As filed with the Securities and Exchange Commission on September 6, 2000

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ARCH COAL, INC.

(Exact name of registrant as specified in its charter)

Delaware	43-0921172
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

CityPlace One, Suite 300
St. Louis, Missouri 63141
(314) 994-2700
(Address, including ZIP code, and telephone number, including area code, of registrant's principal executive offices)

Robert G. Jones
Vice President--Law & General Counsel
Arch Coal, Inc.
CityPlace One, Suite 300
St. Louis, Missouri 63141
(314) 994-2700
(Name, address, including ZIP code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [_]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [_]

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

If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [_]

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common stock, par value $.01 per share..	4,756,968 shares	$7.15625	$34,042,053	$8,988

(1) Includes 620,473 shares that the underwriters may purchase to cover over-

allotments.

(2) Estimated solely for the purpose of calculating the registration fee; computed in accordance with Rule 457(c) on the basis of the average of the high and low sales prices for the common stock on August 29, 2000 as reported on the New York Stock Exchange.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant 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 or until this registration statement shall become effective on such date as the Commission acting pursuant to said Section 8(a) may determine.

+The information in this 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 prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion
Preliminary Prospectus dated September 6, 2000

PROSPECTUS

4,136,495 Shares

Arch Coal, Inc.

Common Stock

An Arch Coal, Inc. stockholder is selling all of the shares. The U.S. underwriter is offering 3,309,195 shares in the U.S. and Canada and the international manager is offering 827,300 shares outside the U.S. and Canada. We will not receive any of the proceeds from the sale of shares.

Our common stock trades on the New York Stock Exchange under the symbol "ACI". On September 5, 2000, the last sale price of the shares as reported on the New York Stock Exchange was $8 3/16 per share.

Investing in our common stock involves risks that are described in the "Risk Factors" section beginning on page 5 of this prospectus.

	Per Share	Total
Public offering price..................................	$	$
Underwriting discount..................................	$	$
Proceeds, before expenses, to the selling stockholder....	$	$

The U.S. underwriter may also purchase up to an additional 496,379 shares from the selling stockholder, at the public offering price, less the underwriting discount, within 30 days from the date of this prospectus to cover over-allotments. The international manager may similarly purchase up to an additional 124,094 shares from the selling stockholder.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares will be ready for delivery on or about , 2000.

Merrill Lynch & Co.

The date of this prospectus is , 2000.

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You should rely only on the information contained or incorporated by reference in this prospectus and in the registration statement filed in connection with this offering and the exhibits thereto. We have not, and the selling stockholder, the U.S. underwriter and the international manager have not, authorized any other person to provide you with different information. We are not, and the selling stockholder, the U.S. underwriter and the international manager are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus. Our business, financial condition, results of operations and prospects may have changed since that date.

FORWARD-LOOKING STATEMENTS

This prospectus includes forward-looking statements within the "safe harbor" provision of the Private Securities Litigation Reform Act of 1995. These statements may generally be identified by the use of words such as "estimate," "expect," "anticipate," "believe," "intend," "plan," "continue," "may," "will," "should," or "shall." We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are subject to various risks and uncertainties that could cause actual results to differ materially from those projected in these statements, some of which are described under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations." The forward-looking statements contained in this prospectus are based on expectations or assumptions, some or all of which may be incorrect. These expectations and assumptions include the following:

- our expectation of continued growth in the demand for electricity;
- our belief that legislation and regulations will increase demand for our compliance and low-sulfur coal;
- our expectation of improving market conditions for the price of our coal; and
- our expectation that we will continue to have adequate liquidity from our cash flow from operations, together with available borrowings under our credit facilities, to finance our working capital needs.

PROSPECTUS SUMMARY

This summary may not contain all the information that may be important to you. You should read the entire prospectus, including the information set forth in "Risk Factors," and all the information incorporated by reference, before making an investment decision.

Arch Coal

We are one of the largest coal producers in the United States. We mine, process and market compliance and low-sulfur coal from mines located in both the eastern and western United States, enabling us to ship coal cost-effectively to most of the major domestic coal-fired electric generation facilities. Compliance coal and low-sulfur coal are coals which, when burned, emit 1.2 pounds and 1.6 pounds or less of sulfur dioxide per million Btus, respectively. Compliance coal requires no mixing with other coals or use of sulfur dioxide reduction technologies by generators of electricity to comply with the requirements of the federal Clean Air Act. As of June 30, 2000, we controlled approximately 3.4 billion tons of measured and indicated coal reserves and had 28 surface, underground and auger mines. We sold 111.2 million tons of coal in 1999 and 52.6 million tons of coal during the six months ended June 30, 2000. We sell substantially all of our coal to producers of electric power.

Our recent results of operations reflect continued weak market conditions for coal. Environmental and regulatory developments have forced us to close a large surface mine in West Virginia. In 1999, we wrote down the value of a portion of our assets in the eastern United States, restructured our operations, and recorded several substantial charges. We believe, however, that we are well-positioned to take advantage of several trends that are positively affecting the coal industry:

- Demand for electricity continues to grow, and coal-fired electric generation facilities currently provide more than 50% of the electric power produced in the United States.

- Coal continues to be the least expensive fuel commonly used in the generation of electricity. Utility deregulation trends are expected to result in increased price competition among generators of electricity, for which the importance of production costs should increase correspondingly.

- Coal-fired electric generation plants operated at an average of 68% of their capacity in 1999. These plants are capable of meeting the demand for more electricity at a low incremental cost.

- The Clean Air Act, which provides for phased-in restrictions on the amount of sulfur dioxide that electric generation and other facilities can emit, has caused demand for low-sulfur coal to increase in recent years. Approximately 90% of our reserve base consists of low-sulfur coal, and two-thirds is compliance quality. We currently produce only compliance and low-sulfur coals.

- Demand for coal from the Southern Powder River Basin in Wyoming, which is low in sulfur content and relatively inexpensive to mine, has approximately doubled over the last decade. We control approximately 1.4 billion tons of coal reserves in the Powder River Basin. Our Black Thunder mine is one of the largest coal mines in the nation, producing at a rate of approximately 60 million tons annually.

We continue to focus on realizing the substantial potential of our assets and maximizing stockholder value by making decisions based upon our five chief financial objectives:

- aggressively paying down our debt,
- further strengthening our cash generation,
- improving our earnings,
- increasing our productivity, and
- reducing our costs.

Our principal executive office is located at CityPlace One, Suite 300, St. Louis, Missouri 63141, and our telephone number is (314) 994-2700.

See "Risk Factors" and the other information included or incorporated by reference in this prospectus for a discussion of factors you should carefully consider before deciding to invest in our common stock.

The Offering

Common stock offered by the selling stockholder:	
United States offering	3,309,195 shares
International offering	827,300 shares
Total	4,136,495 shares
Common stock outstanding before and immediately after the offering	38,164,482 shares
Use of Proceeds	All of the shares of our common stock being offered will be sold by the selling stockholder. We will not receive any of the proceeds from the sale of shares in the offering.
New York Stock Exchange Symbol	ACI

Common stock offered by the selling stockholder excludes an aggregate of 620,473 shares of common stock subject to purchase by the U.S. underwriter and the international manager upon exercise of their over-allotment options. The number of shares outstanding before and immediately after the offering is based upon the number of shares outstanding as of August 1, 2000, and excludes 6,000,000 shares reserved for issuance under our existing stock incentive plans, including 1,615,443 shares issuable upon exercise of options outstanding as of that date at a weighted average exercise price of $19.26 per share.

SUMMARY CONSOLIDATED FINANCIAL AND OPERATING DATA

	Year Ended December 31, 1997	1998	1999	Six Months Ended June 30, 1999	2000
	(in thousands, except per share data)			(unaudited)	
Consolidated Statement of Operations Data:					
Total revenues	$1,066,875	$1,505,635	$1,567,382	$812,418	$697,954
Income (loss) from operations	41,882	87,847	(327,026)	34,723	22,864
Net income (loss)	30,281	30,013	(346,280)	3,892	(17,152)
Basic and diluted earnings (loss) per common share	$ 1.00	$ 0.76	$ (9.02)	$ 0.10	$ (0.45)
Consolidated Operating and Other Data:					
Tons sold	40,525	81,098	111,177	54,688	52,592
Tons produced	36,698	75,817	109,524	53,539	51,472
EBITDA	$ 224,646	$ 313,500	$ 325,949	$174,203	$144,388
Net cash provided from operating activities	$ 190,263	$ 188,023	$ 279,963	$153,450	$ 97,194

	As of June 30, 2000 (in thousands) (unaudited)
Consolidated Balance Sheet Data:	
Total assets	$2,288,759
Working capital	(95,094)
Long-term debt	1,087,568
Other long-term obligations	631,914
Accumulated deficit	(235,007)
Stockholders' equity	219,754

EBITDA is defined as income from operations before the effect of changes in accounting principles and extraordinary items; merger-related costs, unusual items, asset impairment and restructuring charges; net interest expense; income taxes; and depreciation, depletion and amortization of Arch Coal and its subsidiaries and its ownership percentage in its equity investments. EBITDA is presented because it is a widely accepted financial indicator of a company's ability to incur and service debt. EBITDA should not be considered in isolation nor as an alternative to net income, operating income, cash flows from operations or as a measure of a company's profitability, liquidity or performance under U.S. generally accepted accounting principles. This measure of EBITDA may not be comparable to measures reported by other companies.

Information for 1997 reflects our merger with Ashland Coal, Inc. on July 1, 1997 and also reflects a $39.1 million charge in connection with the Ashland Coal merger comprised of termination benefits, relocation costs and costs associated with duplicate facilities.

Information for 1998 reflects the acquisition of Atlantic Richfield Company's domestic coal operations on June 1, 1998. In connection with the refinancing of our debt in connection with this acquisition, we incurred an extraordinary charge of $1.5 million, net of tax benefit, related to the early extinguishment of debt which existed prior to the acquisition. Income from operations for 1998 reflects pre-tax gains of $41.5 million from the disposition of assets, including $18.5 million on the sale of assets and idle properties in eastern Kentucky and $7.5 million on the sale of our idle Big Sandy Terminal.

The loss from operations for 1999 reflects one-time pre-tax charges of $364.6 million related principally to the write-down of assets at our Dal-Tex, Hobet 21 and Coal-Mac operations and the write-down of other coal reserves in Central Appalachia, and a $23.1 million pre-tax charge related to the restructuring of our administrative workforce and the closure of mines in Illinois, Kentucky and West Virginia. We changed our depreciation method on preparation plants and loadouts during the first quarter of 1999 and recorded a cumulative effect of applying the new method for years prior to 1999, which resulted in a decrease to net loss in 1999 of $3.8 million.

RISK FACTORS

Investing in our common stock will provide you with an equity ownership interest in Arch Coal. As one of our stockholders, your investment will be subject to risks, including risks inherent in our business. The value of your investment may increase or decline and could result in a loss. You should carefully consider the following factors as well as other information contained and incorporated by reference in this prospectus before deciding to invest in our common stock.

We have a substantial amount of debt relative to our equity capitalization, and a downturn in economic or industry conditions may materially affect our ability to meet our debt service and liquidity needs.

As of June 30, 2000, we had outstanding consolidated indebtedness of $1.174 billion, representing approximately 84% of our capital employed. As a result, we have significant debt service obligations, which limit our flexibility and impose a number of restrictions upon us. We also have significant lease and royalty obligations. Our ability to satisfy our debt service, lease and royalty obligations will depend upon our future operating performance, which will be affected by prevailing economic conditions in the markets that we serve and financial, business and other factors, many of which are beyond our control. We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available in an amount sufficient to enable us to fund our debt service, lease and royalty payment obligations or our other liquidity needs.

Our relative amount of debt could have material consequences to our business, including, but not limited to:

- making it more difficult for us to satisfy our debt covenants and debt service, lease payment and other obligations;

- making it more difficult for us to pay quarterly dividends as we have in the past;

- increasing our vulnerability to general adverse economic and industry conditions;

- limiting our ability to obtain additional financing to fund future acquisitions, working capital, capital expenditures or other general corporate requirements;

- reducing the availability of cash flow from operations to fund acquisitions, working capital, capital expenditures or other general corporate purposes;

- limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we compete; and,

- placing us at a competitive disadvantage when compared to competitors with less relative amounts of debt.

A significant portion of our debt bears interest at variable rates that are linked to short-term interest rates. If interest rates rise, our costs relative to those obligations would also rise.

The terms of our credit facilities and leases contain financial and other restrictive covenants that limit our ability to, among other things, pay dividends, complete acquisitions or dispositions and borrow additional funds, and require us to, among other things, maintain various financial ratios and comply with various other financial covenants.

We may be unable to comply with restrictions imposed by our credit facilities and other debt agreements, which could result in a default or otherwise adversely affect us.

The agreements governing our outstanding debt impose a number of restrictions on us. Our ability to comply with these restrictions may be affected by events beyond our control and, as a result, we cannot assure you that we will be able to comply with these restrictions. A failure to comply with these restrictions could constitute a default under our debt agreements, and any default could lead to defaults under our other debt agreements. In the event of a default, the lenders could terminate their commitments to us and declare all amounts borrowed, together with accrued interest and fees, immediately due and payable. If this were to occur, we might not be able to pay these amounts, or we might be forced to seek an amendment to our debt agreements which could make the terms of these agreements more adverse to us. For example, as of December 31, 1999, we were not in compliance with some covenants contained in our bank credit facilities as a result of a write-down of impaired assets and other restructuring costs. The credit facilities were amended in January 2000, as a result of which we made a one-time payment of $1.8 million, agreed to an interest rate increase of 0.375% and pledged assets to collateralize our term loan and revolving credit facility, including the stock of some of our subsidiaries and some real property holdings, accounts receivable and inventory. See "Management's Discussion and Analysis of Financial Condition and Results of Operations--Liquidity and Capital Resources--Credit Facilities" for a more detailed discussion of this amendment to our credit facilities.

An adverse decision in pending litigation could result in the permanent closure of all or a portion of our mining operations in West Virginia, which would cause our profitability to decline and have a material adverse effect on us.

A federal district court injunction that prohibits the West Virginia Division of Environmental Protection from issuing permits for our Dal-Tex mine resulted in the shutdown of this mine in July 1999. A subsequent order prohibits the construction or expansion of valley fills in West Virginia. We have appealed the order specific to our Dal-Tex operations, and we, the West Virginia Division of Environmental Protection and others have appealed the broader order concerning valley fills. Because it is not financially viable for coal producers to operate some mining properties without valley fills, if the appeals court agrees with the district court, we and other coal producers in West Virginia may be forced to close all or a portion of our mining operations in West Virginia, to the extent those operations are dependent on the use of valley fills. If we permanently close these operations in West Virginia, our profitability will decline because we will record various charges in connection with the closures. In addition, our financial condition will be materially adversely impacted due to the loss of revenues from these operations. For the year ended December 31, 1998, we received approximately $100.8 million in revenues from our Dal-Tex mining operations. If the district court decision is overturned, then a settlement agreement entered into between the parties will require the preparation of an environmental impact statement prior to the issuance of permits for the construction of valley fills. The preparation of these statements is time-consuming and is sometimes the subject of litigation. As a result, even if the district court decision is overturned, we do not expect to reopen our Dal-Tex mining operation before mid-2001, at the earliest, subject to then-existing market conditions. See "Business--Legal Proceedings--Dal-Tex Litigation" for a more detailed description of the Dal-Tex litigation.

