registered in the name of, or is transferable in whole or in part to, a person other than the depository for that global security, only if (i) the depository notifies us that it is unwilling or unable to continue as depository for that global security or the depository ceases to be a clearing agency registered under the Exchange Act, (ii) there shall have occurred and be continuing an event of default with respect to the debt securities of that series or (iii) other circumstances exist that have been specified in the terms of the debt securities of that series. Any global security that is exchangeable pursuant to the preceding sentence shall be registered in the name or names of such person or persons as the depository shall instruct the trustee. It is expected that such instructions may be based upon directions received by the depository from its participants with respect to ownership of beneficial interests in such global security.

Except as provided above, owners of beneficial interests in a global security will not be entitled to receive physical delivery of debt securities in definitive form and will not be considered the holders thereof for any purpose under the indentures, and no global security shall be exchangeable, except for a security registered in the name of the depository. This means each person owning a beneficial interest in such global security must rely on the procedures of the depository and, if such person is not a participant, on the procedures of the participant through which such person owns its interest, to exercise any rights of a holder under the indentures. We understand that under existing industry practices, if we request any action of holders or an owner of a beneficial interest in such global security desires to give or take any action that a holder is entitled to give or take under the indentures, the depository would authorize the participants holding the relevant beneficial interests to give or take such action, and such participants would authorize beneficial owners owning through such participant to give or take such action or would otherwise act upon the instructions of beneficial owners owning through them.

## **DESCRIPTION OF OTHER SECURITIES**

We will set forth in the applicable prospectus supplement a description of any warrants, purchase contracts, units or depository shares that may be offered pursuant to this prospectus.

## **DESCRIPTION OF CAPITAL SECURITIES**

### **Common Stock**

Under our restated certificate of incorporation, we are authorized to issue up to 260,000,000 shares of our common stock. As of December 31, 2011, we had 211,671,655 shares of common stock issued and outstanding and had an aggregate of 5,889,137 additional shares of common stock available for issuance under our various stock compensation plans.

An applicable prospectus supplement or an Exchange Act Report relating to an offering of common stock or other securities convertible or exchangeable for, or exercisable into, common stock, or the settlement of which may result in the issuance of common stock, will describe the relevant terms, including the number of shares offered, any initial offering price and market price and dividend information, as well as, if applicable, information on other related securities.

The following summary is not complete and is not intended to give full effect to provisions of statutory or common law. You should refer to the applicable provisions of the following:

- the Delaware General Corporation Law, as it may be amended from time to time;
- our restated certificate of incorporation, as it may be amended or restated from time to time; and
- our bylaws, as they may be amended or restated from time to time.

*Dividends.* The holders of our common stock are entitled to receive dividends when, as and if declared by our Board of Directors, out of funds legally available for their payment subject to the rights of holders of our preferred stock.

*Voting Rights.* The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of stockholders.

*Rights Upon Liquidation.* In the event of our voluntary or involuntary liquidation, dissolution or winding up, the holders of common stock will be entitled to share equally in any of our assets available for distribution after the payment in full of all debts and distributions and after the holders of all series of our outstanding preferred stock have received their liquidation preferences in full.

*Miscellaneous.* The outstanding shares of common stock are fully paid and nonassessable. The holders of common stock are not entitled to preemptive or redemption rights. Shares of common stock are not convertible into shares of any other class of capital stock.

## **Preferred Stock**

Our board of directors determines the rights, qualifications, restrictions and limitations relating to each series of our preferred stock at the time of issuance. Our restated certificate of incorporation authorizes our board of directors, without further stockholder action, to provide for the issuance of up to 10,000,000 shares of preferred stock, in one or more series, and to fix the designations, terms, and relative rights and preferences, including the dividend rate, voting rights, conversion rights, redemption and sinking fund provisions and liquidation values of each of these series, except that the holders of preferred stock:

- will not be entitled to more than the lesser of one vote per \$100 of liquidation value or one vote per share when voting as a class with the holders of shares of other capital stock; and
- will not be entitled to vote on any matter separately as a class, except to the extent required by law or as specified with respect to each series with respect to any amendment or alteration of the provisions of the certificate of incorporation that would adversely affect the powers, preferences or special rights of the applicable series of preferred stock, or our failure to pay dividends on any series of preferred stock in full for any six quarterly dividend payment periods, whether or not consecutive, in which case the number of directors may be increased by two and the holders of outstanding shares of preferred stock then similarly entitled will be entitled to elect the two additional directors until full accumulated dividends on all of those shares of preferred stock have been paid.

As of the date of this prospectus, we had no shares of preferred stock issued and outstanding.

Shares of our preferred stock may have dividend, redemption, voting and liquidation rights taking priority over our common stock, and shares of preferred stock may be convertible into our common stock. We may amend from time to time our restated certificate of incorporation to increase the number of authorized shares of preferred stock. We also may designate up to the maximum number of authorized shares of preferred stock without offering all or any of such designated shares of preferred stock under this prospectus.

The particular terms of any series of preferred stock offered under this prospectus will be described in a prospectus supplement relating to that series of preferred stock. Those terms may include:

- the title and liquidation preference per share of the preferred stock and the number of shares offered;
- the purchase price of the preferred stock;

- the dividend rate (or method of calculation), the dates on which dividends will be paid and the date from which dividends will begin to accumulate;
- any redemption or sinking fund provisions of the preferred stock;
- any conversion provisions of the preferred stock;
- the voting rights, if any, of the preferred stock; and
- any additional dividend, liquidation, redemption, sinking fund and other rights, preferences, privileges, limitations and restrictions of the preferred stock.

If the terms of any series of preferred stock being offered pursuant to this prospectus differ materially from the terms set forth in this prospectus, the definitive terms will be disclosed in an applicable prospectus supplement. The summary in this prospectus is not complete. You should refer to the applicable certificate of amendment to our restated certificate of incorporation or the applicable certificate of designations, as the case may be, establishing a particular series of preferred stock, in either case which will be filed with the Secretary of State of the State of Delaware and the SEC in connection with an offering of preferred stock.

*Series of Preferred Stock.* The preferred stock will be preferred over our common stock as to payment of dividends. Before any dividends or distributions (other than dividends or distributions payable in common stock) on our common stock will be declared and set apart for payment or paid, the holders of shares of each series of preferred stock will be entitled to receive dividends when, as and if declared by our board of directors. We will pay those dividends either in cash, shares of common stock or preferred stock or otherwise, at the rate and on the date or dates established. With respect to each series of preferred stock, the dividends on each share of the series will be cumulative from the date of issue of the share unless another date is determined relating to the series. Accruals of dividends will not bear interest.

The preferred stock will be preferred over our common stock as to assets so that the holders of each series of preferred stock will be entitled to be paid, upon our voluntary or involuntary liquidation, dissolution or winding up and before any distribution is made to the holders of common stock, the established amount. However, in this case the holders of preferred stock will not be entitled to any other or further payment. If upon any liquidation, dissolution or winding up our net assets are insufficient to permit the payment in full of the respective amounts to which the holders of all outstanding preferred stock are entitled, our entire remaining net assets will be distributed among the holders of each series of preferred stock in amounts proportional to the full amounts to which the holders of each series are entitled.

All shares of any series of preferred stock will be redeemable to the extent determined with respect to that series. All shares of any series of preferred stock will be convertible into shares of our common stock or into shares of any other series of our preferred stock to the extent determined with respect to that series.

Except as otherwise indicated, the holders of preferred stock will be entitled to one vote for each share of preferred stock held by them on all matters properly presented to stockholders. The holders of common stock and the holders of all series of preferred stock will vote together as one class.

