

**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)**

NOTICE OF DEADLINES FOR FILING PROOFS OF CLAIM

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ARCH COAL, INC. AND ITS SUBSIDIARIES THAT ARE DEBTORS AND DEBTORS IN POSSESSION:

On April 8, 2016, the United States Bankruptcy Court for the Eastern District of Missouri entered an order (the “**Bar Date Order**”) establishing (i) **May 27, 2016 at 11:59 p.m.** (prevailing Central Time) (the “**General Bar Date**”) as the last date and time for each person or entity (including individuals, partnerships, joint ventures, corporations, estates, and trusts), other than any governmental units (as defined in section 101(27) of title 11 of the United States Code (the “**Bankruptcy Code**”) (“**Governmental Units**”), to file a proof of claim against Arch Coal, Inc. and those of its subsidiaries that are debtors and debtors in possession in those proceedings (collectively, the “**Debtors**”); and (ii) **July 11, 2016 at 11:59 p.m.** (prevailing Central Time) as the last date and time for each Governmental Unit to file a proof of claim based on prepetition claims against any of the Debtors (the “**Governmental Bar Date**” and, together with the General Bar Date, the “**Bar Dates**”).

The Bar Dates and the procedures set forth below for filing proofs of claim apply to all claims against the Debtors that arose on or prior to January 11, 2016, the date on which the Debtors commenced cases under chapter 11 of the Bankruptcy Code (the “**Petition Date**”), including claims under section 503(b)(9) of the Bankruptcy Code (each, a “**503(b)(9) Claim**”), except for those holders of the claims listed in section 4 below that are specifically excluded from the Bar Dates filing requirement.

The Arch Coal Claims Processing Center can be contacted via email at archinfo@primeclerk.com or via phone at 844-242-7478 (if calling from within the United States) or 929-477-8086 (if calling from outside the United States) if you have any questions about this Notice.

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.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a proof of claim to vote on a chapter 11 plan filed by the Debtors or to share in distributions from the Debtors' bankruptcy estates if you have a claim that arose on or prior to the Petition Date (including a claim under section 503(b)(9) of the Bankruptcy Code), and it is not one of the types of claims described in section 4 below. Claims based on acts or omissions of the Debtors that occurred prior to the Petition Date must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain prior to the Petition Date.

Under section 101(5) of the Bankruptcy Code and as used in this Notice, the word "**claim**" means any: (a) right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. The fact that you have received this Notice does not mean that you have a claim or that the Debtors or the Court believes that you have a claim against the Debtors.

2. WHAT TO FILE

The Debtors are enclosing a proof of claim form or forms for use in these cases (the "**Proof of Claim Form**") unless you are a beneficial holder of any of the Debtors' public securities. If your claim is listed on the Debtors' schedules of assets and liabilities and/or schedules of executory contracts and unexpired leases (collectively, the "**Schedules**")² by the Debtors, the Proof of Claim Form(s) also set forth the amount of your claim as scheduled by the Debtors, the specific Debtor against which the claim is scheduled and whether the claim is scheduled as disputed, contingent or unliquidated. You will receive a different Proof of Claim Form for each claim scheduled in your name by the Debtors. You may use the Proof of Claim Form(s) provided by the Debtors to file your claim. Additional copies of the Proof of Claim Form may be obtained at <https://cases.primeclerk.com/archcoal>, by email at archinfo@primeclerk.com or by calling the Arch Coal Claims Processing Center at 844-242-7478 (if calling from within the United States) or 929-477-8086 (if calling from outside the United States).

Each filed proof of claim must conform substantially to the Proof of Claim Form. Each proof of claim must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Each proof of claim must be written in English and be denominated in United States currency. **You should attach to each completed proof of claim**

² The Debtors filed their Schedules on March 9, 2016.

any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.³

If your proof of claim contains confidential information, you may file a redacted proof of claim, and may redact any documents attached thereto. A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social security, individual's tax identification, or financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

Any holder of a claim against more than one Debtor must file a separate proof of claim with respect to each such Debtor and all holders of claims must identify on their proof of claim the specific Debtor against which their claim is asserted. **Failure by a holder to identify the specific Debtor against which its claim is asserted may result in an objection to, and potential disallowance of, such claim.** A list of the names of the Debtors and their respective case numbers appears at the end of this Notice.

