

MINGO LOGAN COAL CO
Form S-4
March 01, 2012

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As filed with the Securities and Exchange Commission on March 1, 2012

Registration No. 333-

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

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

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

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

With a copy to:

Robert G. Jones
Senior Vice President Law, General Counsel and Secretary
Arch Coal, Inc.
One CityPlace Drive, Suite 300
St. Louis, Missouri 63141
(314) 994-2700

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

Ronald D. West
Jeffrey W. Acre
K&L Gates LLP
K&L Gates Center
210 Sixth Avenue
Pittsburgh, Pennsylvania 15222
(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.

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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)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
7.000% Senior Notes due 2019	\$1,000,000,000	100%	\$1,000,000,000	\$114,600
Guarantees of 7.000% Senior Notes due 2019(2)				(3)
7.250% Senior Notes due 2021	\$1,000,000,000	100%	\$1,000,000,000	\$114,600
Guarantees of 7.250% Senior Notes due 2021(4)				(5)
Total	\$2,000,000,000	100%	\$2,000,000,000	\$229,200

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f) under the Securities Act of 1933, as amended.

(2) The 7.000% Senior Notes due 2019 are guaranteed by all of the subsidiaries of Arch Coal, Inc. that guarantee indebtedness under its senior secured credit facility, all of which are listed below under "Table of Additional Registrants."

(3) Pursuant to Rule 457(n) under the Securities Act of 1933, as amended, no additional registration fee is payable with respect to the guarantees of the 7.000% Senior Notes due 2019.

(4) The 7.250% Senior Notes due 2021 are guaranteed by all of the subsidiaries of Arch Coal, Inc. that guarantee indebtedness under its senior secured credit facility, all of which are listed below under "Table of Additional Registrants."

(5) Pursuant to Rule 457(n) under the Securities Act of 1933, as amended, no additional registration fee is payable with respect to the guarantees of the 7.250% Senior Notes due 2021.

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.

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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*	State or Other Jurisdiction Of Incorporation	I.R.S. Employer Identification Number	Primary Standard Industrial Classification Code
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
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

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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.

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The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED MARCH 1, 2012

PROSPECTUS

Offer to Exchange

Up to \$1,000,000,000 aggregate principal amount of 7.000% Senior Notes due 2019 (CUSIP No. 039380AE0) which have been registered under the Securities Act of 1933, as amended, for any and all of our outstanding 7.000% Senior Notes due 2019 (CUSIP Nos. 039380AD2 and U0393CAB1); and

Up to \$1,000,000,000 aggregate principal amount of 7.250% Senior Notes due 2021 (CUSIP No. 039380AG5) which have been registered under the Securities Act of 1933, as amended, for any and all of our outstanding 7.250% Senior Notes due 2021 (CUSIP Nos. 039380AF7 and U0393CAC9).

The exchange offer will expire at 12:00 midnight, New York City time, at the end of _____, 2012, unless earlier terminated or extended.

The principal features of the exchange offer are as follows:

We will issue up to \$1,000,000,000 aggregate principal amount of 7.000% Senior Notes due 2019 (the "new 2019 notes") which have been registered under the Securities Act of 1933, as amended (the "Securities Act"), in exchange for any and all of our outstanding 7.000% Senior Notes due 2019 (the "old 2019 notes") that are validly tendered and not withdrawn prior to the expiration of the exchange offer.

We will issue up to \$1,000,000,000 aggregate principal amount of 7.250% Senior Notes due 2021 (the "new 2021 notes" and, collectively with the new 2019 notes, the "exchange notes") which have been registered under the Securities Act, in exchange for any and all of our outstanding 7.250% Senior Notes due 2021 (the "old 2021 notes" and, collectively with the old 2019 notes, the "original notes") that are validly tendered and not withdrawn prior to the expiration of the exchange offer.

You may withdraw tenders of original notes at any time prior to the expiration of the exchange offer.

The terms of the exchange notes are substantially identical to those of the original notes, except that the transfer restrictions, registration rights and provisions relating to additional interest with respect to the original notes generally do not apply to the exchange notes.

The exchange of exchange notes for original notes will not be a taxable transaction for U.S. federal income tax purposes.

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You should read the discussion under the caption "Material U.S. Federal Income Tax Consequences" for more information.

Neither Arch Coal nor any guarantor will receive any proceeds from the exchange offer.

Arch Coal does not intend to apply for listing of the exchange notes on any securities exchange or for inclusion of the exchange notes in any automated quotation system.

You should consider carefully the "Risk Factors" beginning on page 14 of this prospectus before participating in the exchange offer.

Each broker-dealer that receives exchange notes for its own account in the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for original notes where such original notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We and the guarantors have agreed that, starting on the date of the expiration of the exchange offer and ending on the close of business one year after the date of the expiration of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See "Plan of Distribution."

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy 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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The information contained in this prospectus speaks only as of the date of this prospectus unless the information specifically indicates that another date applies. No person has been authorized to give any information or to make any representations other than those contained in this prospectus in connection with the exchange offer described herein and, if given or made, such information or representations must not be relied upon as having been authorized by us. Neither the delivery of this prospectus nor any sale made hereunder shall under any circumstances create an implication that there has been no change in our affairs or that of our subsidiaries since the date hereof.

This prospectus incorporates important business and financial information about Arch Coal and the guarantors that is not included in or delivered with this prospectus. Arch Coal will provide without charge to each person, including any beneficial owner, to whom a copy of this prospectus is delivered, upon the written or oral request of such person, a copy of any or all of the information incorporated by reference into this prospectus, other than exhibits to such information (unless such exhibits are specifically incorporated by reference into the information that this prospectus incorporates). Requests for such copies should be directed to Arch Coal, Inc., One CityPlace Drive, Suite 300, St. Louis, Missouri 63141, Attn. Robert G. Jones. To obtain timely delivery, you must request the information no later than five business days before _____, 2012, the expiration date of the exchange offer.

The exchange notes initially will be represented by permanent global certificates in fully registered form without coupons and will be deposited with a custodian for, and registered in the name of, a nominee of The Depository Trust Company ("DTC"), New York, New York, as depositary.

INDUSTRY AND MARKET DATA

We obtained the market and competitive position data incorporated by reference into this prospectus from our own research, surveys or studies conducted by third parties and industry or general publications. Industry publications and surveys generally state that they have obtained information from sources believed to be reliable, but do not guarantee the accuracy and completeness of such information. While we believe that each of these studies and publications is reliable, we have not independently verified such data, and we make no representation as to the accuracy of such information. Similarly, we believe our internal research is reliable, but it has not been verified by any independent sources. Market and competitive position data involve risks and uncertainties and are subject to change based on various factors, including those discussed under the caption "Risk Factors."