In the event of a proposed merger or tender offer, proxy contest or other attempt to gain control of us and not approved by our board of directors, it would be possible for the board to authorize the issuance of one or more series of preferred stock with voting rights or other rights and preferences which would impede the success of the proposed merger, tender offer, proxy contest or other attempt to gain control of us. This authority may be limited by applicable law, our restated certificate of incorporation, as it may be amended or restated from time to time, and the applicable rules of any

stock exchanges upon which the common stock is listed at such time. The consent of our stockholders would not be required for any such issuance of preferred stock.

*Special Charter Provisions.* Our restated certificate of incorporation provides that:

- our board of directors is classified into three classes;
- subject to the rights of holders of preferred stock, if any, the affirmative vote of the holders of not less than two-thirds of the shares of common stock voting thereon is required in order to:
  - adopt an agreement or plan of merger or consolidation;
  - authorize the sale, lease or exchange of all or substantially all of its property or assets; or
  - authorize the disposition of Arch Coal or the distribution of all or substantially all of our assets to our stockholders;
- subject to the rights of holders of preferred stock, if any, certain provisions of the restated certificate may be amended only by the affirmative vote of the holders of at least two-thirds of the shares of common stock voting on the proposed amendment;
- subject to the rights of holders of preferred stock, if any, all actions required to be taken or which may be taken at any annual or special meeting of stockholders must be taken at a duly called annual or special meeting of stockholders and cannot be taken by a consent in writing without a meeting; and
- special meetings of the stockholders may be called at any time by the board of directors and may not be called by any other person or persons or in any other manner.

#### **PLAN OF DISTRIBUTION**

We may offer the offered securities in one or more of the following ways, or any other way set forth in an applicable prospectus supplement from time to time:

- to or through underwriting syndicates represented by managing underwriters;
- through one or more underwriters without a syndicate for them to offer and sell to the public;
- through dealers or agents;
- to investors directly in negotiated sales or in competitively bid transactions; or
- to holders of other securities in exchanges in connection with acquisitions.

The prospectus supplement for each series of securities we sell will describe the offering, including the following information:

- the name or names of any underwriters;
- the purchase price and the proceeds to us from that sale;
- any underwriting discounts and other items constituting underwriters' compensation, which in the aggregate will not exceed eight percent of the gross proceeds of the offering;
- any commissions paid to agents;
- the initial public offering price and any discounts or concessions allowed or reallocated or paid to dealers; and
- any securities exchanges on which the securities may be listed.

## **Underwriters**

If underwriters are used in a sale, we will execute an underwriting agreement with one or more underwriters regarding those securities. Unless otherwise described in the applicable prospectus supplement, the obligations of the underwriters to purchase these securities will be subject to conditions, and the underwriters must purchase all of these securities if any are purchased.

The securities subject to any underwriting agreement may be acquired by the underwriters for their own account and may be resold by them from time to time in one or more transactions, including negotiated transactions, at a fixed offering price or at varying prices determined at the time of sale. Underwriters may be deemed to have received compensation from us in the form of underwriting discounts or commissions and may also receive commissions from the purchasers of these securities for whom they may act as agent. Underwriters may sell these securities to or through dealers. These dealers may receive compensation in the form of discounts, concessions or commissions from the underwriters and commissions from the purchasers for whom they may act as agent. Any initial offering price and any discounts or concessions allowed or re-allowed or paid to dealers may be changed from time to time.

We may authorize underwriters to solicit offers by institutions to purchase the securities subject to the underwriting agreement from us, at the public offering price stated in the applicable prospectus supplement under delayed delivery contracts providing for payment and delivery on a specified date in the future. If we sell securities under these delayed delivery contracts, the applicable prospectus supplement will state that this is the case and will describe the conditions to which these delayed delivery contracts will be subject and the commissions payable for that solicitation.

In connection with underwritten offerings of the securities, the underwriters may engage in over-allotment, stabilizing transactions, covering transactions and penalty bids in accordance with Regulation M under the Exchange Act, as follows:

- over-allotment transactions involve sales in excess of the offering size, which create a short position for the underwriters.
- stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum.
- covering transactions involve purchases of the securities in the open market after the distribution has been completed in order to cover short positions.
- penalty bids permit the underwriters to reclaim a selling concession from a broker/dealer when the securities originally sold by that broker-dealer are repurchased in a covering transaction to cover short positions.

These stabilizing transactions, covering transactions and penalty bids may cause the price of the securities to be higher than it otherwise would be in the absence of these transactions. If these transactions occur, they may be discontinued at any time.

## **Agents**

We also may sell any of the securities through agents designated by us from time to time. We will name any agent involved in the offer or sale of these securities and will list commissions payable by us to these agents in the applicable prospectus supplement. These agents will be acting on a best efforts basis to solicit purchases for the period of their appointment, unless we state otherwise in the applicable prospectus supplement.

**Direct Sales**

We may sell any of the securities directly to purchasers. In this case, we will not engage underwriters or agents in the offer and sale of these securities.

In addition, debt securities described in this prospectus may be issued upon the exercise of warrants or the settlement of purchase contracts or units.

**Indemnification**

We may indemnify underwriters, dealers or agents who participate in the distribution of securities against certain liabilities, including liabilities under the Securities Act, and may agree to contribute to payments that these underwriters, dealers or agents may be required to make.

**No Assurance of Liquidity**

The securities that we offer may be a new issue of securities with no established trading market. Any underwriters that purchase securities from us may make a market in these securities. The underwriters will not be obligated, however, to make a market and may discontinue market-making at any time without notice to holders of the securities. We cannot assure you that there will be liquidity in the trading market for any securities of any series.



## LEGAL MATTERS

In connection with particular offerings of securities in the future, and if stated in an applicable prospectus supplement or in an Exchange Act Report, the validity of those securities may be passed upon for us by K&L Gates LLP, Pittsburgh, Pennsylvania, and for any underwriters or agents by counsel named in an applicable prospectus supplement or in an Exchange Act Report.

## EXPERTS

### **Coal Reserves**

The information appearing in, and incorporated by reference in, this prospectus supplement and the accompanying prospectus concerning Arch Coal's estimates of proven and probable coal reserves at December 31, 2011 were prepared by our engineers and geologists and reviewed by Weir International, Inc., an independent mining and geological consultant.

### **Independent Registered Public Accounting Firms**

The consolidated financial statements of Arch Coal, financial statement schedule and the effectiveness of internal control over financial reporting that appear in Arch Coal's Annual Report (Form 10-K) for the year ended December 31, 2011, have been audited by Ernst & Young LLP, an independent registered public accounting firm, as set forth in their reports thereon which are included and/or incorporated herein by reference. Such consolidated financial statements have been included and/or incorporated by reference in reliance upon the reports of such firm given on their authority as experts in accounting and auditing.

**Part II****Information Not Required in Prospectus****Item 14. Other Expenses of Issuance and Distribution.**

The following is a statement of the expenses (all of which are estimated) to be incurred by us in connection with the issuance and distribution of the securities registered under this registration statement, other than underwriting discounts and commissions:

	<b>Amount to be Paid</b>
SEC registration fee	\$ *
Legal fees and expenses	**
Accounting fees and expenses	**
Printing and engraving fees	**
Trustee's fees and expenses	**
Miscellaneous	**
<b>Total</b>	<b>\$ **</b>

\* In accordance with Rules 456(b) and 457(r), we are deferring payment of the registration fee.

\*\* The foregoing sets forth the general categories of expenses (other than underwriting discounts and commissions) that we anticipate we will incur in connection with the offering of securities under this Registration Statement. Expenses of issuance and distribution of each identified class of securities being registered cannot be estimated at this time.

**Item 15. Indemnification of Directors and Officers.**

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation, in its certificate of incorporation, to limit or eliminate, subject to certain statutory limitations, the liability of directors to the corporation or its stockholders for monetary damages for breaches of fiduciary duty, except for liability (a) for any breach of the director's duty of loyalty to the corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the Delaware law or (d) for any transaction from which the director derived an improper personal benefit. Our restated certificate provides, among other things, that the personal liability of our directors is so eliminated.

