

ARCH COAL INC  
Form 10-Q  
November 07, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**FORM 10-Q**

(Mark One)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended September 30, 2014

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_ .

Commission file number: 1-13105

## Arch Coal, Inc.

(Exact name of registrant as specified in its charter)

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

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

**One CityPlace Drive, Suite 300, St. Louis, Missouri**  
(Address of principal executive offices)

**63141**  
(Zip code)

Registrant's telephone number, including area code: **(314) 994-2700**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Accelerated filer   
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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At October 31, 2014 there were 212,274,112 shares of the registrant's common stock outstanding.

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Table of Contents**Part I****FINANCIAL INFORMATION****Item 1. Financial Statements.****Arch Coal, Inc. and Subsidiaries****Condensed Consolidated Statements of Operations**

(in thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013 (Unaudited)	2014	2013
<b>Revenues</b>	\$ 742,180	\$ 791,269	\$ 2,191,927	\$ 2,294,971
<b>Costs, expenses and other operating</b>				
Cost of sales (exclusive of items shown separately below)	647,096	688,712	1,955,547	1,994,653
Depreciation, depletion and amortization	105,155	106,323	312,042	327,601
Amortization of acquired sales contracts, net	(3,013)	(2,568)	(9,948)	(7,587)
Change in fair value of coal derivatives and coal trading activities, net	(3,733)	9,753	(5,811)	2,053
Asset impairment and mine closure costs	5,060	200,397	6,572	220,879
Selling, general and administrative expenses	28,136	28,800	87,203	96,311
Other operating income, net	(1,221)	(5,395)	(9,451)	(16,476)
	777,480	1,026,022	2,336,154	2,617,434
Loss from operations	(35,300)	(234,753)	(144,227)	(322,463)
Interest expense, net				
Interest expense	(98,217)	(95,624)	(292,648)	(285,454)
Interest and investment income	1,949	697	5,828	4,749
	(96,268)	(94,927)	(286,820)	(280,705)
Loss from continuing operations before income taxes	(131,568)	(329,680)	(431,047)	(603,168)
Benefit from income taxes	(34,350)	(121,913)	(112,830)	(230,734)
<b>Loss from continuing operations</b>	(97,218)	(207,767)	(318,217)	(372,434)
<b>Income from discontinued operations, net of tax</b>		79,404		101,816
<b>Net loss</b>	\$ (97,218)	\$ (128,363)	\$ (318,217)	\$ (270,618)
<b>Losses per common share</b>				
Basic and diluted LPS - Loss from continuing operations	\$ (0.46)	\$ (0.98)	\$ (1.50)	\$ (1.76)
Basic and diluted LPS - Net loss	\$ (0.46)	\$ (0.61)	\$ (1.50)	\$ (1.28)
<b>Basic and diluted weighted average shares outstanding</b>	212,238	212,111	212,212	212,085
<b>Dividends declared per common share</b>	\$	\$ 0.03	\$ 0.01	\$ 0.09

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The accompanying notes are an integral part of the condensed consolidated financial statements.

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## Arch Coal, Inc. and Subsidiaries

## Condensed Consolidated Statements of Comprehensive Income (Loss)

(in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
<b>Net loss</b>	\$ (97,218)	\$ (128,363)	\$ (318,217)	\$ (270,618)
<b>Derivative instruments</b>				
Comprehensive income (loss) before tax	520	1,346	1,298	(224)
Income tax benefit (provision)	(187)	(486)	(467)	82
	333	860	831	(142)
<b>Pension, postretirement and other post-employment benefits</b>				
Comprehensive income (loss) before tax	(1,210)	1,277	(5,326)	4,981
Income tax benefit (provision)	435	(458)	1,917	(1,791)
	(775)	819	(3,409)	3,190
<b>Available-for-sale securities</b>				
Comprehensive income (loss) before tax	(2,401)	1,136	(5,637)	7,648
Income tax benefit (provision)	864	(448)	2,029	(2,795)
	(1,537)	688	(3,608)	4,853
Total other comprehensive income (loss)	(1,979)	2,367	(6,186)	7,901
Total comprehensive loss	\$ (99,197)	\$ (125,996)	\$ (324,403)	\$ (262,717)

The accompanying notes are an integral part of the condensed consolidated financial statements.

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**Arch Coal, Inc. and Subsidiaries**  
**Condensed Consolidated Balance Sheets**  
(in thousands, except per share data)

	September 30, 2014	December 31, 2013
	(Unaudited)	
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 795,934	\$ 911,099
Short term investments	249,067	248,414
Trade accounts receivable	213,369	198,020
Other receivables	32,769	31,553
Inventories	209,659	264,161
Prepaid royalties	11,021	8,083
Deferred income taxes	48,786	49,144
Coal derivative assets	15,642	14,851
Other current assets	49,470	56,746
Total current assets	1,625,717	1,782,071
<b>Property, plant and equipment, net</b>	<b>6,532,118</b>	<b>6,734,286</b>
<b>Other assets</b>		
Prepaid royalties	82,598	87,577
Equity investments	232,077	221,456
Other noncurrent assets	146,272	164,803
Total other assets	460,947	473,836
Total assets	\$ 8,618,782	\$ 8,990,193
<b>Liabilities and Stockholders' Equity</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 173,835	\$ 176,142
Accrued expenses and other current liabilities	342,709	278,587
Current maturities of debt	29,977	33,493
Total current liabilities	546,521	488,222
Long-term debt	5,126,186	5,118,002
Asset retirement obligations	400,935	402,713
Accrued pension benefits	15,294	7,111
Accrued postretirement benefits other than pension	39,127	39,255
Accrued workers' compensation	78,520	78,062
Deferred income taxes	296,639	413,546
Other noncurrent liabilities	181,163	190,033
Total liabilities	6,684,385	6,736,944
<b>Stockholders' equity</b>		
Common stock, \$0.01 par value, authorized 260,000 shares, issued 213,791 shares and 213,792 shares at September 30, 2014 and December 31, 2013, respectively	2,141	2,141
Paid-in capital	3,046,302	3,038,613
Treasury stock, at cost, 1,517 shares and 1,512 shares at September 30, 2014 and December 31, 2013, respectively	(53,863)	(53,848)
Accumulated deficit	(1,091,689)	(771,349)
Accumulated other comprehensive income	31,506	37,692
Total stockholders' equity	1,934,397	2,253,249
Total liabilities and stockholders' equity	\$ 8,618,782	\$ 8,990,193



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The accompanying notes are an integral part of the condensed consolidated financial statements.

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## Arch Coal, Inc. and Subsidiaries

## Condensed Consolidated Statements of Cash Flows

(in thousands)

	Nine Months Ended September 30,	
	2014	2013
	(Unaudited)	
<b>Operating activities</b>		
Net loss	\$ (318,217)	\$ (270,618)
Adjustments to reconcile net loss to cash provided by (used in) operating activities:		
Depreciation, depletion and amortization	312,042	348,863
Amortization of acquired sales contracts, net	(9,948)	(7,587)
Amortization relating to financing activities	12,349	18,525
Prepaid royalties expensed	5,645	11,973
Employee stock-based compensation expense	7,689	8,909
Asset impairment costs	1,512	220,879
Amortization of premiums on debt securities held		3,679
Gains on disposals and divestitures, net	(21,965)	(120,702)
Deferred income taxes	(112,998)	(184,418)
Changes in:		
Receivables	(6,779)	72,436
Inventories	22,589	21,387
Accounts payable, accrued expenses and other current liabilities	73,324	19,287
Income taxes, net	(514)	787
Other	37,261	43,192
Cash provided by operating activities	1,990	186,592
<b>Investing activities</b>		
Capital expenditures	(118,701)	(223,168)
Minimum royalty payments	(3,604)	(10,901)
Proceeds from sale-leaseback transactions		34,919
Proceeds from disposals and divestitures	50,971	431,462
Purchases of marketable securities	(181,546)	(85,418)
Proceeds from sale or maturity of marketable securities and other investments	178,293	67,255
Investments in and advances to affiliates	(13,393)	(11,124)
Change in restricted cash		3,453
Cash provided by (used in) investing activities	(87,980)	206,478
<b>Financing activities</b>		
Payments on term loan	(14,625)	(12,375)
Net payments on other debt	(10,187)	(13,084)
Dividends paid	(2,123)	(19,105)
Debt financing costs	(2,219)	
Other	(21)	
Cash used in financing activities	(29,175)	(44,564)
Increase (decrease) in cash and cash equivalents	(115,165)	348,506
Cash and cash equivalents, beginning of period	911,099	784,622
Cash and cash equivalents, end of period	\$ 795,934	\$ 1,133,128

The accompanying notes are an integral part of the condensed consolidated financial statements.



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**Arch Coal, Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements**

**(unaudited)**

**1. Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements include the accounts of Arch Coal, Inc. and its subsidiaries (the Company). The Company's primary business is the production of thermal and metallurgical coal from surface and underground mines located throughout the United States, for sale to utility, industrial and steel producers both in the United States and around the world. The Company currently operates mining complexes in West Virginia, Illinois, Wyoming and Colorado. All subsidiaries are wholly-owned. Intercompany transactions and accounts have been eliminated in consolidation.

The Company completed the sale of Canyon Fuel Company, LLC (Canyon Fuel) on August 16, 2013. The results of Canyon Fuel have been segregated from continuing operations and are reflected, net of tax, as discontinued operations in the condensed consolidated statements of operations for the three and nine months ended September 30, 2013.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial reporting and U.S. Securities and Exchange Commission regulations. In the opinion of management, all adjustments, consisting of normal, recurring accruals considered necessary for a fair presentation, have been included. Results of operations for the three and nine months ended September 30, 2014 are not necessarily indicative of results to be expected for the year ending December 31, 2014. These financial statements should be read in conjunction with the audited financial statements and related notes as of and for the year ended December 31, 2013 included in the Company's Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission.

**2. Accounting Policies**

In May 2014, the FASB issued comprehensive authoritative guidance for the recognition and presentation of revenue from contracts with customers. The revenue recognition model is based on changes in contract assets (right to receive consideration) and liabilities (obligations to provide a good or perform a service). The guidance also requires comprehensive quantitative and qualitative disclosures intended to enable financial statement users to understand the nature, timing and uncertainty of revenue and the related cash flows. This guidance will be effective for the Company in the first quarter of 2017, with early adoption not permitted. The Company is currently assessing the impact the guidance will have upon adoption, but expects no significant changes to its existing revenue recognition policies.

**3. Accumulated Other Comprehensive Income**

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The following items are included in accumulated other comprehensive income ( AOCI ):

	Derivative Instruments	Pension, Postretirement and Other Post- Employment Benefits	Available-for- Sale Securities	Accumulated Other Comprehensive Income
(In thousands)				
Balance at December 31, 2013	\$ 565	\$ 31,112	\$ 6,015	\$ 37,692
Unrealized gains (losses)	1,692		(4,775)	(3,083)
Amounts reclassified from AOCI	(861)	(3,409)	1,167	(3,103)
Balance at September 30, 2014	\$ 1,396	\$ 27,703	\$ 2,407	\$ 31,506

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The following amounts were reclassified out of AOCI:

Details About AOCI Components	Amounts Reclassified from AOCI				Line Item in the Condensed Consolidated Statement of Operations
	Three Months Ended September 30,		Nine Months Ended September 30,		
	2014	2013	2014	2013	
	(In thousands)				
Derivative instruments	\$ 892	\$ 692	\$ 1,346	\$ 2,093	Revenues
	(321)	(249)	(485)	(754)	Benefit from income taxes
	\$ 571	\$ 443	\$ 861	\$ 1,339	Net of tax
Pension, postretirement and other post-employment benefits					
Amortization of prior service credits (1)	\$ 1,759	\$ 5,573	\$ 6,976	\$ 11,154	
Amortization of actuarial gains	(550)	(3,823)	(1,650)	(13,108)	
	1,209	1,750	5,326	(1,954)	
	(435)	(631)	(1,917)	702	Benefit from income taxes
	\$ 774	\$ 1,119	\$ 3,409	\$ (1,252)	Net of tax
Available-for-sale securities					
(2)	\$ (145)	\$ (4)	\$ (1,824)	\$ (313)	Interest and investment income
	53	2	657	113	Benefit from income taxes
	\$ (92)	\$ (2)	\$ (1,167)	\$ (200)	Net of tax

1 Production-related benefits and workers compensation costs are included in inventoriable production costs.

2 The gains and losses on sales of available-for-sale-securities are determined on a specific identification basis.

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During the first quarter of 2014, the Company entered into agreements to sell an operating thermal coal complex and an idled thermal coal mine in Kentucky and the Company's ADDCAR subsidiary, which manufactures a patented highwall mining system. The sales closed during the first quarter of 2014 for total consideration of \$45.3 million. The Company has received \$35.7 million in cash, and the remaining \$11.0 million is payable on December 31, 2014. The Company recognized a net pre-tax gain of \$14.3 million from these divestitures, reflected in other operating income, net in the condensed consolidated statement of operations. The following table summarizes the assets and liabilities of these divested operations reflected in the December 31, 2013 consolidated balance sheet (in thousands):

Inventories	\$	33,283
Other current assets		1,032
Net property, plant & equipment		104,587
Other noncurrent assets		139
Accounts payable and accrued expenses		13,005
Other noncurrent liabilities		24,276

The following table summarizes the results of Canyon Fuel, reflected as discontinued operations in the condensed consolidated statement of operations through the date of disposition:

	Three Months Ended September 30, 2013		Nine Months Ended September 30, 2013	
	(in thousands)			
Total revenues	\$	45,763	\$	219,002
Income from discontinued operations before income taxes	\$	3,429	\$	32,166
Gain on disposition		115,679		115,679
Less: income tax expense		39,704		46,029
Income from discontinued operations	\$	79,404	\$	101,816
Basic and diluted earnings per common share from discontinued operations	\$	0.37	\$	0.48

**5. Impairment Charges**

In the face of weak coal markets, the Company idled a higher-cost mining complex in the third quarter of 2014 in order to concentrate on metallurgical coal production from its lowest-cost and highest-margin operations. Closure charges of \$5.1 million were recognized during the three months ended September 30, 2014 relating to the idling.