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FORWARD-LOOKING STATEMENTS

Information we have included or incorporated by reference into this prospectus contains or may contain forward-looking statements. These forward-looking statements include, among others, statements of our expected future business and financial performance. The words "anticipates," "believes," "could," "estimates," "expects," "intends," "may," "plans," "predicts," "projects," "seeks," "should," "will" or other comparable words and phrases identify forward-looking statements, which speak only as of the respective dates of such statements. Forward-looking statements, by their nature, address matters that are, to different degrees, uncertain. Actual results may vary significantly from those anticipated due to many factors, including:

market demand for coal and electricity;

geologic conditions, weather, including flooding, and other inherent risks of coal mining that are beyond our control;

competition within our industry and with producers of competing energy sources;

excess production and production capacity;

our ability to acquire or develop coal reserves in an economically feasible manner;

inaccuracies in our estimates of our coal reserves;

availability and price of mining and other industrial supplies;

availability of skilled employees and other workforce factors;

disruptions in the quantities of coal produced by our contract mine operators;

our ability to collect payments from our customers;

defects in title or the loss of a leasehold interest;

railroad, barge, truck and other transportation performance and costs;

our ability to successfully integrate the operations that we acquire;

our ability to secure new coal supply arrangements or to renew existing coal supply arrangements;

our relationships with, and other conditions affecting, our customers;

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the deferral of contracted shipments of coal by our customers;

our ability to service our outstanding indebtedness;

our ability to comply with the restrictions imposed by our credit facility and other financing arrangements;

the availability and cost of surety bonds;

failure by Magnum Coal Company, a subsidiary of Patriot Coal Corporation, to satisfy certain below-market contracts that we guarantee;

our ability to manage the market and other risks associated with certain trading and other asset optimization strategies;

terrorist attacks, military action or war;

our ability to obtain and renew various permits, including permits authorizing the disposition of certain mining waste;

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existing and future legislation and regulations affecting both our coal mining operations and our customers' coal usage, governmental policies and taxes, including those aimed at reducing emissions of elements such as mercury, sulfur dioxides, nitrogen oxides, particulate matter or greenhouse gases;

the accuracy of our estimates of reclamation and other mine closure obligations;

the existence of hazardous substances or other environmental contamination on property owned or used by us; and

other factors, including those discussed in "Risk Factors."

These and other relevant factors, including those risk factors identified in our Annual Report on Form 10-K for the year ended December 31, 2011 and our other filings with the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which are incorporated by reference into this prospectus, should be carefully considered when reviewing any forward-looking statement. See "Where You Can Find More Information."

These factors are not necessarily all of the factors that could affect us. These risks and uncertainties, as well as other risks of which we are not aware or which we currently do not believe to be material, may cause our actual future results to be materially different than those expressed in our forward-looking statements. We do not undertake to update our forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law.

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PROSPECTUS SUMMARY

Except as otherwise indicated or where the context otherwise requires, in this prospectus, "Arch Coal," "the company," "we," "us" and "our" refer to Arch Coal, Inc. and its consolidated subsidiaries. This summary highlights selected information contained elsewhere in this prospectus or incorporated by reference into this prospectus. This summary may not contain all of the information that you should consider before exchanging any of your original notes. You should read the entire prospectus carefully, including the sections entitled "Risk Factors" in this prospectus and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which is incorporated by reference into this prospectus, before making a decision to participate in the exchange offer.

Business Overview

We are one of the world's largest coal producers. For the year ended December 31, 2011 (which includes sales of the former International Coal Group, Inc. ("ICG") after June 14, 2011), we sold approximately 156.9 million tons of coal, including approximately 5.5 million tons of coal we purchased from third parties, representing roughly 14% of the 2011 U.S. coal supply. We sell substantially all of our coal to power plants, steel mills and industrial facilities. At December 31, 2011, we operated, or contracted out the operation of, 46 active mines located in each of the major coal-producing regions of the United States. The locations of our mines and access to export facilities enable us to ship coal to most of the major coal-fueled power plants, industrial facilities and steel mills located within the United States and on four continents worldwide.

We estimate that we owned or controlled approximately 5.33 billion tons of proven and probable recoverable reserves as of December 31, 2011. Of these reserves, approximately 67% consist of compliance coal, or coal which emits 1.2 pounds or less of sulfur dioxide per million Btus upon combustion, while an additional approximately 5% could be sold as low-sulfur coal, or coal which emits 1.6 pounds or less of sulfur dioxide per million Btus upon combustion. The balance is classified as high-sulfur coal. Most of our reserves are suitable for the domestic steam coal markets.

For a further discussion of our business, we urge you to read our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which is incorporated by reference into this prospectus. See "Where You Can Find More Information" in this prospectus.

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Corporate Structure

The following chart shows a summary of the corporate organization of Arch Coal and its direct and indirect ownership interests in its principal subsidiaries. This chart does not show all subsidiaries, including certain intermediate subsidiaries. This chart also indicates whether or not the subsidiaries shown will be guarantors of the exchange notes. Except as indicated otherwise in this chart, each subsidiary is wholly owned by its direct parent.

(1) Our other senior notes consist of Arch Coal's \$600.0 million aggregate principal amount of 8³/₄% Senior Notes due 2016 (the "2016 notes") and \$500.0 million aggregate principal amount of 7¹/₄% Senior Notes due 2020 (the "2020 notes"), in each case guaranteed by our subsidiaries that guarantee indebtedness under our senior secured credit facility.

(2) Ark Land Company holds many of our federal and state coal leases.

(3) Arch Coal Sales Company, Inc. is a party to substantially all of our long-term coal supply arrangements and other coal sales agreements.

(4) These entities represent our operations in the Appalachian region and the Illinois Basin. These entities also guarantee our existing senior notes and our senior secured credit facility. The subsidiaries in this group are Allegheny Land Company, Arch Coal Terminal, Inc., Arch Reclamation Services, Inc., Ashland Terminal, Inc., Bronco Mining Company, 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 ADDCAR Systems, LLC, ICG Beckley, LLC, ICG East Kentucky, LLC, ICG Eastern Land, LLC, ICG Easter, LLC, ICG Hazard Land, LLC, ICG Hazard, LLC, ICG Illinois, LLC,

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ICG Knott County, LLC, ICG Natural Resources, LLC, ICG Tygart Valley, LLC, ICG, Inc., ICG, LLC, 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, Patriot Mining Company, Inc., Powell Mountain Energy, LLC, Simba Group, Inc., Upshur Property, Inc., Vindex Energy Corporation, White Wolf Energy, Inc. and Wolf Run mining Company.