Under Section 145 of the Delaware law, a corporation has the power to indemnify directors and officers under certain prescribed circumstances and subject to certain limitations against certain costs and expenses, including attorneys' fees actually and reasonably incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, to which any of them is a party by reason of his being a director or officer of the corporation if it is determined that he acted in accordance with the applicable standard of conduct set forth in such statutory provision. Our bylaws, as amended, provide that we will indemnify any person who may be involved, as a party or otherwise, in a claim, action, suit or proceeding (other than any claim, action, suit or proceeding brought by or in the right of Arch Coal, Inc.) by reason of the fact that such person is or was a director or officer, or is or was serving at the request of us as a director or officer of any other corporation or entity, against certain liabilities, costs and expenses. We are also authorized to maintain insurance on behalf of any person who is or was a director or officer, or is or was serving at the request of us as a director or officer of any other corporation or entity, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his status as such, whether or not we would have the power to indemnify such person against such liability under Delaware law. We are a party to agreements with our directors and officers pursuant to which we have agreed to indemnify them against certain costs and expenses incurred by them in their capacities as such.

**Item 16. Exhibits.**

The following exhibits are filed as part of this registration statement:

<u>Exhibit</u>	<u>Description</u>
1.1	Form of Purchase Agreement.*
1.2	Form of Distribution Agreement.*
4.1	Indenture, dated June 25, 2003, by and among Arch Western Finance, LLC, Arch Western Resources, LLC, Arch of Wyoming, LLC, Mountain Coal Company, L.L.C., Thunder Basin Coal Company, L.L.C. and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-4 (File No. 333-107569) filed by Arch Western Finance, LLC, Arch Western Resources, LLC, Arch of Wyoming, LLC, Mountain Coal Company, L.L.C. and Thunder Basin Coal Company, L.L.C. on August 1, 2003).
4.2	First Supplemental Indenture, dated October 22, 2004, by and among Arch Western Finance, LLC, Arch Western Resources, LLC, Arch of Wyoming, LLC, Arch Western Bituminous Group, LLC, Mountain Coal Company, L.L.C., Thunder Basin Coal Company, L.L.C., Triton Coal Company, LLC and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K filed by Arch Coal, Inc. and Arch Western Resources, LLC on October 28, 2004).
4.3	Indenture, dated as of July 31, 2009, by and among Arch Coal, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.1 to Arch Coal, Inc.'s Current Report on Form 8-K filed on July 31, 2009).
4.4	First Supplemental Indenture, dated as of February 8, 2010, by and among Arch Coal, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.6 to Arch Coal, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2009).
4.5	Second Supplemental Indenture, dated as of March 12, 2010, by and among Arch Coal, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.5 to the Registration Statement on Form S-4 (File No. 333-165934) filed by Arch Coal, Inc. and certain of its subsidiaries on April 7, 2010).
4.6	Third Supplemental Indenture, dated as of May 7, 2010, by and among Arch Coal, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.3 to Arch Coal, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2010).
4.7	Fourth Supplemental Indenture, dated as of December 16, 2010, by and among Arch Coal, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.7 to Arch Coal, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2010).
4.8	Fifth Supplemental Indenture, dated as of June 24, 2011, by and among Arch Coal, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.8 to Arch Coal, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011).
4.9	Sixth Supplemental Indenture, dated as of October 7, 2011, by and among Arch Coal, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.9 to Arch Coal, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011).

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<u>Exhibit</u>	<u>Description</u>
4.10	Indenture, dated as of August 9, 2010, by and among Arch Coal, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.1 to Arch Coal, Inc.'s Current Report on Form 8-K filed on August 9, 2010).
4.11	First Supplemental Indenture, dated as of August 9, 2010, by and among Arch Coal, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.2 to Arch Coal, Inc.'s Current Report on Form 8-K filed on August 9, 2010).
4.12	Second Supplemental Indenture, dated as of December 16, 2010, by and among Arch Coal, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.10 to Arch Coal, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2010).
4.13	Third Supplemental Indenture, dated as of June 24, 2011, by and among Arch Coal, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.13 to Arch Coal, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011).
4.14	Fourth Supplemental Indenture, dated as of October 7, 2011, by and among Arch Coal, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.14 to Arch Coal, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011).
4.15	Indenture, dated as of June 14, 2011, by and among Arch Coal, Inc., the subsidiary guarantors named therein and UMB Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.1 to Arch Coal, Inc.'s Current Report on Form 8-K filed on June 14, 2011).
4.16	First Supplemental Indenture, dated as of July 5, 2011, by and among Arch Coal, Inc., the subsidiary guarantors named therein and UMB Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.16 to Arch Coal, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011).
4.17	Second Supplemental Indenture, dated as of October 7, 2011, by and among Arch Coal, Inc., the subsidiary guarantors named therein and UMB Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.17 to Arch Coal, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011).
4.18	Registration Rights Agreement, dated as of June 14, 2011, by and among Arch Coal, Inc., the subsidiary guarantors named therein and Morgan Stanley & Co. LLC, PNC Capital Markets LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the initial purchasers named therein (incorporated herein by reference to Exhibit 4.4 to Arch Coal, Inc.'s Current Report on Form 8-K filed on June 14, 2011).
4.19	Form of Indenture for Senior Debt (incorporated herein by reference to Exhibit 4.5 to the Registration Statement on Form S-3 (File No. 333-132413) filed by Arch Coal, Inc. on March 14, 2006).
4.20	Form of Senior Debt Security (included as part of Exhibit 4.19).
4.21	Form of Indenture for Subordinated Debt (incorporated herein by reference to Exhibit 4.7 to the Registration Statement on Form S-3 (File No. 333-132413) filed by Arch Coal, Inc. on March 14, 2006).
4.22	Form of Subordinated Debt Security (included as part of Exhibit 4.21).
4.23	Form of Warrant Agreement.*

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<u>Exhibit</u>	<u>Description</u>
4.24	Form of Warrant Certificate.*
4.25	Form of Purchase Contract Agreement.*
4.26	Form of Purchase Contract Security Certificate.*
4.27	Form of Purchase Unit Agreement.*
4.28	Form of Purchase Unit Certificate.*
4.29	Form of Certificate of Preferred Stock.*
4.30	Form of Deposit Agreement.*
4.31	Form of Depositary Receipt.*
4.32	Form of Certificate of Common Stock (incorporated herein by reference to Exhibit 4.21 to Arch Coal, Inc.'s Current Report on Form 8-K filed on June 8, 2011).
4.33	Form of Subsidiary Guarantee (included as part of Exhibits 4.19 and 4.21)
5.1	Opinion of K&L Gates LLP.
12.1	Computation of Ratio of Earnings to Fixed Charges (incorporated by reference to Exhibit 12.1 to Arch Coal, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011).
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Weir International, Inc.
23.3	Consent of K&L Gates LLP (included in Exhibit 5.1).
24.1	Power of Attorney with respect to Arch Coal, Inc. (included on the signature pages of the Registration Statement).
24.2	Powers of Attorney with respect to the other co-registrants (included on the signature pages of the Registration Statement).
25.1	Form of Form T-1 Statement of Eligibility of Senior Debt Indenture Trustee.**
25.2	Form of Form T-1 Statement of Eligibility of Subordinated Debt Indenture Trustee.**

\* To be filed as an exhibit to a report filed under the Securities Exchange Act of 1934, as amended, and incorporated herein by reference.

\*\* To be incorporated by reference from a subsequent filing in accordance with Section 305(b)(2) of the Trust Indenture Act of 1939.

