

Melrose Coal Co., Inc.
Form S-4
August 16, 2013

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As filed with the Securities and Exchange Commission on August 15, 2013

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Arch Coal, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1221
(Primary Standard Industrial
Classifications Code Number)
One CityPlace Drive, Suite 300
St. Louis, Missouri 63141
(314) 994-2700

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

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

With a copy to:

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

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

Ronald D. West
Jeffrey W. Acre
K&L Gates LLP
K&L Gates Center
210 Sixth Avenue
Pittsburgh, Pennsylvania 15222
(412) 355-6500

Approximate date of commencement of proposed sale of the securities to the public:

As soon as practicable after this registration statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
9.875% Senior Notes due 2019	\$375,000,000	100%	\$375,000,000	\$51,150
Guarantees of 9.875% Senior Notes due 2019(2)				(3)
Total	\$375,000,000	100%	\$375,000,000	\$51,150

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

(2) The 9.875% Senior Notes due 2019 are guaranteed by all of the subsidiaries of Arch Coal, Inc. that guarantee indebtedness under its senior secured credit facility, all of which are listed below under "Table of Additional Registrants."

(3) Pursuant to Rule 457(n) under the Securities Act of 1933, as amended, no additional registration fee is payable with respect to the guarantees of the 9.875% Senior Notes due 2019.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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Exact Name of Registrant as Specified in its Charter and Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices*	State or Other Jurisdiction Of Incorporation	I.R.S. Employer Identification Number	Primary Standard Industrial Classification Code
Allegheny Land Company	Delaware	61-0922221	1221
Arch Coal Sales Company, Inc.	Delaware	43-1335853	1221
Arch Coal Terminal, Inc.	Delaware	61-0941499	1221
Arch Coal West, LLC	Delaware	27-4188962	1221
Arch Development, LLC	Delaware	27-2039231	1221
Arch Energy Resources, LLC	Delaware	20-8889263	1221
Arch Flint Ridge, LLC	Delaware	36-4767298	1221
Arch Reclamation Services, Inc.	Delaware	43-1724510	1221
Arch Western Acquisition Corporation	Delaware	43-1811084	1221
Arch Western Acquisition, LLC	Delaware	80-0848200	1221
Arch Western Bituminous Group, LLC	Delaware	43-1811130	1221
Arch Western Finance, LLC	Delaware	43-1811130	1221
Arch Western Resources, LLC	Delaware	43-1811130	1221
Arch of Wyoming, LLC	Delaware	43-1811130	1221
Ark Land Company	Delaware	43-0952128	1221
Ark Land KH, Inc.	Delaware	55-1086280	1221
Ark Land LT, Inc.	Delaware	20-1637677	1221
Ark Land WR, Inc.	Delaware	20-1638026	1221
Ashland Terminal, Inc.	Delaware	55-0619683	1221
Bronco Mining Company, Inc.	West Virginia	22-2094405	1221
Canyon Fuel Company, LLC	Delaware	87-0567183	1221
Catenary Coal Holdings, Inc.	Delaware	43-1629654	1221
Coal-Mac, Inc.	Kentucky	61-0940536	1221
CoalQuest Development LLC	Delaware	20-0445769	1221
Cumberland River Coal Company	Delaware	43-1522213	1221
Hawthorne Coal Company, Inc.	West Virginia	55-0742562	1221
Hunter Ridge, Inc.	Delaware	13-2961732	1221
Hunter Ridge Coal Company	Delaware	51-0217205	1221
Hunter Ridge Holdings, Inc.	Delaware	52-1990183	1221
ICG, Inc.	Delaware	20-1796718	1221
ICG, LLC	Delaware	20-1660224	1221
ICG ADDCAR Systems, LLC	Delaware	20-1619621	1221
ICG Beckley, LLC	Delaware	20-4048542	1221
ICG East Kentucky, LLC	Delaware	20-1619961	1221
ICG Eastern, LLC	Delaware	20-1620152	1221
ICG Eastern Land, LLC	Delaware	20-1679711	1221
ICG Hazard, LLC	Delaware	20-1619758	1221
ICG Hazard Land, LLC	Delaware	20-1679661	1221
ICG Illinois, LLC	Delaware	20-1620272	1221
ICG Knott County, LLC	Delaware	20-1620070	1221
ICG Natural Resources, LLC	Delaware	20-1619866	1221
ICG Tygart Valley, LLC	Delaware	20-2977524	1221
International Coal Group, Inc.	Delaware	20-2641185	1221
Juliana Mining Company, Inc.	West Virginia	55-0568083	1221
King Knob Coal Co., Inc.	West Virginia	55-0488823	1221
Lone Mountain Processing, Inc.	Delaware	43-1580457	1221
Marine Coal Sales Company	Delaware	13-3307813	1221
Melrose Coal Company, Inc.	West Virginia	55-0746947	1221
Mingo Logan Coal Company	Delaware	13-3074446	1221

