

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)

**DECLARATION OF JOHN T. DREXLER IN SUPPORT OF
CONFIRMATION OF THE DEBTORS' JOINT PLAN OF REORGANIZATION
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

I, John T. Drexler, hereby declare and state:

1. I am a Senior Vice President and the Chief Financial Officer of Arch Coal, Inc. (“**Arch Coal**”). I have been employed by Arch Coal since 1998. I have been the Chief Financial Officer since April 30, 2008. Prior to that time, I held several management positions at Arch Coal, including Vice President of Finance and Accounting and Director—Planning and Forecasting. I am familiar with the day-to-day operations, business and financial affairs of the Debtors.

2. I submit this declaration (this “**Declaration**”) in support of confirmation of the *Debtors’ Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as amended from time to time, the “**Plan**”).² I am familiar with the terms and conditions of the Plan, the Disclosure Statement relating to the Plan (the “**Disclosure Statement**”), and all

¹ The Debtors are listed on Schedule A to the Plan. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors’ chapter 11 petitions.

² Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to those terms in the Plan.

other documents related thereto, having participated in the negotiation and development of many features thereof.

3. Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge, my experience, information concerning the operations of the Debtors and the coal mining industry as a whole and my review of relevant documents or information provided to me by employees working under my supervision. If called upon to testify, I would testify competently to the facts set forth in this Declaration. Unless otherwise indicated, the financial information contained herein is unaudited and provided on a consolidated basis.

The Debtors' Plan of Reorganization

4. The Debtors filed initial versions of the Plan and Disclosure Statement with the United States Bankruptcy Court for the Eastern District of Missouri (the "**Bankruptcy Court**") on May 5, 2016. The Debtors filed modified versions of the Plan and Disclosure Statement on June 14, 2016, July 1, 2016 and July 6, 2016. The Debtors filed a further modified Plan on September 11, 2016. The Debtors from time to time have filed Plan Supplements with draft forms of certain Plan Documents and certain other documents, agreements, instruments, schedules and exhibits, all as provided in the Plan.

5. The Plan is the product of intense negotiations between the Debtors, the Creditors' Committee, the ad hoc committee of the First Lien Lenders and other key creditor groups and, among other things, effectuates the settlements contemplated by the RSA.

6. On July 8, 2016, the Bankruptcy Court entered the *Order (i) Approving Disclosure Statement; (ii) Approving Solicitation and Notice Materials; (iii) Approving Forms of Ballots; (iv) Establishing Solicitation and Voting Procedures; (v) Establishing Procedures for Allowing and Estimating Certain Claims for Voting Purposes; (vi) Scheduling a Confirmation*

Hearing and (vii) Establishing Notice and Objection Procedures [ECF No. 1101] (the “**Approval Order**”). The Approval Order approved the Disclosure Statement and solicitation procedures for purposes of voting on the Plan.

The Plan Satisfies Section 1129 of the Bankruptcy Code

7. On the basis of my understanding of the Plan, the events that have occurred throughout the Debtors’ Chapter 11 Cases, and discussions I have had with counsel to the Debtors regarding various orders entered during the Chapter 11 Cases and the requirements of the Bankruptcy Code, I believe that the Plan fully complies with the applicable provisions of section 1129 of the Bankruptcy Code for confirmation of a plan.

8. Plan Compliance with the Bankruptcy Code (11 U.S.C. § 1129(a)(1)). On the basis of my understanding and discussions with counsel to the Debtors, I believe that the Plan fully complies with section 1129(a)(1) of the Bankruptcy Code as follows:

- Section 1122 of the Bankruptcy Code: Article 3 of the Plan sets forth the classification of Claims and Interests. I have been advised that such classification complies with section 1122(a) of the Bankruptcy Code because each class contains only Claims or Interests that are substantially similar to each other.
- Section 1123(a)(1) of the Bankruptcy Code: Article 3 of the Plan designates classes of Claims, other than Claims of the type described in sections 507(a)(1), 507(a)(2) and 507(a)(8) of the Bankruptcy Code.
- Section 1123(a)(2) of the Bankruptcy Code: Article 3 of the Plan identifies each Class of Claims or Interests that is not Impaired under the Plan.
- Section 1123(a)(3) of the Bankruptcy Code: Article 3 of the Plan sets forth the treatment of Impaired Claims and Interests.