#### **Item 17. Undertakings.**

Each of the undersigned registrants 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;

(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 Commission pursuant to Rule 424(b) if, in the aggregate, the

changes in volume and price represent no more than 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 (i), (ii) and (iii) 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 Section 15(d) of the Securities Exchange Act of 1934 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 part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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 of 1933 to any purchaser:

(A) 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

(B) 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 of 1933 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 the 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 a registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, each undersigned registrant undertakes that in a primary offering of securities of an 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 an 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 an undersigned Registrant or used or referred to by an undersigned registrant;

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(iii) The portion of any other free writing prospectus relating to the offering containing material information about an undersigned registrant or its securities provided by or on behalf of an undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by an undersigned registrant to the purchaser.

(6) That, for purposes of determining any liability under the Securities Act of 1933, each filing of Arch Coal, Inc.'s annual report pursuant to Section 13(a) or 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) To file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Trust Indenture Act.

(8) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of each registrant pursuant to the foregoing provisions, or otherwise, each 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 of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by a registrant of expenses incurred or paid by a director, officer or controlling person of a 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, that registrant will, unless in the opinion of its counsel the has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ARCH COAL, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler  
Title: *Senior Vice President and Chief  
Financial Officer*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Arch Coal, Inc., a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ STEVEN F. LEER</u> Steven F. Leer	Chairman and Chief Executive Officer (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	March 1, 2012
<u>/s/ JOHN W. LORSON</u> John W. Lorson	Vice President and Chief Accounting Officer (Principal Accounting Officer)	March 1, 2012
<u>/s/ JAMES R. BOYD</u> James R. Boyd	Director	March 1, 2012

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<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<hr/> <i>/s/ JOHN W. EAVES</i>		
John W. Eaves	Director	March 1, 2012
<hr/> <i>/s/ DAVID D. FREUDENTHAL</i>		
David D. Freudenthal	Director	March 1, 2012
<hr/> <i>/s/ PATRICIA F. GODLEY</i>		
Patricia F. Godley	Director	March 1, 2012
<hr/> <i>/s/ DOUGLAS H. HUNT</i>		
Douglas H. Hunt	Director	March 1, 2012
<hr/> <i>/s/ BRIAN J. JENNINGS</i>		
Brian J. Jennings	Director	March 1, 2012
<hr/> <i>/s/ J. THOMAS JONES</i>		
J. Thomas Jones	Director	March 1, 2012
<hr/> <i>/s/ A. MICHAEL PERRY</i>		
A. Michael Perry	Director	March 1, 2012
<hr/> <i>/s/ ROBERT G. POTTER</i>		
Robert G. Potter	Director	March 1, 2012
<hr/> <i>/s/ THEODORE D. SANDS</i>		
Theodore D. Sands	Director	March 1, 2012
<hr/> <i>/s/ WESLEY M. TAYLOR</i>		
Wesley M. Taylor	Director	March 1, 2012
<hr/> <i>/s/ PETER I. WOLD</i>		
Peter I. Wold	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ARCH COAL SALES COMPANY, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Arch Coal Sales Company, Inc., a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ DAVID N. WARNECKE</u> David N. Warnecke	Director and President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accountin Officer)	March 1, 2012
<u>/s/ C. HENRY BESTEN, JR.</u> C. Henry Besten, Jr.	Director	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ARCH COAL TERMINAL, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: Vice President

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Arch Coal Terminal, Inc., a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ CALVIN N. HALL</u> Calvin N. Hall	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ C. HENRY BESTEN, JR.</u> C. Henry Besten, Jr.	Director	March 1, 2012
<u>/s/ R. MATTHEW FERGUSON</u> R. Matthew Ferguson	Director	March 1, 2012
<u>/s/ DAVID N. WARNECKE</u> David N. Warnecke	Director	March 1, 2012

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ARCH COAL WEST, LLC

By: /s/ JOHN T. DREXLER

Name: John T. Drexler  
Title: *Vice President*

**POWER OF ATTORNEY**

Each of the undersigned directors and officers of Arch Coal West, LLC, a Delaware limited liability company, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ C. HENRY BESTEN, JR.</u> C. Henry Besten, Jr.	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
Arch Coal, Inc.	Member	March 1, 2012
By: <u>/s/ JOHN T. DREXLER</u> John T. Drexler <i>Senior Vice President and Chief Financial Officer</i>		

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ARCH ENERGY RESOURCES, LLC

By:           /s/ JOHN T. DREXLER          

Name: John T. Drexler

Title: Vice President

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Arch Energy Resources, LLC, a Delaware limited liability company, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>          /s/ DAVID N. WARNECKE          </u> David N. Warnecke	President (Principal Executive Officer)	March 1, 2012
<u>          /s/ JOHN T. DREXLER          </u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>          /s/ JOHN W. EAVES          </u> John W. Eaves	Manager	March 1, 2012
<u>          /s/ ROBERT G. JONES          </u> Robert G. Jones	Manager	March 1, 2012
<u>          /s/ STEVEN F. LEER          </u> Steven F. Leer	Manager	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ARCH RECLAMATION SERVICES, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Arch Reclamation Services, Inc., a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ JOHN K. O'HARE</u> John K. O'Hare	Director and President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

### ARK LAND COMPANY

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Ark Land Company, a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ DAVID J. FINNERTY</u> David J. Finnerty	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ C. HENRY BESTEN, JR.</u> C. Henry Besten, Jr.	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ARK LAND KH, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Ark Land KH, Inc., a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ DAVID J. FINNERTY</u> David J. Finnerty	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ C. HENRY BESTEN, JR.</u> C. Henry Besten, Jr.	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ARK LAND LT, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: Vice President

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Ark Land LT, Inc., a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ DAVID J. FINNERTY</u> David J. Finnerty	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ C. HENRY BESTEN, JR.</u> C. Henry Besten, Jr.	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ARK LAND WR, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Ark Land WR, Inc., a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ DAVID J. FINNERTY</u> David J. Finnerty	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ C. HENRY BESTEN, JR.</u> C. Henry Besten, Jr.	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

BRONCO MINING COMPANY, INC.

By:           /s/ JOHN T. DREXLER          

Name: John T. Drexler

Title: Vice President

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Bronco Mining Company, Inc., a West Virginia corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>          /s/ PAUL A. LANG          </u> Paul A. Lang	Director and President (Principal Executive Officer)	March 1, 2012
<u>          /s/ JOHN T. DREXLER          </u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>          /s/ JOHN W. EAVES          </u> John W. Eaves	Director	March 1, 2012
<u>          /s/ ROBERT G. JONES          </u> Robert G. Jones	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

CATENARY COAL HOLDINGS, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: Vice President

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Catenary Coal Holdings, Inc., a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ GARY L. BENNETT</u> Gary L. Bennett	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ C. HENRY BESTEN, JR.</u> C. Henry Besten, Jr.	Director	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ STEVEN F. LEER</u> Steven F. Leer	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

### CUMBERLAND RIVER COAL COMPANY

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Cumberland River Coal Company, a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ RICKY L. JOHNSON</u> Ricky L. Johnson	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ C. HENRY BESTEN, JR.</u> C. Henry Besten, Jr.	Director	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

HUNTER RIDGE, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: Vice President

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Hunter Ridge, Inc., a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director and President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ICG, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: Vice President

## POWER OF ATTORNEY

Each of the undersigned directors and officers of ICG, Inc., a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director and President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ICG, LLC

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: Vice President

## POWER OF ATTORNEY

Each of the undersigned directors and officers of ICG, LLC, a Delaware limited liability company, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director and President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ICG ADDCAR SYSTEMS, LLC