As a result of the weak thermal coal markets in Appalachia, the Company assessed in the third quarter of 2013 whether the carrying values of certain assets were recoverable through future cash flows. The Company determined that the carrying amounts of certain assets associated with the Hazard mining complex in Kentucky and the Company's ADDCAR subsidiary, which manufactures and sells its patented highwall mining system, could not be recovered through future cash flows expected to be generated from use of the assets and their ultimate disposal. An

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impairment loss of \$142.8 million was recognized to write the carrying value of the assets to their fair value of \$71.3 million.

During the second quarter of 2013, Tenaska Trailblazer Partners, LLC announced that it was discontinuing its development plans for the Trailblazer Energy Center in Texas. As a result, the Company recorded a \$20.5 million impairment charge, which consisted of its 35% equity investment of \$15.3 million and a \$5.2 million receivable balance related to reimbursements for development work.



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The Company recorded an impairment charge of \$57.7 million in the third quarter of 2013 related to its investment in DKRW Advanced Fuels, LLC ( DKRW ), a company engaged in developing coal-to-liquids facilities. DKRW had previously entered into an Engineering, Procurement and Construction Agreement with a Chinese company to construct and commission the Medicine Bow coal-to-liquids facility. The project did not progress to the next stage of development, and the impairment charge included the Company's 24% equity investment of \$13.7 million and a \$44.0 million loan receivable balance.

The impairment and closure charges are included on the line Asset impairment and mine closure costs in the condensed consolidated statement of operations.

**6. Inventories**

Inventories consist of the following:

	September 30, 2014	December 31, 2013
	(In thousands)	
Coal	\$ 83,708	\$ 117,531
Repair parts and supplies	125,951	137,497
Work-in-process		9,133
	\$ 209,659	\$ 264,161

The repair parts and supplies are stated net of an allowance for slow-moving and obsolete inventories of \$8.7 million at September 30, 2014 and \$8.4 million at December 31, 2013.

**7. Investments in Available-for-Sale Securities**

The Company has invested in marketable debt securities, primarily highly liquid AA-rated corporate bonds and U.S. government and government agency securities. These investments are held in the custody of a major financial institution. These securities, along with the Company's investments in marketable equity securities, are classified as available-for-sale securities and, accordingly, the unrealized gains and losses are recorded through other comprehensive income.

The Company's investments in available-for-sale marketable securities are as follows:

	September 30, 2014	Balance Sheet Classification
Accumulated		

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	Cost Basis	Gross Unrealized Gains	Losses	Fair Value	Short-Term Investments	Other Assets
	(In thousands)					
Available-for-sale:						
U.S. government and agency securities	\$	\$	\$	\$	\$	\$
Corporate notes and bonds	\$ 252,813	\$ 1	\$ (3,747)	\$ 249,067	\$ 249,067	\$
Equity securities	5,420	10,257	(2,759)	12,918		12,918
Total Investments	\$ 258,233	\$ 10,258	\$ (6,506)	\$ 261,985	\$ 249,067	\$ 12,918

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	December 31, 2013					
	Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Balance Sheet Classification	
			(In thousands)		Short-Term Investments	Other Assets
<b>Available-for-sale:</b>						
U.S. government and agency securities	\$ 65,002	\$ 11	\$ (75)	\$ 64,938	\$ 64,938	\$
Corporate notes and bonds	184,773	7	(1,304)	183,476	183,476	
Equity securities	5,271	13,660	(2,902)	16,029		16,029
<b>Total Investments</b>	<b>\$ 255,046</b>	<b>\$ 13,678</b>	<b>\$ (4,281)</b>	<b>\$ 264,443</b>	<b>\$ 248,414</b>	<b>\$ 16,029</b>

The aggregate fair value of investments with unrealized losses that were owned for less than a year was \$230.3 million and \$164.3 million at September 30, 2014 and December 31, 2013, respectively. The aggregate fair value of investments with unrealized losses that were owned for over a year, and were also in a continuous unrealized loss position during that time, was \$17.1 million and \$48.7 million at September 30, 2014 and December 31, 2013, respectively.

The debt securities outstanding at September 30, 2014 have maturity dates ranging from the fourth quarter of 2014 through the fourth quarter of 2015. The Company classifies its investments as current based on the nature of the investments and their availability to provide cash for use in current operations.

## 8. Derivatives

### *Diesel fuel price risk management*

The Company is exposed to price risk with respect to diesel fuel purchased for use in its operations. The Company anticipates purchasing approximately 57 to 67 million gallons of diesel fuel for use in its operations during 2014 and 2015. To protect the Company's cash flows from increases in the price of diesel fuel for its operations, the Company uses forward physical diesel purchase contracts and purchased heating oil call options. At September 30, 2014, the Company had protected the price of approximately 87% of its expected purchases for the remainder of 2014 and 83% of its expected 2015 purchases. At September 30, 2014, the Company had purchased heating oil call options for approximately 69 million gallons for the purpose of managing the price risk associated with future diesel purchases.

The Company has also purchased heating oil call options to manage the price risk associated with fuel surcharges on its barge and rail shipments, which cover increases in diesel fuel prices for the respective carriers. At September 30, 2014, the Company held heating oil call options for 1.3 million gallons that will settle in the fourth quarter of 2014 for the purpose of managing the fluctuations in cash flows associated with fuel surcharges on future shipments.

These positions reduce the Company's risk of cash flow fluctuations related to these surcharges but the positions are not accounted for as hedges.

*Coal price risk management positions*

The Company may sell or purchase forward contracts, swaps and options in the over-the-counter coal market in order to manage its exposure to coal prices. The Company has exposure to the risk of fluctuating coal prices related to forecasted sales or purchases of coal or to the risk of changes in the fair value of a fixed price physical sales contract. Certain derivative contracts may be designated as hedges of these risks.

At September 30, 2014, the Company held derivatives for risk management purposes that are expected to settle in the following years:

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(Tons in thousands)	2014	2015	2016	Total
Coal sales	1,156	2,340	160	3,656
Coal purchases	751	825		1,576

The Company has also entered into a nominal quantity of natural gas put options to protect the Company from decreases in natural gas prices, which could impact coal demand. These options are not accounted for as hedges.

*Coal trading positions*

The Company may sell or purchase forward contracts, swaps and options in the over-the-counter coal market for trading purposes. The Company is exposed to the risk of changes in coal prices on the value of its coal trading portfolio. The estimated future realization of the value of the trading portfolio is \$4.7 million of gains during the remainder of 2014 and \$4.2 million of gains in 2015.

*Tabular derivatives disclosures*

The Company has master netting agreements with all of its counterparties which allow for the settlement of contracts in an asset position with contracts in a liability position in the event of default or termination. Such netting arrangements reduce the Company's credit exposure related to these counterparties. For classification purposes, the Company records the net fair value of all the positions with a given counterparty as a net asset or liability in the condensed consolidated balance sheets. The amounts shown in the table below represent the fair value position of individual contracts, and not the net position presented in the accompanying condensed consolidated balance sheets. The fair value and location of derivatives reflected in the accompanying condensed consolidated balance sheets are as follows:

Fair Value of Derivatives (In thousands)	September 30, 2014		December 31, 2013		
	Asset Derivative	Liability Derivative	Asset Derivative	Liability Derivative	
<b>Derivatives Designated as Hedging Instruments</b>					
Coal	\$ 1,680	\$	\$ 909	\$ (26)	
<b>Derivatives Not Designated as Hedging Instruments</b>					
Heating oil - diesel purchases	1,440		4,681		
Heating oil - fuel surcharges	1		422		
Coal - held for trading purposes	75,061	(66,137)	55,327	(45,763)	
Coal - risk management	7,707	(2,861)	6,342	(1,950)	
Natural gas	225	(90)			
Total	84,434	(69,088)	66,772	(47,713)	
Total derivatives	86,114	(69,088)	67,681	(47,739)	
Effect of counterparty netting	(69,032)	69,032	(47,727)	47,727	
<b>Net derivatives as classified in the balance sheets</b>	\$ 17,082	\$ (56)	\$ 17,026	\$ (12)	\$ 19,942



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		September 30, 2014	December 31, 2013
<b>Net derivatives as reflected on the balance sheets</b>			
<b>Heating oil</b>	Other current assets	\$ 1,440	\$ 5,103
<b>Coal</b>	Coal derivative assets	15,642	14,851
	Accrued expenses and other current liabilities	(56)	(12)
		\$ 17,026	\$ 19,942

The Company had a current liability for the obligation to post cash collateral of \$3.8 million at September 30, 2014 and a current asset for the right to reclaim cash collateral of \$2.2 million at December 31, 2013. These amounts are not included with the derivatives presented in the table above and are included in accrued expenses and other current liabilities and other current assets, respectively, in the accompanying condensed consolidated balance sheets.

The effects of derivatives on measures of financial performance are as follows:

**Derivatives used in Cash Flow Hedging Relationships (in thousands)**

**Three Months Ended September 30,**

		Gain (Loss) Recognized in Other Comprehensive Income(Effective Portion)		Gains (Losses) Reclassified from Other Comprehensive Income into Income (Effective Portion)	
		2014	2013	2014	2013
				\$	\$
Coal sales	(1)	\$ 3,449	\$ 3,132	\$ 1,639	\$ 911
Coal purchases	(2)	(2,041)	(942)	(747)	123
Totals		\$ 1,408	\$ 2,190	\$ 892	\$ 1,034

No ineffectiveness or amounts excluded from effectiveness testing relating to the Company's cash flow hedging relationships were recognized in the results of operations in the three month periods ended September 30, 2014 and 2013.

**Derivatives Not Designated as Hedging Instruments (in thousands)**

**Three Months Ended September 30,**

		Gain (Loss) Recognized	
		2014	2013
Coal unrealized	(3)	\$ 1,610	\$ (10,668)
Coal realized	(4)	\$ 502	\$ 9,929
Natural gas unrealized	(3)	\$ 238	\$
Heating oil diesel purchases	(4)	\$ (3,746)	\$ (288)

Heating oil fuel surcharges	(4)	\$	(104)	\$	(222)
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**Location in statement of operations:**

- (1) Revenues
- (2) Cost of sales
- (3) Change in fair value of coal derivatives and coal trading activities, net
- (4) Other operating income, net



Table of Contents**Derivatives used in Cash Flow Hedging Relationships (in thousands)****Nine Months Ended September 30,**

		Gain (Loss) Recognized in Other Comprehensive Income (Effective Portion)		Gains (Losses) Reclassified from Other Comprehensive Income into Income (Effective Portion)	
		2014	2013	2014	2013
Coal sales	(1) \$	4,806	\$ 2,308	\$ 2,568	\$ 2,822
Coal purchases	(2)	(2,162)	(511)	(1,222)	(633)
Totals	\$	2,644	\$ 1,797	\$ 1,346	\$ 2,189

No ineffectiveness or amounts excluded from effectiveness testing relating to the Company's cash flow hedging relationships were recognized in the results of operations in the nine month periods ended September 30, 2014 and 2013.