- Section 1123(a)(4) of the Bankruptcy Code: Article 3 of the Plan provides that the treatment of each Claim or Interest in each particular Class is the same as the treatment of each other Claim or Interest in such Class, unless the holder of a particular Claim agrees to less favorable treatment.
- Section 1123(a)(5) of the Bankruptcy Code: The Plan provides for adequate means of implementation. Specifically, Articles 2, 5, 6, 7, 8, 10 and 12 and various other provisions of the Plan and the various documents and agreements set forth in the Plan Supplements provide adequate and proper means for the implementation of the Plan, including (a) subject to the consummation of the possible dissolutions and conversions contemplated as described in a Plan Supplement, the continued corporate existence of certain Reorganized Debtors after the Effective Date; (b) the Restructuring Transactions contemplated on the Effective Date; (c) the authorization and issuance of New Common Stock and New Warrants; (d) the execution and closing of the New First Lien Debt Facility and the extended and amended Securitization Facility; (e) the cancellation of existing securities and related agreements; (f) the implementation of distributions under the Plan; (g) exempting the Debtors and the Reorganized Debtors from certain transfer taxes and recording fees; (h) the execution, delivery, filing or recording of all contracts, instruments, releases, indentures and other agreements or documents related to the foregoing; and (i) the filing of Administrative Expense Claims.
- Section 1123(a)(6) of the Bankruptcy Code: The New Certificate of Incorporation of Reorganized Arch Coal will prohibit the issuance of non-voting

equity securities to the extent required by section 1123(a)(6) of the Bankruptcy Code.

- Section 1123(a)(7) of the Bankruptcy Code: The Plan and the organizational documents of Reorganized Arch Coal provide for the selection of directors and officers in a manner that is consistent with the interests of creditors, equity security holders and public policy.

9. Debtors' Compliance with the Bankruptcy Code (11 U.S.C. § 1129(a)(2)). On the basis of my understanding and discussions that I have had with counsel to the Debtors, I believe that the Debtors have complied with the applicable provisions of the Bankruptcy Code, including sections 1125 and 1126 of the Bankruptcy Code regarding disclosure and plan solicitation. To the best of my knowledge and belief, and as evidenced by the Approval Order, prior orders of the Bankruptcy Court, and the filings submitted by the Debtors, the Debtors have complied with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Approval Order in transmitting the Disclosure Statement, the Plan and related documents and notices to known holders of Claims and Interests for purposes of soliciting and tabulating votes on the Plan. Counsel for the Debtors have advised me that good, sufficient, and timely notice of the Confirmation Hearing has been provided to all known record holders of Claims and Interests and all other parties in interest to whom notice was required to have been provided.

10. Additionally, it is my further understanding, based upon the *Declaration of James Daloia of Prime Clerk LLC Regarding the Solicitation of Votes and Tabulation of Ballots Cast on the Debtors' Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [ECF No. 1300] (the "**Vote Certification**") that the Debtors have properly

solicited and tabulated votes with respect to the Plan. Accordingly, I believe the Debtors have complied with the requirements of section 1129(a)(2) of the Bankruptcy Code.

11. Plan Proposed in Good Faith (11 U.S.C. § 1129(a)(3)). The Plan is based upon extensive, arm's-length negotiations among the Debtors, the Creditors' Committee, the ad hoc committee and other parties in interest and, among other things, effectuates the settlements contemplated by the RSA. The Plan and the Disclosure Statement reflect the culmination of those negotiations and the substantial input of numerous representative groups.

12. Based upon my involvement in various settlement negotiations and on the advice of counsel to the Debtors, I believe that the injunction, exculpation and release provisions and the Debtor releases (Sections 11.6, 11.7, 11.8 and 11.9 of the Plan) embodied in the Plan are fair and equitable and are critical components of a series of consensual and court-approved agreements between and among the Debtors and the various Released Parties. I believe that their inclusion in the Plan was essential to securing the broad support of the various major Creditors and Creditor representatives for the Plan. I know of no meritorious claims of the Debtors against the Released Parties that are being given up because of the exculpation and Debtor release provisions of the Plan.

13. On the basis of my understanding and discussions with counsel to the Debtors, I believe that the Debtors have included in the Disclosure Statement all information relevant and material to an Impaired Creditor's decision to vote to accept or reject the Plan, and therefore that the Debtors have complied with the requirement of section 1129(a)(3) of the Bankruptcy Code that the Plan be proposed in "good faith and not by any means forbidden by law."

14. Payments for Services or Costs and Expenses (11 U.S.C. § 1129(a)(4)). All payments made or to be made by the Debtors to their retained advisors for services or for costs

and expenses in or in connection with the Chapter 11 Cases, or in connection with the Plan and incidental to the Chapter 11 Cases, have been approved by, or are subject to the approval of, the Bankruptcy Court.

15. Directors and Officers (11 U.S.C. § 1129(a)(5)). In accordance with the terms of the Plan, on September 6, 2016, the Debtors filed a Plan Supplement that provided, among other things, that seven individuals had been selected to serve as members of the New Board beginning on the Effective Date.

16. Based on the information provided to me with respect to the individuals contemplated to serve as directors and officers of Reorganized Arch Coal, I believe the appointment to, or continuation in, such position of each such individual is consistent with the interests of Creditors, equity security holders and public policy.

17. No Rate Changes (11 U.S.C. § 1129(a)(6)). The Debtors are not changing any rates that require approval by any governmental agency.

18. Best Interests of Creditors (11 U.S.C. § 1129(a)(7)). The Vote Certification reflects the compilation of the votes to accept or reject the Plan cast by each of the Impaired Classes entitled to vote.

