

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

**Amendment No. 2**

to

**Form S-4**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**Arch Coal, Inc.**

*(Exact name of registrant as specified in its charter)*

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

**1221**  
*(Primary Standard Industrial  
Classifications Code Number)*

**43-0921172**  
*(I.R.S. Employer  
Identification Number)*

**One CityPlace Drive, Suite 300**  
**St. Louis, Missouri 63141**  
**(314) 994-2700**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**SEE TABLE OF ADDITIONAL REGISTRANTS**

**Robert G. Jones**  
**Senior Vice President — Law, General Counsel and Secretary**  
**Arch Coal, Inc.**

**One CityPlace Drive, Suite 300**  
**St. Louis, Missouri 63141**  
**Tel. (314) 994-2700**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

**With copies of all communications to:**

**Ronald D. West**  
**Jeffrey W. Acre**  
**K&L Gates LLP**  
**K&L Gates Center**  
**210 Sixth Avenue**  
**Pittsburgh, Pennsylvania 15222**  
**Tel. (412) 355-6500**

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this registration statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

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

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

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

**TABLE OF ADDITIONAL REGISTRANTS**

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\*

	<u>State or Other Jurisdiction of Incorporation</u>	<u>I.R.S. Employer Identification Number</u>
Allegheny Land Company	Delaware	61-0922221
Arch Coal Sales Company, Inc.	Delaware	43-1335853
Arch Coal Terminal, Inc.	Delaware	61-0941499
Arch Development, LLC	Delaware	27-2039231
Arch Energy Resources, LLC	Delaware	20-8889263
Arch Reclamation Services, Inc.	Delaware	43-1724510
Ark Land Company	Delaware	43-0952128
Ark Land KH, Inc.	Delaware	55-1086280
Ark Land LT, Inc.	Delaware	20-1637677
Ark Land WR, Inc.	Delaware	20-1638026
Ashland Terminal, Inc.	Delaware	55-0619683
Catenary Coal Holdings, Inc.	Delaware	43-1629654
Coal-Mac, Inc.	Kentucky	61-0940536
Cumberland River Coal Company	Delaware	43-1522213
Lone Mountain Processing, Inc.	Delaware	43-1580457
Mingo Logan Coal Company	Delaware	13-3074446
Mountain Gem Land, Inc.	West Virginia	55-0696955
Mountain Mining, Inc.	Delaware	61-0925056
Mountaineer Land Company	Delaware	61-0881912
Otter Creek Coal, LLC	Delaware	27-2484254
Prairie Holdings, Inc.	Delaware	20-5273741
Western Energy Resources, Inc.	Delaware	43-1947588

\* 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.

**EXPLANATORY NOTE**

This Amendment No. 2 to the Registration Statement on Form S-4 (File No. 333-165934) is being filed solely for the purpose of filing Exhibits 5.1, 5.2 and 23.1. This Amendment No. 2 does not modify any provision of the prospectus that forms a part of the Registration Statement. Accordingly, the prospectus has been omitted, and this Amendment No. 2 consists only of the facing page, this Explanatory Note and Part II of the Registration Statement.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 20. Indemnification of Directors and Officers.**

The following summary is qualified in its entirety by reference to the complete text of any statutes referred to below and the restated certificate of incorporation and amended and by-laws of Arch Coal, Inc., a Delaware corporation (“Arch Coal” or the “Company”).

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 of incorporation 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 amended and restated bylaws 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 21. Exhibits and Financial Statement Schedules.**

**(a) Exhibits**

The exhibits to this registration statement are listed in the Exhibit Index, which appears elsewhere herein and is incorporated by reference.

**Item 22. Undertakings.**

The undersigned registrants hereby undertake:

(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% change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement;

(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.

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

(5) The undersigned registrants hereby undertake that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(6) The undersigned registrants hereby undertake to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11 or 13 of this Form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

(7) The undersigned registrants hereby undertake to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

ARCH COAL, INC.