By: /s/ JOHN T. DREXLER

Name: John T. Drexler  
Title: Vice President

## POWER OF ATTORNEY

Each of the undersigned directors and officers of ICG ADDCAR Systems, LLC, a Delaware limited liability company, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ JOHNNY STURGILL</u> Johnny Sturgill	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ICG BECKLEY, LLC

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: Vice President

## POWER OF ATTORNEY

Each of the undersigned directors and officers of ICG Beckley, LLC, a Delaware limited liability company, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ JOE TUSSEY</u> Joe Tussey	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ICG EASTERN, LLC

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of ICG Eastern, LLC, a Delaware limited liability company, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ GARY L. BENNETT</u> Gary L. Bennett	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ICG EASTERN LAND, LLC

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of ICG Eastern Land, LLC, a Delaware limited liability company, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ DAVID J. FINNERTY</u> David J. Finnerty	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ICG HAZARD, LLC

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of ICG Hazard, LLC, a Delaware limited liability company, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ WILLIAM G. FELTNER</u> William G. Feltner	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ICG HAZARD LAND, LLC

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of ICG Hazard Land, LLC, a Delaware limited liability company, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ DAVID J. FINNERTY</u> David J. Finnerty	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ICG ILLINOIS, LLC

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of ICG Illinois, LLC, a Delaware limited liability company, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ ROBERT GARDINER</u> Robert Gardiner	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ICG KNOTT COUNTY, LLC

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of ICG Knott County, LLC, a Delaware limited liability company, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ VERLIN ROBINSON</u> Verlin Robinson	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ICG NATURAL RESOURCES, LLC

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of ICG Natural Resources, LLC, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director and President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

ICG TYGART VALLEY, LLC

By:           /s/ JOHN T. DREXLER          

Name: John T. Drexler

Title: Vice President

## POWER OF ATTORNEY

Each of the undersigned directors and officers of ICG Tygart Valley, LLC, a Delaware limited liability company, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>          /s/ A. SCOTT BOYLEN          </u> A. Scott Boylen	President (Principal Executive Officer)	March 1, 2012
<u>          /s/ JOHN T. DREXLER          </u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>          /s/ JOHN W. EAVES          </u> John W. Eaves	Director	March 1, 2012
<u>          /s/ ROBERT G. JONES          </u> Robert G. Jones	Director	March 1, 2012
<u>          /s/ PAUL A. LANG          </u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

INTERNATIONAL COAL GROUP, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of International Coal Group, Inc., a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director and President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

KING KNOB COAL CO., INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of King Knob Coal Co., Inc., a West Virginia corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director and President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

LONE MOUNTAIN PROCESSING, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Lone Mountain Processing, Inc., a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ THURMAN HOLCOMB</u> Thurman Holcomb	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ JAMES E. FLORCZAK</u> James E. Florczak	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

### MARINE COAL SALES COMPANY

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Marine Coal Sales Company, a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director and President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

MELROSE COAL COMPANY, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Melrose Coal Company, Inc., a West Virginia corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director and President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

### MINGO LOGAN COAL COMPANY

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Mingo Logan Coal Company, a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ DAVID RUNYON</u> David Runyon	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ JAMES E. FLORCZAK</u> James E. Florczak	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

MOUNTAIN GEM LAND, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: Vice President

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Mountain Gem Land, Inc., a West Virginia corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ DAVID J. FINNERTY</u> David J. Finnerty	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ C. HENRY BESTEN, JR.</u> C. Henry Besten, Jr.	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

MOUNTAIN MINING, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Mountain Mining, Inc., a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ PAUL A. LANG</u> Paul A. Lang	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ C. HENRY BESTEN, JR.</u> C. Henry Besten, Jr.	Director	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ STEVEN F. LEER</u> Steven F. Leer	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

### MOUNTAINEER LAND COMPANY

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Mountaineer Land Company, a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ DAVID J. FINNERTY</u> David J. Finnerty	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ C. HENRY BESTEN, JR.</u> C. Henry Besten, Jr.	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

OTTER CREEK COAL, LLC

By: /s/ JOHN T. DREXLER

Name: John T. Drexler  
Title: *Vice President*

**POWER OF ATTORNEY**

Each of the undersigned directors and officers of Otter Creek Coal, LLC, a Delaware limited liability company, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ WILLIAM ROWLANDS</u> William Rowlands	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
Arch Coal, Inc.	Member	March 1, 2012
By: <u>/s/ JOHN T. DREXLER</u> John T. Drexler <i>Senior Vice President and Chief Financial Officer</i>		

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

PATRIOT MINING COMPANY, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: Vice President

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Patriot Mining Company, Inc., a West Virginia corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ VAUGHN R. MILLER</u> Vaughn R. Miller	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

PRAIRIE HOLDINGS, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: Vice President

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Prairie Holdings, Inc., a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director and President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

SIMBA GROUP, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: Vice President

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Simba Group, Inc., a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director and President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

UPSHUR PROPERTY, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Upshur Property, Inc., a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director and President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012

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## SIGNATURES

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### VINDEXT ENERGY CORPORATION

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Vindex Energy Corporation, a West Virginia corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ MICHAEL P. MOORE</u> Michael P. Moore	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

WESTERN ENERGY RESOURCES, INC.

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Western Energy Resources, Inc., a Delaware corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ DAVID J. FINNERTY</u> David J. Finnerty	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ C. HENRY BESTEN, JR.</u> C. Henry Besten, Jr.	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

WHITE WOLF ENERGY, INC.

By:           /s/ JOHN T. DREXLER          

Name: John T. Drexler

Title: Vice President

## POWER OF ATTORNEY

Each of the undersigned directors and officers of White Wolf Energy, Inc., a Virginia corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>          /s/ PAUL A. LANG          </u> Paul A. Lang	Director and President (Principal Executive Officer)	March 1, 2012
<u>          /s/ JOHN T. DREXLER          </u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>          /s/ JOHN W. EAVES          </u> John W. Eaves	Director	March 1, 2012
<u>          /s/ ROBERT G. JONES          </u> Robert G. Jones	Director	March 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 1st day of March, 2012.

### WOLF RUN MINING COMPANY

By: /s/ JOHN T. DREXLER

Name: John T. Drexler

Title: *Vice President*

## POWER OF ATTORNEY

Each of the undersigned directors and officers of Wolf Run Mining Company, a West Virginia corporation, do hereby constitute and appoint Steven F. Leer, John T. Drexler and Robert G. Jones, or any of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to do any and all acts and things in our name and on our behalf in our respective capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either one of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments, whether pursuant to Rule 462(b) or otherwise) hereto, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either one of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ JEFFREY P. KELLEY</u> Jeffrey P. Kelley	President (Principal Executive Officer)	March 1, 2012
<u>/s/ JOHN T. DREXLER</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	March 1, 2012
<u>/s/ JOHN W. EAVES</u> John W. Eaves	Director	March 1, 2012
<u>/s/ ROBERT G. JONES</u> Robert G. Jones	Director	March 1, 2012
<u>/s/ PAUL A. LANG</u> Paul A. Lang	Director	March 1, 2012

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March 1, 2012

Arch Coal, Inc.  
One CityPlace Drive  
Suite 300  
St. Louis, Missouri 63141

Re: Registration Statement on Form S-3

We have acted as counsel to Arch Coal, Inc., a Delaware corporation (the "Company"), and the wholly-owned direct or indirect subsidiaries of the Company listed on Schedule I hereto (collectively, the "Guarantors") in connection with the Registration Statement on Form S-3 to be filed by the Company and the Guarantors with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"), on the date hereof (the "Registration Statement"), relating to the issuance and sale, from time to time on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, of an indeterminate amount of the following:

- (1) the Company's debt securities, which may be either senior (the "Senior Debt Securities") or subordinated (together with the Senior Debt Securities, the "Debt Securities");
- (2) shares of the Company's common stock, \$0.01 par value (the "Common Stock");
- (3) shares of the Company's preferred stock, \$0.01 par value (the "Preferred Stock");
- (4) depositary shares (the "Depositary Shares");
- (5) warrants (the "Warrants");
- (6) purchase contracts (the "Purchase Contracts");
- (7) units comprised of shares of Common Stock, shares of Preferred Stock, Warrants, Debt Securities, or any combination thereof (the "Units");
- (8) guarantees of the Debt Securities (the "Guarantees") by one or more of the Guarantors; and
- (9) an indeterminate amount of Debt Securities, Common Stock, Preferred Stock, Depositary Shares, Warrants, Purchase Contracts, Units and Guarantees as may be issued upon settlement, exercise, conversion or exchange of any of the foregoing securities, including such indeterminate amount of such securities as may be issued pursuant to any applicable anti-dilution adjustment (collectively, the "Issuable Securities" and, together with the Debt Securities, Common Stock,

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Preferred Stock, Depositary Shares, Warrants, Purchase Contracts, Units and Guarantees and Purchase Contracts, the "Securities").