19. On the basis of my understanding, as well as discussions that I have had with counsel to the Debtors, I believe that the Debtors complied with section 1129(a)(7) of the Bankruptcy Code. The holders of Claims in Classes 1C-71C (First Lien Credit Facility Secured Claims), Classes 1D-71D (Unsecured Funded Debt Claims) and Classes 1E-71E (General Unsecured Claims) are Impaired by the Plan. The holders of Claims in the Classes listed as Voting to Accept Classes on Schedule I hereto (the “**Voting to Accept Classes**”) are Impaired by the Plan and have voted to accept the Plan in accordance with section 1126(c) of the

Bankruptcy Code. The holders of Claims in the Classes listed as “Empty Voting Classes” on Schedule I hereto (the “**Empty Voting Classes**”) are Impaired by the Plan and no votes were cast in the Empty Voting Classes. Therefore, in accordance with the Approval Order, the Empty Voting Classes are deemed to have voted to accept the Plan. Although the holders of Claims in the Classes listed on Schedule II hereto (the “**Voting to Reject Classes**”) rejected the Plan and the holders of Claims or Interests in Classes 1F-71F (Section 510(b) Claims) and Class IG (Interests in Arch Coal) are deemed to have rejected the Plan (together with the Voting to Reject Classes, the “**Rejecting Classes**”), such holders would not receive or retain more if the Debtors were liquidated under chapter 7 of the Bankruptcy Code.

20. Acceptance by Certain Classes (11 U.S.C. § 1129(a)(8)). The Vote Certification reflects the compilation of the votes to accept or reject the Plan cast by each of the Impaired Classes entitled to vote.

21. On the basis of my understanding, as well as discussions that I have had with counsel to the Debtors, I believe that the Debtors have complied with section 1129(a)(8) of the Bankruptcy Code. The holders of Claims in Classes 1A-71A (Other Priority Claims), Classes 1B-71B (Other Secured Claims) and Classes 2G-71G (Interests in Subsidiary Debtors) are not entitled to vote because these Classes are not Impaired by the Plan. Therefore, the holders of Claims in these Classes are conclusively presumed to have accepted the Plan. The holders of Claims in the Voting to Accept Classes have voted to accept the Plan in accordance with section 1126(c) of the Bankruptcy Code. No votes were cast in the Empty Voting Classes. Therefore, in accordance with the Approval Order, the Empty Voting Classes are deemed to have voted to accept the Plan. The holders of Claims in the Voting to Reject Classes voted against the Plan and the holders of Claims or Interests in Classes 1F-71F (Section 510(b) Claims) and Class IG

(Interests in Arch Coal) are not entitled to receive or retain any property under the Plan and, therefore, are deemed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code. Although section 1129(a)(8) of the Bankruptcy Code has not been satisfied with respect to the Rejecting Classes, my understanding is that the Plan is confirmable because it satisfies section 1129(b) of the Bankruptcy Code with respect to such Classes.

22. Treatment of Administrative Expense Claims, Priority Tax Claims and Other Priority Claims (11 U.S.C. § 1129(a)(9)). Based upon my understanding, as well as discussions with counsel to the Debtors, I believe that the Plan complies with section 1129(a)(9) of the Bankruptcy Code.

23. An Administrative Expense Claim Bar Date will be set for all Administrative Expense Claims and Professional Fee Claims (which will be paid pursuant to Section 7.2 of the Plan), and certain other types of Claims given specified treatment under the Plan. Section 2.3(a) of the Plan provides that all Allowed Administrative Expense Claims under section 503(b) of the Bankruptcy Code will be paid the full unpaid amount of such Allowed Administrative Expense Claims in Cash (i) on or as soon as reasonably practicable after the Effective Date (for Claims Allowed as of the Effective Date), (ii) on or as soon as practicable after the date such Claim is Allowed (or upon such other terms as may be agreed upon by such holder and the applicable Reorganized Debtor) or (iii) as otherwise ordered by the Bankruptcy Court. Section 3.2(a) of the Plan provides that all Allowed Other Priority Claims under section 507(a) of the Bankruptcy Code (excluding Priority Tax Claims under section 507(a)(8) of the Bankruptcy Code, as described below) will be paid in full in Cash as soon as reasonably practicable after the latest of (i) the Effective Date, (ii) 20 calendar days after the date such Claim becomes Allowed and

(iii) the date for payment provided by any applicable agreement between the Reorganized Debtors and the holder of such Claim.