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Exact Name of Registrant as Specified in its Charter and Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices*	State or Other Jurisdiction Of Incorporation	I.R.S. Employer Identification Number	Primary Standard Industrial Classification Code
Mountain Coal Company, L.L.C.	Delaware	43-1811130	1221
Mountain Gem Land, Inc.	West Virginia	55-0696955	1221
Mountain Mining, Inc.	Delaware	61-0925056	1221
Mountaineer Land Company	Delaware	61-0881912	1221
Otter Creek Coal, LLC	Delaware	27-2484254	1221
Patriot Mining Company, Inc.	West Virginia	55-0550184	1221
Powell Mountain Energy, LLC	Delaware	30-0461024	1221
Prairie Holdings, Inc.	Delaware	20-5273741	1221
Shelby Run Mining Company, LLC	Delaware	45-3484745	1221
Simba Group, Inc.	Delaware	55-0753900	1221
Thunder Basin Coal Company, L.L.C.	Delaware	43-1811130	1221
Triton Coal Company, LLC	Delaware	43-1811130	1221
Upshur Property, Inc.	Delaware	95-4484172	1221
Vindex Energy Corporation	West Virginia	55-0753903	1221
Western Energy Resources, Inc.	Delaware	43-1947588	1221
White Wolf Energy, Inc.	Virginia	54-1867395	1221
Wolf Run Mining Company	West Virginia	55-0699931	1221

*

The principal executive offices of, and the agent for service for, each additional registrant is c/o Robert G. Jones, Senior Vice President Law, General Counsel and Secretary, Arch Coal, Inc., One CityPlace Drive, Suite 300, St. Louis, Missouri 63141.

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

SUBJECT TO COMPLETION, DATED AUGUST 15, 2013

PROSPECTUS

Offer to Exchange

Up to \$375,000,000 aggregate principal amount of 9.875% Senior Notes due 2019 (CUSIP No. 039380AJ9) which have been registered under the Securities Act of 1933, as amended, for any and all of our outstanding 9.875% Senior Notes due 2019 (CUSIP Nos. 039380AH3 and U0393CAD7).

The exchange offer will expire at 12:00 midnight, New York City time, at the end of _____, 2013, unless earlier terminated or extended.

The principal features of the exchange offer are as follows:

We will issue up to \$375,000,000 aggregate principal amount of 9.875% Senior Notes due 2019 (the "exchange notes") which have been registered under the Securities Act of 1933, as amended (the "Securities Act"), in exchange for any and all of our outstanding 9.875% Senior Notes due 2019 (the "original notes") that are validly tendered and not withdrawn prior to the expiration of the exchange offer.

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

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

The exchange of exchange notes for original notes will not be a taxable transaction for U.S. federal income tax purposes. You should read the discussion under the caption "Material United States Federal Income Tax Consequences" for more information.

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

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

You should consider carefully the "Risk Factors" beginning on page 13 of this prospectus before participating in the exchange offer.

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

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2013.

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

This prospectus incorporates important business and financial information about Arch Coal and the guarantors that is not included in or delivered with this prospectus. Arch Coal will provide without charge to each person, including any beneficial owner, to whom a copy of this prospectus is delivered, upon the written or oral request of such person, a copy of any or all of the information incorporated by reference into this prospectus, other than exhibits to such information (unless such exhibits are specifically incorporated by reference into the information that this prospectus incorporates). Requests for such copies should be directed to Arch Coal, Inc., One CityPlace Drive, Suite 300, St. Louis, Missouri 63141, Attn. Robert G. Jones. To obtain timely delivery, you must request the information no later than five business days before _____, 2013, the expiration date of the exchange offer.