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- (5) These entities are guarantors of the \$450.0 million aggregate principal amount of the 6³/₄% Senior Notes due 2013 (the "Arch Western notes") issued by Arch Western Finance, LLC, an indirect subsidiary of ours. The holders of the Arch Western notes have an unsecured claim against Arch Coal through the pledge of intercompany notes owing to Arch Western Resources, LLC, an indirect subsidiary of ours in which we have a 99% membership interest ("Arch Western Resources"). Such intercompany notes do not benefit from any guarantees by any of the subsidiaries that will initially guarantee the exchange notes. As of December 31, 2011, \$1.5 billion was outstanding under these intercompany notes.
- (6) These entities represent our operations in the Powder River Basin and the Western Bituminous regions. The subsidiaries in this group are Arch Western Bituminous Group, LLC, Arch of Wyoming, LLC, Mountain Coal Company, L.L.C., Thunder Basin Coal Company, L.L.C. and Triton Coal Company, LLC.

Additional Information

We are incorporated under the laws of the State of Delaware. Our principal executive offices are located at One CityPlace Drive, Suite 300, St. Louis, Missouri 63141. Our telephone number is (314) 994-2700. Our Internet address is www.archcoal.com. Information on, or accessible through, our website is not part of or incorporated by reference into this prospectus.

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Summary of the Exchange Offer

On June 14, 2011, we completed the private placement of old 2019 notes in the aggregate principal amount of \$1,000,000,000 and old 2021 notes in the aggregate principal amount of \$1,000,000,000. As part of that private placement, we entered into a registration rights agreement with the initial purchasers of the original notes (the "registration rights agreement") in which we agreed, among other things, to deliver this prospectus to you and to complete an exchange offer for the original notes. Below is a summary of the terms of the exchange offer. For a more complete discussion of the exchange offer, see "The Exchange Offer" in this prospectus.

Original Notes

7.000% Senior Notes due 2019, which were issued on June 14, 2011.

7.250% Senior Notes due 2021, which were issued on June 14, 2011.

Exchange Notes

7.000% Senior Notes due 2019, which have been registered under the Securities Act. The terms of the new 2019 notes are substantially identical to those of the old 2019 notes, except that the transfer restrictions, registration rights and provisions relating to additional interest with respect to the old 2019 notes do not apply to the new 2019 notes.

7.250% Senior Notes due 2021, which have been registered under the Securities Act. The terms of the new 2021 notes are substantially identical to those of the old 2021 notes, except that the transfer restrictions, registration rights and provisions relating to additional interest with respect to the old 2021 notes do not apply to the new 2021 notes.

Exchange Offer

As of the date of this prospectus, there are \$1,000,000,000 aggregate principal amount of old 2019 notes and \$1,000,000,000 aggregate principal amount of old 2021 notes outstanding. We are offering to exchange up to \$1,000,000,000 aggregate principal amount of new 2019 notes in exchange for a like principal amount of old 2019 notes. We also are offering to exchange up to \$1,000,000,000 aggregate principal amount of new 2021 notes in exchange for a like principal amount of old 2021 notes. This exchange offer is intended to satisfy our obligations under the registration rights agreement.

In order to be exchanged, original notes must be properly tendered and accepted. All original notes that are validly tendered and not withdrawn prior to 12:00 midnight, New York City time, at the end of the expiration date of the exchange offer will be exchanged.

Expiration Date

The exchange offer will expire at 12:00 midnight, New York City time, at the end of 2012 (the "expiration date"), unless we earlier terminate or extend the exchange offer in our sole and absolute discretion. We currently do not intend to extend the expiration of the exchange offer.

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Representations

By tendering your original notes, you represent to us that:

you are not our "affiliate," as defined in Rule 405 under the Securities Act;

you are acquiring the exchange notes in the exchange offer in the ordinary course of your business;

you are not engaged in or intend to engage in, and do not have an arrangement or understanding with any person to participate in, a distribution, as defined in the Securities Act, of the exchange notes you will receive in the exchange offer;

you are not holding original notes that have, or are reasonably likely to have, the status of an unsold allotment in the initial offering of original notes; and

you are not acting on behalf of a person who, to your knowledge, falls into one of the above categories.

For further information regarding resales of the exchange notes by participating broker-dealers, see "Plan of Distribution."

Accrued Interest

The exchange notes will bear interest from the most recent date to which interest has been paid on the original notes. If your original notes are accepted for exchange in the exchange offer, you will receive interest on the exchange notes and not on the original notes following the completion of the exchange offer. Any original notes not tendered in the exchange offer will remain outstanding and continue to accrue interest according to their terms following the completion of the exchange offer.

Conditions to the Exchange Offer

The exchange offer is not conditioned upon any minimum aggregate principal amount of original notes being tendered for exchange. The exchange offer is subject to customary conditions. We may assert or waive these conditions in our sole and absolute discretion. See "The Exchange Offer Conditions" for more information regarding the conditions to the exchange offer.

Procedures for Tendering Original Notes

To tender original notes you must deliver a letter of transmittal and deliver the original notes to the exchange agent. Delivery of your original notes may be made by book-entry transfer to the exchange agent's account at DTC. If you hold your original notes in book-entry form through DTC, then in lieu of the procedure for physical delivery of a letter of transmittal and your original notes, you may follow the procedures for DTC's Automated Tender Offer Program ("ATOP").

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Specifically, to tender original notes in the exchange offer by delivery of a letter of transmittal and original notes:

you must complete, sign and date the letter of transmittal, or a facsimile of the letter of transmittal, have the signature on the letter of transmittal guaranteed if the letter of transmittal so requires and deliver the letter of transmittal or facsimile to the exchange agent, including all the required documents, prior to the expiration of the exchange offer; and

either

the exchange agent must receive your original notes along with the letter of transmittal; or

the exchange agent must receive, before expiration of the exchange offer, timely confirmation of book-entry transfer of your original notes into the exchange agent's account at DTC, according to the procedure for book-entry transfer described in "The Exchange Offer Procedures for Tendering Delivery of Letter of Transmittal and Original Notes."

If you hold your original notes in book-entry form through DTC, in lieu of the above procedures:

you may instruct DTC, in accordance with the ATOP system, to transmit on your behalf a computer-generated message to the exchange agent in which the holder of the original notes acknowledges and agrees to be bound by the terms of the letter of transmittal, which computer-generated message must be received by the exchange agent prior to 12:00 midnight, New York City time, at the end of the expiration date; and

the exchange agent must receive, before expiration of the exchange offer, timely confirmation of book-entry transfer of your original notes into the exchange agent's account at DTC, according to the procedure for book-entry transfer described in "The Exchange Offer Procedures for Tendering Automatic Tender Offer Program."