**Derivatives Not Designated as Hedging Instruments (in thousands)****Nine Months Ended September 30,**

		Gain (Loss) Recognized	
		2014	2013
Coal unrealized	(3) \$	455	\$ (5,089)
Coal realized	(4) \$	4,699	\$ 25,725
Natural gas unrealized	(3) \$	(21)	\$
Heating oil diesel purchases	(4) \$	(6,709)	\$ (9,760)
Heating oil fuel surcharges	(4) \$	(405)	\$ (817)

**Location in statement of operations:**

- (1) Revenues
- (2) Cost of sales
- (3) Change in fair value of coal derivatives and coal trading activities, net
- (4) Other operating income, net

Based on fair values at September 30, 2014, gains on derivative contracts designated as hedge instruments in cash flow hedges of approximately \$2.0 million are expected to be reclassified from other comprehensive income into earnings during the next twelve months.

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Related to its trading portfolio, the Company recognized net unrealized and realized gains of \$1.9 million and \$0.9 million during the three months ended September 30, 2014 and 2013, respectively; and net unrealized and realized gains of \$5.4 million and \$3.0 million during the nine months ended September 30, 2014 and 2013, respectively. Gains and losses from trading activities are included in the caption Change in fair value of coal derivatives and coal trading activities, net in the accompanying condensed consolidated statements of operations, and are not included in the previous tables reflecting the effects of derivatives on measures of financial performance.

Table of Contents**9. Accrued Expenses and Other Current Liabilities**

Accrued expenses and other current liabilities consist of the following:

	September 30, 2014	December 31, 2013
	(In thousands)	
Payroll and employee benefits	\$ 72,116	\$ 67,621
Taxes other than income taxes	114,183	114,664
Interest	77,564	18,528
Acquired sales contracts	12,690	14,373
Workers compensation	16,085	12,434
Asset retirement obligations	22,681	24,940
Other	27,390	26,027
	\$ 342,709	\$ 278,587

**10. Debt and Financing Arrangements**

	September 30, 2014	December 31, 2013
	(In thousands)	
Term loan due 2018 (\$1.91 billion and \$1.93 billion face value, respectively)	\$ 1,894,794	\$ 1,906,975
7.00% senior notes due 2019 at par	1,000,000	1,000,000
9.875% senior notes due 2019 (\$375.0 million face value)	363,173	362,358
8.00% senior secured notes due 2019 at par	350,000	350,000
7.25% senior notes due 2020 at par	500,000	500,000
7.25% senior notes due 2021 at par	1,000,000	1,000,000
Other	48,196	32,162
	5,156,163	5,151,495
Less current maturities of debt	29,977	33,493
Long-term debt	\$ 5,126,186	\$ 5,118,002

At September 30, 2014, the available borrowing capacity under the Company's lines of credit was approximately \$260.8 million.

**11. Income taxes**

During the first quarter of 2014, the Company determined it was more likely than not that a portion of the federal and state net operating losses it expects to generate in 2014 will not be realized based on projections of future taxable income. Accordingly, the estimated annual effective rate for the year ended December 31, 2014 includes a valuation allowance for that portion. In applying the estimated annual effective rate to earnings, the Company increased its valuation allowance by \$15.8 million for the three months ended September 30, 2014 and \$57.9 million for the nine months ended September 30, 2014 relating to federal and state net operating losses.

**12. Fair Value Measurements**

The hierarchy of fair value measurements assigns a level to fair value measurements based on the inputs used in the respective valuation techniques. The levels of the hierarchy, as defined below, give the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs.

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- Level 1 is defined as observable inputs such as quoted prices in active markets for identical assets. Level 1 assets include available-for-sale equity securities, U.S. Treasury securities, and coal futures that are submitted for clearing on the New York Mercantile Exchange.
- Level 2 is defined as observable inputs other than Level 1 prices. These include quoted prices for similar assets or liabilities in an active market, quoted prices for identical assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. The Company's level 2 assets and liabilities include U.S. government agency securities and commodity contracts (coal and heating oil) with fair values derived from quoted prices in over-the-counter markets or from prices received from direct broker quotes.
- Level 3 is defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions. These include the Company's commodity option contracts (coal, natural gas and heating oil) valued using modeling techniques, such as Black-Scholes, that require the use of inputs, particularly volatility, that are rarely observable. Changes in the unobservable inputs would not have a significant impact on the reported Level 3 fair values at September 30, 2014.

The table below sets forth, by level, the Company's financial assets and liabilities that are recorded at fair value in the accompanying condensed consolidated balance sheet:

	Total	September 30, 2014		
		Level 1	Level 2	Level 3
(In thousands)				
<b>Assets:</b>				
Investments in marketable securities	\$ 261,985	\$ 12,918	\$ 249,067	\$
Derivatives	17,082	12,144	392	4,546
<b>Total assets</b>	<b>\$ 297,067</b>	<b>\$ 25,062</b>	<b>\$ 249,459</b>	<b>\$ 4,546</b>
<b>Liabilities:</b>				
Derivatives	\$ 56	\$	\$ 49	\$ 7

The Company's contracts with its counterparties allow for the settlement of contracts in an asset position with contracts in a liability position in the event of default or termination. For classification purposes, the Company records the net fair value of all the positions with these counterparties as a net asset or liability. Each level in the table above displays the underlying contracts according to their classification in the accompanying condensed consolidated balance sheet, based on this counterparty netting.

The following table summarizes the change in the fair values of financial instruments categorized as level 3.

	Three Months Ended		Nine Months Ended	
	September 30, 2014		September 30, 2014	
(In thousands)				
Balance, beginning of period	\$	6,037	\$	4,946
Realized and unrealized losses recognized in earnings, net		(2,131)		(4,851)
Purchases		1,080		4,891
Issuances		(447)		(447)

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Ending balance	\$	4,539	\$	4,539
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Net unrealized losses of \$1.8 million and losses of \$1.7 million were recognized during the three and nine months ended September 30, 2014, respectively, related to level 3 financial instruments held on September 30, 2014.

Table of Contents*Fair Value of Long-Term Debt*

At September 30, 2014 and December 31, 2013, the fair value of the Company's debt, including amounts classified as current, was \$3.6 billion and \$4.6 billion, respectively. Fair values are based upon observed prices in an active market, when available, or from valuation models using market information, which fall into Level 2 in the fair value hierarchy.

**13. Loss Per Common Share**

The effect of options, restricted stock and restricted stock units equaling 8.3 million shares and 7.4 million shares of common stock were excluded from the calculation of diluted weighted average shares outstanding for the three and nine months ended September 30, 2014 and 7.0 million and 7.9 million shares for the three and nine months ended September 30, 2013, respectively, because the exercise price or grant price of the securities exceeded the average market price of the Company's common stock for these periods. The weighted average share impacts of options, restricted stock and restricted stock units that were excluded from the calculation of weighted average shares due to the Company's incurring a net loss for the three and nine months ended September 30, 2014 were 1.6 million and 2.0 million, respectively. The weighted average share impacts of options, restricted stock and restricted stock units that were excluded from the calculation of weighted average shares due to the Company's incurring a net loss for the three and nine months ended September 30, 2013 were not significant.

**14. Employee Benefit Plans**

The following table details the components of pension benefit costs (credits):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
	(In thousands)			
Service cost	\$ 4,910	\$ 6,672	\$ 16,311	\$ 21,162
Interest cost	4,278	3,994	12,834	11,796
Expected return on plan assets	(5,929)	(5,848)	(17,786)	(17,690)
Curtailments	1,504	47	1,504	47
Amortization of prior service costs (credits)	(51)	(51)	(158)	(152)
Amortization of other actuarial losses	741	3,617	2,221	12,430
Net benefit cost	\$ 5,453	\$ 8,431	\$ 14,926	\$ 27,593

The following table details the components of other postretirement benefit costs (credits):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
	(In thousands)			
Service cost	\$ 383	\$ 497	\$ 1,267	\$ 1,591

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Interest cost	460	427	1,381	1,273
Curtailments		(5,444)		(5,444)
Amortization of prior service credits	(2,500)	(2,641)	(7,502)	(8,121)
Amortization of other actuarial losses (gains)	(191)	(55)	(571)	(53)
Net benefit credit	\$ (1,848)	\$ (7,216)	\$ (5,425)	\$ (10,754)

**15. Commitments and Contingencies**

The Company accrues for costs related to contingencies when a loss is probable and the amount is reasonably determinable. Disclosure of contingencies is included in the financial statements when it is at least reasonably possible that a material loss or an additional material loss in excess of amounts already accrued may be incurred.



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Allegheny Energy Supply ( Allegheny ), the sole customer of coal produced at the Company's subsidiary Wolf Run Mining Company's ( Wolf Run ) Sycamore No. 2 mine, filed a lawsuit against Wolf Run, Hunter Ridge Holdings, Inc. ( Hunter Ridge ), and ICG in state court in Allegheny County, Pennsylvania on December 28, 2006, and amended its complaint on April 23, 2007. Allegheny claimed that Wolf Run breached a coal supply contract when it declared force majeure under the contract upon idling the Sycamore No. 2 mine in the third quarter of 2006, and that Wolf Run continued to breach the contract by failing to ship in volumes referenced in the contract. The Sycamore No. 2 mine was idled after encountering adverse geologic conditions and abandoned gas wells that were previously unidentified and unmapped.

After extensive searching for gas wells and rehabilitation of the mine, it was re-opened in 2007, but with notice to Allegheny that it would necessarily operate at reduced volumes in order to safely and effectively avoid the many gas wells within the reserve. The amended complaint also alleged that the production stoppages constitute a breach of the guarantee agreement by Hunter Ridge and breach of certain representations made upon entering into the contract in early 2005. Allegheny voluntarily dropped the breach of representation claims later. Allegheny claimed that it would incur costs in excess of \$100 million to purchase replacement coal over the life of the contract. ICG, Wolf Run and Hunter Ridge answered the amended complaint on August 13, 2007, disputing all of the remaining claims.

On November 3, 2008, ICG, Wolf Run and Hunter Ridge filed an amended answer and counterclaim against the plaintiffs seeking to void the coal supply agreement due to, among other things, fraudulent inducement and conspiracy. On September 23, 2009, Allegheny filed a second amended complaint alleging several alternative theories of liability in its effort to extend contractual liability to ICG, which was not a party to the original contract and did not exist at the time Wolf Run and Allegheny entered into the contract. No new substantive claims were asserted. ICG answered the second amended complaint on October 13, 2009, denying all of the new claims. The Company's counterclaim was dismissed on motion for summary judgment entered on May 11, 2010. Allegheny's claims against ICG were also dismissed by summary judgment, but the claims against Wolf Run and Hunter Ridge were not. The court conducted a non-jury trial of this matter beginning on January 10, 2011 and concluding on February 1, 2011.

At the trial, Allegheny presented its evidence for breach of contract and claimed that it is entitled to past and future damages in the aggregate of between \$228 million and \$377 million. Wolf Run and Hunter Ridge presented their defense of the claims, including evidence with respect to the existence of force majeure conditions and excuse under the contract and applicable law. Wolf Run and Hunter Ridge presented evidence that Allegheny's damages calculations were significantly inflated because it did not seek to determine damages as of the time of the breach and in some instances artificially assumed future nondelivery or did not take into account the apparent requirement to supply coal in the future. On May 2, 2011, the trial court entered a Memorandum and Verdict determining that Wolf Run had breached the coal supply contract and that the performance shortfall was not excused by force majeure. The trial court awarded total damages and interest in the amount of \$104.1 million, which consisted of \$13.8 million for past damages, and \$90.3 million for future damages. ICG and Allegheny filed post-verdict motions in the trial court and on August 23, 2011, the court denied the parties' motions. The court entered a final judgment on August 25, 2011, in the amount of \$104.1 million, which included pre-judgment interest.

The parties appealed the lower court's decision to the Superior Court of Pennsylvania. On August 13, 2012, the Superior Court of Pennsylvania affirmed the award of past damages, but ruled that the lower court should have calculated future damages as of the date of breach, and remanded the matter back to the lower court with instructions to recalculate that portion of the award. On November 19, 2012, Allegheny filed a Petition for Allowance of Appeal with the Supreme Court of Pennsylvania and Wolf Run and Hunter Ridge filed an Answer. On July 2, 2013, the Supreme Court of Pennsylvania denied the Petition of Allowance. As this action finalized the past damage award, Wolf Run paid \$15.6 million for the past damage amount, including interest, to Allegheny in July 2013. Testimony on the future damage award in the lower court concluded on May 19, 2014, and post-trial briefs and responses were submitted on August 8, 2014. The court held a hearing on this matter on November 5, 2014 and the parties are awaiting further determination by the court.

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In addition, the Company is a party to numerous other claims and lawsuits with respect to various matters. As of September 30, 2014 and December 31, 2013, the Company had accrued \$22.5 million and \$30.4 million, respectively, for all legal matters, including \$10.3 million and \$11.7 million, respectively, classified as current. The ultimate resolution of any such

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legal matter could result in outcomes which may be materially different from amounts the Company has accrued for such matters.