3. WHEN AND WHERE TO FILE

Except as provided for herein, all proofs of claim must be filed so as to be actually received (i) if you are not a Governmental Unit, on or prior to **May 27, 2016 at 11:59 p.m.** (prevailing Central Time) and (ii) if you are a Governmental Unit, on or prior to **July 11, 2016 at 11:59 p.m.** (prevailing Central Time), either (i) electronically using the interface available on Prime Clerk's website at <https://cases.primeclerk.com/ArchCoal/EPOC-Index> or (ii) by U.S. Mail overnight courier or other hand-delivery system, which Proof of Claim must include an original signature, to the following address: Arch Coal, Inc. Claims Processing Center, c/o Prime Clerk, LLC., 830 Third Avenue, 3rd Floor, New York, New York 10022 (the "**Arch Coal Claims Processing Center**").

Proofs of claim will be deemed timely filed only if **actually received** at the Arch Coal Claims Processing Center or the web interface on or prior to **11:59 p.m.** (prevailing Central Time) on the applicable Bar Date. Proofs of claim may **not** be delivered by facsimile, telecopy or email.

³ To validly assert a 503(b)(9) Claim, the proof of claim must (a) set forth (i) the particular goods (the "**503(b)(9) Goods**") on which the proof of claim is based; (ii) the quantity or dollar value of the 503(b)(9) Goods; (iii) the date the 503(b)(9) Goods were delivered to the Debtors; and (iv) the invoice numbers and/or purchase order numbers applicable to the 503(b)(9) Goods; and (b) be accompanied by the applicable invoice(s) and bill(s) of lading or other documentation establishing proof of delivery and proof of the date of delivery of the 503(b)(9) goods.

4. WHO NEED NOT FILE A PROOF OF CLAIM

You do not need to file a proof of claim on or prior to the Bar Dates if you are:

(a) any person or entity that has *already* properly filed a proof of claim against the applicable Debtor or Debtors with the Clerk of the Bankruptcy Court for the Eastern District of Missouri or the Arch Coal Claims Processing Center in a form substantially similar to the Proof of Claim Form (as defined below);

(b) any person or entity whose claim is listed on the Schedules; *provided* that (i) the claim is *not* scheduled as “disputed,” “contingent” or “unliquidated,” (ii) the claimant agrees with the amount, nature and priority of the claim as set forth in the Schedules *and* (iii) the claimant agrees that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;

(c) any person or entity that holds a claim that has been allowed by an order of the Court entered on or prior to the applicable Bar Date;

(d) any person or entity whose claim has been paid in full by any of the Debtors;

(e) any current employee of the Debtors, solely with respect to any claim based on the payment of an obligation arising in the ordinary course of business and previously authorized to be paid by the *Order Authorizing (I) Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits and Other Compensation and (B) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (II) Current and Former Employees to Proceed with Outstanding Workers’ Compensation Claims and (III) Financial Institutions to Honor and Process Related Checks and Transfers* entered on January 13, 2016 [ECF No. 57]; *provided, however*, that if the Debtors provide written notice to any current employee stating that the Debtors do not intend to pay such claim, such employee shall have until the later of (i) the General Bar Date and (ii) thirty days from the date of service of such written notice to file a proof of claim in respect of such claim;

(f) any person or entity that holds a claim for which specific deadlines other than the Bar Dates have been fixed by an order of the Court entered on or prior to the applicable Bar Date;

(g) any person or entity that holds a claim allowable under sections 503(b) and 507(a) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);

(h) any current officer, director or employee of the Debtors that holds a claim based on indemnification, contribution or reimbursement;

(i) any Debtor;

(j) any entity that is wholly-owned by a Debtor;

(k) any person or entity that holds an interest in any Debtor, which interest is based exclusively upon the ownership of common stock or warrants, rights or options to purchase, sell or subscribe to common stock; *provided, however*, that interest holders who wish to assert claims (as opposed to ownership interests) against any of the Debtors (including claims for damages, rescission, reimbursement or contribution) that arise out of or relate to the purchase or sale of an interest or otherwise in respect of such interest must file a proof of claim with respect to such claim on or prior to the applicable Bar Date;

