

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:

ARCH COAL, INC., *et al.*,

Debtors.¹

Chapter 11
Case No. 16-40120-705

(Jointly Administered)

Objection Deadline:
June 2, 2016

Hearing Date and Time:
June 9, 2016, 10:00 a.m.
(Prevailing Central Time)

Hearing Location:
Courtroom 7 South

**NOTICE OF THE DEBTORS' MOTION FOR AN ORDER EXTENDING THE
DEBTORS' EXCLUSIVE PERIODS WITHIN WHICH TO FILE A PLAN OF
REORGANIZATION AND SOLICIT VOTES THEREON**

PLEASE TAKE NOTICE that this motion is scheduled for hearing on June 9, 2016, at 10:00 a.m. (prevailing Central Time), in Bankruptcy Courtroom 7 South, in the Thomas F. Eagleton U.S. Courthouse, 111 South Tenth Street, St. Louis, Missouri 63102.

WARNING: ANY RESPONSE OR OBJECTION TO THIS MOTION MUST BE FILED WITH THIS COURT BY JUNE 2, 2016. A COPY MUST BE PROMPTLY SERVED UPON THE UNDERSIGNED. FAILURE TO FILE A TIMELY RESPONSE MAY RESULT IN THE COURT GRANTING THE RELIEF REQUESTED PRIOR TO THE HEARING DATE.

¹ The Debtors are listed on Schedule 1 attached hereto. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors' chapter 11 petitions.

DEBTORS' MOTION FOR AN ORDER EXTENDING THE DEBTORS' EXCLUSIVE PERIODS WITHIN WHICH TO FILE A PLAN OF REORGANIZATION AND SOLICIT VOTES THEREON

NOW COME Arch Coal, Inc. and its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”) and move this Court for entry of an order extending by 120 days each of (i) the exclusive period for the Debtors to file a chapter 11 plan (the “**Exclusive Filing Period**”), from May 10, 2016 to September 7, 2016 and (ii) the exclusive period for the Debtors to solicit acceptances thereof (the “**Exclusive Solicitation Period**” and, together with the Exclusive Filing Period, the “**Debtors’ Exclusive Periods**”), from July 9, 2016 to November 6, 2016. In support of this motion (the “**Motion**”), the Debtors show the Court as follows:

Relief Requested

1. By this Motion, and pursuant to section 1121(d) of title 11 of the United States Code (the “**Bankruptcy Code**”), the Debtors seek entry of an order (the “**Proposed Order**”)² extending by 120 days each of the Debtors’ Exclusive Periods. The Debtors seek these extensions to ensure that their plan of reorganization best addresses the interests of the Debtors and their employees, creditors and estates.

Jurisdiction

2. This Court has jurisdiction over this Motion under 28 U.S.C. § 1334. Venue of this proceeding is proper pursuant to 28 U.S.C. § 1409. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

² A copy of the Proposed Order will be provided to the Notice Parties (as defined below) and made available on the Debtors’ Case Information Website at <https://cases.primeclerk.com/archcoal>.

Background

3. The Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code on January 11, 2016 (the “**Petition Date**”).

4. The Debtors have continued in possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or examiner.

5. The Debtors’ cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the *Order Directing Joint Administration of Chapter 11 Cases* entered by this Court in each of the Debtors’ cases on January 13, 2016 [ECF No. 67].

6. The Court entered the *Order Establishing Certain Notice, Case Management and Administrative Procedures* on January 21, 2016 [ECF No. 155] (the “**Case Management Order**”).

7. Additional information about the Debtors’ businesses and the events leading up to the Petition Date can be found in the *Declaration of John T. Drexler, Senior Vice President and Chief Financial Officer of Arch Coal, Inc.*, filed on the Petition Date [ECF No. 3], which is incorporated herein by reference.

The Debtors’ Restructuring Efforts

8. On May 5, 2016, the Debtors filed (i) the *Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [ECF No. 760] (as may be amended, restated or otherwise modified, the “**Plan**”) and (ii) the *Disclosure Statement for the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, restated or otherwise modified, the “**Disclosure Statement**”) [ECF No. 761]. The Plan and Disclosure Statement were filed in accordance with the milestones contained in that certain Restructuring

Support Agreement, dated as of January 10, 2016, between the Debtors and holders of more than 50% of their first lien credit facility debt (the “**RSA**”) and the Debtors’ postpetition financing facility (the “**DIP Facility**”). A hearing to approve the adequacy of the Disclosure Statement is currently scheduled for June 9, 2016, and the Debtors remain on track to confirm the Plan in September of 2016, in accordance with the milestones set forth in the RSA and the DIP Facility. The Debtors remain focused on reaching consensus on a plan of reorganization among their creditors while continuing to advance toward an expeditious confirmation and consummation of the Plan.