**16. Segment Information**

The Company's reportable business segments are based on the major coal producing basins in which the Company operates and may include a number of mine complexes. The Company manages its coal sales by coal basin, not by individual mining complex. Geology, coal transportation routes to customers, regulatory environments and coal quality or type are characteristic to a basin, and, accordingly, market and contract pricing have developed by coal basin. Mining operations are evaluated based on their per-ton operating costs (defined as including all mining costs but excluding pass-through transportation expenses), as well as on other non-financial measures, such as safety and environmental performance. The Company's reportable segments are the Powder River Basin (PRB) segment, with operations in Wyoming; and the Appalachia (APP) segment, with operations primarily in West Virginia. The Other category combines other operating segments and includes the Company's coal mining operations in Colorado and Illinois and its ADDCAR subsidiary, which the Company sold in the first quarter of 2014.

Operating segment results for the three and nine months ended September 30, 2014 and 2013 are presented below. Results for the reportable segments include all direct costs of mining, including all depreciation, depletion and amortization related to the mining operations, even if the assets are not recorded at the operating segment level. These reportable segment results do not reflect impairment charges, since those are not reflected in the operating income reviewed by management. Corporate, Other and Eliminations includes these charges, as well as the change in fair value of coal derivatives and coal trading activities, net; corporate overhead; land management; other support functions; and the elimination of intercompany transactions. The operating segment results and capital expenditures reflect only those from continuing operations, and exclude the results of Canyon Fuel, since they are classified as discontinued operations in the condensed consolidated statements of operations for the three and nine months ended September 30, 2013. Because the condensed consolidated statement of cash flows includes cash flows from discontinued operations, capital expenditures from discontinued operations are included in Corporate, Other and Eliminations below.

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	PRB	APP	Other Operating Segments (in thousands)	Corporate, Other and Eliminations	Consolidated
<b>Three Months Ended September 30, 2014</b>					
Revenues	\$ 389,386	\$ 272,354	\$ 80,440	\$	\$ 742,180
Income (loss) from operations	18,797	(35,888)	17,912	(36,121)	(35,300)
Depreciation, depletion and amortization	43,962	48,867	10,499	1,827	105,155
Amortization of acquired sales contracts, net	(1,200)	(1,815)	2		(3,013)
Asset impairment and mine closure costs		5,060			5,060
Capital expenditures	8,174	9,039	4,678	1,064	22,955
<b>Three Months Ended September 30, 2013</b>					
Revenues	\$ 420,521	\$ 263,189	\$ 107,559	\$	\$ 791,269
Income (loss) from operations	20,694	(157,883)	56	(97,620)	(234,753)
Depreciation, depletion and amortization	46,619	46,530	11,958	1,216	106,323
Amortization of acquired sales contracts, net	(864)	(2,691)	987		(2,568)
Asset impairment and mine closure costs		126,449	16,280	57,668	200,397
Capital expenditures	1,695	44,624	7,122	663	54,104
<b>Nine Months Ended September 30, 2014</b>					
Revenues	\$ 1,106,258	\$ 832,452	253,217	\$	\$ 2,191,927
Income (loss) from operations	19,001	(79,890)	34,640	(117,978)	(144,227)
Depreciation, depletion and amortization	124,243	155,087	29,601	3,111	312,042
Amortization of acquired sales contracts, net	(2,774)	(7,266)	92		(9,948)
Asset impairment and mine closure costs		5,060		1,512	6,572
Capital expenditures	17,230	28,232	8,837	64,402	118,701
<b>Nine Months Ended September 30, 2013</b>					
Revenues	\$ 1,135,892	\$ 883,485	\$ 275,594	\$	\$ 2,294,971
Income (loss) from operations	53,244	(190,278)	23,359	(208,788)	(322,463)
Depreciation, depletion and amortization	130,993	157,867	34,319	4,422	327,601
Amortization of acquired sales contracts, net	(3,004)	(7,975)	3,392		(7,587)
Asset impairment and mine closure costs		126,449	16,280	78,150	220,879
Capital expenditures	5,671	137,390	17,923	62,184	223,168

A reconciliation of segment income (loss) from operations to consolidated loss before income taxes follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
	(In thousands)			
Loss from operations	\$ (35,300)	\$ (234,753)	\$ (144,227)	\$ (322,463)
Interest expense	(98,217)	(95,624)	(292,648)	(285,454)
Interest and investment income	1,949	697	5,828	4,749
	\$ (131,568)	\$ (329,680)	\$ (431,047)	\$ (603,168)

Loss from continuing operations before  
income taxes

**17. Supplemental Consolidating Financial Information**

Pursuant to the indentures governing Arch Coal, Inc.'s senior notes, certain wholly-owned subsidiaries of the Company have fully and unconditionally guaranteed the senior notes on a joint and several basis. The following tables present condensed

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consolidating financial information for (i) the Company, (ii) the issuer of the senior notes, (iii) the guarantors under the senior notes, and (iv) the entities which are not guarantors under the senior notes (Arch Receivable Company, LLC and the Company's subsidiaries outside the United States):

**Condensed Consolidating Statements of Operations****Three Months Ended September 30, 2014**

	Parent/Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries (In thousands)	Eliminations	Consolidated
<b>Revenues</b>	\$	\$ 742,180	\$	\$	\$ 742,180
<b>Costs, expenses and other</b>					
Cost of sales (exclusive of items shown separately below)	2,442	645,672		(1,018)	647,096
Depreciation, depletion and amortization	1,175	103,971	9		105,155
Amortization of acquired sales contracts, net		(3,013)			(3,013)
Change in fair value of coal derivatives and coal trading activities, net		(3,733)			(3,733)
Asset impairment and mine closure costs		5,060			5,060
Selling, general and administrative expenses	19,542	7,427	1,679	(512)	28,136
Other operating income, net	1,562	(2,942)	(1,371)	1,530	(1,221)
	24,721	752,442	317		777,480
Income from investment in subsidiaries	2,005			(2,005)	
Loss from operations	(22,716)	(10,262)	(317)	(2,005)	(35,300)
Interest expense, net					
Interest expense	(116,742)	(6,577)	(1,116)	26,218	(98,217)
Interest and investment income	7,872	18,987	1,308	(26,218)	1,949
	(108,870)	12,410	192		(96,268)
Income (loss) from continuing operations before income taxes	(131,586)	2,148	(125)	(2,005)	(131,568)
Benefit from income taxes	(34,368)		18		(34,350)
Net income (loss)	\$ (97,218)	\$ 2,148	\$ (143)	\$ (2,005)	\$ (97,218)
Total comprehensive income (loss)	\$ (99,197)	\$ 1,717	\$ (143)	\$ (1,574)	\$ (99,197)

Table of Contents**Condensed Consolidating Statements of Operations****Three Months Ended September 30, 2013**

	Parent/Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries (In thousands)	Eliminations	Consolidated
<b>Revenues</b>	\$	\$ 791,269	\$	\$	\$ 791,269
<b>Costs, expenses and other</b>					
Cost of sales (exclusive of items shown separately below)	169	688,543			688,712
Depreciation, depletion and amortization	1,549	104,765	9		106,323
Amortization of acquired sales contracts, net		(2,568)			(2,568)
Change in fair value of coal derivatives and coal trading activities, net		9,753			9,753
Asset impairment and mine closure costs	57,668	142,729			200,397
Selling, general and administrative expenses	19,104	8,214	1,482		28,800
Other operating income, net	2,345	(7,740)			(5,395)
	80,835	943,696	1,491		1,026,022
Loss from investment in subsidiaries	(61,537)			61,537	
Loss from operations	(142,372)	(152,427)	(1,491)	61,537	(234,753)
Interest expense, net					
Interest expense	(114,536)	(6,222)	(1,070)	26,204	(95,624)
Interest and investment income	6,606	18,975	1,320	(26,204)	697
	(107,930)	12,753	250		(94,927)
Loss from continuing operations before income taxes	(250,302)	(139,674)	(1,241)	61,537	(329,680)
Provision for (benefit from) income taxes	(121,939)		26		(121,913)
Loss from continuing operations	(128,363)	(139,674)	(1,267)	61,537	(207,767)
Income from discontinued operations, net of tax		79,404			79,404
Net loss	\$ (128,363)	\$ (60,270)	\$ (1,267)	\$ 61,537	\$ (128,363)
Total comprehensive loss	\$ (125,996)	\$ (59,241)	\$ (1,267)	\$ 60,508	\$ (125,996)

Table of Contents**Condensed Consolidating Statements of Operations****Nine Months Ended September 30, 2014**

	Parent/Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries (In thousands)	Eliminations	Consolidated
<b>Revenues</b>	\$	\$ 2,191,927	\$	\$	\$ 2,191,927
<b>Costs, expenses and other</b>					
Cost of sales (exclusive of items shown separately below)	9,378	1,948,918		(2,749)	1,955,547
Depreciation, depletion and amortization	3,993	308,022	27		312,042
Amortization of acquired sales contracts, net		(9,948)			(9,948)
Change in fair value of coal derivatives and coal trading activities, net		(5,811)			(5,811)
Asset impairment costs	1,512	5,060			6,572
Selling, general and administrative expenses	61,216	22,540	4,971	(1,524)	87,203
Other operating income, net	1,272	(10,869)	(4,127)	4,273	(9,451)
	77,371	2,257,912	871		2,336,154
Loss from investment in subsidiaries	(30,839)			30,839	
Loss from operations	(108,210)	(65,985)	(871)	30,839	(144,227)
Interest expense, net					
Interest expense	(346,481)	(19,466)	(3,258)	76,557	(292,648)
Interest and investment income	23,598	54,979	3,808	(76,557)	5,828
	(322,883)	35,513	550		(286,820)
Loss from continuing operations before income taxes	(431,093)	(30,472)	(321)	30,839	(431,047)
Provision for (benefit from) income taxes	(112,876)		46		(112,830)
Net loss	\$ (318,217)	\$ (30,472)	\$ (367)	\$ 30,839	\$ (318,217)
Total comprehensive loss	\$ (324,403)	\$ (33,062)	\$ (367)	\$ 33,429	\$ (324,403)



Table of Contents**Condensed Consolidating Statements of Operations****Nine Months Ended September 30, 2013**

	Parent/Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries (In thousands)	Eliminations	Consolidated
<b>Revenues</b>	\$	\$ 2,294,971	\$	\$	\$ 2,294,971
<b>Costs, expenses and other</b>					
Cost of sales (exclusive of items shown separately below)	4,881	1,989,772			1,994,653
Depreciation, depletion and amortization	4,430	323,144	27		327,601
Amortization of acquired sales contracts, net		(7,587)			(7,587)
Change in fair value of coal derivatives and coal trading activities, net		2,053			2,053
Asset impairment costs	78,150	142,729			220,879
Selling, general and administrative expenses	63,006	28,978	4,327		96,311
Other operating income, net	(4,663)	(10,704)	(1,109)		(16,476)
	145,804	2,468,385	3,245		2,617,434
Income from investment in subsidiaries	(42,199)			42,199	
Loss from operations	(188,003)	(173,414)	(3,245)	42,199	(322,463)
Interest expense, net					
Interest expense	(336,310)	(18,502)	(3,170)	72,528	(285,454)
Interest and investment income	22,917	49,986	4,374	(72,528)	4,749
	(313,393)	31,484	1,204		(280,705)
Loss from continuing operations before income taxes	(501,396)	(141,930)	(2,041)	42,199	(603,168)
Provision for (benefit from) income taxes	(230,778)		44		(230,734)
Loss from continuing operations	(270,618)	(141,930)	(2,085)	42,199	(372,434)
Income from discontinued operations, net of tax		101,816			101,816
Net loss	\$ (270,618)	\$ (40,114)	\$ (2,085)	\$ 42,199	\$ (270,618)
Total comprehensive loss	\$ (262,717)	\$ (39,175)	\$ (2,085)	\$ 41,260	\$ (262,717)

Table of Contents**Condensed Consolidating Balance Sheets****September 30, 2014**