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Senior Vice President and Chief  
Financial Officer

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)	June 18, 2010
<u>/s/ John T. Drexler</u> John T. Drexler	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	June 18, 2010
<u>*</u> John W. Lorson	Vice President and Chief Accounting Officer (Principal Accounting Officer)	June 18, 2010
<u>*</u> James R. Boyd	Director	
<u>*</u> Frank M. Burke	Director	
<u>*</u> John W. Eaves	Director	
<u>*</u> Patricia F. Godley	Director	
<u>*</u> Douglas H. Hunt	Director	
<u>*</u> Brian J. Jennings	Director	
<u>*</u> Thomas A. Lockhart	Director	
<u>*</u> A. Michael Perry	Director	
<u>*</u> Robert G. Potter	Director	

Signature

Title

Date

\*  
\_\_\_\_\_  
Theodore D. Sands

Director

\*  
\_\_\_\_\_  
Wesley M. Taylor

Director

\*By: /s/ Robert G. Jones  
\_\_\_\_\_  
Robert G. Jones

Attorney-in-Fact

June 18, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

ALLEGHENY LAND COMPANY

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>
* _____ David J. Finnerty	President (Principal Executive Officer)	
* _____ John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
* _____ Jeffrey D. Addison	Director	
* _____ C. Henry Besten, Jr.	Director	
* _____ David B. Peugh	Director	
*By: /s/ Robert G. Jones _____ Robert G. Jones	Attorney-in-Fact	June 18, 2010



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

ARCH COAL SALES COMPANY, INC.

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>David N. Warnecke</u>	Director and President (Principal Executive Officer)	
* <u>John T. Drexler</u>	Vice President (Principal Financial and Accounting Officer)	
* <u>C. Henry Besten, Jr.</u>	Director	
* <u>John W. Eaves</u>	Director	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

ARCH COAL TERMINAL, INC.

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>
* _____ Calvin N. Hall	President (Principal Executive Officer)	
* _____ John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
* _____ C. Henry Besten, Jr.	Director	
* _____ David N. Warnecke	Director	
* _____ John A. Ziegler	Director	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

ARCH DEVELOPMENT, LLC

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>*</u> Robert E. Shanklin	President (Principal Executive Officer)	
<u>*</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
Arch Coal, Inc. By: <u>/s/ John T. Drexler</u> John T. Drexler Senior Vice President and Chief Financial Officer	Member	June 18, 2010
* By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

ARCH ENERGY RESOURCES, LLC

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>*</u> David N. Warnecke	President (Principal Executive Officer)	
<u>*</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
<u>*</u> John W. Eaves	Manager	
<u>/s/ Robert G. Jones</u> Robert G. Jones	Manager	June 18, 2010
<u>*</u> Steven F. Leer	Manager	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

ARCH RECLAMATION SERVICES, INC.

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>*</u> John K. O'Hare	Director and President (Principal Executive Officer)	
<u>*</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
<u>/s/ Robert G. Jones</u> Robert G. Jones	Director	June 18, 2010
<u>*</u> David B. Peugh	Director	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

ARK LAND COMPANY

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>David J. Finnerty</u>	President (Principal Executive Officer)	
* <u>John T. Drexler</u>	Vice President (Principal Financial and Accounting Officer)	
* <u>Jeffrey D. Addison</u>	Director	
* <u>C. Henry Besten, Jr.</u>	Director	
* <u>David B. Peugh</u>	Director	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

ARK LAND KH, INC.

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>
* _____ David J. Finnerty	President (Principal Executive Officer)	
* _____ John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
* _____ Jeffrey D. Addison	Director	
* _____ C. Henry Besten, Jr.	Director	
* _____ David B. Peugh	Director	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

ARK LAND LT, INC.

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>
* _____ David J. Finnerty	President (Principal Executive Officer)	
* _____ John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
* _____ Jeffrey D. Addison	Director	
* _____ C. Henry Besten, Jr.	Director	
* _____ David B. Peugh	Director	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

ARK LAND WR, INC.

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>David J. Finnerty</u>	President (Principal Executive Officer)	
* <u>John T. Drexler</u>	Vice President (Principal Financial and Accounting Officer)	
* <u>Jeffrey D. Addison</u>	Director	
* <u>C. Henry Besten, Jr.</u>	Director	
* <u>David B. Peugh</u>	Director	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

ASHLAND TERMINAL, INC.

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>
* _____ Calvin N. Hall	President (Principal Executive Officer)	
* _____ John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
* _____ C. Henry Besten, Jr.	Director	
* _____ David N. Warnecke	Director	
* _____ John A. Ziegler	Director	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

CATENARY COAL HOLDINGS, INC.