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Special Procedures for Beneficial Owners

If you are a beneficial owner whose original notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and you want to tender original notes in the exchange offer, you should contact the registered owner promptly and instruct the registered holder to tender on your behalf. If you wish to tender on your own behalf, you must, before completing and executing the letter of transmittal and delivering your original notes, either make appropriate arrangements to register ownership of the original notes in your name or obtain a properly completed bond power from the registered holder. See "The Exchange Offer Procedures for Tendering."

Withdrawal Rights

Tenders of original notes may be withdrawn at any time before midnight, New York City time, at the end of the expiration date. Any original notes that you tender and then validly withdraw will be returned without expense to you promptly after the expiration or termination of the exchange offer.

Delivery of Exchange Notes

Subject to the conditions stated in the section "The Exchange Offer Conditions" of this prospectus, we will accept for exchange any and all original notes which are properly tendered in the exchange offer before 12:00 midnight, New York City time, at the end of the expiration date. The exchange notes to be issued in exchange for any properly tendered original notes will be delivered as soon as practicable after the expiration date. If any valid tender of original notes is subsequently validly withdrawn or if we decide for any reason not to accept any original notes tendered for exchange because they have not been tendered properly, the withdrawn or unaccepted original notes will be returned to the tendering holder or credited to the tendering holder's account at DTC, as the case may be, promptly after the expiration or termination of the exchange offer. See "The Exchange Offer General."

Regulatory Approvals

Other than the federal securities laws, there are no federal or state regulatory requirements with which we must comply, and there are no approvals which we must obtain, in connection with the exchange offer.

Material United States Federal Tax Consequences

Your exchange of original notes for exchange notes pursuant to the exchange offer will not be a taxable event for U.S. federal income tax purposes. See "Material United States Federal Tax Consequences."

Exchange Agent

UMB Bank National Association is serving as exchange agent in connection with the exchange offer. The address and telephone number of the exchange agent are listed under the heading "The Exchange Offer Exchange Agent."

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Use of Proceeds

We will not receive any proceeds from the issuance of exchange notes in the exchange offer. See "Use of Proceeds."

Resales

Based on interpretations by the staff of the SEC, as detailed in a series of no-action letters issued to third parties that are not related to us, we believe that the exchange notes to be issued in the exchange offer generally may be offered for resale, resold or otherwise transferred without further compliance with the registration and prospectus delivery provisions of the Securities Act as long as:

you are not our "affiliate," as defined in Rule 405 under the Securities Act;

you are acquiring the exchange notes in the exchange offer in the ordinary course of your business;

you are not engaged in or intend to engage in, and do not have an arrangement or understanding with any person to participate in, a distribution, as defined in the Securities Act, of the exchange notes you will receive in the exchange offer;

you are not holding original notes that have, or are reasonably likely to have, the status of an unsold allotment in the initial offering of original notes; and

you are not acting on behalf of a person who, to your knowledge, falls into one of the above exceptions.

Our belief that transfers of exchange notes would be permitted without registration or prospectus delivery under the conditions described above is based on SEC interpretations given to unrelated issuers in similar exchange offers. We cannot assure you that the SEC would make a similar interpretation with respect to this exchange offer. We do not intend to seek our own interpretation from the SEC with respect to this exchange offer.

Each broker-dealer that receives exchange notes for its own account in exchange for original notes, where such original notes were acquired by such broker-dealer as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. See "Plan of Distribution."

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Consequences of Not Exchanging Original Notes

Original notes that are not properly tendered in the exchange offer will continue to be subject to their existing transfer restrictions. We will have no further obligation, except under limited circumstances, to provide for registration of any resale of such original notes under the Securities Act. In general, you may offer or sell your original notes only if:

the offer and sale of your original notes is registered under the Securities Act and applicable state securities laws;

your original notes are offered or sold under an exemption from registration under the Securities Act and applicable state securities laws; or

your original notes are offered or sold in a transaction not subject to the Securities Act and applicable state securities laws.

We currently do not anticipate that we will register any resales of original notes under the Securities Act. See "The Exchange Offer Consequences of Failure to Tender."

Registration Rights Agreement

On the date of the initial issuance of the original notes, we entered into the registration rights agreement for the benefit of all of the holders of the original notes. Under the terms of the registration rights agreement, we agreed to file with the SEC a registration statement relating to an offer to exchange the original notes for substantially similar notes. This exchange offer is being conducted to satisfy our obligations under the registration rights agreement.

If we do not, among other things, complete the exchange offer within 365 days of June 14, 2011, the interest rate borne by the old notes will be increased at a rate of 0.25% per annum with respect to the first 90-day period following such deadline and an additional 0.25% per annum with respect to each subsequent 90-day period, up to a maximum of 1.00% per annum, until the registration default has been cured.

Under some circumstances set forth in the registration rights agreement, holders of original notes, including holders who are not permitted to participate in the exchange offer or who may not freely sell exchange notes received in the exchange offer, may require us to file, and cause to become effective, a shelf registration statement covering resales of the original notes by these holders.

A copy of the registration rights agreement is incorporated by reference as an exhibit to the registration statement of which this prospectus is a part. See "Description of the Exchange Notes Registration Rights."

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Risk Factors

You should consider carefully the information set forth in the section of this prospectus entitled "Risk Factors Risks Related to the Exchange Offer" and all the other information included in or incorporated by reference into this prospectus in deciding whether to participate in the exchange offer.

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Summary of the Terms of the Exchange Notes

The following is a summary of the terms of the exchange notes. The form and terms of the exchange notes are identical in all material respects to those of the applicable original notes, except that the exchange notes are registered under the Securities Act and the transfer restrictions, registration rights and additional interest provisions applicable to the original notes do not apply to the exchange notes. The exchange notes will be governed by the same indenture as the original notes. For a more complete description of the terms of the exchange notes, see "Description of The Exchange Notes."