	<b>Parent/Issuer</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries (In thousands)</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>Assets</b>					
Cash and cash equivalents	\$ 633,822	\$ 150,359	\$ 11,753	\$	\$ 795,934
Short term investments	249,067				249,067
Receivables	24,438	13,496	212,813	(4,609)	246,138
Inventories		209,659			209,659
Other	83,939	40,717	263		124,919
Total current assets	991,266	414,231	224,829	(4,609)	1,625,717
Property, plant and equipment, net	10,120	6,521,641	10	347	6,532,118
Investment in subsidiaries	7,641,207			(7,641,207)	
Intercompany receivables		2,095,207		(2,095,207)	
Note receivable from Arch Western	675,000			(675,000)	
Other	145,757	315,065	125		460,947
Total other assets	8,461,964	2,410,272	125	(10,411,414)	460,947
Total assets	\$ 9,463,350	\$ 9,346,144	\$ 224,964	\$ (10,415,676)	\$ 8,618,782
<b>Liabilities and Stockholders Equity</b>					
Accounts payable	\$ 11,093	\$ 162,701	\$ 41	\$	\$ 173,835
Accrued expenses and other current liabilities	118,162	228,126	1,030	(4,609)	342,709
Current maturities of debt	22,068	7,909			29,977
Total current liabilities	151,323	398,736	1,071	(4,609)	546,521
Long-term debt	5,088,466	37,720			5,126,186
Intercompany payables	1,898,152		197,055	(2,095,207)	
Note payable to Arch Coal		675,000		(675,000)	
Asset retirement obligations	1,056	399,879			400,935
Accrued pension benefits	3,151	12,143			15,294
Accrued postretirement benefits other than pension	4,500	34,627			39,127
Accrued workers compensation	29,683	48,837			78,520
Deferred income taxes	296,639				296,639
Other noncurrent liabilities	56,330	124,509	324		181,163
Total liabilities	7,529,300	1,731,451	198,450	(2,774,816)	6,684,385
Stockholders equity	1,934,050	7,614,693	26,514	(7,640,860)	1,934,397
Total liabilities and stockholders equity	\$ 9,463,350	\$ 9,346,144	\$ 224,964	\$ (10,415,676)	\$ 8,618,782

Table of Contents**Condensed Consolidating Balance Sheets**

December 31, 2013

	Parent/Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries (In thousands)	Eliminations	Consolidated
<b>Assets</b>					
Cash and cash equivalents	\$ 799,333	\$ 100,418	\$ 11,348	\$	\$ 911,099
Short term investments	248,414				248,414
Receivables	14,177	23,018	197,015	(4,637)	229,573
Inventories		264,161			264,161
Other	84,401	43,617	806		128,824
Total current assets	1,146,325	431,214	209,169	(4,637)	1,782,071
Property, plant and equipment, net	24,851	6,709,398	37		6,734,286
Investment in subsidiaries	7,709,201			(7,709,201)	
Intercompany receivables		1,921,331		(1,921,331)	
Note receivable from Arch Western	675,000			(675,000)	
Other	162,287	311,463	86		473,836
Total other assets	8,546,488	2,232,794	86	(10,305,532)	473,836
Total assets	\$ 9,717,664	\$ 9,373,406	\$ 209,292	\$ (10,310,169)	\$ 8,990,193
<b>Liabilities and Stockholders Equity</b>					
Accounts payable	\$ 17,781	\$ 158,224	\$ 137	\$	\$ 176,142
Accrued expenses and other current liabilities	53,779	228,664	781	(4,637)	278,587
Current maturities of debt	28,882	4,611			33,493
Total current liabilities	100,442	391,499	918	(4,637)	488,222
Long-term debt	5,099,833	18,169			5,118,002
Intercompany payables	1,740,236		181,095	(1,921,331)	
Note payable to Arch Coal		675,000		(675,000)	
Asset retirement obligations	1,095	401,618			402,713
Accrued pension benefits	7,797	(686)			7,111
Accrued postretirement benefits other than pension	12,079	27,176			39,255
Accrued workers compensation	21,546	56,516			78,062
Deferred income taxes	413,546				413,546
Other noncurrent liabilities	67,841	121,794	398		190,033
Total liabilities	7,464,415	1,691,086	182,411	(2,600,968)	6,736,944
Stockholders equity	2,253,249	7,682,320	26,881	(7,709,201)	2,253,249
Total liabilities and stockholders equity	\$ 9,717,664	\$ 9,373,406	\$ 209,292	\$ (10,310,169)	\$ 8,990,193

Table of Contents**Condensed Consolidating Statements of Cash Flows****Nine Months Ended September 30, 2014**

	Parent/Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries (In thousands)	Eliminations	Consolidated
<b>Cash provided by (used in) operating activities</b>	\$ (342,497)	\$ 360,036	\$ (15,549)	\$	\$ 1,990
<b>Investing Activities</b>					
Capital expenditures	(1,195)	(117,506)			(118,701)
Minimum royalty payments		(3,604)			(3,604)
Proceeds from disposals and divestitures	46,634	4,337			50,971
Purchases of marketable securities	(181,546)				(181,546)
Proceeds from sale or maturity of marketable securities and other investments	178,293				178,293
Investments in and advances to affiliates	(2,047)	(11,346)			(13,393)
<b>Cash provided by (used in) investing activities</b>	40,139	(128,119)			(87,980)
<b>Financing Activities</b>					
Payments on term loan	(14,625)				(14,625)
Net payments on other debt	(6,814)	(3,373)			(10,187)
Debt financing costs	(2,219)				(2,219)
Dividends paid	(2,123)				(2,123)
Other	(15)		(6)		(21)
Transactions with affiliates, net	162,643	(178,603)	15,960		
<b>Cash provided by (used in) financing activities</b>	136,847	(181,976)	15,954		(29,175)
Increase (decrease) in cash and cash equivalents	(165,511)	49,941	405		(115,165)
Cash and cash equivalents, beginning of period	799,333	100,418	11,348		911,099
Cash and cash equivalents, end of period	\$ 633,822	\$ 150,359	\$ 11,753	\$	\$ 795,934

Table of Contents**Condensed Consolidating Statements of Cash Flows****Nine Months Ended September 30, 2013**

	<b>Parent/Issuer</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries (In thousands)</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>Cash provided by (used in) operating activities</b>	\$ (22,206)	\$ 153,868	\$ 54,930	\$	\$ 186,592
<b>Investing Activities</b>					
Capital expenditures	(2,488)	(220,680)			(223,168)
Minimum royalty payments		(10,901)			(10,901)
Proceeds from sale-leaseback transactions		34,919			34,919
Proceeds from disposals and divestitures		431,462			431,462
Purchases of short term investments	(85,418)				(85,418)
Proceeds from sales of short term investments	67,255				67,255
Investments in and advances to affiliates	(4,016)	(7,492)		384	(11,124)
Change in restricted cash	3,453				3,453
<b>Cash provided by (used in) investing activities</b>	(21,214)	227,308		384	206,478
<b>Financing Activities</b>					
Contributions from parent		384		(384)	
Payments on term loan	(12,375)				(12,375)
Net payments on other debt	(12,700)	(384)			(13,084)
Dividends paid	(19,105)				(19,105)
Transactions with affiliates, net	437,532	(381,234)	(56,298)		
<b>Cash provided by (used in) financing activities</b>	393,352	(381,234)	(56,298)	(384)	(44,564)
Decrease in cash and cash equivalents	349,932	(58)	(1,368)		348,506
Cash and cash equivalents, beginning of period	671,313	100,468	12,841		784,622
Cash and cash equivalents, end of period	\$ 1,021,245	\$ 100,410	\$ 11,473	\$	\$ 1,133,128

Table of Contents**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.****Overview**

Our results during the third quarter of 2014, when compared to the third quarter of 2013, were impacted by the continuing weakness in coal markets, particularly for metallurgical coal. In addition, though service has improved since earlier in 2014, the impact of continuing rail network issues resulted in lower Powder River Basin shipments in the third quarter of 2014, when compared to the third quarter of 2013.

Seaborne coal markets remain challenged, as oversupply continues to pressure global prices for metallurgical and thermal coals. We have limited our forward exposure to the export market at this time, but we have maintained our ability to increase export shipments should fundamentals improve.

Due to the weak markets, we sold 5.0 million tons of metallurgical coal during the first nine months of 2014 compared to 5.3 million tons during the first nine months of 2013, although shipments in the third quarter of 2014 exceeded those in the third quarter of 2013 due to shipment timing.

See further information regarding committed sales in Item 3. Quantitative and Qualitative Disclosures About Market Risk.

**Regional Performance**

The following table shows results by operating segment for the three and nine months ended September 30, 2014 and compares it with the information for the three and nine months ended September 30, 2013. The other category represents the results of our other bituminous thermal operations: our West Elk mining complex in Colorado, our Viper mining complex in Illinois, and our ADDCAR subsidiary prior to its divestiture in the first quarter of 2014.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
<i>Powder River Basin</i>				
Tons sold (in thousands)	29,266	31,485	81,860	85,228
Coal sales per ton sold	\$ 13.03	\$ 12.26	\$ 12.86	\$ 12.49
Cost per ton sold	\$ 12.42	\$ 11.68	\$ 12.66	\$ 11.97
Operating margin per ton sold	\$ 0.61	\$ 0.58	\$ 0.20	\$ 0.52
Adjusted EBITDA (in thousands)	\$ 61,559	\$ 66,346	\$ 140,471	\$ 180,851
<i>Appalachia</i>				
Tons sold (in thousands)	3,619	3,315	10,895	10,744
Coal sales per ton sold	\$ 68.72	\$ 73.71	\$ 68.60	\$ 74.21
Cost per ton sold	\$ 79.87	\$ 82.03	\$ 78.95	\$ 81.55
Operating loss per ton sold	\$ (11.15)	\$ (8.32)	\$ (10.35)	\$ (7.34)

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Adjusted EBITDA (in thousands)	\$	16,224	\$	12,425	\$	72,991	\$	86,141
<i>Other</i>								
Tons sold (in thousands)		2,243		2,365		6,393		6,071
Coal sales per ton sold	\$	31.81	\$	30.97	\$	30.62	\$	32.80
Cost per ton sold	\$	24.16	\$	25.51	\$	25.26		27.51
Operating margin per ton sold	\$	7.65	\$	5.46	\$	5.36	\$	5.29
Adjusted EBITDA (in thousands)	\$	28,413	\$	26,410	\$	66,169	\$	70,525

This table reflects numbers reported under a basis that differs from U.S. GAAP. See the Reconciliation of Non-GAAP measurements for explanation and reconciliation of these amounts to the nearest GAAP figures. Other companies may calculate these per ton amounts differently, and our calculation may not be comparable to other similarly titled measures.

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*Powder River Basin* Adjusted EBITDA decreased 7% in the third quarter and 22% in the first nine months of 2014 when compared to the respective periods in 2013 due to lower shipment volumes and higher costs, primarily repairs and maintenance spending. Repairs and maintenance costs in earlier quarters of 2014 were incurred in anticipation of higher shipment volume levels to meet expected higher demand in the region; however, rail performance issues have continued to impact shipments out of the region. Rail performance during third quarter of 2014 did improve over previous quarters, but shipments were still lower than the prior year quarter. Repairs and maintenance costs in the third quarter of 2014 were also higher than the third quarter of 2013 due primarily to costs required to place a shovel in service, after removing one for repairs. Our pricing has improved in the region, which partially offset the impact of the lower shipment levels. Higher pricing is attributable primarily to a decrease in export shipments and contracting in stronger markets.

*Appalachia* Coal sales volumes increased in the third quarter of 2014 when compared to 2013 due primarily to an increase in metallurgical coal shipments. This was the result of the timing of shipments, as metallurgical coal shipments decreased in the first nine months of 2014 when compared to 2013 levels, offset by an improvement in thermal coal demand. Pricing for both metallurgical and thermal coals was lower in the third quarter of 2014 and in the first nine months of 2014 than in the prior year. The startup of the longwall at the Leer mining complex, the idling and divesting of higher-cost production, and lower sales-sensitive costs contributed to lower per-ton costs in the third quarter and first nine months of 2014 when compared to the respective periods in 2013. Adjusted EBITDA increased in the third quarter of 2014 when compared with the third quarter of 2013 due to the higher metallurgical coal volumes and lower cost structure, but decreased during the first nine months of 2014, when compared to the respective period in 2013, due to the lower metallurgical volumes. Adjusted EBITDA in the first nine months of 2014 did benefit from the sale of a thermal coal complex and idled thermal coal mine in Kentucky in the first quarter (\$17.1 million). See Note 4, Divestitures, to the condensed consolidated financial statements for further discussion.

*Other* Operating margin per ton and Adjusted EBITDA increased in the third quarter of 2014 when compared to 2013 due to lower costs as a result of cost control efforts. Results for the third quarter of 2014 also benefited from higher per-ton pricing.

**Results of Operations**

***Three Months Ended September 30, 2014 Compared to Three Months Ended September 30, 2013***

*Coal sales.* The following table summarizes information about our coal sales during the three months ended September 30, 2014 and compares it with the information for the three months ended September 30, 2013:

	<b>Three Months Ended September 30,</b>			
	<b>2014</b>	<b>2013</b>	<b>Decrease</b>	
	<b>(In thousands)</b>			
Coal sales	\$ 742,180	\$ 786,614	\$	(44,434)
Tons sold	35,128	37,165		(2,037)

On a consolidated basis, coal sales decreased in the third quarter of 2014 from the third quarter of 2013, primarily due to the impact of lower sales volumes (a decrease of approximately \$43 million). Average pricing decreased slightly, as declines in metallurgical and Appalachian thermal coal pricing were largely offset by the impact of changes in the regional mix, as sales volumes increased in regions with higher pricing. See discussion in Regional Performance for further information about regional results.