In connection with rendering the opinions set forth below, we have examined (i) the Registration Statement, including the exhibits filed therewith, and the prospectus contained therein (the "Prospectus"); (ii) the Company's Restated Certificate of Incorporation; (iii) the Company's Bylaws, as amended; (iv) the respective certificates of incorporation, certificates of formation or similar organic documents, as the case may be, of each of the Guarantors; (v) the respective bylaws, limited liability company agreements or similar organic documents, as the case may be, of each of the Guarantors; (vi) resolutions adopted by the Board of Directors of the Company (the "Board of Directors") which authorize and provide for the filing of the Registration Statement; and (vii) resolutions adopted by the respective boards of directors or managers or the members, as the case may be, of each of the Guarantors which authorize and provide for the filing of the Registration Statement.

For the purposes of this opinion letter, we have assumed that (i) each document submitted to us is accurate and complete; (ii) each such document that is an original is authentic; (iii) each such document that is a copy conforms to an authentic original; and (iv) all signatures (other than signatures on behalf of the Company or any Guarantor) on each such document are genuine. We have further assumed the legal capacity of natural persons, and we have assumed that each party to the documents we have examined or relied on (other than the Company and each Guarantor) has the legal capacity or authority and has satisfied all legal requirements that are applicable to that party to the extent necessary to make such documents enforceable against that party. We have not verified any of the foregoing assumptions or any other assumptions set forth in this opinion letter.

The opinions expressed in this opinion letter are limited to (i) the law of the State of New York and (ii) the General Corporation Law of the State of Delaware (the "DGCL") and the Limited Liability Company Act of the State of Delaware. We are not opining on, and we assume no responsibility for, the applicability to or effect on any of the matters covered herein of (i) any other laws; (ii) the laws of any other jurisdiction; or (iii) the law of any county, municipality or other political subdivision or local governmental agency or authority.

Based on the foregoing, and subject to the foregoing and the additional qualifications and other matters set forth below, it is our opinion that:

1. Assuming the terms of any series of Debt Securities offered pursuant to the Registration Statement have been duly established in accordance with each indenture pursuant to which such Debt Securities are to be issued (each an "Indenture"), such Debt Securities will constitute valid and binding

2. When one or more certificates representing the shares of the Common Stock to be offered pursuant to the Registration Statement, each complying with all applicable requirements of the DGCL, have been duly executed, authenticated (if required), issued and delivered as contemplated by the Registration Statement and any supplement to the Prospectus relating to such offering (a "Prospectus Supplement") or a report filed by the Company with the SEC under the Securities Exchange Act of 1934, as amended, and relating to such offering (an "Exchange Act Report") and in accordance with any agreement or instrument binding upon the Company, the Common Stock will be validly issued, fully paid and nonassessable.

3. When (i) either a Certificate of Amendment of the Company's Restated Certificate of Incorporation or a Certificate of Designation, in either case fixing and determining the terms of any Preferred Stock to be offered pursuant to the Registration Statement, has been duly filed with the Delaware Department of State and payment in full of any filing fees attendant thereto has been made; and (ii) one or more certificates representing the shares of such Preferred Stock, each complying with all applicable requirements of the DGCL, have been duly executed, authenticated (if required), issued and delivered as contemplated by the Registration Statement and any Prospectus Supplement or Exchange Act Report and in accordance with any agreement or instrument binding upon the Company, the Preferred Stock will be validly issued, fully paid and nonassessable.

4. Assuming the terms of any Depositary Shares offered pursuant to the Registration Statement have been duly established in accordance with the applicable deposit agreement (the "Deposit Agreement"), when (i) the depositary receipts evidencing the Depositary Shares (the "Depositary Receipts") have been duly executed and delivered by the Company and such depositary as shall have been duly appointed by the Company with respect thereto (the "Depositary"); (ii)(a) if any shares of Preferred Stock relate to such Depositary Shares, such shares of Preferred Stock have been duly authorized and are validly issued, fully paid and non-assessable as contemplated in numbered paragraph 3 above; and (b) if any Debt Securities relate to such Depositary Shares, such Debt Securities are validly issued and constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms, as contemplated in numbered paragraph 1 above; (iv) the shares of Preferred Stock or the Debt Securities, as the case may be, relating to such Depositary Shares have been deposited with the Depositary in accordance with the applicable Deposit Agreement; and (v) the Depositary Receipts have been duly executed, countersigned, registered and delivered, as contemplated by the Registration Statement and any Prospectus Supplement or Exchange Act Report and in accordance with the applicable Deposit Agreement and any other agreement or instrument binding upon the Company, the Depositary Shares will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

5. Assuming the terms of any Warrants offered pursuant to the Registration Statement have been duly established in accordance with the applicable warrant agreement (the "Warrant

Agreement"), the Warrants will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

6. Assuming the terms of any Purchase Contracts offered pursuant to the Registration Statement have been duly established in accordance with the applicable purchase contract agreement (the "Purchase Contract Agreement"), the Purchase Contracts will constitute valid and binding obligations of the Company enforceable against the Company in accordance with their terms.

7. Assuming that (i) the combination of the securities of which any Units offered pursuant to the Registration Statement consist has been duly authorized and approved by all necessary action of the Board of Directors, or a duly authorized committee thereof; (ii) the terms of such Units have been duly established in accordance with the applicable purchase unit agreement (the "Unit Agreement"); (iii) any Debt Securities that form a part of such Units are validly issued and constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms, as contemplated in numbered paragraph 1 above; (iv) any Warrants or Purchase Contracts that form a part of such Units constitute valid and binding obligations of the Company in accordance with their respective terms, as contemplated in numbered paragraphs 5 and 6 above, respectively, as applicable; (v) any Common Stock or Preferred Stock that form a part of such Units are validly issued, fully paid and nonassessable, as contemplated in numbered paragraphs 2 and 3 above, respectively, as applicable; (vi) any Depositary Shares that form a part of such Units are validly issued and entitle the holders thereof to the rights specified therein and in the applicable Deposit Agreement, as contemplated in numbered paragraph 4 above; and (vii) any debt obligations, including any U.S. Treasury Securities, of third parties that form a part of such Units have been duly authorized, executed, authenticated (if required), issued and delivered in accordance with their respective terms, the Units will be duly authorized and validly issued.

8. Assuming that (i) the terms of the applicable Debt Securities have been duly established in accordance with the applicable Indenture and (ii) the applicable Debt Securities are validly issued and constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms, as contemplated in numbered paragraph 1 above, the Guarantees will constitute valid and binding obligations of the applicable Guarantors, enforceable against the applicable Guarantors in accordance with their terms.