New environmental regulations governing coal-fired electric generating plants could reduce the demand for coal as a fuel source and adversely affect our sales.

Several new environmental regulations require a reduction in nitrogen oxide emissions generated by coal-fired electric generating plants. Substantially all of our revenues from sales of coal in the year ended December 31, 1999 were from sales to generators operating these types of plants. Enforcement actions against a number of these generators, which include some of our customers, and proposed legislation ultimately may require additional reductions in nitrogen oxide emissions. The Environmental Protection Agency is also considering regulations that would require reductions in mercury emissions from coal-fired electric generating plants. To comply with these regulations and enforcement actions, these generators may choose to switch to other fuels that generate less of these emissions, such as natural gas or oil. In addition, coal has become less attractive as a fuel source to generators considering constructing new electric generating facilities. These developments could cause a material decrease in the volume of our sales. See "The Coal Industry--Clean Air Act" for a more detailed discussion of these regulations.

Because our industry is highly regulated, our ability to conduct mining operations and our profitability may be adversely impacted.

Government authorities regulate the coal mining industry on matters as diverse as employee health and safety, air quality standards, water pollution, groundwater quality and availability, plant and wildlife protection, the reclamation and restoration of mining properties, the discharge of materials into the environment and surface subsidence from underground mining. In addition, federal legislation mandates benefits for various retired coal miners represented by the United Mine Workers of America. These regulations and legislation have had, and will continue to have, a significant effect on our costs of production and competitive position. Future regulations, legislation or orders may also materially adversely affect our sales or profitability by hindering our ability to continue our mining operations or by increasing our costs.

Mining companies must obtain numerous permits that strictly regulate environmental and health and safety matters in connection with coal mining. Regulatory authorities exercise considerable discretion in the timing of permit issuance. Also, private individuals and the public at large possess rights to comment on and otherwise engage in the permitting process, including through intervention in the courts. As described above, we shut down our Dal-Tex mining operation in West Virginia in July 1999 as a result of legal action preventing the issuance of permits necessary for those operations. Accordingly, we cannot assure you that all the permits we need will be issued, or if issued, that the issuance would be timely, or that permitting requirements will not be changed or interpreted in a manner which has a material adverse effect on us.

Our profitability may be materially adversely impacted by unanticipated mine operating conditions and other factors that are not within our control, which could cause our quarterly or annual results to decrease and our stock price to decline.

Our mining operations are inherently subject to changing conditions that can affect levels of production and production costs at particular mines for varying lengths of time and can result in decreases in our profitability. Weather conditions, equipment replacement or repair, fires, variations in coal seam thickness, amounts of overburden, rock and other natural materials and other geological conditions, have had, and can be expected in the future to have, a significant impact on our operating results. For example, we were forced to temporarily idle our West Elk mine in Colorado for more than five months this year following the detection of combustion gases in a portion of the mine. The temporary closure of this mine adversely affected our operating results, as we incurred between $4 million and $6 million per month in after-tax losses while the mine was idled. Additional fire-related costs will continue to be incurred during the balance of this year and into 2001. During June 2000, we received and recognized a $12 million pre-tax partial insurance payment. Although we expect to receive additional insurance payments under our property and business interruption insurance policy, we cannot assure you that there will be additional recovery unless and until the claim is resolved with the insurance carrier. We also cannot assure you as to when the claim will be resolved. In addition, a prolonged disruption of production at any of our principal mines, particularly our Mingo Logan operation in West Virginia, would have a material adverse effect on us. Other factors affecting the production and sale of our coal that could result in decreases in our profitability include:

- expiration or termination of, or sales price redeterminations or suspension of deliveries under, coal supply agreements;

- disruption or increases in the cost of transportation services;

- changes in laws or regulations, including permitting requirements;

- litigation;

- the timing and amount of insurance recoveries;
- work stoppages or other labor difficulties;
- mine worker vacation schedules; and
- changes in coal market and general economic conditions.

Decreases in our profitability as a result of the factors described above could materially adversely impact our quarterly or annual results. Any such adverse impact on our results also could cause our stock price to decline substantially, particularly if the results are below research analyst or investor expectations.

Intense competition, excess industry capacity and utility deregulation may limit our ability to increase prices for our coal, which would adversely affect our revenues and profitability.

The coal industry is intensely competitive, primarily as a result of the existence of numerous producers in the coal producing regions in which we operate, and a number of our competitors have greater financial resources than we do. We compete with approximately six major coal producers in each of the Central Appalachian and Powder River Basin areas. We also compete with a number of smaller producers in those and our other market regions. We are subject to the risk of reduced profitability as a result of excess industry capacity, which has occurred in the past, and which results in reduced prices for our coal.

Demand for coal and the prices that we will be able to obtain for our coal are closely linked to coal consumption patterns of the domestic electric generation industry, which has accounted for approximately 90% of domestic coal consumption in recent years. These coal consumption patterns are influenced by factors beyond our control, including the demand for electricity, government regulation, technological developments and the location, availability, quality and price of competing sources of coal, alternative fuels such as natural gas, oil and nuclear, and alternative energy sources such as hydroelectric power. Demand for our low-sulfur coal and the prices that we will be able to obtain for it will also be affected by the price and availability of high-sulfur coal, which can be marketed in tandem with emissions allowances in order to meet federal Clean Air Act requirements.

Electric utility deregulation is expected to provide incentives to generators of electricity to minimize their fuel costs and is believed to have caused electric generators to be more aggressive in negotiating prices with coal suppliers. To the extent utility deregulation causes our customers to be more cost sensitive, deregulation may have a negative affect on our profitability.

The loss of or reduction in business from certain major customers could have a material adverse effect on us.

Our sales to American Electric Power Company, Inc. and Southern Company, including their subsidiaries and affiliates, accounted for approximately 10.0% and 10.5%, respectively, of our total revenues in 1999. AEP and Southern Company each has multiple long-term contracts with us, some of which expire at the end of this year or in the next few years. Several of these contracts contain early termination provisions, including provisions which allow these customers to terminate the agreements if our coal fails to meet specified quality standards or if we are forced by changes in laws or regulations to increase the price of our coal above specified limits. In addition, some of these contracts contain buy-out provisions which allow these customers to terminate their contracts, at their option, subject to the payment of a fee. If we experience an unanticipated loss of contracts with either of these customers, the loss could have a material adverse effect on us.

Our profitability may be adversely affected by the renegotiation, termination or expiration of favorable long-term coal supply contracts.

We sell a substantial portion of our coal pursuant to long-term coal supply agreements, which are contracts with a term greater than twelve months. As a consequence, we may experience fluctuations in operating results as a result of the expiration or termination of, or sales price redeterminations or suspensions of deliveries under, these coal supply agreements. Some of these contracts include pricing which is above, and, in some cases, materially above, current market prices. We currently supply coal under long-term coal supply contracts with one customer which have price reopener provisions that take effect in mid-2001. The prices for coal shipped under these contracts are materially above the current market price for similar type coal. For the year ended December 31, 1999, and the six months ended June 30, 2000, approximately $16.8 million and $10.1 million, respectively, of our operating income related to these contracts. We expect income from operations to be reduced by approximately one-half of the operating income attributable to these contracts in 2001, and by the full amount of this operating income in 2002. Subsequent to mid-2001, there are no expirations or price reopener provisions in long-term above-market coal supply contracts that we expect will have a material effect on projected operating income until 2012. These amounts are predicated on current market pricing and will change with market conditions. Some price adjustment provisions permit a periodic decrease in the contract price to reflect decreases in production costs, including those related to technological improvements, changes in specified price indices or items such as taxes or royalties. Price reopener provisions may provide for downward adjustments in the contract price based on market factors. We have also renegotiated some contracts to change the contract term or accommodate adverse market conditions such as decreasing coal spot market prices. New nitrous oxide emission limits could also result in price adjustments, or could force electric generators to terminate or modify long-term contracts. Other short and long-term contracts define base or optional tonnage requirements by reference to the customer's requirements, which may change as a result of factors beyond our, and in some instances, the customer's control, including utility deregulation. If the parties to any long-term contracts with us were to modify, suspend or terminate those contracts, we could be adversely affected to the extent that we are unable to find alternative customers at a similar or higher level of profitability.

Our ability to consummate acquisitions will be subject to various conditions, and we may not achieve anticipated benefits from any acquisition that we may make.

The coal industry is a rapidly consolidating industry, with many companies seeking to consummate acquisitions and increase their market share. If we seek to make an acquisition, we will likely compete with other buyers, some of which may have greater financial resources than we do. We cannot assure you that future acquisitions will be available on attractive terms. Our ability to consummate any acquisition will be subject to various conditions, including the negotiation of satisfactory agreements and obtaining necessary regulatory approvals and appropriate financing.

We may have to increase substantially our borrowings in order to complete acquisitions. Alternatively, we may choose equity financing in order to complete acquisitions. This could have a dilutive effect for existing stockholders. Our relative amount of debt may limit our ability to obtain financing to fund future acquisitions. We cannot assure you that additional financing will be available to us on acceptable terms.

Acquisitions also involve a number of inherent risks, including the risks of adverse effects on our operating results, diversion of management's attention, failure to retain key acquired personnel, unanticipated events or liabilities and difficulties in the assimilation of the operations of the acquired companies, some or all of which could have a material adverse effect on us. We cannot assure you that any acquired operations will achieve the benefits that we anticipate.

Because our profitability is substantially dependent on the availability of an adequate supply of coal reserves that can be mined at competitive costs, the unavailability of these types of reserves would have an adverse affect on our profitability.

Our profitability depends substantially on our ability to mine coal reserves that have the geological characteristics that enable them to be mined at competitive costs. We cannot assure you that replacement reserves, particularly in Central Appalachia, will be available when required or, if available, that they can be mined at costs comparable to those characteristic of the depleting mines. We have in the past, and will in the future, acquire coal reserves for our mine portfolio from third parties. We cannot assure you that we will accurately assess the geological characteristics of any reserves that we acquire, or the effect on our profitability and financial condition from any acquisition of reserves.

Disruption in or increased costs of transportation services could have an adverse effect on our profitability.

The coal industry depends on rail, trucking and barge transportation to deliver shipments of coal to customers, and transportation costs are a significant component of the total cost of supplying coal. Disruptions of these transportation services could temporarily impair our ability to supply coal to our customers. In addition, increases in our transportation costs, or changes in costs relative to transportation costs incurred by our competitors, could have an adverse effect on our profitability.

We face numerous uncertainties in estimating our economically recoverable coal reserves.

There are numerous uncertainties inherent in estimating quantities of recoverable reserves, including many factors beyond our control. Estimates of economically recoverable coal reserves and net cash flows necessarily depend upon a number of variable factors and assumptions, such as geological and mining conditions, which may not be fully identified by available exploration data or may differ from experience in current operations, historical production from the area compared with production from other producing areas, the assumed effects of regulation by governmental agencies and assumptions concerning coal prices, operating costs, severance and excise taxes, development costs and reclamation costs, all of which may vary considerably from actual results.

For these reasons, estimates of the economically recoverable quantities attributable to any particular group of properties, classifications of reserves based on risk of recovery and estimates of net cash flows expected therefrom prepared by different engineers or by the same engineers at different times may vary substantially. Actual coal tonnage recovered from identified reserve areas or properties, and revenues and expenditures with respect to our reserves, may vary from estimates, and these variances may be material. We cannot assure you that these estimates are an accurate reflection of our actual reserves.

Defects in title or the loss of any leasehold interests in our properties may have a material adverse effect on us.

We conduct a significant part of our mining operations on properties that we lease. The loss of any lease could adversely affect our ability to mine the associated reserves. Because title to most of our leased properties and mineral rights is not thoroughly verified until we make a commitment to develop a property, which may not occur until after we have obtained necessary permits and completed exploration of the property, our right to mine some of our reserves has in the past, and may again in the future, be adversely affected if defects in title or boundaries exist. In order to obtain leases or mining contracts to conduct our mining operations on property where these defects exist, we have had to, and may in the future have to, incur unanticipated costs, which may have a material adverse effect on us. In addition, we cannot assure you that we can successfully negotiate new leases or mining contracts for properties containing additional reserves or maintain our leasehold interests in properties where we have not commenced mining operations during the term of the lease.

Terms of our contracts may restrict our ability to take corporate actions or subject us to material indemnification obligations, which could have a material adverse effect on us.

Our affiliate Arch Western Resources, LLC is the owner of our reserves and mining facilities in the western United States. The agreement pursuant to which Arch Western was formed provides that one of our subsidiaries, as the managing member of Arch Western, generally has exclusive power and authority to conduct, manage and control the business of Arch Western. However, consent of ARCO, the other member of Arch Western, would generally be required in the event that Arch Western proposes to make a distribution, incur indebtedness, sell properties or merge or consolidate with any other entity if, at that time, Arch Western has a debt rating less favorable than Ba3 from Moody's Investors Service or BB- from Standard & Poor's or fails to meet specified indebtedness and interest ratios.

In connection with the Arch Western acquisition, we entered into an agreement under which we agreed to indemnify ARCO against specified tax liabilities in the event that these liabilities arise as a result of actions taken prior to June 1, 2013, including the sale or other disposition of specified properties of Arch Western, the repurchase of some equity interests in Arch Western by Arch Western or the reduction under some circumstances of indebtedness incurred by Arch Western in connection with the Arch Western acquisition. Depending on the time at which any indemnification obligation were to arise, it could have a material adverse effect on us.

The membership interests in Canyon Fuel Company, which operates three coal mines in Utah, are owned 65% by Arch Western and 35% by a subsidiary of ITOCHU Corporation of Japan. The agreement which governs the management and operations of Canyon Fuel provides for a management board to manage the business and affairs of Canyon Fuel. Some major business decisions concerning Canyon Fuel require the vote of 70% of the membership interests and therefore limit our ability to make these decisions. These decisions include admission of additional members, approval of annual business plans, the making of capital expenditures, sales of coal below specified prices, agreements between Canyon Fuel and any member, institution or settlement of certain litigation, a material change in the nature of Canyon Fuel's business or a material acquisition, the sale or other disposition, including by merger, of assets other than in the ordinary course of business, incurrence of indebtedness, entering into leases, and the selection and removal of officers. The Canyon Fuel agreement also contains various restrictions on the transfer of our membership interests in Canyon Fuel.

Coal commodity trading could change coal markets significantly.