24. Based upon discussions with counsel to the Debtors, I understand the Plan satisfies the requirements of section 1129(a)(9)(C) in respect of the treatment of Priority Tax Claims under section 507(a)(8). Section 1129(a)(9)(C) permits deferred payments over a period of five years from the date of the order for relief so long as the amount so paid has a value, as of the effective date of the plan, equal to the allowed amount of the Priority Tax Claim. Pursuant to Section 2.5 of the Plan, holders of Allowed Priority Tax Claims will receive, unless such holder agrees to a different treatment, either (i) payment in full in Cash made on or as soon as reasonably practicable after the later of the Effective Date and the first Distribution Date occurring at least 20 calendar days after the date such Claim is Allowed, (ii) regular installment payments in accordance with section 1129(a)(9)(C) of the Bankruptcy Code or (iii) such other amounts and in such other manner as may be determined by the Bankruptcy Court to provide the holder of such Allowed Priority Tax Claim deferred Cash payments having a value, as of the Effective Date, equal to such Allowed Priority Tax Claim.

25. Acceptance by Impaired Classes of Claims (11 U.S.C. § 1129(a)(10)). As set forth in the Vote Certification, the Voting to Accept Classes, which each constitute an Impaired Class of Claims entitled to vote on the Plan, have voted to accept the Plan by the requisite majorities in such Classes. In addition, the Empty Voting Classes are deemed to have voted to accept the Plan. Accordingly, on the basis of my understanding and discussions with counsel to the Debtors, I believe the Plan satisfies section 1129(a)(10) of the Bankruptcy Code because at least one Class of Impaired Claims has accepted the Plan.

26. Feasibility (11 U.S.C. § 1129(a)(11)). Based upon discussions with counsel to the Debtors, I am aware that section 1129(a)(11) of the Bankruptcy Code permits a plan to be confirmed if it is feasible, *i.e.*, it is not likely to be followed by liquidation or the need for further financial reorganization. For purposes of determining whether the Plan meets this requirement, the Debtors have analyzed their ability to meet obligations under the Plan. Following the effectiveness of the Plan, the Debtors will have in place a deleveraged balance sheet and substantial financing and credit support to replace or refinance existing obligations. The Debtors have also taken actions during their chapter 11 cases that will result in substantial annual cash savings, including the rejection of over 389 executory contracts that were not beneficial to the Debtors' estates. With these financial improvements accomplished, the Debtors anticipate that they will be able to meet all required obligations under the Plan upon emergence.

27. Moreover, the Financial Projections attached as Appendix C to the Disclosure Statement forecast the Reorganized Debtors' ability to meet their obligations relating to the operations of their businesses on a going-forward basis. I have been briefed on the contents and development of the Financial Projections and believe them to be reasonable.

28. Based upon the foregoing, I believe that the Reorganized Debtors will have the ability to sustain viable operations and that confirmation of the Plan is not likely to be followed by liquidation or the need for further reorganization, thus satisfying the requirements of section 1129(a)(11) of the Bankruptcy Code.

29. Payment of Fees (11 U.S.C. § 1129(a)(12)). It is my understanding that the Debtors have paid all chapter 11 statutory and operating fees required to be paid during the Chapter 11 Cases. Pursuant to Section 15.3 of the Plan, all fees payable pursuant to section 1930(a) of title 28 of the United States Code shall be paid for each quarter (including any

fraction thereof) until the Chapter 11 Cases are converted, dismissed or closed, whichever occurs first.

30. Continuation of Retiree Benefits (11 U.S.C. § 1129(a)(13)). Counsel to the Debtors have informed me that section 1129(a)(13) of the Bankruptcy Code requires a plan to provide for retiree benefits in accordance with section 1114 of the Bankruptcy Code. On and after the Effective Date, all retiree benefits (as defined in section 1114 of the Bankruptcy Code) shall remain in place and will continued to be honored. Accordingly, it is my understanding that, based upon the foregoing, the Plan satisfies the requirements of section 1129(a)(13) of the Bankruptcy Code.

31. Fair and Equitable; No Unfair Discrimination (11 U.S.C. § 1129(b)). It is my understanding, based on my discussions with counsel to the Debtors, that a plan may be confirmed notwithstanding the rejection or deemed rejection by a class of claims or equity interests so long as the plan does not discriminate unfairly and is fair and equitable. It is my further understanding, based on such discussions, that (i) a plan does not discriminate unfairly if there is a reasonable basis for any disparate treatment between the treatment of a dissenting class of creditors and other classes whose legal rights are substantially similar to those of such dissenting class and (ii) the “fair and equitable” requirement, as set forth in section 1129(b)(2) of the Bankruptcy Code, is satisfied if the holders of claims and interests in junior classes are not receiving any property under the plan. Other than the Rejecting Classes, no other Class has rejected the Plan. For the reasons described below, I believe that the Plan does not “unfairly discriminate” and the “fair and equitable” requirements are satisfied with respect to the Rejecting Classes.

32. On the basis of my understanding and discussions that I have had with counsel to the Debtors, I believe the Plan does not “discriminate unfairly” because the Rejecting Classes are of a different legal nature and priority than other Classes. Moreover, to the extent that any Rejecting Class is believed to be of the same legal nature and priority as a Class entitled to receive a recovery under the Plan, it is submitted that any alleged disparate treatment is justified. Pursuant to the Plan, Interests classified in Classes 2G-71G (Interests in Subsidiary Debtors) will be Reinstated for the benefit of the respective Reorganized Debtors. The preservation of the Debtors’ corporate structure through retention of ownership over the Subsidiary Debtors inures to the benefit of all creditors. As a result, I believe that there is reasonable basis for any disparate treatment between and among Classes 2G-71G and the Rejecting Classes.