9. In addition to the substantial efforts required to prepare and file the Plan and Disclosure Statement and to operate their businesses in chapter 11, the Debtors have worked diligently on multiple fronts to maintain the stability of their businesses and enhance the profitability of their operations using the tools available to them under the Bankruptcy Code, with a focus on maximizing creditor recoveries, continuing to operate safe and environmentally sound mine sites and preserving jobs and benefits for thousands of families. The Debtors and their advisors have also dedicated significant time and resources to, among other things, (a) obtaining approval of a \$275 million debtor-in-possession credit facility on appropriate terms, permitting the financing of the Debtors’ operations during these chapter 11 cases, (b) obtaining approval of various other critical early case relief, (c) negotiating and obtaining court approval of a stipulation to provide financial assurances to the State of Wyoming with respect to certain mine reclamation obligations; (d) negotiating, obtaining court approval of and consummating the sale of Debtor ICG Knott County, LLC; (e) beginning the process of analyzing thousands of leases and executory contracts to identify those that are beneficial to the Debtors’ estates and should be assumed and those that should be rejected, (f) responding to a multitude of creditor, supplier and

customer inquiries, (g) finalizing and filing the Debtors' schedules of assets, liabilities and executory contracts and unexpired leases, and their statements of financial affairs (collectively, the "**Schedules and Statements**"), (h) establishing a bar date for the filing of claims and (i) engaging in negotiations with critical vendors and contract counterparties.

10. The Debtors' goal is, of course, to confirm a plan of reorganization that will receive broad-based support from all of their constituencies. Additional work and progress is necessary in connection with the continued negotiation of such a plan of reorganization. Accordingly, the Debtors are seeking a 120-day extension of the Debtors' Exclusive Periods, which is both reasonable as compared to extensions approved by this and other courts as well as sufficient to allow the Debtors to confirm and consummate a plan of reorganization on the timeline contemplated by the RSA.

Basis for Relief

11. Pursuant to section 1121(d)(1) of the Bankruptcy Code, this Court may extend a debtor's exclusive periods upon a demonstration of cause:

Subject to paragraph (2)³, on request of a party in interest made within the respective periods specified in subsections (b) and (c) of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section.

11 U.S.C. § 1121(d)(1).

12. The exclusive periods provided by Congress were incorporated into the Bankruptcy Code to afford a debtor a full and fair opportunity to propose a consensual plan and solicit acceptances of such plan without the deterioration and disruption of the debtor's business that might be caused by the filing of competing plans by non-debtor parties. Moreover, the

³ Paragraph (2) states that the exclusive periods may not be extended beyond 18 and 20 months after the petition date.

Debtors are the only parties that owe fiduciary duties to the entire enterprise, and they are the only parties that are duty-bound to formulate a plan of reorganization that takes into account the interests of the estate and all its constituents. *See Smart World Techs., LLC v. Juno Online Servs., Inc. (In re Smart World Techs., LLC)*, 423 F.3d 166, 174 (2d Cir. 2005) (Congress vested administration of the chapter 11 estate solely in the hands of the debtor-in-possession). To allow the Debtors' Exclusive Periods to lapse would defeat the very purpose of section 1121 of the Bankruptcy Code.

13. The principal goal of chapter 11 is the successful reorganization of debtors to increase the pool of assets available to creditors. *See NLRB v. Bildisco & Bildisco*, 465 U.S. 513, 527 (1984); *United States v. Whiting Pools, Inc.*, 462 U.S. 198, 203 (1983). The Congressional intent woven throughout chapter 11 is that the principal means of a successful rehabilitation should be a considered and consensual plan. *See Gaines v. Perkins (In re Perkins)*, 71 B.R. 294, 297 (W.D. Tenn. 1987). To promote the formulation of a considered and consensual plan, Congress gave the debtor the exclusive right to propose a plan of reorganization for a specified and extendable period. *See In re Ames Dep't Stores Inc.*, No. 90-11233, 1991 WL 259036, at *3 (S.D.N.Y. Nov. 25, 1991) ("The purpose of the Bankruptcy Code's exclusivity period is to allow the debtor flexibility to negotiate with its creditors.").