A factor that may impact the sale of coal in the future is the development of coal commodity trading. The New York Mercantile Exchange initiated electricity commodity trading a few years ago and has been developing standards for coal contracts. The Exchange has announced its intention to initiate coal contract trading based on a Huntington, West Virginia barge loading hub. However, to date, the Exchange has not initiated such trading. The development of standards to determine pricing has been difficult because of the non- homogeneous character of coal and diversity in mining locations, conditions and operations. Nonetheless, in anticipation of commodity trading, some brokerage and marketing firms have entered the coal markets and devised transactions that mimic commodity activity. Today, over-the-counter trading is being conducted to a limited extent on both firm-forward transactions as well as put, call and other options. The trend to more commodity-type transactions could mark a significant change in how coal is sold. We are unable to predict whether this trend will have a material effect on us and our operating results.

Our recently adopted rights agreement and recently amended charter documents may make it harder for others to obtain control of us even if some stockholders might consider such a development favorable.

In March 2000, we adopted a stockholder rights plan which, together with provisions of our amended and restated certificate of incorporation and our by-laws, may delay, inhibit or prevent someone from gaining control of us through a tender offer, business combination, proxy contest or some other method even if some of our stockholders might believe a change in control is desirable. See "Description of Capital Stock" for a description of our rights plan and these charter and by-law provisions.

USE OF PROCEEDS

All of the shares of common stock offered in this prospectus are being sold by the selling stockholder. We will not receive any proceeds from the sale of shares offered pursuant to this prospectus.

PRICE RANGE OF COMMON STOCK AND DIVIDENDS

Our common stock is listed on the New York Stock Exchange. The following table sets forth for the periods indicated the range of high and low sales prices per share of our common stock as reported on the New York Stock Exchange and the cash dividends declared on the common stock for the periods indicated.

	Common Stock Price		
	High	Low	Dividends
Year Ended December 31, 1998:			
First Quarter	$29 1/4	$25 1/4	$.115
Second Quarter	27 7/16	23 1/4	.115
Third Quarter	25	14 1/2	.115
Fourth Quarter	19 1/2	14 7/16	.115
Year Ended December 31, 1999:			
First Quarter	$16 7/8	$ 9 3/4	$.115
Second Quarter	14 13/16	10 15/16	.115
Third Quarter	15 9/16	11 3/8	.115
Fourth Quarter	13	8 9/16	.115
Year Ended December 31, 2000:			
First Quarter	$11 3/8	$ 6 1/2	$.0575
Second Quarter	9	4 3/4	.0575
Third Quarter (through September 5, 2000)	8 9/16	6 15/16	.0575

On September 5, 2000, the last sale price of our common stock as reported on the New York Stock Exchange was $8 3/16 per share. On August 1, 2000, there were approximately 14,500 holders of record of our common stock.

The future declaration and payment of dividends and the amount thereof will depend upon our results of operations, financial condition, cash requirements, future prospects, limitations imposed by credit agreements or senior securities and other factors deemed relevant by our board of directors. Several of our credit facilities contain covenants restricting our ability to declare and pay dividends. As of June 30, 2000, approximately $52.9 million was available for the payment of dividends under the most restrictive of these provisions.

CAPITALIZATION

The following table sets forth our capitalization as of June 30, 2000.

	As of June 30, 2000 (in thousands)
Total debt	$1,173,568
Stockholders' equity:	
Preferred stock, $.01 par value, 10,000,000 shares authorized, none outstanding	--
Common stock, $.01 par value, 100,000,000 shares authorized, 38,164,482 issued and outstanding	397
Paid-in capital	473,335
Accumulated deficit	(235,007)
Treasury stock, at cost	(18,971)
Total stockholders' equity	$ 219,754
Total capitalization	$1,393,322

SELECTED CONSOLIDATED FINANCIAL AND OPERATING DATA

The following table presents our selected consolidated financial and operating data for, and as of the end of, each of the periods indicated. The selected consolidated financial data for, and as of the end of, each of the years ended December 31, 1997, 1998 and 1999 are derived from our audited consolidated financial statements incorporated by reference in this prospectus. The selected consolidated financial data for, and as of the end of, the six months ended June 30, 1999 and 2000 are derived from our unaudited consolidated financial statements incorporated by reference in this prospectus, and in the opinion of management, include all adjustments, consisting only of normal recurring accruals, that are necessary for a fair presentation of our financial position and operating results for these periods. The selected consolidated financial and operating data are not necessarily indicative of the results that may be expected for any future period. The selected consolidated financial and operating data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the financial statements and notes thereto incorporated by reference in this prospectus.

	Year Ended December 31,			Six Months Ended June 30,	
	1997	1998	1999	1999	2000
	(in thousands except per share data)				
Statement of Operations Data:				(unaudited)	
Coal sales, equity income and other revenues	$1,066,875	$1,505,635	$1,567,382	$ 812,418	$ 697,954
Costs and expenses:					
Cost of coal sales	916,802	1,313,400	1,426,105	727,457	627,117
Selling, general and administrative expenses	28,885	44,767	46,357	22,377	20,660
Amortization of coal supply agreements	18,063	34,551	36,532	19,579	19,703
Merger-related expenses	39,132	--	--	--	--
Write-down of impaired assets	--	--	364,579	--	--
Other expenses	22,111	25,070	20,835	8,282	7,610
Income (loss) from operations	41,882	87,847	(327,026)	34,723	22,864
Interest expense, net	17,101	61,446	88,767	46,044	45,416
Benefit from income taxes	5,500	5,100	65,700	11,400	5,400
Income (loss) before extraordinary loss and cumulative effect of accounting change	30,281	31,501	(350,093)	79	(17,152)
Extraordinary loss	--	(1,488)	--	--	--
Cumulative effect of accounting change	--	--	3,813	3,813	--
Net income (loss)	$ 30,281	$ 30,013	$ (346,280)	$ 3,892	$ (17,152)
Balance Sheet Data (at period end):					
Total assets	$1,656,324	$2,918,220	$2,332,374	$2,792,164	$2,288,759
Working capital	40,904	20,176	(54,968)	15,399	(95,094)
Long-term debt, less current maturities	248,425	1,309,087	1,094,993	1,208,272	1,087,568
Other long-term obligations	594,127	657,759	655,166	665,504	631,914
Retained earnings (Accumulated deficit)	138,676	150,423	(213,466)	145,486	(235,007)
Stockholders' equity	611,498	618,216	241,295	600,465	219,754
Common Stock Data:					
Basic and diluted earnings (loss) per common share before extraordinary loss and cumulative effect of accounting change	1.00	0.79	(9.12)	--	(0.45)
Basic and diluted					

earnings (loss) per common share	1.00	0.76	(9.02)	0.10	(0.45)
Dividends per share	0.445	0.46	0.46	0.23	0.115
Shares outstanding at period end	39,658	39,372	38,164	38,603	38,164
Cash Flow Data:					
Cash provided by operating activities	$ 190,263	$ 188,023	$ 279,963	$ 153,450	$ 97,194
Depreciation, depletion and amortization	143,632	204,307	235,658	120,947	103,153
Purchases of property, plant and equipment	77,309	141,737	98,715	53,586	92,011
Dividend payments	13,630	18,266	17,609	8,829	4,389
EBITDA	224,646	313,500	325,949	174,203	144,388
Operating Data:					
Tons sold	40,525	81,098	111,177	54,688	52,592
Tons produced	36,698	75,817	109,524	53,539	51,472
Tons purchased from third parties	2,906	4,997	3,781	2,528	2,505

EBITDA is defined as income from operations before the effect of changes in accounting principles and extraordinary items; merger-related costs, unusual items, asset impairment and restructuring charges; net interest expense; income taxes; and depreciation, depletion and amortization of Arch Coal and its subsidiaries and its ownership percentage in its equity investments. EBITDA is presented because it is a widely accepted financial indicator of a company's ability to incur and service debt. EBITDA should not be considered in isolation nor as an alternative to net income, operating income, cash flows from operations or as a measure of a company's profitability, liquidity or performance under U.S. generally accepted accounting principles. This measure of EBITDA may not be comparable to measures reported by other companies.

Information for 1997 reflects our merger with Ashland Coal, Inc. on July 1, 1997 and also reflects a $39.1 million charge in connection with the Ashland Coal merger comprised of termination benefits, relocation costs and costs associated with duplicate facilities.

Information for 1998 reflects the acquisition of Atlantic Richfield Company's domestic coal operations on June 1, 1998. In connection with the refinancing of our debt in connection with this acquisition, we incurred an extraordinary charge of $1.5 million, net of tax benefit, related to the early extinguishment of debt which existed prior to the acquisition. Income from operations for 1998 reflects pre-tax gains of $41.5 million from the disposition of assets, including $18.5 million on the sale of assets and idle properties in eastern Kentucky and $7.5 million on the sale of our idle Big Sandy Terminal.

The loss from operations for 1999 reflects one-time pre-tax charges of $364.6 million related principally to the write-down of assets at our Dal-Tex, Hobet 21 and Coal-Mac operations and the write-down of other coal reserves in Central Appalachia, and a $23.1 million pre-tax charge related to the restructuring of our administrative workforce and the closure of mines in Illinois, Kentucky and West Virginia. We changed our depreciation method on preparation plants and loadouts during the first quarter of 1999 and recorded a cumulative effect of applying the new method for years prior to 1999, which resulted in a decrease to net loss in 1999 of $3.8 million.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

We are one of the largest coal producers in the United States. We mine, process and market compliance and low-sulfur coal from mines located in both the eastern and western United States, enabling us to ship coal cost-effectively to most of the major domestic coal-fired electric generation facilities. As of June 30, 2000, we controlled approximately 3.4 billion tons of measured and indicated coal reserves and had 28 surface, underground and auger mines. We sold 111.2 million tons of coal in 1999 and 52.6 million tons of coal during the six months ended June 30, 2000. We sell substantially all of our coal to producers of electric power.

We were originally organized as Arch Mineral Corporation in 1969. On July 1, 1997, Ashland Coal, Inc. merged with a subsidiary of our company. In connection with the merger, we changed our name to Arch Coal, Inc. and Ashland Coal became our wholly-owned subsidiary. Immediately prior to the merger, Ashland beneficially owned common stock representing approximately 57% of the voting power of Ashland Coal and approximately 51% of our voting stock. Immediately after the merger, Ashland owned approximately 54% of our outstanding common stock. Ashland retained its stake in our company until its March 2000 distribution of approximately 17.4 million shares of our common stock to Ashland's stockholders.

On June 1, 1998, we acquired the United States coal operations of Atlantic Richfield Company and combined these operations with our western operations in a new joint venture named Arch Western Resources, LLC. We own 99% of this joint venture and ARCO owns the remaining 1% interest. The principal operating units of Arch Western are Thunder Basin Coal Company, LLC, owned 100% by Arch Western, which operates two coal mines in the Southern Powder River Basin in Wyoming; Mountain Coal Company, L.L.C., owned 100% by Arch Western, which operates a coal mine in Colorado; Canyon Fuel Company, LLC, 65% owned by Arch Western and 35% owned by ITOCHU Coal International Inc., a subsidiary of ITOCHU Corporation, which operates three coal mines in Utah; and Arch of Wyoming, LLC, owned 100% by Arch Western, which operates two coal mines in the Hanna Basin of Wyoming.

Excluding our Canyon Fuel joint venture, the results of which we account for under the equity method of accounting, we sold approximately 111.2 million tons of coal in 1999, 107.1 million tons of which we produced and the balance of which we purchased for resale pursuant to contractual arrangements. We sold approximately 82% of this tonnage under long-term contracts, which are contracts of greater than one year, and the balance on the spot market. We derived approximately 76% of 1999 total revenues from sales of coal under long-term contracts. Our sales of steam coal in 1999 totaled 108.7 million tons, or approximately 98% of 1999 coal sales, while sales of metallurgical coal in 1999 totaled 2.5 million tons, or approximately 2% of 1999 coal sales. In 1999, sales of coal in the export market totaled approximately 3.5 million tons. Sales of steam coal accounted for approximately 59% of these export sales, while the balance of export sales consisted of sales of metallurgical coal.

Our mining operations are inherently subject to changing conditions that can affect levels of production and production costs at particular mines for varying lengths of time and result in fluctuations in our profitability. Weather conditions, equipment replacement or repair, fires, variations in coal seam thickness, amounts of overburden, rock and other natural materials and other geological conditions, have had, and can be expected in the future to have, a significant impact on our operating results. For example, we were forced to temporarily idle our West Elk mine in Colorado for more than five months of this year following the detection of combustion gases in a portion of the mine. The temporary closure of this mine has adversely affected our operating results. A prolonged disruption of production at any of our principal mines, particularly our Mingo Logan operation in West Virginia, would have a material adverse effect on us. Other factors affecting the production and sale of our coal that can result in fluctuations in our profitability include expiration or termination of, or sales price redeterminations or suspension of deliveries under, coal supply agreements;

disruption or increases in the cost of transportation services; changes in laws or regulations, including permitting requirements; litigation; work stoppages or other labor difficulties; mine worker vacation schedules; and changes in coal market and general economic conditions.

Outlook

West Elk Mine.

On July 12, 2000, we resumed longwall production at our West Elk underground mine in Gunnison County, Colorado, and the mine has since returned to normal levels of production. West Elk had been idle since January 28, 2000, following the detection of combustion-related gases in a portion of the mine. We incurred between $4 million and $6 million per month in after-tax losses while the mine was idled. Additional fire-related costs will continue to be incurred during the balance of the year and into 2001 as we reclaim drilling sites and roads and eventually dismantle pumping equipment. During June 2000, we received and recognized a $12.0 million pre-tax partial insurance payment that covered a portion of the losses incurred at West Elk during the second quarter. We expect to receive additional insurance payments under our property and business interruption policy. We cannot assure you that there will be additional recovery, however, unless and until the claim is resolved with the insurance carrier. We also cannot assure you as to when the claim will be resolved.

West Virginia Operations.

On October 20, 1999, the U.S. District Court for the Southern District of West Virginia permanently enjoined the West Virginia Division of Environmental Protection from issuing any permits that authorize the construction of valley fills as part of coal mining operations. The West Virginia DEP complied with the injunction by issuing an order banning the issuance of nearly all new permits for valley fills and prohibiting the further advancement of nearly all existing fills. On October 29, 1999, the district court granted a stay of its injunction, pending the outcome of an appeal of the court's decision filed by the West Virginia DEP with the U.S. Court of Appeals for the Fourth Circuit. The West Virginia DEP rescinded its order in response to the stay granted by the court. We cannot predict the outcome of the West Virginia DEP's appeal to the Fourth Circuit. If, however, the district court's ruling is not overturned or if a legislative or other solution is not achieved, we and other coal producers in West Virginia may be forced to close all or a portion of our mining operations in West Virginia, to the extent those operations are dependent on the use of valley fills.

The injunction discussed above was entered as part of the litigation that caused a delay in obtaining mining permits for our Dal-Tex operation described under "Business--Legal Proceedings--Dal-Tex Litigation". As a result of the delay, we idled our Dal-Tex mining operation on July 23, 1999. If all necessary permits are obtained, which is not expected to occur until mid-2001 at the earliest, and the permanent injunction is withdrawn by the Fourth Circuit, then we may determine to reopen the mine subject to then-existing market conditions.