33. It is my opinion that the Plan is fair and equitable, in that other than with respect to the reinstatement of Interests in the Subsidiary Debtors, which serves to preserve the corporate structure for the benefit of all creditors, no holder that is junior to the Claims and Interests classified in the Rejecting Classes will receive or retain under the Plan any property on account of such junior interest. Accordingly, I believe that the requirements of section 1129(b) of the Bankruptcy Code are met.

34. Principal Purpose of the Plan (11 U.S.C. § 1129(d)). The Plan has not been filed for the purpose of avoidance of taxes or the avoidance of the application of section 5 of the Securities Act.

I, the undersigned, declare under penalty of perjury that the foregoing is true and correct.

Executed this 12th day of September, 2016.

/s/ John T. Drexler

Name: John T. Drexler

Title: Senior Vice President and the
Chief Financial Officer of
Arch Coal, Inc.

SCHEDULE I
Accepting Voting Classes

Total Number of Voting to Accept Classes 185

Class 1C	First Lien Credit Facility Secured Claims (ACI Terminal, LLC)
Class 2C	First Lien Credit Facility Secured Claims (Allegheny Land Company)
Class 3C	First Lien Credit Facility Secured Claims (Apogee Holdco, Inc.)
Class 4C	First Lien Credit Facility Secured Claims (Arch Coal, Inc.)
Class 5C	First Lien Credit Facility Secured Claims (Arch Coal Sales Company, Inc.)
Class 6C	First Lien Credit Facility Secured Claims (Arch Coal West, LLC)
Class 7C	First Lien Credit Facility Secured Claims (Arch Development, LLC)
Class 8C	First Lien Credit Facility Secured Claims (Arch Energy Resources, LLC)
Class 9C	First Lien Credit Facility Secured Claims (Arch Reclamation Services, Inc.)
Class 10C	First Lien Credit Facility Secured Claims (Arch Western Acquisition Corporation)
Class 11C	First Lien Credit Facility Secured Claims (Arch Western Acquisition, LLC)
Class 12C	First Lien Credit Facility Secured Claims (Arch Western Bituminous Group, LLC)
Class 13C	First Lien Credit Facility Secured Claims (Arch Western Finance LLC)
Class 14C	First Lien Credit Facility Secured Claims (Arch Western Resources, LLC)
Class 15C	First Lien Credit Facility Secured Claims (Arch of Wyoming, LLC)
Class 16C	First Lien Credit Facility Secured Claims (Ark Land Company)
Class 17C	First Lien Credit Facility Secured Claims (Ark Land KH, Inc.)
Class 18C	First Lien Credit Facility Secured Claims (Ark Land LT, Inc.)
Class 19C	First Lien Credit Facility Secured Claims (Ark Land WR, Inc.)
Class 20C	First Lien Credit Facility Secured Claims (Ashland Terminal, Inc.)
Class 21C	First Lien Credit Facility Secured Claims (Bronco Mining Company, Inc.)
Class 22C	First Lien Credit Facility Secured Claims (Catenary Coal Holdings, Inc.)
Class 23C	First Lien Credit Facility Secured Claims (Catenary HoldCo, Inc.)
Class 24C	First Lien Credit Facility Secured Claims (Coal-Mac, Inc.)
Class 25C	First Lien Credit Facility Secured Claims (CoalQuest Development LLC)
Class 26C	First Lien Credit Facility Secured Claims (Cumberland River Coal Company)
Class 27C	First Lien Credit Facility Secured Claims (Energy Development Co.)
Class 28C	First Lien Credit Facility Secured Claims (Hawthorne Coal Company, Inc.)
Class 29C	First Lien Credit Facility Secured Claims (Hobet Holdco, Inc.)
Class 30C	First Lien Credit Facility Secured Claims (Hunter Ridge, Inc.)
Class 31C	First Lien Credit Facility Secured Claims (Hunter Ridge Coal Company)
Class 32C	First Lien Credit Facility Secured Claims (Hunter Ridge Holdings, Inc.)
Class 33C	First Lien Credit Facility Secured Claims (ICG, Inc.)
Class 34C	First Lien Credit Facility Secured Claims (ICG, LLC)
Class 35C	First Lien Credit Facility Secured Claims (ICG Beckley, LLC)
Class 36C	First Lien Credit Facility Secured Claims (ICG East Kentucky, LLC)
Class 37C	First Lien Credit Facility Secured Claims (ICG Eastern, LLC)
Class 38C	First Lien Credit Facility Secured Claims (ICG Eastern Land, LLC)
Class 39C	First Lien Credit Facility Secured Claims (ICG Illinois, LLC)