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>Robert W. Shanks</u>	President (Principal Executive Officer)	
* <u>John T. Drexler</u>	Vice President (Principal Financial and Accounting Officer)	
* <u>C. Henry Besten, Jr.</u>	Director	
* <u>John W. Eaves</u>	Director	
* <u>Steven F. Leer</u>	Director	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

COAL-MAC, INC.

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>Gary L. Bennett</u>	President (Principal Executive Officer)	
* <u>John T. Drexler</u>	Director and Vice President (Principal Financial and Accounting Officer)	
* <u>John W. Eaves</u>	Director	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

CUMBERLAND RIVER COAL COMPANY

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>Gaither Frazier</u>	President (Principal Executive Officer)	
* <u>John T. Drexler</u>	Vice President (Principal Financial and Accounting Officer)	
* <u>C. Henry Besten, Jr.</u>	Director	
* <u>John W. Eaves</u>	Director	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

LONE MOUNTAIN PROCESSING, INC.

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>Thurman Holcomb</u>	President (Principal Executive Officer)	
* <u>John T. Drexler</u>	Vice President (Principal Financial and Accounting Officer)	
* <u>John W. Eaves</u>	Director	
* <u>James E. Florczak</u>	Director	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

MINGO LOGAN COAL COMPANY

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>David Runyon</u>	President (Principal Executive Officer)	
* <u>John T. Drexler</u>	Vice President (Principal Financial and Accounting Officer)	
* <u>John W. Eaves</u>	Director	
* <u>James E. Florczak</u>	Director	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

MOUNTAIN GEM LAND, INC.

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>David J. Finnerty</u>	President (Principal Executive Officer)	
* <u>John T. Drexler</u>	Vice President (Principal Financial and Accounting Officer)	
* <u>Jeffrey D. Addison</u>	Director	
* <u>C. Henry Besten, Jr.</u>	Director	
* <u>David B. Peugh</u>	Director	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

MOUNTAIN MINING, INC.

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>Paul A. Lang</u>	President (Principal Executive Officer)	
* <u>John T. Drexler</u>	Vice President (Principal Financial and Accounting Officer)	
* <u>C. Henry Besten, Jr.</u>	Director	
* <u>John W. Eaves</u>	Director	
* <u>Steven F. Leer</u>	Director	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

MOUNTAINEER LAND COMPANY

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>David J. Finnerty</u>	President (Principal Executive Officer)	
* <u>John T. Drexler</u>	Vice President (Principal Financial and Accounting Officer)	
* <u>Jeffrey D. Addison</u>	Director	
* <u>C. Henry Besten, Jr.</u>	Director	
* <u>David B. Peugh</u>	Director	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

OTTER CREEK COAL, LLC

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>*</u> William M. Rowlands	President (Principal Executive Officer)	
<u>*</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
Arch Coal, Inc.	Member	June 18, 2010
By: <u>/s/ John T. Drexler</u> John T. Drexler Senior Vice President and Chief Financial Officer		
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

PRAIRIE HOLDINGS, INC.

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>
* _____ Paul A. Lang	Director and President (Principal Executive Officer)	
* _____ John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
* _____ John W. Eaves	Director	
* _____ David P. Peugh	Director	
*By: /s/ Robert G. Jones _____ Robert G. Jones	Attorney-in-Fact	June 18, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 18<sup>th</sup> day of June, 2010.

WESTERN ENERGY RESOURCES, INC.

By: /s/ John T. Drexler  
Name: John T. Drexler  
Title: Vice President

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>*</u> David J. Finnerty	President (Principal Executive Officer)	
<u>*</u> John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
<u>*</u> Jeffrey D. Addison	Director	
<u>*</u> C. Henry Besten, Jr.	Director	
<u>*</u> David B. Peugh	Director	
*By: <u>/s/ Robert G. Jones</u> Robert G. Jones	Attorney-in-Fact	June 18, 2010