Previously, we had disclosed that longwall mineable reserves at Mingo Logan were likely to be exhausted during 2002. As a result of improvements to the mine plan, we now believe that we can extend longwall mining for an additional twelve months at that operation which will take us well into 2003.

Coal Markets.

Although we continue to be adversely affected by weak market conditions, there have been developments that may translate into improved market conditions for coal in the future. The average price of natural gas, for the year to date, has increased more than 50% from the average price in 1999. No domestic nuclear plants are currently in the permitting stage. Hydroelectric power conditions are weaker than normal due to dry conditions. Also, since late July, quoted and spot prices for coal produced in the regions in which we operate have risen. However, because most of our production is already committed and priced for the current year, we expect our performance for the remainder of the year to reflect the current market weakness.

We continue to take steps to match our production levels to market needs. We have substantially reduced production at our Coal Creek surface mine in Campbell County, Wyoming and will idle the mine in the third quarter. We also plan to maintain a production level of approximately 60 million tons from our Black Thunder mine near Gillette, Wyoming.

Low-Sulfur Coal Producer.

We continue to believe that we are well-positioned to capitalize on the continuing growth in demand for low-sulfur coal to produce electricity. With Phase II of the Clean Air Act in effect, compliance coal has captured a growing share of United States coal demand and commands a higher price than high-sulfur coals in the marketplace. Compliance coal is coal that meets the requirements of Phase II of the Clean Air Act without the use of expensive scrubbing technology. All of our western coal production and approximately half of our eastern production is compliance quality.

Chief Financial Objectives.

We continue to focus on realizing the substantial potential of our assets and maximizing stockholder value by making decisions based upon our five chief financial objectives: aggressively paying down our debt, further strengthening our cash generation, improving our earnings, increasing our productivity and reducing our costs. We are aggressively pursuing cost savings which, together with improved productivity, should enable us to achieve our other financial objectives. In addition to the corporate-wide restructuring in late 1999 that we believe will result in a substantial reduction in operating costs for the current and future years, we recently initiated a cost reduction effort targeting key cost drivers at each of our captive mines. We are also exploring Internet-based solutions that could reduce costs, especially in the procurement area.

We repaid $7.4 million of debt in the first half of the year, despite making the second of five annual payments of $31.6 million for the Thundercloud federal reserve lease, which was acquired in 1998, lower cash generation and increased expenditures related to the idling of the West Elk mine and a net payment of $31.6 million to purchase assets out of an operating lease. We anticipate continuing to make substantial progress toward reducing debt in the future.

Results of Operations

Our results of operations for the years ended 1997, 1998 and 1999 and for the first six months of 1999 and 2000 are discussed below. Our results of operations for 1997, 1998 and 1999 are not directly comparable because of our July 1, 1997 merger with Ashland Coal and our June 1, 1998 acquisition of ARCO's United States coal operations. Results of operations do not include the activity of Ashland Coal or ARCO's United States coal operations prior to the effective dates of those transactions.

Six Months Ended June 30, 2000 Compared to Six Months Ended June 30, 1999.

Net Income (Loss). We incurred a net loss of $17.2 million for the six months ended June 30, 2000 compared to net income of $3.9 million for the six months ended June 30, 1999. Results for the six months ended June 30, 2000 were adversely impacted by the temporary idling of our West Elk mine in Gunnison County, Colorado. The mine was idled from January 28, 2000 to July 12, 2000, following the detection of combustion gases in a portion of the mine. During the six months ended June 30, 2000, the mine contributed coal sales of $8.9 million and an operating loss of $34.1 million, excluding insurance recoveries, compared to $54.5 million of coal sales and $6.3 million of operating income during the six months ended June 30, 1999. Offsetting a portion of the loss at the West Elk mine was a $12.0 million pre-tax partial insurance payment received as part of our coverage under our property and business interruption insurance policy. Also, as a result of recent permit revisions at our idle mine properties in Illinois, we reviewed and reduced our reclamation liability at those locations by $7.8 million during the current period. In addition, the Internal Revenue Service issued a notice during the current period outlining the procedures for obtaining tax refunds on certain excise taxes paid by the industry on export sales tonnage. The notice is a result of a 1998 federal district court decision that found these taxes to be unconstitutional. We recorded $12.7 million of pre-tax income related to these excise tax recoveries during the period ended June 30, 2000.

Revenues. Total revenues for the six months ended June 30, 2000 were $698.0 million, a decrease of 14% from revenues of $812.4 million for the six months ended June 30, 1999. Factors contributing to the decrease included reduced sales at our West Elk mine as a result of the temporary idling of that mine, as described above. In addition, we closed our Dal-Tex, Wylo and Arch of Illinois operations and two surface mines in Kentucky during the second half of 1999.

We idled the Dal-Tex operation on July 23, 1999 due to a delay in obtaining new mining permits which resulted from legal action in the U.S. District Court for the Southern District of West Virginia, as described under "Business--Legal Proceedings--Dal-Tex Litigation". The Wylo operation ceased production in December 1999 due to the depletion of its recoverable reserves. The Arch of Illinois underground operation, which had remained operative after the closing of the Arch of Illinois surface operations in 1998, was closed due to a lack of demand for the mine's high-sulfur coal. Demand for high-sulfur coal has declined rapidly as a result of the stringent Clean Air Act requirements that are driving a shift to low-sulfur coal. Two small surface mines in Kentucky were closed because their cost structures were not competitive in the then-existing market environment. The resulting decrease in production and sales from our eastern operations was partially offset by increased production and sales at our Black Thunder mine in Wyoming. As a result, on a per-ton-sold basis, our average selling price of $12.68 during the first half of 2000 reflected a decrease of $1.69 from the same period in the prior year primarily as a result of the continuing increase in coal sales from our western operations. Western coal, especially Powder River Basin coal, has a significantly lower average sales price than that of eastern coal, but is also significantly less costly to mine.

Income from Operations. Excluding the decrease in income from operations resulting from the temporary idling of the West Elk mine, the partial insurance payment, the reclamation liability adjustment at Arch of Illinois and the excise tax recoveries, income from operations decreased $3.9 million for the six months ended June 30, 2000 when compared to the same period in the prior year. The decrease is attributable to the continuing difficult market conditions in United States coal markets during the period along with increased fuel costs of over $1.0 million per month compared to the same period in 1999, resulting from higher diesel fuel and oil prices. Income from operations also declined at our Mingo Logan longwall operation where, despite the contribution of $22.1 million to our income from operations, results were below the $28.0 million of income from operations for the six months ended June 30, 1999. The decrease was primarily caused by continuing depressed coal prices, continued deterioration of mining conditions and continued increased mine development expenses associated with the start-up of operations in the Alma seam in preparation for moving longwall equipment into the newly developed seam in early 2001. Partially offsetting the decrease in income from operations was improved performance at several of our other mines caused in part by our continued focus on reducing costs and improving productivity. The Dal-Tex complex incurred production shortfalls, deterioration of mining conditions and resulting lower operating income prior to its closing on July 23, 1999. As a result of the closing, we recorded a charge of $6.5 million during the first quarter of 1999, consisting principally of severance costs, obligations for non-cancelable lease payments and a change in the reclamation liability.

Selling, General and Administrative Expenses. Selling, general and administrative expenses decreased $1.7 million from those incurred in the six months ended June 30, 1999. The decrease is attributable to cost savings resulting from the restructuring of our administrative workforce that occurred during the fourth quarter of 1999, partially offset by higher legal and consulting expenses incurred during the second quarter of 2000.

EBITDA. EBITDA was $144.4 million for the six months ended June 30, 2000 compared to $174.2 million for the six months ended June 30, 1999. The decrease in EBITDA was primarily attributable to the temporary idling of our West Elk mine.

Year Ended December 31, 1999 Compared to Year Ended December 31, 1998.

Net Income (Loss). We incurred a net loss in 1999 of $346.3 million compared to net income of $30.0 million in 1998. Results for 1999 included operating results of the Arch Western operations for the entire year, whereas results for 1998 only included results of the Arch Western operations from June 1, 1998, including a 65% share of Canyon Fuel income, net of purchase accounting adjustments.

The decrease in 1999 was primarily the result of several one-time charges. During the fourth quarter of 1999, we determined that significant changes were necessary in the manner and extent to which a portion of our Central Appalachia coal assets would be deployed. The changes were necessitated by the adverse legal and regulatory rulings related to surface mining techniques as well as continued negative pricing trends related to Central Appalachian coal production. Pursuant to applicable accounting pronouncements, we evaluated the recoverability of our active mining operations and our coal reserves for which no future mining plans exist. This evaluation indicated that the future undiscounted cash flows of three mining operations, Dal-Tex, Hobet 21 and Coal-Mac, and coal reserves with no future mining plans were below their carrying value. Accordingly, during the fourth quarter of 1999, we adjusted the operating assets and coal reserves to their estimated fair value of approximately $99.7 million, resulting in a non-cash impairment charge of $364.6 million, including $50.6 million relating to operating assets and $314.0 million relating to coal reserves. The estimated fair value of the three mining operations was based on anticipated future cash flows discounted at a rate commensurate with the risk involved. The cash flow assumptions used in this determination are consistent with our future plans for those operations and consider the impact of inflation on coal prices and operating costs which are expected to offset each other. The value of the coal reserves with no future mining plans was based upon the fair value of these properties to be derived from subleased operations. We do not expect the impairment charge to have a material impact on our operating results subsequent to 1999.

During 1999, we also recorded pre-tax charges totaling $23.1 million related to the restructuring of our administrative workforce, the closure of our Dal-Tex mine in West Virginia, and the closure of several mines at our Coal-Mac complex in Kentucky and the remaining underground mine at our Arch of Illinois complex. Of the $23.1 million charge, $20.3 million was recorded in cost of coal sales, $2.3 million was recorded in selling, general and administrative expenses and $0.5 million was recorded in other expenses in our consolidated statements of operations.

During 1999, we also recorded a $112.3 million valuation allowance for a portion of our deferred tax assets that we believe will not be realized. These deferred tax assets included a portion of our alternative minimum tax credits and some deductible temporary differences that we do not expect to realize in future periods. The valuation allowance was charged against the benefit from income taxes in our consolidated statements of operations.

Effective January 1, 1999, we changed our method of depreciation on preparation plants and loadouts from a straight-line basis to a units-of-production basis, which is based upon units produced, subject to a minimum level of depreciation. These assets are usage-based and their economic lives are typically based and measured on coal throughput. We believe the units-of-production method is preferable to the method previously used because the new method recognizes that depreciation of this equipment is related substantially to physical wear due to usage as well as the passage of time. This method recovers production costs over the lives of the preparation plants and loadouts with coal sales revenue and results in a better matching of the cost of the physical assets to the periods in which the assets are consumed. The cumulative effect of applying the new method for years prior to 1999 was an increase to income of $3.8 million.

Revenues. Total revenues of $1.567 billion for 1999 were 4.1% higher than revenues for 1998, primarily as a result of the inclusion of a full year of operating results from the Arch Western operations compared to only seven months of operating results from the Arch Western operations in 1998. Revenues were also favorably impacted by increased production and sales at our Samples mine. The increase was partially offset by reduced production and sales at our Dal-Tex and Wylo operations, both located in Central Appalachia, and our Arch of Illinois surface mining operation. The Wylo operations and Arch of Illinois surface operations ceased production in December 1999 and June 1998, respectively, due to the depletion of their recoverable coal reserves. We idled the Dal-Tex operation on July 23, 1999 due to a delay in obtaining new mining permits which resulted from legal action in the U.S. District Court for the Southern District of West Virginia. On a per-ton-sold basis, our average selling price of $13.58 during 1999 reflected a decrease of $4.03 from 1998, primarily because of the inclusion of the Arch Western operations for all of 1999 compared to only seven months during 1998. Western coal, especially Powder River Basin coal, has a significantly lower average sales price than that of eastern coal, but is also significantly less costly to mine.

Income from Operations. Excluding the one-time charges discussed above, income from operations decreased $27.2 million despite the inclusion of the Arch Western operations for the entire year compared to only seven months in 1998. Net gains on the disposition of assets were $7.5 million in 1999 compared to $41.5 million in 1998. The gain in 1998 included a pre-tax gain of $18.5 million on the sale of assets and idle properties in eastern Kentucky and a pre-tax gain of $7.5 million on the sale of our idle Big Sandy Terminal. The operating results in 1999 also included pre-tax gains of $5.0 million related to settlements with various suppliers. Operating results in 1999 were negatively affected by production shortfalls, deterioration of mining conditions and resulting lower operating income from our idled Dal-Tex mine complex. Operating results were also negatively affected in 1999 at Mingo Logan, where, despite a contribution of $46.6 million of operating income, results were significantly below the $77.8 million contributed to income from operations in 1998. The decrease was primarily caused by depressed coal prices, generally less favorable mining conditions and increased mine development expenses associated with the start-up of mining in the Alma seam during 1999. During the first half of 1999, we continued to experience production shortfalls and operating challenges at our Black Thunder mine in Wyoming due to geological, water drainage and equipment sequencing problems. The negative impacts discussed above were partially offset by lower operating losses in 1999 at the Arch of Kentucky operation compared to 1998. The Arch of Kentucky operation was shut down in January 1998. Results during 1998 were impacted by the costs associated with the shut down of that operation.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased $1.6 million primarily due to the inclusion of the Arch Western operations for the entire year compared to only seven months in 1998, the restructuring charge discussed above and additional legal and other expenses related to surface-mining issues in West Virginia.

Amortization. Sales contract amortization increased $2.0 million primarily from the inclusion of a full year of the Arch Western operations compared to seven months in 1998.

Interest Expense. Interest expense increased $27.9 million due to the increase in debt associated with the June 1998 Arch Western acquisition.

Income Taxes. The income tax benefit recorded in 1999 resulted from the pre-tax loss, offset by the valuation allowance recorded against our deferred tax assets. We believe that taxable income will be generated by us in future periods that is consistent with historical income levels and will, more likely than not, permit the realization of the net deferred tax assets remaining at December 31, 1999. We expect to recognize part of the benefit of our deferred tax asset at the alternative minimum tax rate of approximately 24%. Our effective tax rate is sensitive to changes in annual profitability and percentage depletion.

EBITDA. EBITDA was $325.9 million for 1999 compared to $313.5 million for 1998. The increase in EBITDA is primarily attributable to an inclusion of an entire year of Arch Western operations in our financial results compared to only seven months in 1998.

Year Ended December 31, 1998 Compared to Year Ended December 31, 1997.

Net Income. Net income for 1998 was $30.0 million compared to $30.3 million for 1997. The 1998 results included a full year of operating results from the former Ashland Coal operations, whereas 1997 included only six months of results from those operations. In addition, 1998 included results of the Arch Western operations from June 1, 1998, including a 65% share of Canyon Fuel income, net of purchase accounting adjustments.