(l) any person or entity that holds a claim under that certain Amended and Restated Credit Agreement, dated as of June 14, 2011, among Arch Coal, Inc., as Borrower, Wilmington Trust, N.A., as Administrative Agent and Collateral Agent, and the Lenders party thereto from time to time (as amended, restated, supplemented or modified from time to time) (the “**Prepetition Credit Agreement**”). The administrative agent (the “**Prepetition Agent**”) under the Prepetition Credit Agreement is authorized to file in the Debtors’ lead chapter 11 case *In re Arch Coal, Inc., et al.*, (Case No. 16-40120) a single, master proof of claim on behalf of itself and the lenders party to the Prepetition Credit Agreement from time to time (together, the “**Prepetition Lender Parties**”) on account of any and all of their respective claims arising under the Prepetition Credit Agreement and the *Final Order (I) Authorizing Debtors (A) To Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 363(b), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and (B) to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363 and (II) Granting Adequate Protection to Prepetition Agent and the Prepetition Lenders pursuant to 11 U.S.C. §§ 361, 362, 363, 364 and 507(b)*, entered by the Bankruptcy Court on February 25, 2016 [ECF No. 415] (the “**Master Proof of Claim**”) against each of the Debtors. Upon the filing of the Master Proof of Claim against each of the Debtors, the Prepetition Agent and each Prepetition Lender Party, and each of their respective successors and assigns, shall be deemed to have filed a proof of claim in the amount set forth opposite its name therein in respect of its claims against each of the Debtors of any type or nature whatsoever with respect to the Prepetition Credit Agreement, and the claim of each Prepetition Lender Party (and each of its respective successors and assigns), named in the Master Proof of Claim shall be treated as if such entity had filed a separate proof of claim in each of these bankruptcy cases. The Prepetition Agent shall not be required in the Master Proof of Claim to identify whether any Prepetition Lender Party acquired its claim from another party and the identity of any such party or to amend the Master Proof of Claim to reflect a change in the holders of the claims set forth therein or a reallocation among such holders of the claims asserted therein resulting from the transfer of all or any portion of such claims. The Prepetition Agent shall not be required to file with the Master Proof of Claim any instruments, agreements or other documents evidencing the obligations owing by each of the Debtors to the Prepetition Lender Parties, which instruments, agreements or other documents will be provided upon written request to counsel to the Prepetition Agent;

(m) any person or entity that holds a claim under (i) that certain Second Amended and Restated Receivables Purchase Agreement (the “**RPA**”) among Arch Receivable Company, LLC (“**Arch Receivable**”), as seller, Arch Coal Sales Company, Inc. (“**Arch Sales**”), as initial servicer, PNC Bank, National Association (“**PNC Bank**”),

as administrator (in such capacity, the “**Administrator**”) and issuer of letters of credit thereunder (in such capacity, the “**LC Bank**”) and the other parties party thereto from time to time, as securitization purchasers (collectively with the LC Bank, the “**Securitization Purchasers**”), (ii) that certain Amended and Restated Purchase and Sale Agreement (the “**PSA**”) among Arch Coal, Inc. (“**Arch Coal**”) and certain subsidiaries of Arch Coal as originators (collectively, the “**Subsidiary Originators**”), (iii) that certain Amended and Restated Sale and Contribution Agreement (the “**SCA**”, and collectively with the RPA and the PSA, the “**Receivables Agreements**”) between Arch Coal and Arch Receivable, (iv) each of the other instruments and agreements related to the securitization facility contemplated by the Receivables Agreements (the “**Securitization Facility**”), including notably, but without limiting the generality of the foregoing: (1) that certain Second Amended and Restated Performance Guaranty by Arch Coal in favor of PNC Bank, National Association for the benefit of the Securitization Purchasers, (2) that certain Originator Performance Guaranty by each Subsidiary Originator in favor of the Administrator for the benefit of the Securitization Purchasers, (3) that certain Blocked Account Agreement, dated as of February 3, 2006, among Arch Receivable, Arch Sales and the Administrator, (4) that certain Eighth Amended and Restated Purchaser Group Fee Letter among PNC Bank, in its capacities as Administrator, LC Bank and Securitization Purchaser, Arch Coal, Arch Sales and Arch Receivable, (5) that certain Amended and Restated Purchaser Group Fee Letter, among Regions Bank as Securitization Purchaser, Arch Coal, Arch Sales and Arch Receivable; and (6) that certain No Proceedings Letter Agreement, among Arch Coal, the Administrator and Wilmington Trust, National Association as term loan administrative agent and collateral agent (the “**Existing Agent**”) under Arch Coal’s Amended and Restated Credit Agreement, dated June 14, 2011 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time) among Arch Coal, as borrower, the guarantors from time to time party thereto and the Existing Agent; and