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
2.1	Purchase and Sale Agreement, dated as of December 31, 2005, by and between Arch Coal, Inc. and Magnum Coal Company (incorporated herein by reference to Exhibit 10.1 to Arch Coal, Inc.'s Current Report on Form 8-K filed on January 6, 2006).
2.2	Amendment No. 1 to the Purchase and Sale Agreement, dated as of February 7, 2006, by and between Arch Coal, Inc. and Magnum Coal Company (incorporated by reference to Exhibit 2.1 to Arch Coal, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2005).
2.3	Amendment No. 2 to the Purchase and Sale Agreement, dated as of April 27, 2006, by and between Arch Coal, Inc. and Magnum Coal Company (incorporated herein by reference to Exhibit 2.1 to the Arch Coal's Quarterly Report on Form 10-Q for the period ended June 30, 2006).
2.4	Amendment No. 3 to the Purchase and Sale Agreement, dated as of August 29, 2007, by and between Arch Coal, Inc. and Magnum Coal Company (incorporated herein by reference to Exhibit 2.1 to Arch Coal, Inc.'s Quarterly Report on Form 10-Q for the period ended September 30, 2007).
2.5	Agreement, dated as of March 27, 2008, by and between Arch Coal, Inc. and Magnum Coal Company (incorporated herein by reference to Exhibit 2.1 to Arch Coal, Inc.'s Quarterly Report on Form 10-Q for the period ended March 31, 2008).
2.6	Amendment No. 1 to Agreement, dated as of February 5, 2009, by and between Arch Coal, Inc. and Magnum Coal Company (incorporated by reference to Exhibit 2.6 to Arch Coal, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2008).
2.7	Membership Interest Purchase Agreement, dated as of March 8, 2009, by and between Rio Tinto Sage LLC and Arch Coal, Inc. (incorporated herein by reference to Exhibit 2.1 to Arch Coal, Inc.'s Current Report on Form 8-K filed on March 12, 2009).
2.8	First Amendment to Membership Interest Purchase Agreement, dated as of April 16, 2009, by and between Rio Tinto Sage LLC and Arch Coal, Inc. (incorporated herein by reference to Exhibit 2.3 to Arch Coal, Inc.'s Quarterly Report on Form 10-Q for the period ended March 31, 2009).
2.9	Second Amendment to Membership Interest Purchase Agreement dated as of September 30, 2009, by and between Rio Tinto Sage LLC and Arch Coal, Inc. (incorporated herein by reference to Exhibit 2.1 to Arch Coal, Inc.'s Current Report on Form 8-K filed on October 1, 2009).
3.1	Restated Certificate of Incorporation of Arch Coal, Inc. (incorporated herein by reference to Exhibit 3.1 to Arch Coal, Inc.'s Current Report on Form 8-K filed on May 5, 2006).
3.2	Bylaws of Arch Coal, Inc., as amended (incorporated herein by reference to Exhibit 3.1 to Arch Coal Inc.'s Current Report on Form 8-K filed on December 10, 2008).
3.3	Amended and Restated Certificate of Incorporation of Allegheny Land Company (previously filed).
3.4	Bylaws of Allegheny Land Company (previously filed).
3.5	Amended and Restated Certificate of Incorporation of Arch Coal Sales Company, Inc. (previously filed).
3.6	Bylaws of Arch Coal Sales Company, Inc. (previously filed).
3.7	Amended and Restated Certificate of Incorporation of Arch Coal Terminal, Inc. (previously filed).
3.8	Bylaws of Arch Coal Terminal, Inc. (previously filed).
3.9	Certificate of Formation of Arch Development, LLC. (previously filed).
3.10	Operating Agreement of Arch Development, LLC. (previously filed).
3.11	Certificate of Formation of Arch Energy Resources, LLC. (previously filed).
3.12	Limited Liability Company Agreement of Arch Energy Resources, LLC. (previously filed).
3.13	Amended and Restated Certificate of Incorporation of Arch Reclamation Services, Inc. (previously filed).
3.14	Bylaws of Arch Reclamation Services, Inc. (previously filed).
3.15	Amended and Restated Certificate of Incorporation of Ark Land Company (previously filed).
3.16	Bylaws of Ark Land Company (previously filed).
3.17	Certificate of Incorporation of Ark Land KH, Inc. (previously filed).
3.18	Bylaws of Ark Land KH, Inc. (previously filed).
3.19	Amended and Restated Certificate of Incorporation of Ark Land LT, Inc. (previously filed).
3.20	Bylaws of Ark Land LT, Inc. (previously filed).
3.21	Amended and Restated Certificate of Incorporation of Ark Land WR, Inc. (previously filed).
3.22	Bylaws of Ark Land, WR, Inc. (previously filed).
3.23	Amended and Restated Certificate of Incorporation of Ashland Terminal, Inc. (previously filed).
3.24	Bylaws of Ashland Terminal, Inc. (previously filed).
3.25	Amended and Restated Certificate of Incorporation of Catenary Coal Holdings, Inc. (previously filed).
3.26	Bylaws of Catenary Coal Holdings, Inc. (previously filed).