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

INDUSTRY AND MARKET DATA

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

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FORWARD-LOOKING STATEMENTS

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

market demand for coal and electricity;

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

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

excess production and production capacity;

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

inaccuracies in our estimates of our coal reserves;

availability and price of mining and other industrial supplies;

availability of skilled employees and other workforce factors;

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

our ability to collect payments from our customers;

defects in title or the loss of a leasehold interest;

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

our ability to successfully integrate the operations that we acquire;

our ability to consummate our announced sale of Canyon Fuel Company, LLC and certain related assets to Bowie Resources, LLC;

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

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

the deferral of contracted shipments of coal by our customers;

our ability to service our outstanding indebtedness;

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

the availability and cost of surety bonds;

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

terrorist attacks, military action or war;

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

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

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

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

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

These and other relevant factors, including those risk factors identified in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 and our other filings with the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which are incorporated by reference into this prospectus, should be carefully considered when reviewing any forward-looking statement. See "Where You Can Find More Information."

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

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PROSPECTUS SUMMARY

Except as otherwise indicated or where the context otherwise requires, in this prospectus, "Arch Coal," "the company," "we," "us" and "our" refer to Arch Coal, Inc. and its consolidated subsidiaries. This summary highlights selected information contained elsewhere in this prospectus or incorporated by reference into this prospectus. This summary may not contain all of the information that you should consider before exchanging any of your original notes. You should read the entire prospectus carefully, including the sections entitled "Risk Factors" in this prospectus and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which is incorporated by reference into this prospectus, before making a decision to participate in the exchange offer.

Business Overview

We are one of the world's largest coal producers. For the year ended December 31, 2012, we sold approximately 140.8 million tons of coal, including approximately 4.3 million tons of coal we purchased from third parties, representing roughly 14% of the 2012 U.S. coal supply. For the six months ended June 30, 2013, we sold approximately 69 million tons of coal. We sell substantially all of our coal to power plants, steel mills and industrial facilities.

We estimate that we owned or controlled approximately 5.5 billion tons of proven and probable recoverable reserves as of December 31, 2012. Of these reserves, approximately 68.4% consist of compliance coal, or coal which emits 1.2 pounds or less of sulfur dioxide per million Btus upon combustion, while an additional approximately 5.4% could be sold as low-sulfur coal, or coal which emits 1.6 pounds or less of sulfur dioxide per million Btus upon combustion. The balance is classified as high-sulfur coal. Most of our reserves are suitable for the domestic steam coal markets.

For a further discussion of our business, we urge you to read our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 and our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2013, which are incorporated by reference into this prospectus. See "Where You Can Find More Information" in this prospectus.

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Corporate Structure

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

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- (1) Our other senior notes consist of Arch Coal's currently outstanding \$1,000.0 million aggregate principal amount of 7.000% Senior Notes due 2019 (the "2019 Notes"), \$1,000.0 million aggregate principal amount of 7.250% Senior Notes due 2021 (the "2021 Notes"), \$600.0 million aggregate principal amount of 8³/₄% Senior Notes due 2016 (the "2016 Notes") and \$500.0 million aggregate principal amount of 7¹/₄% Senior Notes due 2020 (the "2020 Notes"), in each case guaranteed by our subsidiaries that guarantee indebtedness under our senior secured credit facility.
- (2) Ark Land Company holds many of our federal and state coal leases.
- (3) Arch Coal Sales Company, Inc. is a party to substantially all of our long-term coal supply arrangements and other coal sales agreements.
- (4) These entities represent our operations in the Appalachian region and the Illinois Basin. These entities also guarantee our existing senior notes and our senior secured credit facility. The subsidiaries in this group are Allegheny Land Company, Arch Coal Terminal, Inc., Arch Reclamation Services, Inc., Ashland Terminal, Inc., Bronco Mining Company, Inc., Coal-Mac, Inc., CoalQuest Development LLC, Cumberland River Coal Company, Hawthorne Coal Company, Inc., Hunter Ridge, Inc., Hunter Ridge Coal Company, Hunter Ridge Holdings, Inc., ICG ADDCAR Systems, LLC, ICG Beckley, LLC, ICG East Kentucky, LLC, ICG Eastern Land, LLC, ICG Eastern, LLC, ICG Hazard Land, LLC, ICG Hazard, LLC, ICG Illinois, LLC, ICG Knott County, LLC, ICG Natural Resources, LLC, ICG Tygart Valley, LLC, ICG, Inc., ICG, LLC, Juliana Mining Company, Inc., King Knob Coal Co., Inc., Lone Mountain Processing, Inc., Marine Coal Sales Company, Melrose Coal Company, Inc., Mingo Logan Coal Company, Mountain Gem Land, Inc., Mountain Mining, Inc., Mountaineer Land Company Patriot Mining Company, Inc.,