9. If, pursuant to the terms thereof, any Issuable Securities are issuable upon settlement, exercise, conversion or exchange of any other Securities offered pursuant to the Registration Statement (the "Initial Securities") or in accordance with any applicable anti-dilution adjustment, when the Issuable Securities have been issued upon settlement, exercise, conversion or exchange, as the case may be, of Initial Securities as contemplated by the Registration Statement and any Prospectus Supplement or Exchange Act Report, in accordance with the terms of the

applicable Initial Securities and the Issuable Securities, upon such issuance, the Issuable Securities so issued will be duly authorized, validly issued, fully paid and nonassessable.

The opinions set forth above are subject to the following additional assumptions:

(a) The Registration Statement and any amendment thereto (including any post-effective amendment) will have become effective under the Securities Act, and such effectiveness shall not have been terminated, suspended or rescinded;

(b) All Securities offered pursuant to the Registration Statement will be issued and sold (i) in compliance with all applicable federal and state securities laws, rules and regulations and solely in the manner provided in the Registration Statement and any Prospectus Supplement, Exchange Act Report or free writing prospectus (as defined in Rule 405 under the Securities Act) and (ii) only upon payment of the consideration fixed therefor in accordance with any applicable definitive underwriting, purchase, agency or similar agreement relating to the particular offering, including any amendment or supplement thereto (each a "Purchase Agreement"), and any other applicable agreement relating to the particular offering (including any applicable Indenture, Certificate of Designations or Certificate of Amendment of the Company's Restated Certificate of Incorporation, Deposit Agreement, Warrant Agreement, Purchase Contract Agreement, Unit Agreement or other agreement pursuant to which any Securities offered pursuant to the registration statement are to be issued or governed, including any amendment or supplement to any of the foregoing), and there will not have occurred any change in law or fact affecting the validity of any of the opinions rendered herein with respect thereto;

(c) In the case of an Indenture pursuant to which any Debt Securities offered pursuant to the Registration Statement are to be issued or governed, there will have been no addition, deletion or modification of the terms or provisions contained in the form of senior debt indenture included as Exhibit 4.19 to the Registration Statement or the form of subordinated debt indenture included as Exhibit 4.21 to the Registration Statement, as applicable, that would affect the validity of any of the opinions rendered herein;

(d) A definitive Purchase Agreement, any other applicable agreement relating to the particular offering (including any applicable Indenture, Certificate of Designation or Certificate of Amendment of the Company's Restated Certificate of Incorporation, Deposit Agreement, Warrant Agreement, Purchase Contract Agreement, Unit Agreement or other agreement pursuant to which any Securities offered pursuant to the Registration Statement are to be issued or governed, including any amendment or supplement to any of the foregoing) and, if applicable, the Securities themselves will have been duly authorized and approved by all necessary action of the Board of Directors, or a duly authorized committee thereof, or the board of directors or managers or the members of a Guarantor, as the case may be, or a duly authorized committee thereof, and duly authorized and duly executed and delivered by the Company or the applicable Guarantor, as the case may be, and each of the other parties thereto;

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(e) In the case of any Purchase Agreement, Indenture Certificate of Designation or Certificate of Amendment of the Company's Restated Certificate Amendment, Deposit Agreement, Warrant Agreement, Purchase Contract Agreement, Unit Agreement or other agreement pursuant to which any Securities offered pursuant to the Registration Statement are to be issued or governed, including any amendment or supplement to any of the foregoing, there shall be no terms or provisions contained therein which would affect the validity of any of the opinions rendered herein;

(f) The final terms of any Securities offered pursuant to the Registration Statement, and, when issued, the issuance, sale and delivery thereof, and the incurrence and performance of the obligations thereunder or in respect thereof in accordance with the terms thereof, and any consideration to be received for any such issuance, sale and delivery, (i) will comply with, and will not violate, (A) in the case of the Company, the Company's Restated Certificate of Incorporation and the Company's Bylaws, as they may be amended or supplemented hereafter, (B) in the case of a Guarantor, the applicable certificate of incorporation, certificate of formation or similar organic document and the applicable bylaws, limited liability company agreement or similar organic document, as they may be amended or supplemented hereafter, or (C) any applicable law, rule or regulation; (ii) will not result in a default under or breach of any agreement or instrument binding upon the Company or an applicable Guarantor; (iii) will comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company or any such Guarantor, or to which the issuance, sale and delivery of such Securities or the incurrence and performance of such obligations may be subject; and (iv) will not violate any applicable public policy or be subject to any defense in law or equity; and

(g) The Company and any applicable Guarantor, as the case may be, shall have taken any action required to be taken by the Company or such Guarantor, as the case may be, based on the type of Security being offered, to authorize the offer and issuance thereof, and such authorization shall remain in effect and unchanged at all times during which the Securities are offered and issued and shall not have been modified or rescinded (subject to the further assumption that the sale of any such Security takes place in accordance with such authorization); the Board of Directors of the Company, or a duly authorized committee thereof, or the board of directors of managers or the members of such Guarantor, or a duly authorized committee thereof, as the case may be, shall have duly established the terms of such Security and duly authorized and taken any other necessary corporate action to approve the issuance and sale of such Security in conformity with, in the case of the Company, the Company's Restated Certificate of Incorporation and the Company's Bylaws, as they may be amended or supplemented hereafter, and, in the case of a Guarantor, the applicable certificate of incorporation, certificate of formation or similar organic document and the applicable bylaws, limited liability company agreement or similar organic document, as they may be amended or supplemented hereafter (subject to the further assumption that any such organic documents of the Company or any such Guarantor have not been amended from the date hereof in a manner that would affect the validity

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of any of the opinions rendered herein), and such authorization shall remain in effect and unchanged at all times during which the such Securities are offered and issued and shall not have been modified or rescinded (subject to the further assumption that the sale of any such Security takes place in accordance with such authorization).

To the extent that the obligations of the Company under any Indenture and any offered Debt Securities may be dependent upon such matters, we assume for purposes of this opinion letter that (i) the applicable financial institution serving as trustee pursuant to the terms of the Indenture (the "Trustee") will be duly organized, validly existing and in good standing under the laws of its jurisdictions of organization; (ii) the Trustee will be duly qualified to engage in the activities contemplated by the Indenture; (iii) such Indenture and any amendment or supplement thereto will have been duly authorized, executed and delivered by the Trustee and will constitute the valid and binding obligations of the Trustee, enforceable against the Trustee in accordance with its terms; (iv) the Trustee will be in compliance, with respect to acting as a trustee under the Indenture and any amendment or supplement thereto, with all applicable laws and regulations; (v) the Trustee will have the requisite organizational and legal power and authority to perform its obligations under the Indenture and any amendment or supplement thereto; and (vi) the Trustee will have been qualified under the Trust Indenture Act of 1939, as amended, and a Form T-1 shall have been properly filed as an exhibit to the Registration Statement.

To the extent that the obligations of the Company under any Deposit Agreement, Warrant Agreement, Purchase Contract Agreement, Unit Agreement or other agreement pursuant to which any Securities offered pursuant to the Registration Statement are to be issued or governed, including any amendment or supplement thereto, may be dependent upon such matters, we assume for purposes of this opinion letter that (i) each party to any such agreement other than the Company and any Guarantor (including any applicable Depository, warrant agent, purchase contract agent or other party acting in a similar capacity with respect to any Securities) will be duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; that each such other party will be duly qualified to engage in the activities contemplated thereby; (ii) each such agreement and the applicable Securities will have been duly authorized, executed and delivered by each such other party and will constitute the valid and binding obligations of each such other party, enforceable against each such other party in accordance with their terms; (iii) each such other party will be in compliance, with respect to acting in any capacity contemplated by any such agreement, with all applicable laws and regulations; and (iv) each such other party will have the requisite organizational and legal power and authority to perform its obligations under each such agreement.