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*Costs, expenses and other.* The following table summarizes costs, expenses and other components of operating income for the three months ended September 30, 2014 and compares it with the information for the three months ended September 30, 2013:

	Three Months Ended September 30,		(Increase) Decrease
	2014	2013	in Net Loss
	(In thousands)		
Cost of sales (exclusive of items shown separately below)	\$ 647,096	\$ 688,712	\$ 41,616
Depreciation, depletion and amortization	105,155	106,323	1,168
Amortization of acquired sales contracts, net	(3,013)	(2,568)	445
Change in fair value of coal derivatives and coal trading activities, net	(3,733)	9,753	13,486
Asset impairment and mine closure costs	5,060	200,397	195,337
Selling, general and administrative expenses	28,136	28,800	664
Other operating income, net	(1,221)	(5,395)	(4,174)
Total costs, expenses and other	\$ 777,480	\$ 1,026,022	\$ 248,542

*Cost of sales.* Our cost of sales decreased in the third quarter of 2014 from the third quarter of 2013, due to lower sales volumes (a decrease of approximately \$35 million) and transportation costs, which decreased approximately \$52 million in the third quarter of 2014 from the third quarter of 2013, primarily due to decreased export shipments. Partially offsetting these variances was an increase in average per-ton costs (an increase of approximately \$44 million), the result of an increase in costs in the Powder River Basin, and a higher percentage of sales volumes from higher-cost regions. See discussion in *Regional Performance* for further information about regional results.

*Depreciation, depletion and amortization.* When compared with the third quarter of 2013, depreciation, depletion and amortization costs decreased slightly in 2014 due to lower overall production and capital spending levels.

*Asset Impairment costs.* In the face of weak coal markets, management has chosen to concentrate metallurgical coal production at our lowest-cost and highest-margin operations. In the third quarter of 2013, in response to market conditions, we recorded impairment charges related to a Kentucky coal operation and our highwall mining equipment subsidiary. In addition, we recorded an other-than-temporary impairment of our investment in a coal-to-liquids project and a related receivable balance. In the third quarter of 2014, we idled an additional metallurgical coal mining complex in Appalachia, where we had previously idled two contract mining operations. We have retained the option to restart production at this complex should metallurgical coal markets strengthen. See further discussion in Note 5, *Impairment Charges* to the condensed consolidated financial statements for further information.

*Selling, general and administrative expenses.* Total selling, general and administrative expenses decreased when compared with the third quarter of 2013, due primarily to decreases in legal and professional fees and lower costs related to our pension plans.

*Other operating income, net.* When compared with the third quarter of 2013, other operating income, net decreased during the third quarter of 2014, primarily due to a decrease in settlement gains of \$9.4 million on derivatives used to manage coal price risk and an increase in unrealized losses on derivatives in our diesel purchase risk management program of \$3.3 million. These were partially offset by a decrease in commercial losses of \$7.4 million and an increase in gains on asset sales of \$1.3 million.

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*Benefit from income taxes.* The following table summarizes our benefit from income taxes for the three months ended September 30, 2014 and compares it with the information for the three months ended September 30, 2013:

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	Three Months Ended September 30,		Increase
	2014	2013	in Net Loss
	(In thousands)		
Benefit from income taxes	\$ (34,350)	\$ (121,913)	\$ (87,563)

The income tax benefit rate of 26% in the third quarter of 2014 decreased from 37% in the third quarter of 2013 due to the establishment of a valuation allowance totaling approximately \$16 million relating to 2014 federal and state net operating loss carryforwards. See further discussion in Note 11, *Income Taxes*, to the condensed consolidated financial statements.

*Income from discontinued operations, net of tax* The results of our Canyon Fuel subsidiary prior to its divestiture, including the gain on divestiture, are segregated from continuing operations. See further information in Note 4, *Divestitures*, to the condensed consolidated financial statements.

	Three Months Ended September 30,		Increase
	2014	2013	in Net Loss
	(In thousands)		
Income from discontinued operations, net of tax	\$	\$ 79,404	\$ (79,404)

*Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013*

*Revenues.* Our revenues consist of coal sales and revenues from our ADDCAR subsidiary prior to its disposition in the first quarter of 2014.

*Coal sales.* The following table summarizes information about our coal sales during the nine months ended September 30, 2014 and compares it with the information for the nine months ended September 30, 2013:

	Nine Months Ended September 30,		Decrease
	2014	2013	
	(In thousands)		
Coal sales	\$ 2,189,989	\$ 2,284,703	\$ (94,714)
Tons sold	99,148	102,043	(2,895)

Coal sales decreased in the first nine months of 2014 from the first nine months of 2013 on a consolidated basis, primarily due to the impact of lower sales volumes (a decrease of approximately \$64 million) and the impact of lower average per-ton pricing (a decrease of approximately \$31 million). Average pricing decreased from \$22.39 to \$22.09 per ton, primarily due to declines in metallurgical coal sales, partially offset by improvements in Powder River Basin pricing. See discussion in *Regional Performance* for further information about regional results.

*Costs, expenses and other.* The following table summarizes costs, expenses and other components of operating income for the nine months ended September 30, 2014 and compares it with the information for the nine months ended September 30, 2013:



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	Nine Months Ended September 30,		(Increase) Decrease
	2014	2013	in Net Loss
	(In thousands)		
Cost of sales (exclusive of items shown separately below)	\$ 1,955,547	\$ 1,994,653	\$ 39,106
Depreciation, depletion and amortization	312,042	327,601	15,559
Amortization of acquired sales contracts, net	(9,948)	(7,587)	2,361
Change in fair value of coal derivatives and coal trading activities, net	(5,811)	2,053	7,864
Asset impairment and mine closure costs	6,572	220,879	214,307
Selling, general and administrative expenses	87,203	96,311	9,108
Other operating income, net	(9,451)	(16,476)	(7,025)
Total costs, expenses and other	\$ 2,336,154	\$ 2,617,434	\$ 281,280

*Cost of sales.* Our cost of sales declined slightly in the first nine months of 2014 from the first nine months of 2013, as the impact of lower sales volumes (a decrease of \$51 million) and a decrease in transportation costs (\$51 million) were offset by higher average per-ton production costs. Higher average per-ton production costs, the result of higher costs in the Powder River Basin and a regional mix that included an increase in the percentage of sales volumes from higher cost regions, resulted in an increase in cost of sales of approximately \$59 million. See discussion in *Regional Performance* for further information about regional cost results.

*Depreciation, depletion and amortization.* When compared with the first nine months of 2013, depreciation, depletion and amortization costs decreased in 2014 due to lower overall production and capital spending levels.

*Asset impairment costs.* In addition to the impairments in the discussion in comparison of results for the three months periods ended September 30, 2014 and 2013, we recognized the impairment of an equity method investment in a company engaged in developing coal-to-liquids facilities. See further discussion in Note 5, *Impairment Charges* to the condensed consolidated financial statements for further information.

*Selling, general and administrative expenses.* Total selling, general and administrative expenses decreased when compared with the first nine months of 2013, due to decreases in legal and professional fees (\$4.7 million), lower costs related to our pension plans (\$3.0 million), and decreases in discretionary spending.

*Other operating income, net.* When compared with the first nine months of 2013, other operating income, net decreased during the first nine months of 2014, primarily as a result of costs of \$28.3 million in the first nine months of 2014 related to export shortfalls under throughput arrangements (an increase of \$10.7 million from the first nine months of 2013), and a decrease in realized gains of \$21.0 million on derivatives used to manage coal price risk. These were offset by an increase in gains on asset disposals of \$16.9 million, primarily from the divestitures of mining operations in the Appalachia region and our ADDCAR subsidiary in the first quarter of 2014, and a decrease in unrealized losses of \$3.5 million on derivatives used in our diesel purchase risk management program and a decrease in contract settlement losses of \$3.2 million.

*Benefit from income taxes.* The following table summarizes our benefit from income taxes for the nine months ended September 30, 2014 and compares it with the information for the nine months ended September 30, 2013:

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	Nine Months Ended September 30,			Increase
	2014	2013		in Net Loss
	(In thousands)			
Benefit from income taxes	\$ (112,830)	\$ (230,734)	\$	(117,904)

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The income tax benefit rate of 26% in the first nine months of 2014 decreased from 38% in the first nine months of 2013 due to the establishment of a valuation allowance totaling approximately \$58 million relating to 2014 federal and state net operating loss carryforwards. See further discussion in Note 11, *Income Taxes*, to the condensed consolidated financial statements.

*Income from discontinued operations, net of tax* The results of our Canyon Fuel subsidiary prior to its divestiture, including the gain on divestiture, are segregated from continuing operations. See further information in Note 4, *Divestitures*, to the condensed consolidated financial statements.

	Nine Months Ended September 30, 2014		2013 (In thousands)		Increase in Net Loss
Income from discontinued operations, net of tax	\$		\$	101,816	\$ (101,816)

### *Reconciliation of NON-GAAP measures*

#### *Segment coal sales per ton sold*

Segment coal sales per ton sold are calculated as the segment's coal sales revenues divided by segment tons sold. The segment's sales per tons sold are adjusted for transportation costs, and may be adjusted for other items that, due to accounting rules, are classified in *other income* on the statement of operations, but relate to price protection on the sale of coal. Segment sales per ton sold is not a measure of financial performance in accordance with generally accepted accounting principles. We believe segment sales per ton sold better reflects our revenue for the quality of coal sold and our operating results by including all income from coal sales. The adjustments made to arrive at these measures are significant in understanding and assessing our financial condition. Therefore, segment coal sales revenues should not be considered in isolation, nor as an alternative to coal sales revenues under generally accepted accounting principles.

	Three Months Ended September 30, 2014		2013		Nine Months Ended September 30, 2014		2013	
	(In thousands)							
Reported segment coal sales revenues	\$	701,402	\$	703,571	\$	1,995,836	\$	2,060,673
Coal risk management derivative settlements classified in <i>other income</i>		(502)		(9,929)		(4,700)		(25,726)
Transportation costs		41,280		92,972		198,853		249,756
Coal sales		742,180		786,614		2,189,989		2,284,703
Other revenues	\$		\$	4,655	\$	1,938	\$	10,267
	\$	742,180	\$	791,269	\$	2,191,927	\$	2,294,970

#### *Segment cost per ton sold*



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Segment costs per ton sold are calculated as the segment's cost of tons sold divided by segment tons sold. The segment's cost of tons sold are adjusted for transportation costs, and may be adjusted for other items that, due to accounting rules, are classified in "other income" on the statement of operations, but relate directly to the costs incurred to produce coal. Segment cost of tons sold is not a measure of financial performance in accordance with generally accepted accounting principles. We believe segment cost of tons sold better reflects our controllable costs and our operating results by including all costs incurred to produce coal. The adjustments made to arrive at these measures are significant in understanding and assessing our financial condition. Therefore, segment cost of tons sold should not be considered in isolation, nor as an alternative to cost of sales under generally accepted accounting principles.

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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
	(In thousands)			
Reported segment cost of tons sold	\$ 706,728	\$ 700,055	\$ 2,058,155	\$ 2,063,171
Diesel fuel risk management derivative settlements classified in other income	(1,705)	(3,048)	(5,268)	(11,294)
Transportation costs	41,280	92,972	198,853	249,756
Depreciation, depletion and amortization in reported segment cost of tons sold presented on separate line on statement of operations	(103,328)	(104,682)	(308,931)	(321,897)
Other (other operating segments, operating overhead, etc.)	4,121	3,415	12,738	14,917
Cost of sales	\$ 647,096	\$ 688,712	\$ 1,955,547	\$ 1,994,653

### *Segment Adjusted EBITDA to Net Income*

The discussion in Results of Operations includes references to our Adjusted EBITDA. Adjusted EBITDA is defined as net income attributable to the Company before the effect of net interest expense, income taxes, depreciation, depletion and amortization and the amortization of acquired sales contracts. Adjusted EBITDA may also be adjusted for items that may not reflect the trend of future results. We believe that Adjusted EBITDA presents a useful measure of our ability to service and incur debt based on ongoing operations. Investors should be aware that our presentation of Adjusted EBITDA may not be comparable to similarly titled measures used by other companies. The table below shows how we calculate Adjusted EBITDA.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
	(In thousands)			
Reported Segment Adjusted EBITDA	\$ 106,196	\$ 105,181	\$ 279,631	\$ 337,517
EBITDA from discontinued operations		123,985		169,133
Corporate and other (1)	(34,294)	(35,782)	(115,192)	(119,087)
Adjusted EBITDA	71,902	193,384	164,439	387,563
Income tax benefit	34,350	121,913	112,830	230,734
Interest expense, net	(96,268)	(94,927)	(286,820)	(280,705)
Depreciation, depletion and amortization	(105,155)	(106,323)	(312,042)	(327,601)
Amortization of acquired sales contracts, net	3,013	2,568	9,948	7,587
Asset impairment costs	(5,060)	(200,397)	(6,572)	(220,879)
Interest, depreciation, depletion and amortization classified as discontinued operations		(44,581)		(67,317)
Net loss	\$ (97,218)	\$ (128,363)	\$ (318,217)	\$ (270,618)

(1) Corporate and other includes primarily selling, general and administrative expenses, asset impairment charges, income from our equity investments and certain changes in the fair value of coal derivatives and coal trading activities.