Revenues. Total revenues of $1.506 billion for 1998 increased 41% from 1997 as a result of the inclusion of a full year of results from the former Ashland Coal operations in 1998 and seven months of operating results from the Arch Western operations, including income from our equity investment in Canyon Fuel. On a per-ton-sold basis, however, our average selling price decreased by $7.93, primarily because of the inclusion of the Arch Western operations. Western coal, especially Powder River Basin coal, has a significantly lower average sales price than that of eastern coal, but is also significantly less costly to mine. Selling prices in 1998 were also affected by adverse market conditions in the western United States and export markets, as well as by reduced seasonal demand caused by unusually warm winter weather.

Income from Operations. Net income for 1998 approximated that for 1997 despite the Arch Western acquisition and the inclusion of a full year of results from the former Ashland Coal operations. Operating results were favorably impacted in 1998 by increased production from our Mingo Logan longwall operation. This positive result was offset, in part, by production shortfalls, deterioration of mining conditions and resulting lower net income contributions from our Dal-Tex and Hobet mining complexes in Central Appalachia and the June 1998 closure of our large surface operation in Illinois as a result of reserve depletion. In particular, as a result of the continued delay in receiving new mining permits because of the Dal-Tex litigation, the Dal-Tex operation was forced to operate in less favorable mining areas with higher overburden ratios and lower productivity, resulting in higher production costs. Our 1998 results were also significantly impacted by operating difficulties at the Arch Western operations. We experienced production shortfalls and operating challenges at our Black Thunder mine in Wyoming due to geological, water drainage and equipment sequencing problems and substantial transportation delays at our West Elk mine in Colorado. In addition, Canyon Fuel experienced difficult geological conditions at its Skyline Mine. Other items adversely affecting 1998 results, as compared to 1997 results, included the expiration of an above-market-price long-term coal supply contract with Georgia Power in December 1997, reduced shipments under another above-market-price long-term coal supply contract in 1998, the completion in 1997 of a $10.8 million annual accretion of a 1993 unrecognized net gain related to pneumoconiosis, or black lung, liabilities, and a net increase in reclamation costs of $4.9 million in 1998 compared to a benefit in 1997 of $4.4 million resulting from an adjustment of our reclamation liability. Operating results in 1998 included gains from the disposition of assets of $41.5 million compared to $4.8 million in 1997. The gain in 1998 included pre-tax gains of $18.5 million on the sale of assets and idle properties in eastern Kentucky and $7.5 million on the sale of our idle Big Sandy Terminal. Results for 1997 were also affected by a one-time charge of $23.8 million, net of a tax benefit of $15.3 million, related to the Ashland Coal merger.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased $15.9 million primarily due to the effects of the Ashland Coal merger and the Arch Western acquisition.

Amortization. As a result of the amortization of the carrying value of the sales contracts acquired in the Ashland Coal merger and the Arch Western acquisition, amortization of coal supply agreements increased $16.5 million.

Interest Expense. Interest expense increased $44.4 million due to the increase in debt as a result of the Arch Western acquisition.

Extraordinary Item. During 1998, we incurred an extraordinary charge of $1.5 million, net of a tax benefit of $0.9 million, related to the early extinguishment of debt in connection with the refinancing of our debt in connection with the Arch Western acquisition.

EBITDA. EBITDA was $313.5 million for 1998 compared to $224.6 million for 1997. The increase in EBITDA is primarily attributable to the Ashland Coal merger and the Arch Western acquisition.

Liquidity And Capital Resources

We have generally satisfied our working capital requirements and funded our capital expenditures and debt-service obligations with cash generated from operations. We believe that cash generated from operations and our borrowing capacity will be sufficient to meet our working capital requirements, anticipated capital expenditures and scheduled debt payments for at least the next several years. Our ability to satisfy our debt service obligations, to fund planned capital expenditures, to make acquisitions and to pay dividends will depend upon our future operating performance, which will be affected by prevailing economic conditions in the coal industry and financial, business and other factors, some of which are beyond our control.

Cash Flows.

The following is a summary of cash provided by or used in each of the indicated types of activities for the periods presented.

	Year Ended December 31,			Six Months Ended June 30,	
	1997	1998	1999	1999	2000
	(dollars in thousands)				
Cash provided by (used in):				(unaudited)	
Operating activities...	$ 190,263	$ 188,023	$ 279,963	$ 153,450	$ 97,194
Investing activities...	(80,009)	(1,271,371)	(84,358)	(41,366)	(100,133)
Financing activities...	(114,793)	1,101,585	(219,736)	(122,458)	1,538

Cash provided by operating activities decreased in the six months ended June 30, 2000 compared to the same period in 1999 primarily due to reduced sales and increased costs resulting from the temporary idling of the West Elk mine. Cash provided by operating activities increased substantially during 1999 compared to 1998 primarily as a result of a full year of operations from our Arch Western mines in 1999 compared to only seven months of operations in 1998. The slight decrease in cash provided by operating activities from 1997 to 1998 was principally due to increased interest expense as a result of increased borrowings associated with the Arch Western acquisition and tax payments related to adjustments to income taxes payable in prior years. The decrease was partially offset by increased operating activity resulting from the Arch Western acquisition.

Cash used in investing activities increased in the six months ended June 30, 2000 compared to the same period in 1999 primarily as a result of making the second of five annual $31.6 million payments under the Thundercloud federal lease which is related to the Black Thunder mine in Wyoming. The first payment was due at the time of the acquisition of the lease in 1998. In addition, during the first six months ended June 30, 2000, we purchased all remaining assets under a 1998 sale and leaseback arrangement for $45.0 million. The decrease in cash used in investing activities in 1999 compared to 1998 resulted primarily from the payment of $1.1 billion in cash in connection with the Arch Western acquisition completed in 1998. The Arch Western acquisition was also the reason for the significant increase in cash used for investing activities in 1998 compared to 1997.

Our expenditures for property, plant and equipment were $92.0 million for the six months ended June 30, 2000, and $98.7 million, $141.7 million and $77.3 million for 1999, 1998 and 1997, respectively. We make capital expenditures to improve and replace existing mining equipment, expand existing mines, develop new mines and improve the overall efficiency of mining operations. We estimate that our capital expenditures will be approximately $22.7 million for the remainder of the year. We anticipate that these capital expenditures will be funded by available cash and existing credit facilities.

Cash provided by financing activities for the six months ended June 30, 2000 reflects reduced debt payments in the current period compared to the same period in the prior year. Cash used in financing activities during 1999 principally reflects debt reduction of $189.1 million. We were able to reduce debt from greater cash flows generated from operations. Cash provided by financing activities in 1998 reflects an increase in borrowings of $1.1 billion associated with the Arch Western acquisition.

Credit Facilities.

In connection with the Arch Western acquisition, we entered into two new five-year credit facilities: a $675 million non-amortizing term loan, or the Arch Western credit facility, and a $900 million credit facility, or the Arch Coal credit facility, including a $300 million fully amortizing term loan and a $600 million revolving credit facility. Borrowings under the Arch Coal credit facility were used to finance the acquisition of ARCO's Colorado and Utah coal operations, to pay related fees and expenses, to refinance existing corporate debt and for general corporate purposes. Borrowings under the Arch Western credit facility were used to fund a portion of a $700 million cash distribution by Arch Western to ARCO, which occurred simultaneously with ARCO's contribution of its Wyoming coal operations and other assets to Arch Western. The $675 million term loan is secured by Arch Western's membership interests in its subsidiaries. We have not guaranteed the Arch Western credit facility. At June 30, 2000, there was $209.7 million available to borrow under our revolving credit facility.

The rate of interest on the borrowings under the credit facilities is, at our option, the PNC Bank base rate or a rate based on LIBOR and current market rates for bank lines of credit. We are exposed to market risk associated with interest rates. At June 30, 2000, our debt included $1.168 billion of floating-rate debt. To manage this exposure, we enter into interest-rate swap agreements to modify the interest-rate characteristics of outstanding debt. At June 30, 2000, we had interest-rate swap agreements having a total notional value of $782.5 million. These swap agreements are used to convert variable-rate debt to fixed-rate debt. Under these swap agreements, we pay a weighted average fixed rate of 5.74% (before the credit spread over LIBOR) and receive a weighted average variable rate based upon 30-day and 90-day LIBOR.

At December 31, 1999, as a result of the effect of the write-down of impaired assets and other restructuring costs, we did not comply with restrictive covenant requirements associated with our credit facilities. We received an amendment to the credit facilities on January 21, 2000. These amendments resulted in, among other things, a one-time payment of $1.8 million and an increase in the interest rate of 0.375% associated with our term loan and the revolving credit facility. In addition, the amendments required us to pledge assets to collateralize the term loan and the revolving credit facility, including the stock of some of our subsidiaries, some real property interests, accounts receivable and inventory.

At June 30, 2000, our debt amounted to $1.174 billion, or 84% of capital employed, compared to $1.181 billion, or 83% of capital employed, at December 31, 1999.

We periodically establish uncommitted lines of credit with banks. These agreements generally provide for short-term borrowings at market rates. At June 30, 2000, there were $20 million of these agreements in effect, none of which were outstanding.

Contingencies

Reclamation.

The federal Surface Mining Control and Reclamation Act of 1977 and similar state statutes require that mine property be restored in accordance with specified standards and an approved reclamation plan. We accrue for the costs of final mine closure and reclamation over the estimated useful mining life of the property. These costs relate to reclaiming the pit and support acreage at surface mines and sealing portals at deep mines. Other costs of final mine closure common to surface and underground mining are related to reclaiming refuse and slurry ponds, eliminating sedimentation and drainage control structures and dismantling or demolishing equipment or buildings used in mining operations. We also accrue for significant reclamation that is completed during the mining process prior to final mine closure. The establishment of the final mine closure reclamation liability and other ongoing reclamation liabilities are based upon permit requirements and require various estimates and assumptions, principally associated with costs and productivities.

We review our entire environmental liability periodically and make necessary adjustments, including permit changes and revisions to costs and productivities to reflect current experience. These adjustments are recorded to cost of coal sales. Adjustments included a decrease in the liability of $8.1 million in the six months ended June 30, 2000. The adjustments occurred principally as a result of recent permit revisions at our idle mine properties in Illinois. No adjustments were recorded in the six months ended June 30, 1999. We believe that we are making adequate provisions for all expected reclamation and other associated costs.

Legal Contingencies.

We are a party to numerous claims and lawsuits with respect to various matters. We provide for costs related to contingencies, including environmental matters, when a loss is probable and the amount is reasonably determinable. We estimate that our probable aggregate loss as a result of claims as of June 30, 2000 is $4.6 million, which amount is included in other noncurrent liabilities on our balance sheet. This amount does not include losses that may be incurred as a result of the temporary or permanent shutdown of the Dal-Tex operations. For a discussion of this litigation, see "Business--Legal Proceedings--Dal-Tex Litigation".We estimate that our reasonably possible aggregate losses from all material litigation that is currently pending could be as much as $0.5 million on a pre-tax basis in excess of the probable loss previously recognized. After conferring with counsel, we believe 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. For a more complete discussion of litigation to which we are a party, see "Business--Legal Proceedings."

BUSINESS

Overview

We are one of the largest coal producers in the United States. We mine, process and market compliance and low-sulfur coal from mines located in both the eastern and western United States, enabling us to ship coal cost-effectively to most of the major domestic coal-fired electric generation facilities. As of June 30, 2000, we controlled approximately 3.4 billion tons of measured and indicated coal reserves and had 28 surface, underground and auger mines. We sold 111.2 million tons of coal in 1999 and 52.6 million tons of coal during the six months ended June 30, 2000. We sell substantially all of our coal to producers of electric power.

We were originally organized as Arch Mineral Corporation in 1969. On July 1, 1997, Ashland Coal, Inc. merged with a subsidiary of our company. In connection with the merger, we changed our name to Arch Coal, Inc. and Ashland Coal became our wholly-owned subsidiary. Immediately prior to the merger, Ashland beneficially owned stock representing approximately 57% of the voting power of Ashland Coal and approximately 51% of our voting stock. Immediately after the merger, Ashland owned approximately 54% of our common stock. Ashland retained its stake in our company until its March 2000 distribution of approximately 17.4 million shares of our common stock to Ashland's stockholders.

On June 1, 1998, we acquired the United States coal operations of Atlantic Richfield Company and combined these operations with our western operations in a new joint venture named Arch Western Resources, LLC. We own 99% of this joint venture and ARCO owns the remaining 1% interest. The principal operating units of Arch Western are Thunder Basin Coal Company, LLC, owned 100% by Arch Western, which operates two coal mines in the Southern Powder River Basin in Wyoming; Mountain Coal Company, L.L.C., owned 100% by Arch Western, which operates a coal mine in Colorado; Canyon Fuel Company, LLC, 65% owned by Arch Western and 35% owned by ITOCHU Coal International Inc., a subsidiary of ITOCHU Corporation, which operates three coal mines in Utah; and Arch of Wyoming, LLC, owned 100% by Arch Western, which operates two coal mines in the Hanna Basin of Wyoming.

Excluding our Canyon Fuel joint venture, the results of which we account for under the equity method of accounting, we sold approximately 111.2 million tons of coal in 1999, 107.1 million tons of which we produced and the balance of which we purchased for resale under contractual arrangements. We sold approximately 82% of this tonnage under long-term contracts and the balance on the spot market. We derived approximately 76% of 1999 total revenues from sales of coal under long-term contracts. Our sales of steam coal in 1999 totaled 108.7 million tons, or approximately 98% of 1999 coal sales, while sales of metallurgical coal in 1999 totaled 2.5 million tons, or approximately 2% of 1999 coal sales. In 1999, sales of coal in the export market totaled approximately 3.5 million tons. Sales of steam coal accounted for approximately 59% of these export sales, while the balance of export sales consisted of sales of metallurgical coal.

Our recent results of operations reflect continued weak market conditions for coal. Environmental and regulatory developments have forced us to close a large surface mine in West Virginia. In 1999, we wrote down the value of a portion of our assets in the eastern United States, restructured our operations, and recorded several substantial charges. We believe, however, that we are well-positioned to take advantage of several trends that are positively affecting the coal industry:

- Demand for electricity continues to grow, and coal-fired electric generation facilities currently provide more than 50% of the electric power produced in the United States.

- Coal continues to be the least expensive fuel commonly used in the generation of electricity. Utility deregulation trends are expected to result in increased price competition among generators of electricity, for which the importance of production costs should increase correspondingly.

- Coal-fired electric generation plants operated at an average of 68% of their capacity in 1999. These plants are capable of meeting the demand for more electricity at a low incremental cost.

- The Clean Air Act, which provides for phased-in restrictions on the amount of sulfur dioxide that electric generation and other facilities can emit, has caused demand for low-sulfur coal to increase in recent years. Approximately 90% of our reserve base consists of low-sulfur coal, and two-thirds is compliance quality. We currently produce only compliance and low-sulfur coals.