Class 40C	First Lien Credit Facility Secured Claims (ICG Natural Resources, LLC)
Class 41C	First Lien Credit Facility Secured Claims (ICG Tygart Valley, LLC)
Class 42C	First Lien Credit Facility Secured Claims (International Coal Group, Inc.)
Class 43C	First Lien Credit Facility Secured Claims (Jacobs Ranch Coal LLC)
Class 44C	First Lien Credit Facility Secured Claims (Jacobs Ranch Holdings I LLC)
Class 45C	First Lien Credit Facility Secured Claims (Jacobs Ranch Holdings II LLC)
Class 46C	First Lien Credit Facility Secured Claims (Juliana Mining Company, Inc.)
Class 47C	First Lien Credit Facility Secured Claims (King Knob Coal Co., Inc.)
Class 48C	First Lien Credit Facility Secured Claims (Lone Mountain Processing, Inc.)
Class 49C	First Lien Credit Facility Secured Claims (Marine Coal Sales Company)
Class 50C	First Lien Credit Facility Secured Claims (Melrose Coal Company, Inc.)
Class 51C	First Lien Credit Facility Secured Claims (Mingo Logan Coal Company)
Class 52C	First Lien Credit Facility Secured Claims (Mountain Coal Company, L.L.C.)
Class 53C	First Lien Credit Facility Secured Claims (Mountain Gem Land, Inc.)
Class 54C	First Lien Credit Facility Secured Claims (Mountain Mining, Inc.)
Class 55C	First Lien Credit Facility Secured Claims (Mountaineer Land Company)
Class 56C	First Lien Credit Facility Secured Claims (Otter Creek Coal, LLC)
Class 57C	First Lien Credit Facility Secured Claims (Patriot Mining Company, Inc.)
Class 58C	First Lien Credit Facility Secured Claims (P.C. Holding, Inc.)
Class 59C	First Lien Credit Facility Secured Claims (Powell Mountain Energy, LLC)
Class 60C	First Lien Credit Facility Secured Claims (Prairie Coal Company, LLC)
Class 61C	First Lien Credit Facility Secured Claims (Prairie Holdings, Inc.)
Class 62C	First Lien Credit Facility Secured Claims (Saddleback Hills Coal Company)
Class 63C	First Lien Credit Facility Secured Claims (Shelby Run Mining Company, LLC)
Class 64C	First Lien Credit Facility Secured Claims (Simba Group, Inc.)
Class 65C	First Lien Credit Facility Secured Claims (Thunder Basin Coal Company, L.L.C.)
Class 66C	First Lien Credit Facility Secured Claims (Triton Coal Company, L.L.C.)
Class 67C	First Lien Credit Facility Secured Claims (Upshur Property, Inc.)
Class 68C	First Lien Credit Facility Secured Claims (Vindex Energy Corporation)
Class 69C	First Lien Credit Facility Secured Claims (Western Energy Resources, Inc.)
Class 70C	First Lien Credit Facility Secured Claims (White Wolf Energy, Inc.)
Class 71C	First Lien Credit Facility Secured Claims (Wolf Run Mining Company)
Class 1D	Unsecured Funded Debt Claims (ACI Terminal, LLC)
Class 2D	Unsecured Funded Debt Claims (Allegheny Land Company)
Class 3D	Unsecured Funded Debt Claims (Apogee Holdco, Inc.)
Class 4D	Unsecured Funded Debt Claims (Arch Coal, Inc.)
Class 5D	Unsecured Funded Debt Claims (Arch Coal Sales Company, Inc.)
Class 6D	Unsecured Funded Debt Claims (Arch Coal West, LLC)
Class 7D	Unsecured Funded Debt Claims (Arch Development, LLC)
Class 8D	Unsecured Funded Debt Claims (Arch Energy Resources, LLC)
Class 9D	Unsecured Funded Debt Claims (Arch Reclamation Services, Inc.)
Class 10D	Unsecured Funded Debt Claims (Arch Western Acquisition Corporation)
Class 11D	Unsecured Funded Debt Claims (Arch Western Acquisition, LLC)
Class 12D	Unsecured Funded Debt Claims (Arch Western Bituminous Group, LLC)