### **Liquidity and Capital Resources**

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Our primary sources of cash are coal sales to customers, availability under our credit facilities and other financing arrangements, and debt and equity offerings related to significant transactions or refinancing activity. Excluding significant investing activity, we generally satisfy our working capital requirements and fund capital expenditures and debt-service obligations with cash generated from operations, cash on hand or borrowings under our lines of credit. Such plans are subject to change based on our cash needs. During the market down cycle our focus is preserving liquidity and prudently managing costs, including capital expenditures.

We have no meaningful maturities of debt until 2018, and we have suspended or eliminated most financial maintenance covenants that pertain only to our \$250 million revolver until June of 2015, when a relaxed, senior secured leverage ratio covenant becomes effective. Until then, only a minimum liquidity covenant of \$550 million remains in place. We

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had liquidity of \$1.3 billion at September 30, 2014, with \$1.05 billion of that in cash and liquid securities. We have no borrowings outstanding under our revolving credit agreement at September 30, 2014.

The following is a summary of cash provided by or used in each of the indicated types of activities during the nine months ended September 30, 2014 and 2013:

	<b>Nine Months Ended September 30,</b>	
	<b>2014</b>	<b>2013</b>
	<b>(In thousands)</b>	
<b>Cash provided by (used in):</b>		
Operating activities	\$ 1,990	\$ 186,592
Investing activities	(87,980)	206,478
Financing activities	(29,175)	(44,564)

We generated \$184.6 million less cash from operating activities during the first nine months of 2014 compared to the first nine months of 2013, due to the decrease in our operating profitability resulting from weak coal market conditions and shipping issues in the Powder River Basin.

We used \$88.0 million of cash in investing activities during the first nine months of 2014 compared to generating \$206.5 million of cash in the first nine months of 2013, as proceeds from disposals and divestitures decreased \$380.5 million. The divestitures of a Kentucky operation and idled assets and our ADDCAR subsidiary are reflected in 2014 and the divestiture of the Canyon Fuel operations is reflected in 2013. We are scheduled to receive additional consideration of \$11 million by the end of 2014 relating to the ADDCAR divestiture. Capital expenditures and additions to prepaid royalties decreased approximately \$104.5 million and \$7.3 million, respectively, during the first nine months of 2014 when compared to the first nine months of 2013. Cash conservation efforts and the start up of the Leer mining complex longwall in the first quarter of 2014 were responsible for the decrease in capital expenditures. Compared with the nine months ended September 30, 2013, we invested net \$13.3 million less in short term investments in the nine months ended September 30, 2014.

Cash used in financing activities was approximately \$15 million less in the nine months ended September 30, 2014, primarily due to the decrease in the dividend rate, partially offset by an increase in debt servicing payments. The decrease in the dividend rate in the first quarter of 2014 from \$0.03 per quarter to \$0.01 per annum reduced dividends paid from \$19.1 million during the nine months ended September 30, 2013 to \$2.1 million during the nine months ended September 30, 2014.

### **Ratio of Earnings to Fixed Charges**

The following table sets forth our ratios of earnings to combined fixed charges and preference dividends for the periods indicated:

	<b>Nine Months Ended September 30,</b>	
	<b>2014</b>	<b>2013</b>
Ratio of earnings to combined fixed charges and preference dividends(1)	N/A	N/A(2)

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(1) Earnings consist of income from continuing 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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(2) Total losses for the ratio calculation were \$123.5 million and total fixed charges were \$301.1 million for the nine months ended September 30, 2014. Total losses for the ratio calculation were \$308.6 million and total fixed charges were \$304.9 million for the nine months ended September 30, 2013.

Table of Contents**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

We manage our commodity price risk for our non-trading, thermal coal sales through the use of long-term coal supply agreements, and to a limited extent, through the use of derivative instruments. Sales commitments in the metallurgical coal market are typically not long-term in nature, and we are therefore subject to fluctuations in market pricing.

Our sales commitments for 2014 and 2015 were as follows as of October 28, 2014:

	2014		2015	
	Tons (in millions)	\$ per ton	Tons (in millions)	\$ per ton
<b><u>Powder River Basin</u></b>				
Committed, Priced	111.3	\$ 12.97	90.5	\$ 13.56
Committed, Unpriced	1.3		4.1	
<b><u>Appalachia</u></b>				
Committed, Priced Thermal	7.4	\$ 57.44	3.9	\$ 56.81
Committed, Unpriced Thermal				
Committed, Priced Metallurgical	6.7	\$ 81.70	1.7	\$ 85.32
Committed, Unpriced Metallurgical			0.2	
<b><u>Other Bituminous</u></b>				
Committed, Priced	8.4	\$ 30.83	4.3	\$ 34.71
Committed, Unpriced	0.1			

We are also exposed to commodity price risk in our coal trading activities, which represents the potential future loss that could be caused by an adverse change in the market value of coal. Our coal trading portfolio included forward, swap and put and call option contracts at September 30, 2014. The estimated future realization of the value of the trading portfolio is \$4.7 million of gains in the remainder of 2014 and \$4.2 million of gains in 2015.

We monitor and manage market price risk for our trading activities with a variety of tools, including Value at Risk (VaR), position limits, management alerts for mark to market monitoring and loss limits, scenario analysis, sensitivity analysis and review of daily changes in market dynamics. Management believes that presenting high, low, end of year and average VaR is the best available method to give investors insight into the level of commodity risk of our trading positions. Illiquid positions, such as long-dated trades that are not quoted by brokers or exchanges, are not included in VaR.

VaR is a statistical one-tail confidence interval and down side risk estimate that relies on recent history to estimate how the value of the portfolio of positions will change if markets behave in the same way as they have in the recent past. The level of confidence is 95%. The time across which these possible value changes are being estimated is through the end of the next business day. A closed-form delta-neutral method used throughout the finance and energy sectors is employed to calculate this VaR. VaR is back tested to verify its usefulness.

On average, portfolio value should not fall more than VaR on 95 out of 100 business days. Conversely, portfolio value declines of more than VaR should be expected, on average, 5 out of 100 business days. When more value than VaR is lost due to market price changes, VaR is not

representative of how much value beyond VaR will be lost.

While presenting VaR will provide a similar framework for discussing risk across companies, VaR estimates from two independent sources are rarely calculated in the same way. Without a thorough understanding of how each VaR model was calculated, it would be difficult to compare two different VaR calculations from different sources.

During the nine months ended September 30, 2014, VaR for our coal trading positions that are recorded at fair value through earnings ranged from under \$0.1 million to \$0.9 million. The linear mean of each daily VaR was \$0.4 million. The final VaR at September 30, 2014 was \$0.6 million.



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We are exposed to fluctuations in the fair value of coal derivatives that we enter into to manage the price risk related to future coal sales, but for which we do not elect hedge accounting. Gains or losses on these derivative instruments would be largely offset in the pricing of the physical coal sale. During the nine months ended September 30, 2014, VaR for our risk management positions that are recorded at fair value through earnings ranged from \$0.1 million to \$0.5 million. The linear mean of each daily VaR was \$0.3 million. The final VaR at September 30, 2014 was \$0.1 million.

We are also exposed to the risk of fluctuations in cash flows related to our purchase of diesel fuel. We expect to use approximately 57 to 67 million gallons of diesel fuel for use in our operations during 2014 and 2015. We enter into forward physical purchase contracts, as well as purchased heating oil options, to reduce volatility in the price of diesel fuel for our operations. At September 30, 2014, we had protected the price of approximately 87% of our expected purchases for the remainder of 2014 and 83.0% of our 2015 purchases. At September 30, 2014, we had purchased heating oil call options for approximately 69 million gallons for the purpose of managing the price risk associated with future diesel purchases. We also purchase heating oil call options to manage the price risk associated with fuel surcharges on barge and rail shipments, which cover increases in diesel fuel prices. At September 30, 2014, we held purchased call options for approximately 1.3 million gallons for the purpose of managing the fluctuations in cash flows associated with fuel surcharges on future shipments. These positions reduce our risk of cash flow fluctuations related to these surcharges but the positions are not accounted for as hedges. A \$0.25 per gallon decrease in the price of heating oil would not result in an increase in our expense related to the heating oil derivatives.

We are exposed to market risk associated with interest rates due to our existing level of indebtedness. At September 30, 2014, of our \$5.2 billion principal amount of debt outstanding, approximately \$1.9 billion of outstanding borrowings have interest rates that fluctuate based on changes in the market rates. An increase in the interest rates related to these borrowings of 25 basis points would not result in an annualized increase in interest expense based on interest rates in effect at September 30, 2014, because our term loan has a minimum interest rate that exceeds the current market rates.

**Item 4. Controls and Procedures.**

We performed an evaluation under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2014. Based on that evaluation, our management, including our chief executive officer and chief financial officer, concluded that the disclosure controls and procedures were effective as of such date. There were no changes in our internal control over financial reporting during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II**

**OTHER INFORMATION**

**Item 1. Legal Proceedings.**

In addition to the following matters, we are involved in various claims and legal actions arising in the ordinary course of business, including employee injury claims. After conferring with counsel, it is the opinion of management that the ultimate resolution of these claims, to the extent

not previously provided for, will not have a material adverse effect on our consolidated financial condition, results of operations or liquidity.

**Permit Litigation Matters**

Surface mines at our Mingo Logan and Coal-Mac mining operations were identified in an existing lawsuit brought by the Ohio Valley Environmental Coalition (OVEC) in the U.S. District Court for the Southern District of West Virginia as having

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been granted Clean Water Act § 404 permits by the Army Corps of Engineers (Corps), allegedly in violation of the Clean Water Act and the National Environmental Policy Act. The lawsuit, brought by OVEC in September 2005, originally was filed against the Corps for permits it had issued to four subsidiaries of a company unrelated to us or our operating subsidiaries. The suit claimed that the Corps had issued permits to the subsidiaries of the unrelated company that did not comply with the National Environmental Policy Act and violated the Clean Water Act.

The court ruled on the claims associated with those four permits in orders of March 23 and June 13, 2007. In the first of those orders, the court rescinded the four permits, finding that the Corps had inadequately assessed the likely impact of valley fills on headwater streams and had relied on inadequate or unproven mitigation to offset those impacts. In the second order, the court entered a declaratory judgment that discharges of sediment from the valley fills into sediment control ponds constructed in-stream to control that sediment must themselves be permitted under a different provision of the Clean Water Act, § 402, and meet the effluent limits imposed on discharges from these ponds. Both of the district court rulings were appealed to the U.S. Court of Appeals for the Fourth Circuit.

Before the court entered its first order, the plaintiffs were permitted to amend their complaint to challenge the Coal-Mac and Mingo Logan permits. Plaintiffs sought preliminary injunctions against both operations, but later reached agreements with our operating subsidiaries that have allowed mining to progress in limited areas while the district court's rulings were on appeal. The claims against Coal-Mac were thereafter dismissed.

In February 2009, the Fourth Circuit reversed the District Court. The Fourth Circuit held that the Corps' jurisdiction under Section 404 of the Clean Water Act is limited to the narrow issue of the filling of jurisdictional waters. The court also held that the Corps' findings of no significant impact under the National Environmental Policy Act and no significant degradation under the Clean Water Act are entitled to deference. Such findings entitle the Corps to avoid preparing an environmental impact statement, the absence of which was one issue on appeal. These holdings also validated the type of mitigation projects proposed by our operations to minimize impacts and comply with the relevant statutes. Finally, the Fourth Circuit found that stream segments, together with the sediment ponds to which they connect, are unitary waste treatment systems, not waters of the United States, and that the Corps had not exceeded its authority in permitting them.

OVEC sought rehearing before the entire appellate court, which was denied in May 2009, and the decision was given legal effect in June 2009. An appeal to the U.S. Supreme Court was then filed in August 2009. On August 3, 2010 OVEC withdrew its appeal.