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<u>Exhibit No.</u>	<u>Description</u>
3.27	Amended and Restated Articles of Incorporation of Coal-Mac, Inc. (previously filed).
3.28	Bylaws of Coal-Mac, Inc. (previously filed).
3.29	Amended and Restated Certificate of Incorporation of Cumberland River Coal Company (previously filed).
3.30	Bylaws of Cumberland River Coal Company (previously filed).
3.31	Amended and Restated Certificate of Incorporation of Lone Mountain Processing, Inc. (previously filed).
3.32	Bylaws of Lone Mountain Processing, Inc. (previously filed).
3.33	Amended and Restated Certificate of Incorporation of Mingo Logan Coal Company (previously filed).
3.34	Bylaws of Mingo Logan Coal Company (previously filed).
3.35	Amended and Restated Articles of Incorporation of Mountain Gem Land, Inc. (previously filed).
3.36	Bylaws of Mountain Gem Land, Inc. (previously filed).
3.37	Amended and Restated Certificate of Incorporation of Mountain Mining, Inc. (previously filed).
3.38	Bylaws of Mountain Mining, Inc. (previously filed).
3.39	Amended and Restated Certificate of Incorporation of Mountaineer Land Company (previously filed).
3.40	Bylaws of Mountaineer Land Company (previously filed).
3.41	Certificate of Formation of Otter Creek Coal, LLC (previously filed).
3.42	Operating Agreement of Otter Creek Coal, LLC (previously filed).
3.43	Certificate of Incorporation of Prairie Holdings, Inc. (previously filed).
3.44	Bylaws of Prairie Holdings, Inc. (previously filed).
3.45	Amended and Restated Certificate of Incorporation of Western Energy Resources, Inc. (previously filed).
3.46	Bylaws of Western Energy Resources, Inc. (previously filed).
4.1	Indenture, dated as of 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 herein by reference to Exhibit 4.1 to the Registration Statement on Form S-4 (Reg. No. 333-107569) filed by Arch Western Finance, LLC on August 1, 2003).
4.2	First Supplemental Indenture dated as of October 22, 2004, 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 herein by reference to Exhibit 4.4 to Arch Coal, Inc.'s Current Report on Form 8-K filed 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 (previously filed).
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 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	Registration Rights Agreement, dated as of July 31, 2009, by and among Arch Coal, Inc., the subsidiary guarantors named therein and Banc of America Securities LLC, Citigroup Global Markets Inc., Morgan Stanley & Co. Incorporated and J.P. Morgan Securities Inc., as representatives of the initial purchasers named therein (incorporated herein by reference to Exhibit 4.2 to Arch Coal, Inc.'s Current Report on Form 8-K filed on July 31, 2009).
*5.1	Opinion of K&L Gates, LLP.
*5.2	Opinion of Jackson Kelly PLLC.
12.1	Statement Regarding 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, 2009 and Exhibit 12.1 to Arch Coal Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2010).
*23.1	Consent of Ernst & Young LLP.
23.2	Consent of Weir International, Inc. (previously filed).
*23.3	Consent of K&L Gates LLP (included in Exhibit 5.1).
*23.4	Consent of Jackson Kelly PLLC (included in Exhibit 5.2).

**Exhibit No.**

**Description**

24.1	Powers of Attorney with respect to Arch Coal, Inc. and the co-registrants other than Otter Creek Coal, LLC (previously filed).
24.2	Power of Attorney with respect to Otter Creek Coal, LLC (previously filed).
25.1	Statement of Eligibility on Form T-1 (previously filed).
99.1	Form of Letter of Transmittal (previously filed).
99.2	Form of Notice of Guaranteed Delivery (previously filed).
99.3	Form of Letter to Clients (previously filed).
99.4	Form of Letter to Registered Holders (previously filed).