(n) any person or entity whose claim is limited exclusively to the repayment of principal, interest and other fees and expenses (“**Debt Claim**”) under the agreements governing any debt security issued by or for the benefit of the Debtors pursuant to an indenture (“**Indenture**”), to the extent that the relevant Indenture Trustee (as defined below) files a proof of claim authorized by clause (ii) below; *provided, however,* that (i) the foregoing exclusion in this subparagraph shall not apply to the indenture trustee under the applicable indenture (“**Indenture Trustee**”), (ii) each Indenture Trustee shall be authorized to file a single proof of claim, on or before the applicable Bar Date, against all Debtors under the applicable Indentures and (iii) any holder of a Debt Claim wishing to assert a claim against any or all Debtors, other than a Debt Claim arising out of or relating to an Indenture, shall be required to file a proof of claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies.

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you have a claim arising out of the rejection of an executory contract or unexpired lease, you must file a proof of claim by the later of (a) the applicable Bar Date and (b) 30 days after notice by the Debtors of (i) the entry of an order authorizing rejection to which the claim

relates and (ii) the applicable Bar Date (unless the order authorizing such rejection provides otherwise). Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a proof of claim for such amounts on or prior to the applicable Bar Date unless an exception identified in section 4 above applies.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS DESCRIBED IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM WILL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS, THEIR SUCCESSORS, THEIR CHAPTER 11 ESTATES AND THEIR RESPECTIVE PROPERTY OR FILING A PROOF OF CLAIM WITH RESPECT TO SUCH CLAIM, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM OR RECEIVING FURTHER NOTICES REGARDING SUCH CLAIM.

7. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' Schedules.

To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim Form(s) regarding the nature, amount, and status of your claim(s). If you received post-petition payments from the Debtors (as authorized by the Court) on account of your claim(s), the enclosed Proof of Claim Form(s) will reflect the net amount of your claim(s). If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple Proof of Claim Forms, each of which will reflect the nature and amount of your claim against one Debtor, as listed on the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that your claim is accurately listed on the Schedules. However, you may rely on the enclosed Proof of Claim Form, which lists your claim as scheduled, identifies the Debtor against which it is scheduled and specifies whether the claim is disputed, contingent or unliquidated.

As set forth above, if you agree with the nature, amount and status of your claim as listed on the Debtors' Schedules, and if you do not dispute that your claim is against only the specified Debtor, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so prior to the applicable Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Debtors' Schedules are available for inspection on the Court's internet website at www.moeb.uscourts.gov and on the independent website maintained by the Debtors,

https://cases.primeclerk.com/archcoal. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access *www.moeb.uscourts.gov* and can be obtained through the PACER Service Center at *www.pacer.psc.uscourts.gov*. Copies of the Schedules may also be examined between the hours of 9:00 a.m. and 4:00 p.m. (prevailing Central Time), Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, 111 S. 10th Street, 4th Floor, St. Louis, MO 63102.

8. RESERVATION OF RIGHTS

The Debtors reserve their right to object to any proof of claim, whether filed or scheduled, on any grounds. The Debtors reserve their right to dispute or to assert offsets or defenses to any claim reflected on the Schedules or any amendments thereto, as to amount, liability, classification or otherwise, and to subsequently designate any claim as disputed, contingent, unliquidated or undetermined.