14. Whether "cause" exists to extend a debtor's exclusive periods to file and solicit acceptances of a plan of reorganization is a decision committed to the sound discretion of the bankruptcy court based upon the facts and circumstances of each particular case. *See Bunch v. Hoffinger Indus., Inc. (In re Hoffinger Indus., Inc.)*, 292 B.R. 639, 644 (B.A.P. 8th Cir. 2003); *In re Wisc. Barge Line, Inc.*, 78 B.R. 946, 948 (Bankr. E.D. Mo. 1987); *In re Texaco, Inc.*, 76 B.R. 322, 326 (Bankr. S.D.N.Y. 1987). Congress intended to give the bankruptcy court

maximum flexibility to make such determination. *In re Amko Plastics, Inc.*, 197 B.R. 74, 77 (Bankr. S.D. Ohio 1996) (citation omitted); *see also* H.R. Rep. No. 95-595, at 232 (1978), *reprinted in* 1978 U.S.C.C.A.N. 5963, 6191. While the term “cause” is not defined by the statute, the legislative history indicates that it is to be viewed flexibly “in order to allow the debtor to reach an agreement.” *In re McLean Indus., Inc.*, 87 B.R. 830, 833 (Bankr. S.D.N.Y. 1987) (quoting H.R. Rep. No. 95-595, at 231 (1978)); *see also In re Borders Group, Inc.* 460 B.R. 818, 821–22 (Bankr. S.D.N.Y. 2011) (“The determination of cause under section 1121(d) is a fact-specific inquiry and the court has broad discretion in extending or terminating exclusivity.”).

15. In determining whether cause exists to extend a debtor’s exclusive periods, courts in this circuit have considered numerous factors, including:

- (a) the existence of good faith progress toward reorganization;
- (b) the need of the creditors’ committee to negotiate with the debtor and the ability to prepare adequate information;
- (c) the large size of the debtor and the consequent difficulty in formulating a plan of reorganization for a huge debtor with a complex financial structure;
- (d) breakdowns in plan negotiations, such that the continuation of the debtor’s exclusivity period would result in the debtor having an unfair bargaining position over creditors;
- (e) the debtor’s failure to resolve fundamental reorganization matters essential to its survival;
- (f) the fact that the debtor is paying bills as they become due; and
- (g) the gross mismanagement of the debtor.

See In re Hoffinger, 292 B.R. at 643-44; *In re Acceptance Ins. Cos.*, No. 05-80059 (TJM), 2008 Bankr. LEXIS 2265, at *3-6 (Bankr. Neb. Aug. 20, 2008); *In re Interco. Inc.*, 137 B.R. 999,

1001 (Bankr. E.D. Mo. 1992); *cf. In re Adelpia Commc'ns Corp.*, 352 B.R. 578, 587 (Bankr. S.D.N.Y. 2006); *In re Tripodi*, No. 04-30793, 2005 Bankr. LEXIS 1981, at *4 (Bankr. D. Conn. Feb. 18, 2005); *In re Express One Int'l, Inc.*, 194 B.R. 98 (Bankr. E.D. Tex. 1996). Not all factors are relevant to every case, and courts have used a subset of the above factors to determine whether cause exists. *See In re Hoffinger*, 292 B.R. at 644 (“As always, we emphasize that these are only factors, not all of which are relevant in every case. . . . It is within the discretion of the bankruptcy court to decide which factors are relevant and give the appropriate weight to each.”). When determining whether cause exists, courts assess the totality of the circumstances. *See In re McLean*, 87 B.R. at 834.

Ample Cause Exists to Extend the Debtors' Exclusive Periods

16. An analysis of the various factors noted above demonstrates that sufficient cause exists for the extension of the Debtors' Exclusive Periods by 120 days to September 7, 2016 and November 6, 2016, respectively.

a. The Debtors Have Made Good Faith Progress Toward Reorganization

17. The Debtors' demonstrated progress in resolving many issues that have arisen since the Petition Date justifies the requested extension of the Debtors' Exclusive Periods. *See In re Amko Plastics, Inc.*, 197 B.R. 74, 77 (Bankr. S.D. Ohio 1996) (granting an extension of the debtor's exclusive periods because the debtor was making reasonable efforts to implement its extensive turnaround program). As discussed above, the Debtors have already taken numerous major steps in these reorganization proceedings, including filing the Plan and Disclosure Statement, and are on track to confirm a plan in September of 2016, in accordance with the RSA milestones.