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\* Filed herewith



June 18, 2010

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

Ladies and Gentlemen:

We have acted as counsel to (i) Arch Coal, Inc., a Delaware corporation (the "Company"), and (ii) Allegheny Land Company, Arch Coal Sales Company, Inc., Arch Coal Terminal, Inc., 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., Catenary Coal Holdings, Inc., Coal-Mac, Inc., Cumberland River Coal Company, Lone Mountain Processing, Inc., Mingo Logan Coal Company, Mountain Gem Land, Inc., Mountain Mining, Inc., Mountaineer Land Company, Otter Creek Coal, LLC, Prairie Holdings, Inc. and Western Energy Resources, Inc. (collectively, the "Subsidiary Guarantors") in connection with the Registration Statement on Form S-4 (File No. 333-165934) (the "Registration Statement") filed by the Company and the Subsidiary Guarantors with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration by the Company of (i) \$600,000,000 aggregate principal amount of its 8 <sup>3</sup>/<sub>4</sub>% Senior Notes due 2016 (the "Exchange Notes") to be offered in exchange for a like principal amount of the Company's issued and outstanding unregistered 8 <sup>3</sup>/<sub>4</sub>% Senior Notes due 2016 and (ii) the guarantees of the Exchange Notes by the Subsidiary Guarantors (the "Guarantees"). The Exchange Notes and the Guarantees are proposed to be issued in accordance with the terms of the Indenture (the "Indenture"), dated as of July 31, 2009, by and among the Company, certain of the Subsidiary Guarantors party thereto and U.S. Bank National Association, as trustee (the "Trustee"), as supplemented by the First Supplemental Indenture, dated as of February 8, 2010, by and among the Company, certain of the Subsidiary Guarantors party thereto and the Trustee (the "First Supplemental Indenture"), the Second Supplemental Indenture, dated as of March 12, 2010, by and among the Company, the Subsidiary Guarantors party thereto and the Trustee (the "Second Supplemental Indenture"), and the Third Supplemental Indenture, dated as of May 7, 2010, by and among the Company, the Subsidiary Guarantors and the Trustee (the "Third Supplemental Indenture").

In connection with rendering the opinions set forth below, we have examined the Registration Statement, the Prospectus contained therein, the Indenture, the First Supplemental Indenture, the Second Supplemental Indenture, the Third Supplemental Indenture, the respective Certificates of Incorporation or Certificates of Formation, as applicable, and the respective bylaws or limited liability company agreements, as applicable, of the Company and the Subsidiary Guarantors, and resolutions adopted by the respective boards of directors or managers, as applicable, of the Company and the Subsidiary Guarantors, and we have made such

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other investigation as we have deemed appropriate. We have examined and relied upon certificates of public officials. We have not independently established any of the facts so relied on.

For the purposes of this opinion letter, we further have made the assumptions 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 Subsidiary Guarantor) on each such document are genuine. We also have assumed for purposes of this opinion letter the legal capacity of natural persons and that each party to the documents we have examined or relied on (other than the Company and each Subsidiary 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 it. We have not verified any of the foregoing assumptions. Furthermore, we have relied upon, insofar as the opinions expressed herein relate to or are dependent upon matters governed by the law of the Commonwealth of Kentucky or the State of West Virginia, the opinion of Jackson Kelly PLLC, dated the date hereof and filed as Exhibit 5.2 to the Registration Statement.

The opinions expressed in this opinion letter are limited to the laws of the State of New York, including the applicable provisions of the New York Constitution and reported judicial decisions interpreting those laws, the General Corporation Law of the State of Delaware and the Limited Liability Company Act of the State of Delaware, including the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting those laws. We are not opining on, and we assume no responsibility for, the applicability to or effect on any of the matters covered herein of any other laws, the laws of any county, municipality or other political subdivision or local governmental agency or authority.

Based on and subject to the foregoing and to the additional qualifications and other matters set forth below, it is our opinion that the Exchange Notes and the Guarantees, when (a) the Company's outstanding unregistered 8 <sup>3</sup>/<sub>4</sub>% Senior Notes due 2013 have been exchanged in the manner described in the Registration Statement, (b) the Exchange Notes and the Guarantees have been duly executed, authenticated, issued and delivered in accordance with the terms of the Indenture, as supplemented by the First Supplemental Indenture, the Second Supplemental Indenture and the Third Supplemental Indenture, and (c) all applicable provisions of "blue sky" laws have been complied with, will constitute valid and binding obligations of the Company and the Subsidiary Guarantors, respectively, enforceable against the Company and the Subsidiary Guarantors, respectively, in accordance with their terms, under the laws of the State of New York, except as the enforcement thereof may be limited by bankruptcy, insolvency, reorganization, moratorium (including, without limitation, all laws relating to fraudulent transfers), other similar laws relating to or affecting enforcement of creditors' rights generally, general principles of equity (regardless of whether enforcement is considered a proceeding in

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equity or at law) and limitations of the waiver of rights under usury laws, and will be entitled to the benefits of the Indenture, as supplemented by the First Supplemental Indenture, the Second Supplemental Indenture and the Third Supplemental Indenture.