A holder of a possible claim against the Debtors should consult an attorney regarding matters in connection with this Notice, such as whether the holder should file a proof of claim.

Dated: April 11, 2016
New York, New York

BY ORDER OF THE COURT

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-and-

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SCHEDULE 1
Debtor Entities

Debtor	Case No.	Debtor	Case No.
1. ACI Terminal, LLC	16-40123	37. ICG Eastern, LLC	16-40163
2. Allegheny Land Company	16-40124	38. ICG Eastern Land, LLC	16-40165
3. Apogee Holdco, Inc.	16-40129	39. ICG Illinois, LLC	16-40168
4. Arch Coal, Inc.	16-40120	40. ICG Knott County, LLC	16-40171
5. Arch Coal Sales Company, Inc.	16-40136	41. ICG Natural Resources, LLC	16-40175
6. Arch Coal West, LLC	16-40126	42. ICG Tygart Valley, LLC	16-40167
7. Arch Development, LLC	16-40131	43. International Coal Group, Inc.	16-40184
8. Arch Energy Resources, LLC	16-40133	44. Jacobs Ranch Coal LLC	16-40173
9. Arch Reclamation Services, Inc.	16-40140	45. Jacobs Ranch Holdings I LLC	16-40178
10. Arch Western Acquisition Corporation	16-40148	46. Jacobs Ranch Holdings II LLC	16-40181
11. Arch Western Acquisition, LLC	16-40135	47. Juliana Mining Company, Inc.	16-40185
12. Arch Western Bituminous Group, LLC	16-40139	48. King Knob Coal Co., Inc.	16-40121
13. Arch Western Finance LLC	16-40143	49. Lone Mountain Processing, Inc.	16-40127
14. Arch Western Resources, LLC	16-40146	50. Marine Coal Sales Company	16-40130
15. Arch of Wyoming, LLC	16-40150	51. Melrose Coal Company, Inc.	16-40132
16. Ark Land Company	16-40154	52. Mingo Logan Coal Company	16-40134
17. Ark Land KH, Inc.	16-40122	53. Mountain Coal Company, L.L.C.	16-40183
18. Ark Land LT, Inc.	16-40125	54. Mountain Gem Land, Inc.	16-40138
19. Ark Land WR, Inc.	16-40128	55. Mountain Mining, Inc.	16-40142
20. Ashland Terminal, Inc.	16-40137	56. Mountaineer Land Company	16-40144
21. Bronco Mining Company, Inc.	16-40141	57. Otter Creek Coal, LLC	16-40186
22. Catenary Coal Holdings, Inc.	16-40145	58. Patriot Mining Company, Inc.	16-40149
23. Catenary HoldCo, Inc.	16-40151	59. P.C. Holding, Inc.	16-40147
24. Coal-Mac, Inc.	16-40156	60. Powell Mountain Energy, LLC	16-40187
25. CoalQuest Development LLC	16-40153	61. Prairie Coal Company, LLC	16-40191
26. Cumberland River Coal Company	16-40161	62. Prairie Holdings, Inc.	16-40152
27. Energy Development Co.	16-40166	63. Saddleback Hills Coal Company	16-40155
28. Hawthorne Coal Company, Inc.	16-40170	64. Shelby Run Mining Company, LLC	16-40188
29. Hobet Holdco, Inc.	16-40174	65. Simba Group, Inc.	16-40158
30. Hunter Ridge, Inc.	16-40177	66. Thunder Basin Coal Company, L.L.C.	16-40189
31. Hunter Ridge Coal Company	16-40179	67. Triton Coal Company, L.L.C.	16-40190
32. Hunter Ridge Holdings, Inc.	16-40180	68. Upshur Property, Inc.	16-40162
33. ICG, Inc.	16-40182	69. Vindex Energy Corporation	16-40164
34. ICG, LLC	16-40160	70. Western Energy Resources, Inc.	16-40169
35. ICG Beckley, LLC	16-40157	71. White Wolf Energy, Inc.	16-40172
36. ICG East Kentucky, LLC	16-40159	72. Wolf Run Mining Company	16-40176