- Demand for coal from the Southern Powder River Basin in Wyoming, which is low in sulfur content and relatively inexpensive to mine, has approximately doubled over the last decade. We control approximately 1.4 billion tons of coal reserves in the Powder River Basin. Our Black Thunder mine is one of the largest coal mines in the nation, producing at a rate of approximately 60 million tons annually.

We continue to focus on realizing the substantial potential of our assets and maximizing stockholder value by making decisions based upon our five chief financial objectives: aggressively paying down our debt, further strengthening our cash generation, improving our earnings, increasing our productivity and reducing our costs.

Operations

As of June 30, 2000, we operated a total of 28 mines, all located in the United States. Coal is transported from our mining complexes to customers by railroad cars, rivers barges and trucks. The following tables set forth the location and a summary of information regarding our principal mining complexes and the coal reserves associated with these operations as of June 30, 2000:

Mining Complex (Location)	Captive Mines*	Contract Mines*	Mining Equipment(1)	Transportation
Central Appalachia				
Mingo Logan (WV)................	S, U	U(3), S(2)	L, LW, C	NS
Coal-Mac (KY)(3)................	--	--	--	CSX
Dal-Tex (WV)(4).................	--	--	--	CSX
Hobet 21 (WV)...................	S	U(2)	D, L, S(5)	CSX
Arch of West Virginia (WV).......	S	U	D, L, S(6)	CSX
Samples (WV)....................	S	--	D, L, S(7)	Barge, CSX
Campbells Creek (WV)............	--	U(2)	--	Barge
Lone Mountain (KY)..............	U(2)	--	C	NS/CSX
Pardee (VA).....................	S,U	U	L,C	NS
Western United States				
Black Thunder (WY)..............	S	--	D, S(8)	UP, BN
Coal Creek (WY).................	--	S	--	UP, BN
West Elk (CO)(9)................	U	--	LW, C	UP
Skyline (UT)(10)................	U	--	LW, C	UP
SUFCO (UT)(10)..................	U	--	LW, C	UP
Dugout Canyon (UT)(10)..........	U	--	C(11)	UP
Arch of Wyoming (WY)............	S(2)	--	D, S(12)	UP
Midwestern United States				
Arch of Illinois (IL)(13)........	--	--	C	UP, IC

Mining Complex (Location)	Tons Produced in 1999 (in millions)	Tons Produced in the Six Months Ended June 30, 2000 (in millions)	Recoverable Reserves As of June 30, 2000 (in millions)	Cost(2)/ Book Value (in millions)
Central Appalachia				
Mingo Logan (WV)........	12.2	5.7	16.7	$139/56
Coal-Mac (KY)(3)........	1.0	--	5.9	8/3
Dal-Tex (WV)(4).........	2.3	--	84.2	8/2
Hobet 21 (WV)...........	5.1	2.8	86.1	50/31
Arch of West Virginia (WV)...................	4.7	1.8	17.8	127/27
Samples (WV)............	5.9	3.1	24.4	128/56
Campbells Creek (WV)....	1.2	0.7	10.9	3/1
Lone Mountain (KY)......	2.3	1.1	59.5	86/32
Pardee (VA).............	1.7	0.9	8.4	39/11
Western United States				
Black Thunder (WY)......	50.9	29.2	1,023.3	243/209
Coal Creek (WY).........	11.4	3.6	235.0	45/40
West Elk (CO)(9)........	7.3	0.7	140.6	98/69
Skyline (UT)(10)........	3.8	1.6	78.0	N/A
SUFCO (UT)(10)..........	5.8	2.9	115.0	N/A
Dugout Canyon (UT)(10)..	0.8	0.3	33.8	N/A
Arch of Wyoming (WY)....	1.0	0.4	0.4	57/4
Midwestern United States				
Arch of Illinois (IL)(13)..............	2.4	--	20.0	76/1

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S = Surface Mine	D = Dragline	UP = Union Pacific Railroad
U = Underground Mine	L = Loader/Truck	IC = Illinois Central Railroad
	S = Shovel/Truck	BN = Burlington Northern Railroad
	LW = Longwall	NS = Norfolk Southern Railroad
	C = Continuous Miner	CSX = CSX Railroad

* Amounts in parenthesis indicate the number of captive and contract mines at the mining complex or location.

(1) Reported for captive operations only.

(2) Reflects purchase accounting adjustments.

(3) We idled the two captive mining operations at our Coal-Mac (KY) complex on January 3, 2000 because of the small surface mines' high cost structure compared to our larger mines.

(4) We idled our mining operations at the Dal-Tex complex on July 23, 1999 due to a delay in obtaining mining permits resulting from legal action in the U.S. District Court for the Southern District of West Virginia. See "Business--Legal Proceedings" for further discussion regarding this legal action.

(5) Utilizes an 83-cubic-yard dragline and a 51-cubic-yard shovel.

(6) Utilizes a 49-cubic-yard dragline, a 43-cubic-yard shovel, a 22-cubic-yard shovel and a 28-cubic-yard loader at the Ruffner Mine.

(7) Utilizes a 118-cubic-yard dragline, two 53-cubic-yard shovels, a 22-cubic-yard hydraulic excavator, three 28-cubic-yard loaders, and one 23 cubic yard loader.

(8) Utilizes 170-cubic-yard, 130-cubic-yard, 90-cubic-yard and 45-cubic-yard draglines and 82-cubic-yard, 60-cubic-yard and 53-cubic-yard shovels.

(9) We temporarily idled our mining operations at West Elk from January 28, 2000 to July 12, 2000 following the detection of higher than normal levels of carbon monoxide in a portion of the mine.

(10) Canyon Fuel is an equity investment and its financial statements are not consolidated into our financial statements.

(11) Currently under development, full production projected to begin with the addition of a longwall when market conditions warrant.

(12) Utilizes 76-cubic-yard and 64-cubic-yard draglines at Medicine Bow and a 32-cubic-yard dragline at Seminoe II.

(13) We idled our remaining operations at the Arch of Illinois mining complex and sealed the underground mine in December 1999 due to a lack of demand for the mine's high-sulfur coal. The mining complex was the last of our mining operations in the Midwestern United States.

Coal Reserves

We estimate that we owned or controlled, as of June 30, 2000, approximately 3.4 billion tons of measured and indicated reserves. Reserve estimates are prepared by our engineers and geologists and reviewed and updated periodically. Total reserve estimates and reserves dedicated to mines and complexes change from time to time to reflect mining activities, analysis of new engineering and geological data, changes in reserve holdings and other factors. The following table presents our estimated reserves of recoverable coal at June 30, 2000:

	Measured	Indicated	Total
	(millions of tons)		
Wyoming	1,397.4	24.3	1,421.7
Central Appalachia	897.6	418.0	1,315.6
Illinois	218.2	80.8	299.0
Utah*	154.6	73.3	227.9
Colorado	117.3	23.2	140.5
Total	2,785.1	619.6	3,404.7

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* Represents 100% of the reserves held by Canyon Fuel, in which we have a 65% interest.

Approximately 85,448 acres of our 657,000 acres of coal land, which includes 100% of the acreage held by Canyon Fuel, are leased from the federal government under leases with terms expiring between 2000 and 2019, subject to readjustment or extension and to earlier termination for failure to meet diligent development requirements. Leases covering principal reserves are not scheduled to expire prior to expiration of projected mining activities. We also control, through ownership or long-term leases, approximately 5,880 acres of land which are used either for our coal processing facilities or are being held for possible future development. Royalties are paid to lessors either as a fixed price per ton or as a percentage of the gross sales price of the mined coal. We pay percentage-based royalties under the majority of our significant leases. The terms of most of these leases extend until the exhaustion of mineable and merchantable coal. The remaining leases have initial terms ranging from one to 40 years from the date of their execution, with most containing options to renew. In some cases, a lease bonus, or prepaid royalty, is required, payable either at the time of execution of the lease or in annual installments. In most cases, the prepaid royalty amount is applied to reduce future production royalties.

Sales and Marketing

We sell coal both pursuant to long-term contracts, the terms of which are greater than twelve months, and on a current market, or spot, basis. When our coal sales contracts expire or are terminated, we are exposed to the risk of having to sell coal into the spot market, where demand is variable and prices are subject to greater volatility. Historically, the price of coal sold pursuant to long-term contracts exceeded prevailing spot prices for coal. However, in the past several years new contracts have been priced at or near existing spot rates.

The terms of our coal sales contracts result from bidding and extensive negotiations with customers. Consequently, the terms of these contracts typically vary significantly in many respects, including price adjustment features, price reopener terms, coal quality requirements, quantity parameters, flexibility and adjustment mechanisms, permitted sources of supply, treatment of environmental constraints, options to extend and force majeure, suspension, termination and assignment provisions.

Price reopeners are present in most of our more recently negotiated long-term contracts and usually occur midway through a contract or every two to three years, depending upon the length of the contract. In some circumstances, customers have the option to terminate the contract if prices have increased by a specified percentage from the price at the commencement of the contract or if the parties cannot agree on a new price. The term of sales contracts has decreased significantly over the last two decades as competition in the coal industry has increased and, more recently, as electricity generators have prepared themselves for federal Clean Air Act requirements and the impending deregulation of their industry.

There are some contract terms that differ between a standard "eastern United States" contract and a standard "western United States" contract. In the eastern United States, many customers require that the coal be sampled and weighed at the destination. In the western United States, virtually all samples are taken at the source. More eastern United States coal is purchased on the spot market. The eastern United States market has traditionally been a more short-term market because of the larger number of smaller mining operations in that region. Western United States contracts normally stipulate that certain production taxes and coal royalties be reimbursed in full by the buyer rather than as a pricing component within the contract. These items comprise a significant portion of western United States coal pricing.

A factor that may impact our sale of coal in the future is the development of coal commodity trading. The New York Mercantile Exchange initiated electricity commodity trading a few years ago and has been developing standards for coal contracts. The Exchange has announced that it intends to initiate coal contract trading based on a Huntington, West Virginia barge loading hub. However, the Exchange has not yet initiated trading. The development of standards to determine pricing has been difficult because of the non-homogeneous character of coal and diversity in mining locations, conditions and operations. Nonetheless, in anticipation of commodity trading, some brokerage and marketing firms have entered the coal markets and devised transactions that mimic commodity activity. Today, limited over-the-counter trading is being conducted on both firm-forward transactions as well as put, call and other options. The trend to more commodity-type transactions could mark a significant change in how coal is sold. We are unable to predict whether this trend will have a material effect on us and our operating results.

Competition

The coal industry is intensely competitive, primarily as a result of the existence of numerous producers in the coal producing regions in which we operate. We compete with approximately six major coal producers in each of the Central Appalachian and Powder River Basin areas. We also compete with a number of smaller producers in those and our other market regions. Excess industry capacity, which has occurred in the past, tends to result in reduced prices for our coal.

The most important factors on which we compete are coal price at the mine, coal quality and characteristics, transportation costs from the mine to the customer and the reliability of supply. Demand for coal and the prices that we will be able to obtain for our coal are closely linked to coal consumption patterns of the domestic electric generation industry, which has accounted for approximately 90% of domestic coal consumption in recent years. These coal consumption patterns are influenced by factors beyond our control, including the demand for electricity, government regulation, technological developments and the location, availability, quality and price of competing sources of coal, alternative fuels such as natural gas, oil and nuclear, and alternative energy sources such as hydroelectric power. Demand for our low-sulfur coal and the prices that we will be able to obtain for it will also be affected by the price and availability of high-sulfur coal, which can be marketed in tandem with emissions allowances in order to meet federal Clean Air Act requirements.

Environmental Regulations

Federal, state and local governmental authorities regulate the coal mining industry on matters as diverse as air quality standards, water pollution, groundwater quality and availability, plant and wildlife protection, the reclamation and restoration of mining properties, the discharge of materials into the environment and surface subsidence from underground mining. These regulations and legislation have had and will continue to have a significant effect on our costs of production and competitive position. New legislation, regulations or orders may be adopted or become effective which may adversely affect our mining operations, our cost structure or the ability of our customers to use coal. For example, new legislation, regulations or orders may require us to incur increased costs or to significantly change our operations. New legislation, regulations or orders may also cause coal to become a less attractive fuel source, resulting in a reduction in coal's share of the market for fuels used to generate electricity. Any such regulation, legislation or order could have an adverse effect on our business, results of operations and financial condition and, depending upon the nature and scope of the legislation, regulations or orders, the effect could be material. For examples of environmental regulations which would affect our customers see "The Coal Industry--Clean Air Act".

Permitting.

Mining companies must obtain numerous permits that impose strict regulations on various environmental and health and safety matters in connection with coal mining. For example, regulations are imposed on the emission of air and water borne pollutants, the manner and sequencing of coal extraction and reclamation, the storage, use and disposal of waste and other substances, some of which may be hazardous, and the construction of fills and impoundments. Regulatory authorities have considerable discretion in the timing of permit issuance and both private individuals and the public at large possess rights to comment on and otherwise engage in the permitting process, including through intervention in the courts. For example, we idled our Dal-Tex operation in West Virginia on July 23, 1999 due to a delay in obtaining mining permits which resulted from legal action in the U.S. District Court for the Southern District of West Virginia. See "Legal Proceedings--Dal-Tex Litigation" for a discussion of this legal action.

Environmental Legislation.

The federal Surface Mining Control and Reclamation Act of 1977 was enacted to regulate surface mining of coal and the surface effects of underground mining. All states in which we operate have similar laws and regulations enacted pursuant to SMCRA which regulate surface and deep mining that impose, among other requirements, reclamation and environmental requirements and standards.

The federal Clean Water Act affects coal mining operations in two principal ways. First, the United States Army Corps of Engineers issues permits under Section 404 of the Clean Water Act whenever a mine operator proposes to build a fill or impoundment in waters of the United States. In addition, the EPA must approve the issuance by a state agency of permits that allow the discharge of pollutants into water bodies under Section 402 of the Clean Water Act. These permits encompass storm water discharges from a mine facility. Regular monitoring and compliance with reporting requirements and performance standards are preconditions for the issuance and renewal of these permits. All states in which we operate also have laws restricting discharge of pollutants into the waters of those states.

The federal Resource Conservation and Recovery Act and implementing federal regulations exclude from the definition of hazardous waste all coal extraction, beneficiation and processing wastes. Additionally, other coal mining wastes which are subject to a SMCRA permit are exempt from RCRA permits and standards. Each of the states in which we are currently engaged in mining similarly exempt coal mining waste from their respective state hazardous waste laws and regulations. The federal Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended by the Superfund Amendments and Reauthorization Act, affects coal mining operations by subjecting them to liability for the remediation of releases of hazardous substances, other than waste excluded from federal and state regulation, as noted above, that may endanger public health or welfare or the environment.