The foregoing opinions are rendered as of the date hereof, and we have not undertaken to supplement this opinion with respect to factual matters or changes in law which may hereafter occur.

We hereby consent to the reference to us in the Registration Statement under the caption "Legal Matters."

Yours truly,

/s/ K&L Gates LLP



500 LEE STREET EAST • SUITE 1600 • P.O. BOX 553 • CHARLESTON, WEST VIRGINIA 25322 • TELEPHONE: 304-340-1000 • TELECOPIER: 304-340-1130  
www.jacksonkelly.com

June 18, 2010

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

Ladies and Gentlemen:

We have acted as special Kentucky counsel to Coal-Mac, Inc., a Kentucky corporation ("Coal-Mac"), and as special West Virginia counsel to Mountain Gem Land, Inc., a West Virginia corporation ("Mountain Gem" and, together with Coal-Mac, the "Designated Subsidiary Guarantors"), in connection with the Registration Statement on Form S-4 (File No. 333-165934) (the "Registration Statement") filed by Arch Coal, Inc., a Delaware corporation (the "Company"), and the subsidiary guarantors named therein (the "Subsidiary Guarantors"), including the Designated Subsidiary Guarantors, with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration by the Company of (i) \$600,000,000 aggregate principal amount of its 8¾% Senior Notes due 2016 (the "Exchange Notes") to be offered in exchange for a like principal amount of the Company's issued and outstanding unregistered 8¾% Senior Notes due 2016 and (ii) the guarantees of the Exchange Notes by the Subsidiary Guarantors (the "Guarantees"). The Exchange Notes and the Guarantees are proposed to be issued in accordance with the terms of the Indenture (the "Indenture"), dated as of July 31, 2009, by and among the Company, certain of the Subsidiary Guarantors party thereto and U.S. Bank National Association, as trustee (the "Trustee"), as supplemented by the First Supplemental Indenture, dated as of February 8, 2010, by and among the Company, certain of the Subsidiary Guarantors party thereto and the Trustee (the "First Supplemental Indenture"), the Second Supplemental Indenture, dated as of March 12, 2010, by and among the Company, the Subsidiary Guarantors party thereto and the Trustee (the "Second Supplemental Indenture"), and the Third Supplemental Indenture, dated as of May 7, 2010, by and among the Company, the Subsidiary Guarantors and the Trustee (the "Third Supplemental Indenture" and together with the First Supplemental Indenture and the Second Supplemental Indenture, the "Supplemental Indentures").

In connection with rendering the opinions set forth below, we have examined the Registration Statement, the Prospectus contained therein, the Indenture, the Supplemental Indentures, the respective Certificates of Incorporation and the respective bylaws of the Designated Subsidiary Guarantors, and resolutions adopted by the respective boards of directors of the Designated Subsidiary Guarantors, and we have made such other investigation as we have deemed appropriate. We have examined and relied upon certificates of public officials and of

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Clarksburg, WV • Martinsburg, WV • Morgantown, WV • Wheeling, WV  
Denver, CO • Lexington, KY • Pittsburgh, PA • Washington, DC

officers of the Designated Subsidiary Guarantors. We have not independently established any of the facts so relied on.

For the purposes of this opinion letter, we further have made the assumptions 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 Designated Subsidiary Guarantors) on each such document are genuine. We also have assumed for purposes of this opinion letter the legal capacity of natural persons and that each party to the documents we have examined or relied on (other than the Designated Subsidiary Guarantors) 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 it. We have not verified any of the foregoing assumptions.