b. The Debtors Need More Time to Continue Negotiating a Consensual Plan of Reorganization and Prepare Adequate Information for Creditors and the Creditors' Committee

18. The Debtors continue to engage with the official committee of unsecured creditors appointed in these cases (the “**Creditors’ Committee**”) and their other constituencies to finalize a plan of reorganization that can be confirmed on a consensual basis. Resolving such matters prior to solicitation of acceptances on the Plan will maximize the Debtors’ chances of expeditiously confirming the Plan. Moreover, the hearing to approve the Disclosure Statement is currently scheduled for June 9, 2016, after which a substantial period of time will be required to solicit acceptances of the Plan from the Debtors’ numerous creditors. *See In re Texaco, Inc.*, 75 B.R. 322, 327 (Bankr. S.D.N.Y. 1987) (granting the debtors an exclusivity extension to, among other things, provide creditors and other parties with adequate financial information and sufficient time with which to reach an informed decision regarding a proposed plan).

Accordingly, an extension of the Debtors’ Exclusive Periods is warranted.

c. The Debtors’ Cases Are Large and Complex

19. Courts have regularly extended the exclusive periods under section 1121(d) of the Bankruptcy Code in large, complex chapter 11 cases so as to afford the debtor time to stabilize its business and lay the groundwork for an effective plan of reorganization before beginning the formal plan formulation, negotiation, filing and solicitation process. *See, e.g., In re Wisc. Barge Line, Inc.*, 78 B.R. 946, 948 (Bankr. E.D. Mo. 1987); *In re Express One Int’l*, 194 B.R. at 100 (stating that the “traditional ground” for granting an exclusivity extension is “the large size of the debtor and the concomitant difficulty in formulating a plan of reorganization”); *In re Crescent Mfg. Co.*, 122 B.R. 979, 982 (Bankr. N.D. Ohio 1990) (stating that “cause” can include an “unusually large case”) (citation omitted); *In re Texaco, Inc.*, 76 B.R. 322, 326 (Bankr. S.D.N.Y. 1987) (“The large size of the debtor and the consequent difficulty in formulating a plan of

reorganization for a huge debtor with a complex financial structure are important factors which generally constitute cause for extending the exclusivity periods.”); *see also* H.R. Rep No. 95-595, at 231–32 (1978); *reprinted in* 1978 U.S.C.C.A.N. 5963, 6191 (“[I]f an unusually large company were to seek reorganization under Chapter 11, the Court would probably need to extend the time in order to allow the debtor to reach an agreement.”). Indeed, the size and complexity of the case, by itself, can support a determination that cause exists for an extension of exclusivity. *See In re Express One Int’l*, 194 B.R. at 100 (noting that two previous extensions of exclusivity had been granted based on the size and complexity of the case alone); *In re Texaco*, 76 B.R. at 325–27 (cause existed to warrant extension of exclusivity based on the size and complexity of the case alone).

20. The Debtors have complex operations consisting of numerous mining complexes that together employ thousands of individuals as well a complex prepetition capital structure that includes a first lien credit facility, a securitization facility and several series of second lien and unsecured notes. This complexity necessitates substantial time and resources to address both the financial and operational aspects of the Debtors’ restructuring. Notwithstanding the substantial time and resources the Debtors have devoted to the restructuring since the Petition Date, substantial work remains to be done. Accordingly, an extension of the Debtors’ Exclusive Periods is warranted.

d. The Debtors Have Made Progress in Negotiating with Their Creditors

21. The Debtors have engaged in extensive discussions with their creditor constituencies, including their first lien lenders and the Creditors’ Committee. In the context of these discussions, the Debtors have made presentations, participated in conference calls, attended in-person meetings in St. Louis and New York and produced thousands of documents. The Debtors believe that these discussions have been productive and have enabled the Debtors, their

prepetition first lien lenders and the Creditors' Committee to make significant progress toward achieving a consensual plan of reorganization. Moreover, the Debtors are on track to meet the milestones in the RSA, including confirmation of a plan of reorganization by September of 2016.