The federal Clean Air Act, as amended, imposes numerous requirements on various categories of emission sources, and West Virginia state air regulations impose permitting obligations and performance standards on coal preparation plants and coal handling facilities, such as crushers and screens. The use of explosives in surface mining causes nitrogen oxides, or "NOx", to be emitted into the air. The emissions of NOx from the use of explosives at surface mines in the Powder River Basin is gaining increased scrutiny from regulatory agencies and the public. We have taken steps to monitor the level of NOx emitted during blasting activities at our surface mines in the Powder River Basin and are continuing efforts to find a method of reducing these NOx emissions. Any increase in the regulation of NOx emissions from blasting activities could have an adverse effect on our Powder River Basin surface mines. Depending upon the nature and scope of any such regulations, the effect on the mines could be material.

On December 11, 1997, United States government representatives at the climate change negotiations in Kyoto, Japan, agreed to reduce the emissions of greenhouse gas, including carbon dioxide and other gas emissions that are believed to be trapping heat in the atmosphere and warming the earth's climate, in the United States. The adoption of the requirements of the Kyoto protocol by the United States is subject to conditions which may not occur, and are also subject to the protocol's ratification by the United States Senate. The United States Senate has indicated that it will not ratify an agreement unless specified conditions, not currently provided for in the Kyoto protocol, are met. At present, it is not possible to predict whether the Kyoto protocol will attain the force of law in the United States or what its impact would be on us. Further developments in connection with the Kyoto protocol could adversely affect our financial condition and results of operations.

Employees

As of June 30, 2000, we employed a total of 3,687 persons, including 77 temporary and part-time employees, 595 of whom were represented by the UMWA under a collective bargaining agreement that expires in 2002.

Legal Proceedings

Dal-Tex Litigation.

On July 16, 1998, ten individuals and The West Virginia Highlands Conservancy filed suit in U.S. District Court for the Southern District of West Virginia against the director of the West Virginia DEP and officials of the U.S. Army Corps of Engineers alleging violations of SMCRA, the Clean Water Act and the National Environmental Policy Act. Specifically, plaintiffs alleged that (i) the Corps violated NEPA by approving mining permits without the preparation of an environmental impact statement, or an "EIS", pursuant to NEPA that would evaluate the environmental effects of mountaintop mining and the construction of valley fills, (ii) the Corps violated the Clean Water Act by issuing generic Section 404 dredge and fill permits rather than site-specific individual permits, (iii) the West Virginia DEP has failed to require the restoration of mined lands to approximate original contour and that it has not enforced approved post-mining land uses following reclamation, and (iv) the West Virginia DEP lacked authority to issue permits for the construction of valley fills, which are the large, engineered works into which the excess earth and rock that is extracted during surface mining are placed.

Nine of our permits were identified in the complaint as violating the legal standards that the plaintiffs requested the court to interpret. In addition, pending permit applications for our Dal-Tex mining operations, which are operated by our subsidiary, Hobet Mining, Inc., were specifically identified as permits that should be enjoined from issuance. These permit applications, known as the Spruce Fork permits, include a SMCRA mining permit application requesting authorization from the West Virginia DEP to commence surface mining operations and a Section 404 permit application requesting authorization from the Corps to construct a valley fill. We intervened in the lawsuit in support of the Corps and the West Virginia DEP on August 6, 1998.

Settlement Agreement. A settlement between the plaintiffs and the Corps, which was reached on December 23, 1998, resolved the Clean Water Act and NEPA claims against the Corps, except those relating to the Spruce Fork permits. The settlement agreement requires the Corps, in cooperation with other agencies, to prepare a programmatic EIS on the effects of valley fills on streams and the environment. This EIS is scheduled to be completed by January 2001. Until it is completed, an individual Clean Water Act Section 404 dredge and fill permit must be obtained prior to the construction of any valley fill greater than 250 acres. Our Hobet Mining subsidiary later agreed to apply for an individual Section 404 permit for the Dal-Tex valley fill, which will require the preparation of an EIS to evaluate the effects of the valley fill on the environment.

Preliminary Injunction. Subsequent to the settlement agreement, the West Virginia DEP approved the Spruce Fork SMCRA permit. Plaintiffs sought a preliminary injunction staying the Spruce Fork permit and enjoining us from future operations on the permit until a full trial on the merits could be held. The district court issued the preliminary injunction on March 3, 1999. As a result, we idled the Dal-Tex mine on July 23, 1999.

Consent Decree. On July 26, 1999, the plaintiffs and the West Virginia DEP submitted a proposed consent decree which would resolve the remaining issues in the case, except those relating to the West Virginia DEP's authority to issue permits for the construction of valley fills. Pursuant to the proposed consent decree, the West Virginia DEP agreed in principle to amend its regulations and procedures to correct alleged deficiencies. In addition, the parties agreed in principle on a new definition of approximate original contour as it applies to mountaintop mining, as well as to certain regulatory changes involving post-mining land uses. Our Hobet Mining subsidiary agreed as part of the consent decree to revise portions of its Spruce Fork permit applications to conform to the new definition of approximate original contour to be adopted by the West Virginia DEP. After inviting public comment on the proposed consent decree, the court entered the consent decree in a final order on February 17, 2000, and the West Virginia legislature approved the West Virginia DEP's proposed statutory and regulatory changes to implement the consent decree on April 3, 2000.

Permanent Injunction. On October 20, 1999, the district court addressed the remaining counts in the plaintiffs' complaint by issuing a permanent injunction against the West Virginia DEP from issuing any new permits that authorize the construction of valley fills as part of mining operations. The West Virginia DEP complied with the injunction by issuing an order banning the expansion of nearly all new permits for valley fills and prohibiting the further advancement of nearly all existing permits. The West Virginia DEP also filed an appeal of the district court's decision with the U.S. Court of Appeals for the Fourth Circuit. On October 29, 1999, the district court granted a stay of its decision, pending the outcome of the appeal. The West Virginia DEP rescinded its administrative order on November 1, 1999 in response to the district court's action.

We cannot predict the outcome of the West Virginia DEP's appeal. If the district court's decision is upheld, we, and other coal producers, may be forced to close all or a portion of our mining operations in West Virginia, to the extent those operations are dependent on the use of valley fills. If we are successful on appeal, then we could be required to complete the EIS for the Section 404 dredge and fill permit and comply with the conditions imposed on the Spruce Fork permit as a result of the consent decree, each of which could delay the issuance of the Spruce Fork permit and, consequently, the reopening of the mine until mid-2001 at the earliest. If all necessary permits are issued, we may determine to reopen the mine subject to then-existing market conditions.

Cumulative Hydrologic Impact Assessment Litigation.

On January 20, 2000, two environmental organizations, the Ohio Valley Environmental Coalition and the Hominy Creek Watershed Association, filed suit against the West Virginia DEP in the U.S. District Court in Huntington, West Virginia. In addition to allegations that the West Virginia DEP violated state law and provisions of the Clean Water Act, the plaintiffs allege that the West Virginia DEP's issuance of permits for surface and underground coal mining has violated non-discretionary duties mandated by SMCRA. Specifically, the plaintiffs allege that the West Virginia DEP has failed to require coal operators seeking permits to conduct water monitoring to verify stream flows and ascertain water quality, to always include certain water quality information in their permit applications and to analyze the probable hydrologic consequences of their operations. The plaintiffs also allege that the West Virginia DEP has failed to analyze the cumulative hydrologic impacts of mining operations on specific watersheds.

The plaintiffs seek an injunction to prohibit the West Virginia DEP from issuing any new permits which fail to comply with all of the elements identified in their complaint. The complaint identifies, and seeks to enjoin, three pending permits that are sought by our Mingo Logan subsidiary to continue existing surface mining operations at the Phoenix reserve. If the permits are not issued, it is possible that those operations will have to be suspended in early 2001. We cannot predict whether this litigation will result in a suspension of the affected surface mining operations. If, however, the operations are suspended, our financial condition and results of operations could be adversely affected and, depending upon the length of suspension, the effect could be material.

Lone Mountain Litigation.

On October 24, 1996, the rock strata overlaying an abandoned underground mine adjacent to the coal-refuse impoundment used by the Lone Mountain preparation plant failed, resulting in the discharge of approximately 6.3 million gallons of water and fine coal slurry into a tributary of the Powell River in Lee County, Virginia. The U.S. Department of the Interior has notified us that it intends to file a civil action under the Clean Water Act and the Comprehensive Environmental Response, Compensation and Liability Act to recover the natural resource damages suffered as a result of the discharge. The Interior Department alleges that fresh water mussels listed on the federal endangered species list that reside in the Powell River were affected as a consequence of the discharge. We and the Interior Department have reached an agreement in principle to settle this matter, which would require us to make a payment of $2.5 million. The settlement is subject to us and the Interior Department entering into a definitive agreement. Our consolidated balance sheet as of June 30, 2000 reflects a reserve for the full amount of this settlement.

THE COAL INDUSTRY

United States Coal Markets

Production of coal in the United States has increased from 434 million tons in 1960 to over 1 billion tons in 1999. The following table sets forth demand trends for United States coal by consuming sector through 2020 as compiled, estimated(e) or forecasted(f) by the United States Department of Energy/Energy Information Agency.

Consumption by Sector	1997	1998	1999e	2005f	2010f	2015f	2020f	Annual Growth 1998-2020
	(tons in millions)							
Electric Generation	922	939	940	1,070	1,092	1,129	1,177	1.0%
Industrial	71	69	66	73	73	74	75	0.4%
Coke Plants	30	28	28	26	23	21	20	(1.6%)
Residential/Commercial	6	6	5	7	7	7	7	0.4%
Export	84	78	58	62	64	57	58	(1.4%)
Total	1,113	1,120	1,097	1,238	1,259	1,288	1,337	0.9%

Electricity Generation

Coal has consistently maintained a 50% to 53% market share over competing energy sources to generate electricity during the past ten years because of its relatively low cost and its availability throughout the United States. On an average, all-in cost per megawatt-hour basis, coal-fired generation is substantially less expensive than electricity generated utilizing natural gas, oil or nuclear power. Hydroelectric power is inexpensive but is limited geographically, and there are few suitable sites for new hydroelectric power dams. Consequently, approximately 90% of the coal produced in the United States in 1999 was sold in the domestic market as a fuel to generate electricity. The remainder of the tons were sold in 1999 as steam coal for industrial and residential purposes, into the export market, and as metallurgical coal. In addition to the relative competitiveness of coal-fired generation plants, coal consumption patterns are also influenced by the demand for electricity, governmental regulation impacting coal production and power generation, technological developments and the location, availability and quality of competing sources of coal, as well as alternative fuels such as natural gas, oil and nuclear and alternative energy sources such as hydroelectric power.

Long-term demand for electric power will depend upon a variety of economic, regulatory, technological and climatic factors beyond our control. Historically, domestic demand for electric power has increased as the United States economy has grown. Two important regulatory initiatives, one designed to increase competition among utilities and lower the cost of electricity for consumers, and another to improve air quality by reducing the level of sulfur emitted from coal-burning power generation plants have had and are expected to continue to have significant effects on the electric utility industry and its coal suppliers.

According to the Energy Information Agency, coal is expected to remain the primary fuel for electricity generation through 2020. The following table sets forth the source fuel for electricity generation from 1990 through 2020 as compiled, estimated(e) or forecasted(f) by the Energy Information Agency.

	1990	1995	1999e	2000f	2005f	2010f	2015f	2020f
	(billion kilowatthours)							
Coal	1,590	1,710	1,882	1,931	2,127	2,172	2,251	2,347
Petroleum	124	75	119	90	68	54	47	44
Natural Gas	378	499	556	601	717	1,001	1,297	1,476
Nuclear	577	673	728	688	674	627	511	427
Hydro/Renewable	356	401	407	402	425	443	451	462
Total	3,025	3,358	3,691	3,712	4,011	4,297	4,557	4,756

Coal's primary advantage is its relatively low cost compared to other fuels used to generate electricity. The following table sets forth the Energy Information Agency's forecast of delivered fuel prices to electric utilities through 2020. The table contains two data sets. The top data-set is derived from the Energy Information Agency's Long-Term forecast published in December 1999. The lower data-set is derived from the Energy Information Agency's Short-Term outlook published in August 2000. The expected prices for petroleum fuel-oil and natural gas for 2001 are considerably above the forecasted prices published less than a year ago, which highlights the pricing volatility of petroleum and natural gas compared to coal.

	1997	1998	1999	2000	2001	2005	2010	2015	2020
	(dollars per million Btus)								
Annual Energy Outlook (December 1999)									
Petrol (Residual)	$ 2.92	$2.17	$2.55	$3.21	$3.04	$3.11	$3.13	$3.19	$3.30
Natural Gas	2.73	2.34	2.48	2.59	2.59	2.79	3.08	3.21	3.33
Coal	1.28	1.25	1.26	1.24	1.19	1.11	1.07	1.03	0.98
Short-Term Energy Outlook (August 2000)									
Petrol (Residual)			$2.39	$4.09	$3.39				
Natural Gas			2.57	3.70	3.66				
Coal			1.22	1.21	1.22				

Coal Production

U.S. coal production was over 1 billion tons in 1999. The following table, derived from data prepared by the Energy Information Agency, sets forth principal United States production statistics for the periods indicated.

	1980	1985	1990	1995	1998	1999
Total Tons (in millions)...	820	879	1,026	1,033	1,118	1,093
Percent of Total Tons						
East.....................	69%	63%	61%	53%	51%	48%
West.....................	31	37	39	47	49	52
Underground..............	40	40	41	38	37	36
Surface..................	60	60	59	62	63	64
Number of Mines						
Underground..............	1,875	1,695	1,422	977	827	753
Surface..................	1,997	1,660	1,285	1,127	899	870
Total....................	3,872	3,355	2,707	2,104	1,726	1,623
Average Number of Mine Employees						
Underground..............	150,328	107,357	84,154	57,879	43,391	43,325
Surface..................	74,610	61,924	47,152	32,373	37,866	34,352
Total....................	224,938	169,281	131,306	90,252	81,257	77,677
Average Production per Mine (in thousands)						
Underground..............	175	207	296	402	500	523
Surface..................	246	318	471	568	783	804
Total....................	212	262	379	491	648	673

Source: DOE/EIA Annual Energy Review, National Mining Assoc., RDI

Coal Producing Regions

Coal is mined from coalfields throughout the United States, with the major production centers located in Central Appalachia, the Southern Powder River Basin, western bituminous coalfields, Northern Appalachia and the Illinois Basin.

[MAP SHOWING MAJOR COAL PRODUCING BASINS IN THE UNITED STATES]

Central Appalachia.

The Central Appalachia region includes coalfields in eastern Kentucky, southwestern Virginia and central and southern West Virginia. Production in Central Appalachia was 262 million tons in 1999 compared with 278 million tons in 1998. A variety of mining techniques are used in this region as seams are found on mountaintops and below valley floors. The coal from Central Appalachia has an average heat content of 12,500 Btus per pound and generally has low sulfur content.

Southern Powder River Basin.