Issuer	Arch Coal, Inc.
Securities Offered	Up to \$1,000,000,000 aggregate principal amount of 7.000% Senior Notes due 2019. Up to \$1,000,000,000 aggregate principal amount of 7.250% Senior Notes due 2021.
Maturity Date	June 15, 2019, in the case of the new 2019 notes. June 15, 2021, in the case of the new 2021 notes.
Interest	Interest on the exchange notes will be payable semi-annually in arrears on each June 15 and December 15, beginning on December 15, 2011.
Ranking and Guarantees	<p>All of our subsidiaries that guarantee indebtedness under our senior secured credit facility will initially guarantee the exchange notes. The guarantees may be released under certain circumstances.</p> <p>The exchange notes will rank equal in right of payment to all of our existing and future unsecured unsubordinated indebtedness and senior in right of payment to all future subordinated indebtedness. The exchange notes, however, will be effectively subordinated to our secured obligations to the extent of the collateral securing such obligations. Additionally, the exchange notes will be effectively subordinated to all liabilities, including trade payables, of any of our subsidiaries that are not guarantors.</p> <p>The guarantees will rank equal in right of payment with all existing and future unsecured unsubordinated indebtedness of the guarantors. In addition, the guarantees will be effectively subordinated to all of the guarantors' secured obligations to the extent of the collateral securing such obligations.</p> <p>As of December 31, 2011:</p> <p>Arch Coal, Inc. had \$4.0 billion of indebtedness outstanding on a consolidated basis, \$481.3 million of which was secured indebtedness, excluding \$1.7 billion of intercompany notes owned by Arch Western Resources, which are pledged for the benefit of the holders of the Arch Western notes;</p>

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on a combined basis, the guarantors had total outstanding indebtedness of \$4.6 million, excluding guarantees of our senior secured credit facility, the original notes, the 2016 notes and the 2020 notes; and

on a combined basis, the subsidiaries that are not guaranteeing the exchange notes had total outstanding indebtedness of \$557.3 million, consisting of the Arch Western notes and \$106.3 million of borrowings under our accounts receivable securitization program and excluding \$225.0 million owed to Arch Coal pursuant to an intercompany note, and \$1.3 billion of total liabilities (excluding the intercompany note).

Optional Redemption

We may redeem some or all of the new 2019 notes, at our option, at any time on or after June 15, 2015, at the redemption prices described under "Description of the Exchange Notes Optional Redemption," plus accrued and unpaid interest, if any, to the date of redemption. Prior to June 15, 2015, we may redeem some or all of the new 2019 notes, at our option, at a make-whole price described under "Description of the Exchange Notes Optional Redemption," plus accrued and unpaid interest, if any, to the date of redemption.

We may redeem some or all of the new 2021 notes, at our option, at any time on or after June 15, 2016, at the redemption prices described under "Description of the Exchange Notes Optional Redemption," plus accrued and unpaid interest, if any, to the date of redemption. Prior to June 15, 2016, we may redeem some or all of the new 2021 notes, at our option, at a make-whole price described under "Description of the Exchange Notes Optional Redemption," plus accrued and unpaid interest, if any, to the date of redemption.

At any time prior to June 15, 2014, we may redeem up to 35% of the aggregate principal amount of each series of notes, plus accrued and unpaid interest, if any, to the date of the redemption, with the net proceeds from certain equity offerings. All redemption provisions, including prices, are discussed under the caption "Description of the Exchange Notes Optional Redemption."

Change of Control

If a change of control of our company occurs, we must give holders the opportunity to sell their exchange notes to us at 101% of their principal amount, plus accrued and unpaid interest.

We might not be able to pay the required price for exchange notes presented to us at the time of a change of control because:

we might not have enough funds at the time; or

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the terms of our other debt may prevent us from paying for the exchange notes.

Certain Covenants

The covenants contained in the indenture governing the exchange notes, among other things, limit our ability and the ability of our restricted subsidiaries to:

incur more debt;

pay dividends and make distributions or repurchase stock;

make investments;

create liens;

sell assets;

enter into agreements affecting the ability of restricted subsidiaries to make distributions, loans or advances to us;

engage in transactions with our affiliates; and

merge or consolidate or transfer and sell assets.

These covenants are subject to a number of important exceptions, limitations and qualifications that are described under "Description of the Exchange Notes."

Many of the restrictive covenants will terminate if the notes achieve an investment grade rating from both Moody's Investors Service, Inc. ("Moody's") and Standard & Poor's Ratings Services ("Standard & Poor's") and no default or event of default has occurred and is continuing under the indenture. Covenants that cease to apply as a result of achieving these ratings will not be restored, even if the credit ratings assigned to the notes later fall below investment grade. See "Description of the Exchange Notes Certain Covenants Covenant Termination."

No Established Trading Market

We do intend to list the exchange notes on any securities exchange or include the exchange notes in any automated quotation system. We cannot assure you that an active or liquid trading market for the exchange notes will develop. If an active or liquid trading market for the exchange notes does not develop, the market price and liquidity of the exchange notes may be adversely affected. See "The Exchange Offer Consequences of Failure to Tender."

Risk Factors

You should consider carefully the information set forth in the section of this prospectus entitled "Risk Factors Risks Related to the Exchange Notes" and all the other information included in or incorporated by reference into this prospectus in deciding whether to participate in the exchange offer.

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RISK FACTORS

You should carefully consider the following risk factors in addition to the other information included in and incorporated by reference into this prospectus before tendering your original notes in the exchange offer. In particular, you should carefully consider the matters discussed under "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and in other documents which we subsequently file with the SEC, which are incorporated by reference into this prospectus. If any of the following risks actually occur, our business, financial condition, prospects, results of operations or cash flow could be materially and adversely affected. Additional risks or uncertainties not currently known to us, or that we currently deem immaterial, may also impair our business operations. We cannot assure you that any of the events discussed below will not occur, and if such events do occur, you may lose all or part of your investment in the exchange notes. The risks discussed below also include forward-looking statements and our actual results may differ substantially from those discussed in these forward-looking statements. See "Forward Looking Statements."

Risks Related to the Exchange Offer

You may have difficulty selling any original notes that you do not exchange.

If you do not exchange all of your original notes for exchange notes pursuant to the exchange offer, the original notes that you continue to hold after we have completed the exchange offer will continue to be subject to the currently existing transfer restrictions. The original notes may not be offered, sold or otherwise transferred, except in compliance with the registration requirements of the Securities Act, pursuant to an exemption from registration under the Securities Act or in a transaction not subject to the registration requirements of the Securities Act, and, in any case, in compliance with applicable state securities laws. We do not anticipate that we will register any resales of the original notes under the Securities Act, except as may be required under the registration rights agreement. After the exchange offer is consummated, the trading market for the remaining untendered original notes may be small and inactive. Consequently, you may find it difficult to sell any original notes you continue to hold because there will be fewer original notes outstanding.

Some holders of the exchange notes may be required to comply with the registration and prospectus delivery requirements of the Securities Act.