Mingo Logan filed a motion for summary judgment with the district court in July 2009, asking that judgment be entered in its favor because no outstanding legal issues remained for decision as a result of the Fourth Circuit's February 2009 decision. By a series of motions, the United States obtained extensions and stays of the obligation to respond to the motion in the wake of its letters to the Corps dated September 3 and October 16, 2009 (discussed below). By order dated April 22, 2010, the District Court stayed the case as to Mingo Logan for the shorter of either six months or the completion of the U.S. Environmental Protection Agency's (EPA) proposed action to deny Mingo Logan the right to use its Corps permit (as discussed below).

On October 15, 2010, the United States moved to extend the existing stay for an additional 120 days (until February 22, 2011) while the EPA Administrator reviewed the Recommended Determination issued by the EPA Region 3. By Memorandum Opinion and Order dated November 2, 2010, the court granted the United States' motion. On January 13, 2011, the EPA issued its Final Determination to withdraw the specification of two of the three watersheds as a disposal site for dredged or fill material approved under the current Section 404 permit. The court was notified of the Final Determination and by order dated March 21, 2011 stayed further proceedings in the case until further order of the court, in light of the challenge to the EPA's Final Determination then pending in federal court in Washington, DC.

In a Memorandum and Opinion and separate Order, each dated March 23, 2012, the federal court granted Mingo Logan's motion for summary judgment, vacated EPA's Final Determination and found valid and in full force Mingo Logan's

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Section 404 permit. As described more fully below, EPA appealed that order to the United States Court of Appeals for the DC circuit and by Opinion of the Court dated April 23, 2013, the court reversed the lower court's order and remanded the matter to the district court for further proceedings.

On April 5, 2012, Mingo Logan moved to lift the stay referenced above. On June 5, 2012, the Court entered an order lifting the stay and allowing the case to proceed on Mingo Logan's Motion for Summary Judgment. Shortly thereafter, OVEC filed a motion for leave to file a seventh amended and supplemental complaint seeking to update existing counts and raising two new claims (one, to enforce EPA's Final Determination and, the other, that the Corps' refusal to prepare a Supplemental Environmental Impact Statement violates the APA and NEPA). By Memorandum, Opinion and Order dated July 25, 2012; the Court granted OVEC's motion and directed the Clerk to file OVEC's Seventh Amended and Supplemental Complaint. Mingo Logan filed its Motion for Summary Judgment on August 31, 2012, along with its Answer to the Seventh Amended and Supplemental Complaint and the matter remains pending before the Court.

**EPA Actions Related to Water Discharges from the Spruce Permit**

By letter of September 3, 2009, the EPA asked the Corps of Engineers to suspend, revoke or modify the existing permit it issued in January 2007 to Mingo Logan under Section 404 of the Clean Water Act, claiming that new information and circumstances have arisen which justify reconsideration of the permit. By letter of September 30, 2009, the Corps of Engineers advised the EPA that it would not reconsider its decision to issue the permit. By letter of October 16, 2009, the EPA advised the Corps that it has reason to believe that the Mingo Logan mine will have unacceptable adverse impacts to fish and wildlife resources and that it intends to issue a public notice of a proposed determination to restrict or prohibit discharges of fill material that already are approved by the Corps' permit. By federal register publication dated April 2, 2010, the EPA issued its Proposed Determination to Prohibit, Restrict or Deny the Specification, or the Use for Specification of an Area as a Disposal Site: Spruce No. 1 Surface Mine, Logan County, WV pursuant to Section 404(c) of the Clean Water Act, the EPA accepted written comments on its proposed action (sometimes known as a veto proceeding), through June 4, 2010 and conducted a public hearing, as well, on May 18, 2010. We submitted comments on the action during this period. On September 24, 2010, the EPA Region 3 issued a Recommended Determination to the EPA Administrator recommending that the EPA prohibit the placement of fill material in two of the three watersheds for which filling is approved under the current Section 404 permit. Mingo Logan, along with the Corps, West Virginia DEP and the mineral owner, engaged in a consultation with the EPA as required by the regulations, to discuss corrective action to address the unacceptable adverse effects identified. On January 13, 2011, the EPA issued its Final Determination pursuant to Section 404(c) of the Clean Water Act to withdraw the specification of two of the three watersheds approved in the current Section 404 permit as a disposal site for dredged or fill material. By separate action, Mingo Logan sued the EPA on April 2, 2010 in federal court in Washington, D.C. seeking a ruling that the EPA has no authority under the Clean Water Act to veto a previously issued permit (Mingo Logan Coal Company, Inc. v. USEPA, No. 1:10-cv-00541(D.D.C.)). The EPA moved to dismiss that action, and we responded to that motion.

Pursuant to a scheduling order for summary disposition of the case, motions and cross-motions for summary judgment by both parties were filed. On November 30, 2011, the court heard arguments from the parties limited only to the threshold issue of whether the EPA had the authority under Section 404(c) of the Clean Water Act to withdraw the specification of the disposal site after the Corps had already issued a permit under Section 404(a). The court deferred consideration of the remaining issue (i.e. whether the EPA's Final Determination is otherwise lawful) until after consideration of the threshold issue. On March 23, 2012, the court entered an Order and a Memorandum Opinion granting Mingo Logan's motion for summary judgment, denying the EPA's cross-motion for summary judgment, vacating the Final Determination and ordering that Mingo Logan's Section 404 permit remains valid and in full force.

On May 11, 2012, the EPA filed a notice of appeal to the United States Court of Appeals for the District of Columbia Circuit. The court heard oral arguments on March 14, 2013. By opinion of the court filed on April 23, 2013, the court reversed the district court on the threshold issue and remanded the matter to the district court to address the merits of our APA challenge



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to the Final Determination. On June 6, 2013, Mingo Logan filed a Petition for Rehearing En Banc and by Order filed July 25, 2013, the court denied the petition.

On November 13, 2013, Mingo Logan filed a Petition for Writ of Certiorari with the Supreme Court of the United States seeking review of the DC Circuit's decision. On March 24, 2014, the Supreme Court denied Mingo Logan's Petition for Writ of Certiorari and remanded the matter to the federal district court for the District of Columbia for further consideration on the merits of the Final Determination. On September 30, 2014, the court entered an opinion and order denying Mingo Logan's motion for summary judgment and granting the government's motion for summary judgment. The court upheld the Final Determination finding that EPA's decision to withdraw the specifications for filling in Oldhouse Branch and Pigeonroost Branch under Mingo Logan's Section 404 permit was not arbitrary and capricious. The Company is weighing its options related to any further appeal.

**Allegheny Energy Contract Matter**

Allegheny Energy Supply (Allegheny), the sole customer of coal produced at our subsidiary Wolf Run Mining Company's (Wolf Run) Sycamore No. 2 mine, filed a lawsuit against Wolf Run, Hunter Ridge Holdings, Inc. (Hunter Ridge), and ICG in state court in Allegheny County, Pennsylvania on December 28, 2006, and amended its complaint on April 23, 2007. Allegheny claimed that Wolf Run breached a coal supply contract when it declared force majeure under the contract upon idling the Sycamore No. 2 mine in the third quarter of 2006, and that Wolf Run continued to breach the contract by failing to ship in volumes referenced in the contract. The Sycamore No. 2 mine was idled after encountering adverse geologic conditions and abandoned gas wells that were previously unidentified and unmapped.

After extensive searching for gas wells and rehabilitation of the mine, it was re-opened in 2007, but with notice to Allegheny that it would necessarily operate at reduced volumes in order to safely and effectively avoid the many gas wells within the reserve. The amended complaint also alleged that the production stoppages constitute a breach of the guarantee agreement by Hunter Ridge and breach of certain representations made upon entering into the contract in early 2005. Allegheny voluntarily dropped the breach of representation claims later. Allegheny claimed that it would incur costs in excess of \$100 million to purchase replacement coal over the life of the contract. ICG, Wolf Run and Hunter Ridge answered the amended complaint on August 13, 2007, disputing all of the remaining claims.

On November 3, 2008, ICG, Wolf Run and Hunter Ridge filed an amended answer and counterclaim against the plaintiffs seeking to void the coal supply agreement due to, among other things, fraudulent inducement and conspiracy. On September 23, 2009, Allegheny filed a second amended complaint alleging several alternative theories of liability in its effort to extend contractual liability to ICG, which was not a party to the original contract and did not exist at the time Wolf Run and Allegheny entered into the contract. No new substantive claims were asserted. ICG answered the second amended complaint on October 13, 2009, denying all of the new claims. The Company's counterclaim was dismissed on motion for summary judgment entered on May 11, 2010. Allegheny's claims against ICG were also dismissed by summary judgment, but the claims against Wolf Run and Hunter Ridge were not. The court conducted a non-jury trial of this matter beginning on January 10, 2011 and concluding on February 1, 2011.

At the trial, Allegheny presented its evidence for breach of contract and claimed that it is entitled to past and future damages in the aggregate of between \$228 million and \$377 million. Wolf Run and Hunter Ridge presented their defense of the claims, including evidence with respect to the existence of force majeure conditions and excuse under the contract and applicable law. Wolf Run and Hunter Ridge presented evidence that Allegheny's damages calculations were significantly inflated because it did not seek to determine damages as of the time of the breach and in some instances artificially assumed future nondelivery or did not take into account the apparent requirement to supply coal in the future. On May 2, 2011, the trial court entered a Memorandum and Verdict determining that Wolf Run had breached the coal supply contract and that the

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performance shortfall was not excused by force majeure. The trial court awarded total damages and interest in the amount of \$104.1 million, which consisted of \$13.8 million for past damages, and \$90.3 million for future damages. ICG and Allegheny filed post-verdict



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motions in the trial court and on August 23, 2011, the court denied the parties' motions. The court entered a final judgment on August 25, 2011, in the amount of \$104.1 million, which included pre-judgment interest.

The parties appealed the lower court's decision to the Superior Court of Pennsylvania. On August 13, 2012, the Superior Court of Pennsylvania affirmed the award of past damages, but ruled that the lower court should have calculated future damages as of the date of breach, and remanded the matter back to the lower court with instructions to recalculate that portion of the award. On November 19, 2012, Allegheny filed a Petition for Allowance of Appeal with the Supreme Court of Pennsylvania and Wolf Run and Hunter Ridge filed an Answer. On July 2, 2013, the Supreme Court of Pennsylvania denied the Petition of Allowance. As this action finalized the past damage award, Wolf Run paid \$15.6 million for the past damage amount, including interest, to Allegheny in July 2013. Testimony on the future damage award in the lower court concluded on May 19, 2014, and post-trial briefs and responses were submitted on August 8, 2014. The court held a hearing on this matter on November 5, 2014 and the parties are awaiting further determination by the court.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

In September 2006, our board of directors authorized a share repurchase program for the purchase of up to 14,000,000 shares of our common stock. There is no expiration date on the current authorization, and we have not made any decisions to suspend or cancel purchases under the program. As of September 30, 2014, there were 10,920,463 shares of our common stock available for purchase under this program. We did not purchase any shares of our common stock under this program during the quarter ended September 30, 2014. Based on the closing price of our common stock as reported on the New York Stock Exchange on October 31, 2014, the approximate dollar value of our common stock that may yet be purchased under this program was \$23.6 million.

In addition to the share repurchase program described above, the following reflects shares withheld upon vesting of restricted stock for minimum tax withholding obligations. While we have no announced plan or program with respect to withholding of shares upon vesting of restricted stock, we intend to continue to allow participants to satisfy statutory minimum tax withholding obligations in connection with the vesting of outstanding restricted stock through the withholding of shares.

Period	Total Number of Shares Purchased	Average Price Paid per Share
July 2014	5,337	\$ 2.86
August 2014		
September 2014		
Total	5,337	\$ 2.86

**Item 4. Mine Safety Disclosures.**

The statement concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K is included in Exhibit 95 to this Quarterly Report on Form 10-Q for the period ended September 30, 2014.



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**Item 6. Exhibits.**

- 12.1 Computation of ratio of earnings to combined fixed charges and preference dividends.
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of John W. Eaves.
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of John T. Drexler.
- 32.1 Section 1350 Certification of John W. Eaves.
- 32.2 Section 1350 Certification of John T. Drexler.
- 95.0 Mine Safety Disclosure Exhibit.
- 101.0 Interactive Data File (Form 10-Q for the three months ended September 30, 2014 filed in XBRL). The financial information contained in the XBRL-related documents is unaudited and unreviewed.

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Arch Coal, Inc.

By:

/s/ John T. Drexler  
John T. Drexler  
Senior Vice President and Chief Financial Officer  
(On behalf of the registrant and as Principal Financial Officer)

November 7, 2014