22. Rather than requesting extensions of the Debtors' Exclusive Periods as a negotiation tactic or as a means of maintaining leverage over any group of creditors whose interests may be harmed by such an extension, the Debtors are requesting the extensions to give themselves sufficient time to further negotiate a plan of reorganization that maximizes creditor recoveries. Allowing the Debtors' Exclusive Periods to terminate at this premature point would defeat one of the primary purposes of section 1121 of the Bankruptcy Code, which is the development of a consensual plan of reorganization. *See In re Mid-State Raceway, Inc.*, 323 B.R. 63, 68 (Bankr. N.D.N.Y. 2005) ("exclusivity is intended to promote an environment in which the debtor's business may be rehabilitated and a consensual plan may be negotiated") (citation omitted).

e. The Debtors Have Diligently Made Progress to Resolve Fundamental Reorganization Matters

23. Since the Petition Date, the Debtors have worked diligently to resolve issues that are critical to their successful reorganizations. As noted above, the Debtors have already filed a plan of reorganization and disclosure statement, and continue to negotiate with the Creditors' Committee and other constituencies. The Debtors have also made substantial efforts to reduce the short-term and long-term costs of the Debtors' operations. Under the Court's guidance, the Debtors will continue to seek the resolution of various matters that will enable the Debtors to successfully emerge from bankruptcy protection. This ongoing work further supports an extension of the Debtors' Exclusive Periods.

f. The Debtors Are Being Well Managed and Have Been Paying Their Postpetition Debts When Due

24. The Debtors have a management team consisting of individuals who collectively possess many decades of experience working in the coal industry. The Debtors' management team has worked diligently with the Debtors' restructuring advisors to address the myriad and complex issues that have arisen during these chapter 11 cases. Moreover, the Debtors have been paying their undisputed postpetition debts as they come due and expect to continue to be able to do so. The fact that a debtor has sufficient liquidity to pay its postpetition debts as they come due supports the granting of an extension of the Debtors' Exclusive Periods, because it suggests that such an extension will not jeopardize the rights of postpetition creditors and counterparties.

25. In addition, courts in this and other districts have approved similar initial extensions of exclusivity under section 1121 of the Bankruptcy Code. *See, e.g., In re Falcon Prods., Inc.*, Case No. 05-41108 (BSS) (Bankr. E.D. Mo. Jun. 2, 2005) (extending the debtors' exclusive periods to file a plan and solicit acceptances thereon by 60 days); *In re Molycorp, Inc.*, Case No. 15-10503 (MFW) (Bankr. D. Del. Jan. 14, 2016) (120 days); *In re Allied Nev. Gold Corp.*, Case No. 15-10503 (Bankr. D. Del. Aug. 26, 2015) (120 days); *In re Alpha Natural Resources, Inc.*, Case No. 15-33896 (KRH) (Bankr. E.D. Va. Nov. 24, 2015) (120 days); *In re Walter Energy, Inc.*, Case No. 15-02741 (TOM) (Bankr. N.D. Ala. Nov. 10, 2015) (120 days); *In re Patriot Coal Corp.*, Case No. 15-32450 (KLP) (Bankr. E.D. Va. Sept. 1, 2015) (120 days); *In re Magnetation LLC*, Case No. 15-50307 (GFK) (Bankr. Minn. Aug. 19, 2015) (60 days); *In re Patriot Coal Corp.*, Case No. 12-12900 (SCC) (Bankr. S.D.N.Y. Nov. 15, 2012).

26. In sum, the Debtors submit that ample cause exists under the Bankruptcy Code and the applicable case law for the requested extensions of the Debtors' Exclusive Periods.

Notice

27. Consistent with the Case Management Order, the Debtors will serve notice of this Motion on (a) the Core Parties and (b) any Non-ECF Parties (as those terms are defined in the Case Management Order) (collectively, the “**Notice Parties**”). All parties who have requested electronic notice of filings in these cases through the Court’s ECF system will automatically receive notice of this motion through the ECF system no later than the day after its filing with the Court. A copy of this Motion and any order approving it will also be made available on the Debtors’ Case Information Website (located at <https://cases.primeclerk.com/archcoal>). A copy of the Proposed Order will be made available on the Debtors’ Case Information Website. The Proposed Order may be modified or withdrawn at any time without further notice. If any significant modifications are made to the Proposed Order, an amended Proposed Order will be made available on the Debtors’ Case Information Website, and no further notice will be provided. In light of the relief requested, the Debtors submit that no further notice is necessary.

No Prior Request

28. The Debtors have not previously sought the relief requested herein from this or any other court.

WHEREFORE, the Debtors respectfully request that this Court:

- (a) extend the Debtors’ Exclusive Filing Period from May 10, 2016 to September 7, 2016;
- (b) extend the Debtors’ Exclusive Solicitation Period from July 9, 2016 to November 6, 2016; and
- (c) grant the Debtors such other and further relief as is just and proper.