The opinions expressed in this opinion letter are limited to the laws of the Commonwealth of Kentucky (insofar as the opinions relate to Coal-Mac) and the State of West Virginia (insofar as the opinions relate to Mountain Gem), including the applicable provisions of the Kentucky and West Virginia Constitutions, respectively, and reported judicial decisions interpreting those laws. We are not opining on, and we assume no responsibility for, the applicability to or effect on any of the matters covered herein of federal law, the laws of any states other than Kentucky or West Virginia or the laws of any county, municipality or other political subdivision or local governmental agency or authority.

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

1. Coal-Mac is validly existing as a corporation under the laws of the Commonwealth of Kentucky, and Mountain Gem is validly existing as a corporation under the laws of the State of West Virginia.
2. The Designated Subsidiary Guarantors have the requisite corporate power and authority to execute and deliver, and to incur and perform their obligations under the Guarantees to which they are a party.
3. The execution and delivery of the Guarantees by the Designated Subsidiary Guarantors, and the incurrence and performance by the Designated Subsidiary Guarantors of their obligations thereunder in accordance with the Indenture and the Supplemental Indentures have been duly authorized by all requisite corporate action by the Designated Subsidiary Guarantors.
4. The execution and delivery by the Designated Subsidiary Guarantors of the Guarantees (to which each is a party) in accordance with the Indenture and the Supplemental Indentures do not violate any provision of the organizational documents of the Designated

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Subsidiary Guarantors or the applicable law of the Commonwealth of Kentucky, in the case of Coal-Mac, or the State of West Virginia, in the case of Mountain Gem.

5. No governmental approval by any governmental authority of the Commonwealth of Kentucky or the State of West Virginia is required to authorize, or is required for, the execution and delivery of the Guarantees to which the Designated Subsidiary Guarantors are parties.

6. When (a) the Company's outstanding unregistered 8¾% Senior Notes due 2016 have been exchanged in the manner described in the Registration Statement, (b) the Exchange Notes and the Guarantees have been duly executed, authenticated, issued and delivered in accordance with the terms of the Indenture, as supplemented by the Supplemental Indentures, and (c) all applicable provisions of "blue sky" laws have been complied with, the Guarantees to which the Designated Subsidiary Guarantors are parties will be validly issued.

Although attorneys in our firm are licensed to practice law in a variety of jurisdictions, only those admitted to the bars in the Commonwealth of Kentucky and the State of West Virginia have been involved in the issuance of this opinion, and we express no opinion as to the laws of any jurisdiction other than the Commonwealth of Kentucky and the State of West Virginia. The opinions expressed herein are based on laws in effect on the date hereof, which laws are subject to change with possible retroactive effect.

The foregoing opinions are rendered as of the date hereof, and we have not undertaken to supplement this opinion with respect to factual matters or changes in law which may hereafter occur. The opinions expressed in this letter are provided as legal opinions only and not as guaranties or warranties of the matters discussed herein. Subject to the qualifications, limitations, exceptions, restrictions and assumptions set forth herein, K&L Gates LLP may rely on this opinion letter as if it were an addressee hereof on this date for the sole purpose of rendering its opinion letter to the Company, as filed with the Commission as Exhibit 5.1 to the Registration Statement.

The limitations inherent in the role of special local counsel are such that we cannot and have not independently verified and are not passing upon, and do not assume any responsibility for, the accuracy, completeness or fairness of the information included in the Registration Statement or the Prospectus and, except for the opinions contained herein and as specifically provided below, we have not participated in the preparation of any material in connection with the filing by the Company and the Guarantors with the Commission of the Registration Statement with respect to the registration of the Exchange Notes and assume no responsibility for the contents of any such material.

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We hereby consent to the reference to Jackson Kelly PLLC under the caption "Legal Matters" in the Prospectus constituting a part of the Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Yours truly,

/s/ JACKSON KELLY PLLC

JACKSON KELLY PLLC

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**Consent of Independent Registered Public Accounting Firm**

We consent to the reference to our firm under the caption "Experts" in Amendment No. 2 to the Registration Statement on Form S-4 and related Prospectus of Arch Coal, Inc. for the exchange of up to \$600,000,000 of its 8 <sup>3</sup>/<sub>4</sub>% senior notes and to the incorporation by reference therein of our reports dated March 1, 2010, with respect to the consolidated financial statements and schedule of Arch Coal, Inc., and the effectiveness of internal control over financial reporting of Arch Coal, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2009, filed with the Securities and Exchange Commission.

*Ernst + Young LLP*

St. Louis, Missouri

June 17, 2010