If you exchange your original notes in the exchange offer for the purpose of participating in a distribution of the exchange notes, you may be deemed to have received restricted securities and, if so, you will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction. In addition, a broker-dealer that purchased original notes for its own account as part of market-making or trading activities must deliver a prospectus when it resells the exchange notes it receives in the exchange offer. Our obligation to make this prospectus available to broker-dealers is limited. We cannot assure you that a proper prospectus will be available to broker-dealers wishing to resell their exchange notes. Further, any commission or concessions received by a broker-dealer in connection with any resale of exchange notes may be deemed to be underwriting compensation under the Securities Act.

Failure to comply with the exchange offer procedures could prevent a holder from exchanging its original notes.

Holders of the original notes are responsible for fully complying with all exchange offer procedures. The issuance of exchange notes in exchange for original notes will only occur upon completion of the procedures described in this prospectus under "The Exchange Offer." Therefore, holders of original notes who wish to exchange them for exchange notes should allow sufficient time for

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timely completion of the exchange procedures. Neither we nor the exchange agent are obligated to extend the offer or notify you of any failure to follow the proper procedures.

Risks Related to the Exchange Notes

We have a substantial amount of debt, which limits our flexibility and imposes restrictions on us, and a downturn in economic or industry conditions may materially affect our ability to meet our future financial commitments and liquidity needs.

We have, and after this exchange offer will continue to have, a substantial amount of indebtedness. As of December 31, 2011, we had consolidated indebtedness of approximately \$4.0 billion outstanding, representing approximately 53% of our total capitalization. Our ability to satisfy our debt, lease and royalty obligations, and our ability to refinance our indebtedness, will depend upon our future operating performance, which will be affected by prevailing economic conditions in the markets that we serve and financial, business and other factors, many of which are beyond our control. We may be unable to generate sufficient cash flow from operations and future borrowings or other financing may be unavailable in an amount sufficient to enable us to fund our future financial obligations or our other liquidity needs.

The amount and terms of our debt could have material consequences to our business, including, but not limited to:

limiting our ability to obtain additional financing to fund growth, such as new lease-by-application acquisitions or other mergers and acquisitions, working capital, capital expenditures, debt service requirements or other cash requirements;

exposing us to the risk of increased interest costs if the underlying interest rates rise;

limiting our ability to invest operating cash flow in our business due to existing debt service requirements;

making it more difficult to obtain surety bonds, letters of credit or other financing, particularly during weak credit markets;

causing a decline in our credit ratings;

limiting our ability to compete with companies that are not as leveraged and that may be better positioned to withstand economic downturns;

limiting our ability to acquire new coal reserves and/or plant and equipment needed to conduct operations; and

limiting our flexibility in planning for, or reacting to, and increasing our vulnerability to, changes in our business, the industry in which we compete and general economic and market conditions.

If we further increase our indebtedness, the related risks that we now face, including those described above, could intensify. In addition to the principal repayments on our outstanding debt, we have other demands on our cash resources, including capital expenditures and operating expense. Our ability to pay our debt depends upon our operating performance. In particular, economic conditions could cause our revenues to decline and hamper our ability to repay our indebtedness. If we do not have enough cash to satisfy our debt service obligations, we may be required to refinance all or part of our debt, sell assets or reduce our spending. We may not be able to, at any given time, refinance our debt or sell assets on terms acceptable to us or at all.

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We are a holding company and depend on our subsidiaries to generate sufficient cash flow to meet our debt service obligations, including payments on the exchange notes.

We are a holding company, and substantially all of our consolidated assets are held by our subsidiaries. As a holding company, we conduct substantially all of our business through our subsidiaries. Accordingly, our cash flows and ability to meet our debt service obligations, including payments on the exchange notes, are largely dependent upon the earnings of our subsidiaries and the payment of such earnings to us in the form of dividends, distributions, loans or otherwise, and repayment of such loans or advances from us. These subsidiaries are separate and distinct legal entities, and we may not exercise sufficient control to cause them to provide us with funds for our payment obligations, whether by dividends, distributions, loans or otherwise. The ability of our subsidiaries to pay dividends or make other advances or transfer of funds will depend on their respective results of operations and may be restricted by, among other things, applicable law and contractual provisions limiting the amount of funds available to make dividends and agreements of those subsidiaries. For example, Arch Western Resources and its subsidiaries may only distribute or advance funds to us out of available cash, as defined in the indenture governing the Arch Western notes. In addition, the subsidiary of BP p.l.c. which owns a 1% membership interest in Arch Western Resources (the "BP Member") is entitled to receive cumulative preferred return distributions, with the preferred return being equal to an annual rate of 4% and calculated based on the BP Member's preferred capital account balance, which was approximately \$2.4 million at December 31, 2011. Also, the BP Member's consent is required prior to any distribution by Arch Western Resources if Arch Western Resources, at that time, has a debt rating less favorable than Ba3 from Moody's or BB- from Standard & Poor's or fails to maintain an interest ratio of not greater than 3.0:1 and an indebtedness ratio of not greater than 3.5:1.

The exchange notes and the related guarantees will not be secured by any of our assets and therefore will be effectively subordinated to our existing and future secured indebtedness.

The exchange notes and the related guarantees will be general unsecured obligations ranking effectively junior in right of payment to all existing and future secured debt, including under our senior secured credit facility, to the extent of the collateral securing such debt. In addition, the indenture governing the exchange notes permits the incurrence of additional debt, some of which may be secured debt. In the event that Arch Coal or a guarantor is declared bankrupt, becomes insolvent or is liquidated or reorganized, creditors whose debt is secured by assets of Arch Coal or the guarantor, as the case may be, will be entitled to the remedies available to secured holders under applicable laws, including the foreclosure of the collateral securing such debt, before any payment may be made with respect to the exchange notes or the affected guarantees. As a result, there may be insufficient assets to pay amounts due on the exchange notes, and holders of the exchange notes may receive less, ratably, than holders of secured indebtedness. As of December 31, 2011, the total amount of secured debt that we had outstanding was \$481.3 million, consisting entirely of amounts under our senior secured credit facility and our accounts receivable securitization program. We may also incur additional senior secured indebtedness.

The exchange notes are structurally subordinated to the existing and future liabilities of our subsidiaries that do not guarantee the exchange notes to the extent of the assets of such non-guarantor subsidiaries.