Class 13D Unsecured Funded Debt Claims (Arch Western Finance LLC)
Class 14D Unsecured Funded Debt Claims (Arch Western Resources, LLC)
Class 15D Unsecured Funded Debt Claims (Arch of Wyoming, LLC)
Class 16D Unsecured Funded Debt Claims (Ark Land Company)
Class 17D Unsecured Funded Debt Claims (Ark Land KH, Inc.)
Class 18D Unsecured Funded Debt Claims (Ark Land LT, Inc.)
Class 19D Unsecured Funded Debt Claims (Ark Land WR, Inc.)
Class 20D Unsecured Funded Debt Claims (Ashland Terminal, Inc.)
Class 21D Unsecured Funded Debt Claims (Bronco Mining Company, Inc.)
Class 22D Unsecured Funded Debt Claims (Catenary Coal Holdings, Inc.)
Class 23D Unsecured Funded Debt Claims (Catenary HoldCo, Inc.)
Class 24D Unsecured Funded Debt Claims (Coal-Mac, Inc.)
Class 25D Unsecured Funded Debt Claims (CoalQuest Development LLC)
Class 26D Unsecured Funded Debt Claims (Cumberland River Coal Company)
Class 27D Unsecured Funded Debt Claims (Energy Development Co.)
Class 28D Unsecured Funded Debt Claims (Hawthorne Coal Company, Inc.)
Class 29D Unsecured Funded Debt Claims (Hobet Holdco, Inc.)
Class 30D Unsecured Funded Debt Claims (Hunter Ridge, Inc.)
Class 31D Unsecured Funded Debt Claims (Hunter Ridge Coal Company)
Class 32D Unsecured Funded Debt Claims (Hunter Ridge Holdings, Inc.)
Class 33D Unsecured Funded Debt Claims (ICG, Inc.)
Class 34D Unsecured Funded Debt Claims (ICG, LLC)
Class 35D Unsecured Funded Debt Claims (ICG Beckley, LLC)
Class 36D Unsecured Funded Debt Claims (ICG East Kentucky, LLC)
Class 37D Unsecured Funded Debt Claims (ICG Eastern, LLC)
Class 38D Unsecured Funded Debt Claims (ICG Eastern Land, LLC)
Class 39D Unsecured Funded Debt Claims (ICG Illinois, LLC)
Class 40D Unsecured Funded Debt Claims (ICG Natural Resources, LLC)
Class 41D Unsecured Funded Debt Claims (ICG Tygart Valley, LLC)
Class 42D Unsecured Funded Debt Claims (International Coal Group, Inc.)
Class 43D Unsecured Funded Debt Claims (Jacobs Ranch Coal LLC)
Class 44D Unsecured Funded Debt Claims (Jacobs Ranch Holdings I LLC)
Class 45D Unsecured Funded Debt Claims (Jacobs Ranch Holdings II LLC)
Class 46D Unsecured Funded Debt Claims (Juliana Mining Company, Inc.)
Class 47D Unsecured Funded Debt Claims (King Knob Coal Co., Inc.)
Class 48D Unsecured Funded Debt Claims (Lone Mountain Processing, Inc.)
Class 49D Unsecured Funded Debt Claims (Marine Coal Sales Company)
Class 50D Unsecured Funded Debt Claims (Melrose Coal Company, Inc.)
Class 51D Unsecured Funded Debt Claims (Mingo Logan Coal Company)
Class 52D Unsecured Funded Debt Claims (Mountain Coal Company, L.L.C.)
Class 53D Unsecured Funded Debt Claims (Mountain Gem Land, Inc.)
Class 54D Unsecured Funded Debt Claims (Mountain Mining, Inc.)
Class 55D Unsecured Funded Debt Claims (Mountaineer Land Company)
Class 56D Unsecured Funded Debt Claims (Otter Creek Coal, LLC)

Class 57D	Unsecured Funded Debt Claims (Patriot Mining Company, Inc.)
Class 58D	Unsecured Funded Debt Claims (P.C. Holding, Inc.)
Class 59D	Unsecured Funded Debt Claims (Powell Mountain Energy, LLC)
Class 60D	Unsecured Funded Debt Claims (Prairie Coal Company, LLC)
Class 61D	Unsecured Funded Debt Claims (Prairie Holdings, Inc.)
Class 62D	Unsecured Funded Debt Claims (Saddleback Hills Coal Company)
Class 63D	Unsecured Funded Debt Claims (Shelby Run Mining Company, LLC)
Class 64D	Unsecured Funded Debt Claims (Simba Group, Inc.)
Class 65D	Unsecured Funded Debt Claims (Thunder Basin Coal Company, L.L.C.)
Class 66D	Unsecured Funded Debt Claims (Triton Coal Company, L.L.C.)
Class 67D	Unsecured Funded Debt Claims (Upshur Property, Inc.)
Class 68D	Unsecured Funded Debt Claims (Vindex Energy Corporation)
Class 69D	Unsecured Funded Debt Claims (Western Energy Resources, Inc.)
Class 70D	Unsecured Funded Debt Claims (White Wolf Energy, Inc.)
Class 71D	Unsecured Funded Debt Claims (Wolf Run Mining Company)
Class 1E	General Unsecured Claims (ACI Terminal, LLC)
Class 2E	General Unsecured Claims (Allegheny Land Company)
Class 3E	General Unsecured Claims (Apogee Holdco, Inc.)
Class 4E	General Unsecured Claims (Arch Coal, Inc.)
Class 5E	General Unsecured Claims (Arch Coal Sales Company, Inc.)
Class 8E	General Unsecured Claims (Arch Energy Resources, LLC)
Class 13E	General Unsecured Claims (Arch Western Finance, LLC)
Class 14E	General Unsecured Claims (Arch Western Resources, LLC)
Class 15E	General Unsecured Claims (Arch of Wyoming, LLC)
Class 17E	General Unsecured Claims (Ark Land KH, Inc.)
Class 22E	General Unsecured Claims (Catenary Coal Holdings, Inc.)
Class 23E	General Unsecured Claims (Catenary Holdco, Inc.)
Class 24E	General Unsecured Claims (Coal-Mac, Inc.)
Class 25E	General Unsecured Claims (CoalQuest Development LLC)
Class 26E	General Unsecured Claims (Cumberland River Coal Company)
Class 27E	General Unsecured Claims (Energy Development Co.)
Class 28E	General Unsecured Claims (Hawthorne Coal Company, Inc.)
Class 29E	General Unsecured Claims (Hobet Holdco, Inc.)
Class 30E	General Unsecured Claims (Hunter Ridge, Inc.)
Class 34E	General Unsecured Claims (ICG, LLC)
Class 35E	General Unsecured Claims (ICG Beckley, LLC)
Class 36E	General Unsecured Claims (ICG East Kentucky, LLC)
Class 37E	General Unsecured Claims (ICG Eastern, LLC)
Class 39E	General Unsecured Claims (ICG Illinois, LLC)
Class 40E	General Unsecured Claims (ICG Natural Resources, LLC)
Class 41E	General Unsecured Claims (ICG Tygart Valley, LLC)
Class 42E	General Unsecured Claims (International Coal Group, Inc.)
Class 43E	General Unsecured Claims (Jacobs Ranch Coal LLC)
Class 46E	General Unsecured Claims (Juliana Mining Company, Inc.)