Dated: May 10, 2016
New York, New York

Respectfully submitted,
DAVIS POLK & WARDWELL LLP

/s/ Kevin J. Coco

Marshall S. Huebner

Brian M. Resnick

Michelle M. McGreal

Kevin J. Coco

450 Lexington Avenue

New York, New York 10017

(212) 450-4000

Fax: (212) 607-7983

marshall.huebner@davispolk.com

brian.resnick@davispolk.com

michelle.mcgreal@davispolk.com

kevin.coco@davispolk.com

Counsel to the Debtors and Debtors in Possession

-and-

BRYAN CAVE LLP

Lloyd A. Palans, #22650MO

Brian C. Walsh, #58091MO

Cullen K. Kuhn, #53151MO

Laura Uberti Hughes, #60732MO

One Metropolitan Square

211 N. Broadway, Suite 3600

St. Louis, Missouri 63102

(314) 259-2000

Fax: (314) 259-2020

lapalans@bryancave.com

brian.walsh@bryancave.com

ckkuhn@bryancave.com

laura.hughes@bryancave.com

*Local Counsel to the Debtors and Debtors in
Possession*

SCHEDULE 1
Debtor Entities

1.	ACI Terminal, LLC	37.	ICG Eastern, LLC
2.	Allegheny Land Company	38.	ICG Eastern Land, LLC
3.	Apogee Holdco, Inc.	39.	ICG Illinois, LLC
4.	Arch Coal, Inc.	40.	ICG Knott County, LLC
5.	Arch Coal Sales Company, Inc.	41.	ICG Natural Resources, LLC
6.	Arch Coal West, LLC	42.	ICG Tygart Valley, LLC
7.	Arch Development, LLC	43.	International Coal Group, Inc.
8.	Arch Energy Resources, LLC	44.	Jacobs Ranch Coal LLC
9.	Arch Reclamation Services, Inc.	45.	Jacobs Ranch Holdings I LLC
10.	Arch Western Acquisition Corporation	46.	Jacobs Ranch Holdings II LLC
11.	Arch Western Acquisition, LLC	47.	Juliana Mining Company, Inc.
12.	Arch Western Bituminous Group, LLC	48.	King Knob Coal Co., Inc.
13.	Arch Western Finance LLC	49.	Lone Mountain Processing, Inc.
14.	Arch Western Resources, LLC	50.	Marine Coal Sales Company
15.	Arch of Wyoming, LLC	51.	Melrose Coal Company, Inc.
16.	Ark Land Company	52.	Mingo Logan Coal Company
17.	Ark Land KH, Inc.	53.	Mountain Coal Company, L.L.C.
18.	Ark Land LT, Inc.	54.	Mountain Gem Land, Inc.
19.	Ark Land WR, Inc.	55.	Mountain Mining, Inc.
20.	Ashland Terminal, Inc.	56.	Mountaineer Land Company
21.	Bronco Mining Company, Inc.	57.	Otter Creek Coal, LLC
22.	Catenary Coal Holdings, Inc.	58.	Patriot Mining Company, Inc.
23.	Catenary HoldCo, Inc.	59.	P.C. Holding, Inc.
24.	Coal-Mac, Inc.	60.	Powell Mountain Energy, LLC
25.	CoalQuest Development LLC	61.	Prairie Coal Company, LLC
26.	Cumberland River Coal Company	62.	Prairie Holdings, Inc.
27.	Energy Development Co.	63.	Saddleback Hills Coal Company
28.	Hawthorne Coal Company, Inc.	64.	Shelby Run Mining Company, LLC
29.	Hobet Holdco, Inc.	65.	Simba Group, Inc.
30.	Hunter Ridge, Inc.	66.	Thunder Basin Coal Company, L.L.C.
31.	Hunter Ridge Coal Company	67.	Triton Coal Company, L.L.C.
32.	Hunter Ridge Holdings, Inc.	68.	Upshur Property, Inc.
33.	ICG, Inc.	69.	Vindex Energy Corporation
34.	ICG, LLC	70.	Western Energy Resources, Inc.
35.	ICG Beckley, LLC	71.	White Wolf Energy, Inc.
36.	ICG East Kentucky, LLC	72.	Wolf Run Mining Company