The opinions set forth above are subject to the effects of (a) bankruptcy, insolvency, fraudulent conveyance, fraudulent transfer, reorganization, receivership, moratorium and other similar laws relating to or affecting the enforcement of creditors' rights or remedies generally; (b) general principles of equity, regardless of whether such principles are considered in a

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proceeding at law or in equity; and (c) an implied covenant of good faith, reasonableness, fair dealing and standards of materiality.

We express no opinion with respect to any provision (i) that purports to waive forum non conveniens or trial by jury; (ii) that relates to judgments in currencies other than U.S. dollars; (iii) that purports to limit any person's liability, or relieve any party of the consequences of, its own unlawful, willful, reckless, bad faith, or negligent acts or omissions, or that grants indemnity or a right of contribution; (iv) that purports to allow any party to interfere unreasonably in the conduct of another party's business; (v) that purports to require the payment or reimbursement of fees, costs, expenses or other amounts that are unreasonable in nature or amount or without a reasonable accounting of the sums purportedly due or that are contrary to applicable law or public policy; (vi) that purports to prohibit the assignment of rights that are assignable pursuant to applicable law notwithstanding an agreement not to assign such rights; (vii) that purports to require that amendments or waivers to any agreement be in writing; (viii) relating to severability or set-off; (ix) that purports to limit access exclusively to any particular courts; (x) that purports to place a limitation on lawsuits to the extent that it may conflict with federal bankruptcy law, in which case such provision may be deemed void or voidable under federal bankruptcy law; (xi) that provides that no recourse may be had against any successors of the Company or any stockholder of the Company that may be a controlling person under federal securities laws; (xii) that purports to waive or modify any party's obligations of good faith, fair dealing, diligence, mitigation of damages, reasonableness or due notice, or the right of redemption under the Uniform Commercial Code or other applicable law; (xiii) that provides for advance waivers of claims, defenses, rights granted by law, or notice, opportunity for hearing, evidentiary requirements, statutes of limitation, trial by jury or at law, or other procedural rights; (xiv) that provides that decisions by a party are conclusive or may be made in its sole discretion; (xv) that consents to, or restricts governing law, jurisdiction, venue, arbitration, remedies or judicial relief; (xvi) that waives broadly or vaguely stated rights; (xvii) that provides for exclusivity, election or cumulation of rights or remedies; (xviii) that provides a proxy, power of attorney or trust; (xix) that prohibits, restricts, or requires consent to assignment or transfer of any right or property; and (xx) that provides for liquidated damages, an increased interest rate on default, interest on interest, late charges, monetary penalties, make-whole premiums or other economic remedies to the extent such provisions may be found to constitute a penalty. We also express no opinion concerning whether a U.S. federal court would accept jurisdiction in any dispute, action, suit or proceeding arising out of or relating to any agreement or the transactions contemplated thereby or the net impact or result of any conflict of laws between or among laws of competing jurisdictions and the applicability of the law of any jurisdiction in such instance.

Regarding the Guarantees in particular, we note that guarantees are subject to particularly close scrutiny and strict construction. Further, any waiver of defenses by any applicable Guarantor may be enforceable as to defenses which the Company could raise but may not be enforceable as to defenses which could be raised by the applicable Guarantors alone.

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We assume no obligation to update or supplement any of our opinions to reflect any changes of law or fact that may occur.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to this firm's name under the caption "Legal Matters" in the Prospectus. In giving our consent, we do not thereby admit that we are experts with respect to any part of the Registration Statement, the Prospectus or any Prospectus Supplement within the meaning of the term "expert", as used in Section 11 of the Securities Act or the rules and regulations promulgated thereunder, nor do we admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Yours truly,

/s/ K&L Gates LLP

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#### SCHEDULE I

<b>Subsidiary</b>	<b>Jurisdiction of Formation</b>
Allegheny Land Company	Delaware
Arch Coal Sales Company, Inc.	Delaware
Arch Coal Terminal, Inc.	Delaware
Arch Coal West, LLC;	Delaware
Arch Development, LLC	Delaware

Arch Energy Resources, LLC	Delaware
Arch Reclamation Services, Inc.	Delaware
Ark Land Company	Delaware
Ark Land KH, Inc.	Delaware
Ark Land LT, Inc.	Delaware
Ark Land WR, Inc.	Delaware
Ashland Terminal, Inc.	Delaware
Bronco Mining Company, Inc.	West Virginia
Catenary Coal Holdings, Inc.	Delaware
Coal-Mac, Inc.	Kentucky
CoalQuest Development LLC	Delaware
Cumberland River Coal Company	Delaware
Hawthorne Coal Company, Inc.	West Virginia
Hunter Ridge, Inc.	Delaware
Hunter Ridge Coal Company	Delaware
Hunter Ridge Holdings, Inc.	Delaware
ICG, Inc.	Delaware
ICG, LLC	Delaware
ICG ADDCAR Systems, LLC	Delaware
ICG Beckley, LLC	Delaware
ICG East Kentucky, LLC	Delaware
ICG Eastern, LLC	Delaware
ICG Eastern Land, LLC	Delaware
ICG Hazard, LLC	Delaware
ICG Hazard Land, LLC	Delaware
ICG Illinois, LLC	Delaware
ICG Knott County, LLC	Delaware
ICG Natural Resources, LLC	Delaware
ICG Tygart Valley, LLC	Delaware
International Coal Group, Inc.	Delaware
Juliana Mining Company, Inc.	West Virginia
King Knob Coal Co., Inc.	West Virginia
Lone Mountain Processing, Inc.	Delaware
Marine Coal Sales Company	Delaware
Melrose Coal Company, Inc.	West Virginia
Mingo Logan Coal Company	Delaware
Mountain Gem Land, Inc.	West Virginia
Mountain Mining, Inc.	Delaware
Mountaineer Land Company	Delaware
Otter Creek Coal, LLC	Delaware

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<b>Subsidiary</b>	<b>Jurisdiction of Formation</b>
Patriot Mining Company, Inc.	West Virginia
Powell Mountain Energy, LLC	Delaware
Prairie Holdings, Inc.	Delaware
Shelby Run Mining Company, LLC	Delaware
Simba Group, Inc.	Delaware
Upshur Property, Inc.	Delaware
Vindex Energy Corporation	West Virginia
Western Energy Resources, Inc.	Delaware
White Wolf Energy, Inc.	Virginia
Wolf Run Mining Company	West Virginia

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## Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption "Experts" in this Registration Statement (Form S-3) and related Prospectus of Arch Coal, Inc. Company for the registration of debt securities, warrants, purchase contracts, units, preferred stock, depositary shares, common stock, guarantees of debt securities and to the incorporation by reference therein of our reports dated February 29, 2012, with respect to the consolidated financial statements and schedules of Arch Coal, Inc, and the effectiveness of internal control over financial reporting of Arch Coal Inc., included and/or incorporated by reference in its Annual Report (Form 10-K) for the year ended December 31, 2011, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

St. Louis, Missouri  
February 29, 2012

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## CONSENT OF WEIR INTERNATIONAL, INC.

In connection with the Registration Statement on Form S-3 to which this consent is filed as an exhibit, we hereby consent to the incorporation by reference therein of the reference to Weir International, Inc. contained in the Annual Report on Form 10-K of Arch Coal, Inc. for the year ended December 31, 2011.

We further wish to advise that Weir International, Inc. was not employed on a contingent basis and that at the time of preparation of our report, as well as at present, neither Weir International, Inc. nor any of its employees had or now has a substantial interest in Arch Coal, Inc. or any of its affiliates or subsidiaries.

Respectfully submitted,

By: /s/ John W. Sabo  
Name: John W. Sabo  
Title: Executive Vice President  
Date: February 29, 2012

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