Class 47E General Unsecured Claims (King Knob Coal Co., Inc.)
Class 48E General Unsecured Claims (Lone Mountain Processing, Inc.)
Class 51E General Unsecured Claims (Mingo Logan Coal Company)
Class 52E General Unsecured Claims (Mountain Coal Company, L.L.C.)
Class 54E General Unsecured Claims (Mountain Mining, Inc.)
Class 56E General Unsecured Claims (Otter Creek Coal, LLC)
Class 57E General Unsecured Claims (Patriot Mining Company, Inc.)
Class 59E General Unsecured Claims (Powell Mountain Energy, LLC)
Class 60E General Unsecured Claims (Prairie Coal Company, LLC)
Class 63E General Unsecured Claims (Shelby Run Mining Company, LLC)
Class 65E General Unsecured Claims (Thunder Basin Coal Company, L.L.C.)
Class 67E General Unsecured Claims (Upshur Property, Inc.)
Class 68E General Unsecured Claims (Vindex Energy Corporation)
Class 70E General Unsecured Claims (White Wolf Energy, Inc.)

Total Number of Empty Voting Classes 25

Class 6E General Unsecured Claims (Arch Coal West, LLC)
Class 7E General Unsecured Claims (Arch Development, LLC)
Class 9E General Unsecured Claims (Arch Reclamation Services, Inc.)
Class 10E General Unsecured Claims (Arch Western Acquisition Corporation)
Class 11E General Unsecured Claims (Arch Western Acquisition, LLC)
Class 12E General Unsecured Claims (Arch Western Bituminous Group, LLC)
Class 18E General Unsecured Claims (Ark Land LT, Inc.)
Class 19E General Unsecured Claims (Ark Land WR, Inc.)
Class 20E General Unsecured Claims (Ashland Terminal, Inc.)
Class 21E General Unsecured Claims (Bronco Mining Company, Inc.)
Class 31E General Unsecured Claims (Hunter Ridge Coal Company)
Class 32E General Unsecured Claims (Hunter Ridge Holdings, Inc.)
Class 38E General Unsecured Claims (ICG Eastern Land, LLC)
Class 44E General Unsecured Claims (Jacobs Ranch Holdings I LLC)
Class 45E General Unsecured Claims (Jacobs Ranch Holdings II LLC)
Class 49E General Unsecured Claims (Marine Coal Sales Company)
Class 50E General Unsecured Claims (Melrose Coal Company, Inc.)
Class 53E General Unsecured Claims (Mountain Gem Land, Inc.)
Class 55E General Unsecured Claims (Mountaineer Land Company)
Class 58E General Unsecured Claims (P.C. Holding, Inc.)
Class 61E General Unsecured Claims (Prairie Holdings, Inc.)
Class 62E General Unsecured Claims (Saddleback Hills Coal Company)
Class 64E General Unsecured Claims (Simba Group, Inc.)
Class 66E General Unsecured Claims (Triton Coal Company, LLC)
Class 69E General Unsecured Claims (Western Energy Resources, Inc.)

SCHEDULE II
Rejecting Voting Classes

Total Number of Rejecting Voting Classes 3

Class 16E	General Unsecured Claims (Ark Land Company)
Class 33E	General Unsecured Claims (ICG, Inc.)
Class 71E	General Unsecured Claims (Wolf Run Mining Company)