Some of our subsidiaries, including Arch Western Resources and its subsidiaries, will not guarantee the exchange notes. As a result, the exchange notes will be structurally subordinated to all existing and future liabilities of our subsidiaries that do not guarantee the exchange notes. Therefore, our rights and the rights of our creditors to participate in the assets of any subsidiary in the event that such a subsidiary is liquidated or reorganized are subject to the prior claims of such subsidiary's creditors. As a result, all indebtedness and other liabilities, including trade payables, of the non-guarantor

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subsidiaries, whether secured or unsecured, must be satisfied before any of the assets of such subsidiaries would be available for distribution, upon a liquidation or otherwise, to us in order for us to meet our obligations with respect to the exchange notes. To the extent that we may be a creditor with recognized claims against any subsidiary, our claims would still be subject to the prior claims of such subsidiary's creditors to the extent that they are secured or senior to those held by us. Our subsidiaries may incur additional indebtedness and other liabilities.

As of December 31, 2011, our non-guarantor subsidiaries had approximately \$557.3 million of total indebtedness, consisting of the Arch Western notes and \$106.3 million of borrowings under our accounts receivable securitization program and excluding \$225.0 million owed to Arch Coal pursuant to an intercompany note. The non-guarantor subsidiaries represented approximately 53% of our consolidated revenues for the year ended December 31, 2011 and at December 31, 2011 represented approximately 21% of our consolidated assets (excluding intercompany receivables).

Our ability to generate the significant amount of cash needed to pay interest and principal on the exchange notes and service our other debt and financial obligations and our ability to refinance all or a portion of our indebtedness or obtain additional financing depends on many factors beyond our control.

Our ability to make payments on and to refinance our indebtedness, including the exchange notes, depends on our ability to generate cash in the future. We are subject to general economic, climatic, industry, financial, competitive, legislative, regulatory and other factors that are beyond our control. In particular, economic conditions could cause the price of coal to fall, our revenue to decline and hamper our ability to repay our indebtedness, including the exchange notes. As a result, we may need to refinance all or a portion of our indebtedness, including the exchange notes, on or before maturity. Our ability to refinance debt or obtain additional financing will depend on, among other things:

our financial condition at the time;

restrictions in the indenture governing the exchange notes and any other indebtedness; and

other factors, including financial market or coal industry conditions.

We may not be able to refinance any of our indebtedness, including the exchange notes, on commercially reasonable terms, or at all. If our operations do not generate sufficient cash flow from operations, and additional borrowings or refinancings are not available to us, we may not have sufficient cash to enable us to meet all of our obligations, including payments on the exchange notes.

The terms of the agreements governing our indebtedness contain significant restrictions that limit our operating and financial flexibility.

The indenture governing the original notes and the exchange notes and the agreements governing our and our subsidiaries' other indebtedness contain various covenants and other restrictions that limit our ability and the ability of our restricted subsidiaries to engage in specified types of transactions. These covenants and other restrictions limit our and our restricted subsidiaries' ability to, among other things:

incur additional indebtedness;

pay dividends on, repurchase or make distributions in respect of capital stock or make restricted payments;

borrow the full amount under our credit facilities;

make investments;

create liens;

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issue and sell capital stock of subsidiaries;

sell or transfer assets;

enter into restrictions affecting the ability of restricted subsidiaries to make distributions, loans or advances to us;

engage in transactions with affiliates;

enter into sale and leasebacks; and

consolidate, merge, sell or otherwise dispose of all or substantially all of our assets.

These restrictions on operations and financings, as well as those that may be contained in future debt agreements, may limit our ability to execute preferred business strategies. Moreover, if our operating results fall below current levels, we may be unable to comply with these covenants. If that occurs, our lenders, including holders of exchange notes, could accelerate the payment obligations with respect to that debt. If the payment obligations with respect to that debt are accelerated, we may not be able to repay all of that debt, in which case the indebtedness represented by your exchange notes may not be fully repaid, if it is repaid at all.

Despite our current levels of debt, we may still be able to incur substantially more debt. This could further exacerbate the risks associated with our substantial debt.

We may be able to incur additional debt in the future, including debt that is senior to your exchange notes. The terms of our senior secured credit facility, the indenture governing our outstanding 2016 notes and 2020 notes and the indenture governing the original notes and the exchange notes allow us to incur substantial amounts of additional debt, subject to certain limitations. As of December 31, 2011, we had availability of approximately \$901.4 million under all lines of credit, as limited by customary financial covenants that may limit our total debt based on defined earnings measurements. If new debt is added to our current debt levels, the related risks we could face would be magnified.

If the exchange notes become rated investment grade by both Standard & Poor's and Moody's, certain covenants contained in the indenture governing the exchange notes will be terminated, and you will lose the protection of these covenants permanently, even if the exchange notes subsequently fall back below investment grade.

The indenture governing the exchange notes contains certain covenants that permanently will cease to be in effect from and after the first date when the exchange notes are rated investment grade by both Standard & Poor's and Moody's. These covenants restrict, among other things, our ability and the ability of our subsidiaries to:

incur additional debt;

make distributions;

sell capital stock or other assets; and

engage in transactions with affiliates.

Because these restrictions will not apply when the exchange notes are rated investment grade, we will be able to incur additional debt and consummate transactions that may impair our ability to satisfy our obligations with respect to the exchange notes. These covenants will not be restored even if the credit ratings assigned to the exchange notes subsequently below investment grade.

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We may be unable to repurchase exchange notes in the event of a change of control as required by the indenture governing the exchange notes.

Upon the occurrence of certain kinds of change of control events specified in the indenture governing the exchange notes, you will have the right, as a holder of the exchange notes, to require us to repurchase all of your exchange notes at a repurchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of repurchase. Holders of original notes that remain outstanding after completion of the exchange offer and holders of our 2016 notes and 2020 notes also will have the right to require us to repurchase their original notes, 2016 notes and 2020 notes, as the case may be, at a repurchase price equal to 101% upon the occurrence of any of those specified change of control events. Any change of control also would constitute a default under our senior secured credit facility. Therefore, upon the occurrence of a change of control, the lenders under our senior secured credit facilities would have the right to accelerate the payment obligations with respect to outstanding loans under our senior secured credit facility, and if so accelerated, we would be required to pay all of our outstanding obligations under such facility. We may not be able to pay you the required price for your exchange notes at that time because we may not have available funds to pay the repurchase price. In addition, the terms of other existing or future debt may prevent us from paying you. There can be no assurance that we would be able to repay such other debt or obtain consents from the holders of such other debt to repurchase your exchange notes. Any requirement to offer to purchase any outstanding exchange notes may result in us having to refinance our outstanding indebtedness, which we may not be able to do. In addition, even if we were able to refinance our outstanding indebtedness, such financing may be on terms unfavorable to us.

Federal and state fraudulent conveyance laws may permit a court to void the exchange notes and the related guarantees, and, if that occurs, you may not receive any payments on the exchange notes.

The issuance of the exchange notes and the related guarantees may be subject to review under federal and state fraudulent conveyance statutes. While the relevant laws may vary from state to state, under such laws the payment of consideration generally will be a fraudulent conveyance if:

it was paid with the intent of hindering, delaying or defrauding creditors;

we or any of the guarantors received less than fair consideration in return for issuing either the exchange notes or a guarantee, as applicable, and either:

we or the guarantor was insolvent, on the eve of insolvency or rendered insolvent by reason of the incurrence of the indebtedness; or

payment of the consideration left us or the guarantor with an unreasonably small amount of capital to carry on the business; or

we or the guarantor intended to, or believed that we or it would, incur debts beyond our or its ability to pay the debt.

A court would likely find that we or a guarantor did not receive reasonably equivalent value or fair consideration for the exchange notes or any of such guarantees if we or the applicable guarantor did not substantially benefit directly or indirectly from the issuance of the exchange notes or the applicable guarantee. As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or antecedent debt is secured or satisfied. We cannot be certain as to the standards a court would use to determine whether or not we or the guarantors were solvent at the relevant time or, regardless of the standard that a court uses, that the issuance of the

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guarantees would not be further subordinated to our or any of the guarantors' other debt. Generally, however, an entity would be considered insolvent if, at the time it incurred indebtedness:

the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all its assets;

the present fair saleable value of its assets was less than the amount that would be required to pay its probably liability on its existing debts, including contingent liabilities as they become absolute and mature; or

it could not pay its debts as they become due.

If a court were to find that the issuance of the exchange notes or a related guarantee was a fraudulent conveyance, the court could void the payment obligations under the exchange notes or such guarantee or subordinate the exchange notes or such guarantee to presently existing and future indebtedness, or require the holders of the exchange notes to repay any amounts received with respect to the exchange notes or such guarantee. In the event of a finding that a fraudulent conveyance occurred, you may not receive any repayment on the exchange notes. Further, the voidance of the exchange notes or a related guarantee could result in an event of default with respect to our other debt that could result in acceleration of the payment obligations with respect to that debt.

Although each guarantee entered into by a guarantor will contain a provision intended to limit that guarantor's liability to the maximum amount that it could incur without causing the incurrence of obligations under its guarantee to be a fraudulent transfer, this provision may not be effective to protect those guarantees from being voided under fraudulent transfer law, or may reduce that guarantor's obligation to an amount that effectively makes its guarantee worthless. In a recent Florida bankruptcy case, this kind of provision was found to be ineffective to protect guarantees. We do not know if that case will be followed if there is litigation on this point under the indenture governing the exchange notes. However, if it is followed, the risk that the guarantees will be found to be fraudulent conveyances will be significantly increased.

Your ability to transfer the exchange notes may be limited by the absence of an active trading market, and an active trading market may not develop for the exchange notes.

The exchange notes are an issue of securities for which there is no established trading market. We do not intend to list the exchange notes on any national or regional securities exchange or seek approval for quotation through any automated quotation system. An active trading market may not develop for the exchange notes. Subsequent to their initial issuance, the exchange notes may trade at a discount from the initial offering price of the original notes, depending upon prevailing interest rates, the market for similar notes, our operating performance and financial condition and other factors.

Table of Contents**USE OF PROCEEDS**

This exchange offer is intended to satisfy our obligations under the registration rights agreement. We will not receive any cash proceeds from the issuance of the exchange notes. In consideration for issuing the exchange notes as described in this prospectus, we will receive the original notes in like principal amount, the form and terms of which are the substantially the same as the form and terms of the exchange notes, except as otherwise described in this prospectus. The original notes surrendered in exchange for exchange notes will be retired and canceled upon consummation of the exchange offer and cannot be reissued. Accordingly, no additional incremental debt will result from the exchange offer. We have agreed to pay all expenses incidental to the exchange offer other than commissions and concessions of any broker or dealer and certain transfer taxes and will indemnify holders of the notes, including any broker-dealers, against certain liabilities, including liabilities under the Securities Act.

We received approximately \$1,958.2 million in net proceeds in the aggregate from the offering of the original notes on June 14, 2011, after deducting fees and expenses related to the offering of the original notes. We used the net proceeds from the issuance and sale of the original notes and our concurrent common stock offering and borrowings under our senior secured credit facility to fund our acquisition of ICG and to pay related fees and expenses.

RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERENCE DIVIDENDS

The table below sets forth our ratio of earnings to combined fixed charges and preference dividends on a consolidated basis for each of the time periods indicated.

	Year Ended December 31,				
	2011	2010	2009	2008	2007
Ratio of earnings to combined fixed charges and preference dividends(1)	1.49x	2.17x	1.26x	4.91x	2.37x

- (1) Earnings consist of income from operations before income taxes and are adjusted to include only distributed income from affiliates accounted for on the equity method and fixed charges (excluding capitalized interest). Fixed charges consist of interest incurred on indebtedness, the portion of operating lease rentals deemed representative of the interest factor and the amortization of debt expense.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

The selected historical consolidated financial data is derived from our audited consolidated financial statements as of December 31, 2011 and 2010 and for the years ended December 31, 2011, 2010 and 2009, which are incorporated by reference into this prospectus. The selected historical consolidated financial data of Arch Coal as of December 31, 2009, 2008 and 2007 and for the years ended December 31, 2008 and 2007 is derived from audited consolidated financial statements which are not incorporated by reference into this prospectus.

The historical results presented below are not necessarily indicative of results that you can expect for any future period. You should read this table in conjunction with our audited consolidated financial statements, including the related notes thereto, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" incorporated by reference into this prospectus from our Annual Report on Form 10-K for the year ended December 31, 2011.

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	Year Ended December 31,				
	2011(1)	2010(2)(3)	2009(4)	2008	2007(5)
	(Amounts in thousands, except per share data)				
Statement of Operations Data:					
Revenues	\$ 4,285,895	\$ 3,186,268	\$ 2,576,081	\$ 2,983,806	\$ 2,413,644
Change in fair value of coal derivatives and trading activities, net	2,907	(8,924)	12,056	55,093	7,292
Acquisition and transaction costs	(54,676)		(13,726)		
Income from operations	413,576	323,984	123,714	461,270	230,631
Non-operating expenses	(51,448)	(6,776)			(2,273)
Net income attributable to Arch Coal	141,683	158,857	42,169	354,330	174,929
Basic earnings per common share	\$ 0.75	\$ 0.98	\$ 0.28	\$ 2.47	\$ 1.23
Diluted earnings per common share	\$ 0.74	\$ 0.97	\$ 0.28	\$ 2.45	\$ 1.21
Balance Sheet Data:					