The Southern Powder River Basin is located in northeastern Wyoming. Production in the Southern Powder River Basin in 1999 was 317 million tons compared with 297 million tons in 1998. Coal quality in this region varies between lignite and subbituminous coals, with current production of subbituminous coal averaging 8,600 Btus per pound and 0.3% sulfur in Wyoming.

Western Bituminous Coal Regions.

The western bituminous coal regions include the Hanna and Carbon Basins in Wyoming, the Uinta Basin in northwestern Colorado and Utah, the San Juan Basin in New Mexico and Colorado and the Raton Basin in southern Colorado. Production in the western bituminous coal region in 1999 was 114 million tons, compared with 113 million tons in 1998. These regions produce high quality, low-sulfur steam coal for selected markets in the region, for export through West Coast ports and for shipments to some Midwestern power plants for which the Powder River Basin's subbituminous coals are not suitable. Coal from the western bituminous coal region has a heat content ranging from 9,000 to 11,500 Btus per pound and generally has low sulfur content.

Northern Appalachia.

Medium- and high-sulfur coal is found in the Northern Appalachia coalfields of western Pennsylvania, southeastern Ohio and northern West Virginia. Production in Northern Appalachia was approximately 141 million tons in 1999 compared with 157 million tons in 1998. The coal from Northern Appalachia has a heat content ranging from 12,500 to 13,000 Btus per pound and generally has medium to high sulfur content.

Illinois Basin.

The Illinois Basin is located under most of Illinois, western Indiana and western Kentucky. Production in the basin was 104 million tons in 1999 and 111 millions tons in 1998. The Illinois Basin is a declining production center due to the region's relatively high-sulfur coal and competition from lower-sulfur western coal. The coal from the Illinois Basin has a heat content ranging from 10,000 to 12,000 Btus per pound and generally has medium to high sulfur content.

Coal Characteristics

There are four types of coal: lignite, subbituminous, bituminous and anthracite. Each has characteristics that make it more or less qualified for different end uses. In general, coal of all geological composition is characterized by end use as either "steam coal" or "metallurgical coal," sometimes known as "met coal." Steam coal is used by utilities for electricity generation and by industrial facilities to produce steam, electricity or both. Metallurgical coal is refined into coking coal, which is used in the production of steel. Heat value and sulfur content, the most important variables in the profitable marketing and transportation of coal, determine the best end use of a particular type of coal. We mine, process, market and transport bituminous, subbituminous, and metallurgical coal.

Heat Value.

The heat value of coal is commonly measured in British thermal units, or "Btus". A Btu is the amount of heat needed to raise the temperature of one pound of water by one degree Fahrenheit. Coal found in the Eastern and Midwestern regions of the United States tends to have a heat content ranging from 10,000 to 13,400 Btus per pound. Most coal found in the western United States ranges from 8,000 to 10,000 Btus per pound.

Bituminous coal is a "soft" black coal with a heat content that ranges from 10,500 to 14,000 Btus per pound. This coal is located primarily in Appalachia, Arizona, the Midwest, Colorado and Utah, and is the type most commonly used for electric power generation in the United States. Bituminous coal is used for utility and industrial steam purposes, and is a feed stock for coke, which is used in steel production.

Subbituminous coal is a black coal with a heat content that ranges from 7,800 to 9,500 Btus per pound. Most subbituminous reserves are located in Montana, Wyoming, New Mexico, Washington and Alaska. Subbituminous coal is used almost exclusively by electric utilities and some industrial consumers.

Sulfur Content.

Sulfur content can vary from seam to seam and sometimes within each seam. When coal is burned, it produces sulfur dioxide, the amount of which varies depending on the chemical composition and the concentration of sulfur in the coal. Demand for low-sulfur coal has increased, and is expected to continue to increase, as generators of electricity strive to reduce sulfur dioxide emissions to meet requirements of the Clean Air Act.

Subbituminous coal typically has a lower sulfur content than bituminous coal, but some bituminous coal in southern West Virginia, eastern Kentucky, Colorado and Utah also has low sulfur content.

Higher-sulfur coal can be burned in plants equipped with sulfur-reduction technology, as a scrubbing process reduces sulfur dioxide emissions by 50% to 90%. Plants without scrubbers can burn high-sulfur coal by purchasing emission allowances on the open market, which allow the user to emit a ton of sulfur dioxide. Some older coal-fired plants have been retrofitted with scrubbers. Any new coal-fired generation plant built in the United States will use clean coal-burning technology.

Coal Mining Techniques

Coal mining operations commonly use four distinct techniques to extract coal from the ground. The most appropriate technique is determined by coal seam characteristics such as location, logistics and recoverable reserve base. Drill hole data are used initially to define the size, depth and quality of the coal reserve area before committing to a specific extraction technique. All coal mining techniques rely heavily on technology; consequently, technological improvements have resulted in increased productivity. A coal mine's yield is defined as the ratio of clean output tonnage to raw material tonnage. The four most common mining techniques are continuous mining, longwall mining, truck and shovel mining and dragline mining.

Continuous Mining.

Continuous mining is one of two underground mining methods used in the United States. Main airways and transportation entries are evacuated and remote-controlled continuous miners extract coal from so-called rooms, leaving pillars to support the roof, by removing coal from the seam. Shuttle cars are used to transport coal to the conveyor belt for transport to the surface. This method is often used to mine smaller coal blocks or thin seams, and seam recovery is typically approximately 50%. Productivity for continuous mining averages 25 to 50 tons per manshift.

Longwall Mining.

Longwall mining is one of two underground mining methods used in the United States. A rotating drum is pulled mechanically across the face of coal and a hydraulic system supports the roof of the mine while it advances through the coal. Chain belts then move the loosened coal to a standard underground mine conveyor system for delivery to the surface. Continuous mining is used to develop access to long rectangular panels of coal which are then mined with longwall equipment, allowing controlled subsidence behind the advancing machinery. Longwall mining is highly productive, but is effective only for large blocks of medium to thick coal seams. High capital costs associated with longwall mining demand a large, contiguous reserve base. Seam recovery using longwall mining is typically 70% and productivity averages 48 to 80 tons per manshift.

Truck and Shovel Mining.

Truck and shovel mining is an open-cast method which uses large, electric-powered shovels to remove earth and rock covering a coal seam, or overburden, which is used to refill pits after the coal is removed. Shovels load coal in haul trucks for transportation to the preparation plant or rail loadout. Seam recovery using the truck and shovel method is typically 90%. Productivity depends on equipment, geological composition and mining ratios and varies between 250 to 400 tons per manshift in the Powder River Basin and 30 to 80 tons per manshift in Eastern regions of the United States.

Dragline Mining.

Dragline mining is an open-cast method which uses large capacity electric-powered draglines, which are large buckets suspended from the end of a long boom, to remove overburden to expose the coal seams. Shovels load coal in haul trucks for transportation to the preparation plant and then to the rail loadout. Truck capacity can range from 80 to 300 tons per load. Seam recovery using the dragline method is typically 90% or more and productivity levels are similar to those for truck and shovel mining.

Once the raw coal is mined, it is often crushed, sized and washed in preparation plants where the product consistency and heat content are improved. This process involves crushing the coal to the required size, removing impurities and, where necessary, blending with other coal to match customer specification.

Coal Costs

Coal costs vary dramatically and are affected by a number of factors. Two general characteristics are particularly important. First, coal costs vary widely depending upon the region in which the coal is produced. Second, utility purchases of coal, in which both mine-mouth coal costs and transportation costs are considered, strongly influence other coal costs. Other factors that influence coal costs are geological characteristics such as seam thickness, overburden ratios and depth of underground reserves, transportation costs, regional coal production capacity relative to demand and coal quality characteristics such as heat value, ash, moisture and sulfur content. Powder River Basin coal is relatively inexpensive to mine because the seams are thick and typically close to the surface. As a result, open-cast mining methods are used. The large capital costs associated with dragline mining and truck and shovel mining are amortized over millions of tons of coal produced. Powder River Basin mines are highly productive and labor is a much smaller component of the cost structure. Eastern coal is more expensive to mine than western coal because it has a high percentage of underground coal and its surface coal tends to have thinner coal seams.

Clean Air Act

A major regulatory change affecting the coal industry is Title IV of the Clean Air Act Amendments, enacted in 1990. The amendments have had, and will continue to have, a significant effect on the domestic coal industry. In general, Phase I, which became effective in 1995, regulates the level of emissions of sulfur dioxide from power plants and targets the highest sulfur dioxide emitters. Phase II, implemented January 1, 2000, extended the restrictions of the amendments to all power plants of greater than 75 megawatt capacity. The amendments do not define allowable emission levels on a per plant basis, but instead allocate emission allowances to the affected plants and allow the emission allowances to be traded so that market participants can fashion more efficient and flexible compliance strategies. The emission allowance allocations for Phase I units were based on 2.5 pounds of sulfur dioxide per million Btus and Phase II allocations are based on 1.2 pounds of sulfur dioxide per million Btus. These and other restrictions on sulfur dioxide emissions have increased the demand for low-sulfur coal and decreased the demand for high-sulfur coal.

Several other developments under the Clean Air Act may affect our customers' demand for coal as a fuel source. For example, in July 1997, the Environmental Protection Agency proposed that twenty-two eastern states, including states in which many of our customers are located, make substantial reductions in NOx emissions. The EPA expects the states to achieve these reductions by requiring power plants to reduce their nitrous oxide emissions to a level of 0.15 pounds of nitrous oxide per million Btus of energy consumed. Many of the states sued the EPA in the U.S. Court of Appeals for the District of Columbia Circuit to challenge the new standard. In June 2000, the court upheld the standard, but did not determine the time frame within which the standard must be implemented. To achieve such reductions, power plants may be required to install reasonably available control technology and additional control measures. The installation of these measures would make it more costly to operate coal-fired utility power plants and, depending on the requirements of individual state implementation plans, could make coal a less attractive fuel alternative in the planning and building of utility power plants in the future.

The EPA is also proposing to implement stricter ozone standards by 2003. The U.S. Court of Appeals for the District of Columbia Circuit has, however, enjoined the EPA from implementing the new ozone standards on constitutional and other legal grounds. The U.S. Supreme Court has agreed to review the lower court's decision. It is impossible to predict the outcome of this legal action. If the EPA is successful on appeal, then the implementation of the standards could require some of our customers to reduce NOx emissions, which is a precurser to ozone formation, or even prevent the construction of new facilities that contribute to the non-attainment of the new ozone standard.

The U.S. Department of Justice, on behalf of the EPA, has filed a lawsuit against seven investor-owned utilities and brought an administrative action against one government-owned utility for alleged violations of the Clean Air Act. The EPA claims that over thirty of these utilities' power stations have failed to obtain permits required under the Clean Air Act for major improvements which have extended the useful service of the stations or increased their generating capacity. We supply coal to seven of the eight utilities. It is impossible to predict the outcome of this legal action. Any outcome that adversely affects our customers or makes coal a less attractive fuel source could, however, have an adverse effect on our financial condition or results of operations.

Health and Safety Matters

The Federal Mine Safety and Health Act of 1977 imposes health and safety standards on all mining operations. Regulations are comprehensive and affect numerous aspects of mining operations, including training of mine personnel, mining procedures, blasting, and the equipment used in mining operations. The Black Lung Benefits Reform Act of 1977 generally requires each coal mine operator to secure payment of federal and state black lung benefits to its employees through insurance, bonds, or contributions to a state-controlled fund. This Act also provides for the payment from a trust fund of benefits and medical expenses to employees for whom no benefits have been obtainable from their employer. This trust is financed by a tax on coal sales.

The Coal Industry Retiree Health Benefit Act of 1992 addressed two under-funded trust funds which were created to provide medical benefits for certain UMWA retirees. The Benefit Act provides for the funding of medical and death benefits for certain retired members of the UMWA through premiums to be paid by assigned operators (former employers), transfers of monies in 1993 and 1994 from an overfunded pension trust established for the benefit of retired UMWA members, and transfers from the Abandoned Mine Lands Fund, which is funded by a federal tax on coal production, that commenced in 1995.

MANAGEMENT

Set forth below is information regarding each of our executive officers and directors.

Name	Age	Position
Steven F. Leer..........	48	President and Chief Executive Officer and Director
Bradley M. Allbritten...	43	Vice President--Human Resources
C. Henry Besten, Jr.....	52	Vice President--Strategic Marketing
John W. Eaves...........	42	Senior Vice President--Marketing
Robert G. Jones.........	43	Vice President--Law & General Counsel
Terry L. O'Connor.......	54	Vice President--External Affairs
David B. Peugh..........	46	Vice President--Business Development
Robert W. Shanks........	47	Vice President--Operations
Kenneth G. Woodring.....	50	Executive Vice President--Mining Operations
James R. Boyd...........	54	Chairman of the Board and Director
Philip W. Block.........	53	Director
Thomas L. Feazell.......	63	Director
Robert L. Hintz.........	70	Director
Douglas H. Hunt.........	47	Director
James L. Parker.........	63	Director
A. Michael Perry........	64	Director
Theodore D. Sands.......	55	Director
Ignacio Dominguez Urquijo................	55	Director

Steven F. Leer has been our President and Chief Executive Officer and a director of our company since 1992. He is also a Director of the Center for Energy and Economic Development, Vice-Chairman of the National Coal Council, and Chairman of the National Mining Association.

Bradley M. Allbritten has been our Vice President--Human Resources since March 2000. Mr. Allbritten served as our Director of Human Resources from February 1999 through February 2000.

C. Henry Besten, Jr. has been our Vice President--Strategic Marketing and President of our Arch Energy Resources, Inc. subsidiary since July 1997. Mr. Besten served as Senior Vice President--Marketing for Ashland Coal from 1990 until the Ashland Coal merger in July 1997. Mr. Besten has been acting Chief Financial Officer since December 1999.

John W. Eaves has been our Senior Vice President--Marketing since March 2000. He served as Vice President--Marketing from July 1997 through February 2000. Mr. Eaves has served as President of our Arch Coal Sales Company, Inc. subsidiary since 1995.

Robert G. Jones has been our Vice President--Law & General Counsel since March 2000. Mr. Jones served as our Assistant General Counsel from July 1997 through February 2000 and as Senior Counsel from August 1993 to July 1997.

Terry L. O'Connor has been our Vice President--External Affairs since June 1998.

David B. Peugh has been our Vice President--Business Development since 1993.

Robert W. Shanks has been our Vice President--Operations since July 1997. He also currently serves as President of Arch Western Resources, LLC. Mr. Shanks was President of Apogee Coal Company, a subsidiary of our company, from 1995 to 1998.

Kenneth G. Woodring has been our Executive Vice President--Mining Operations since July 1997. Mr. Woodring served as Senior Vice President--Operations of Ashland Coal from 1989 through July 1997.

James R. Boyd, our Chairman of the Board, has been a director of our company since 1990. He is Senior Vice President and Group Operating Officer of Ashland, a multi-industry company with operations in chemicals, motor oil and car care products and highway construction.

Philip W. Block has been a director of our company since 1999 and is the Administrative Vice President of Human Resources of Ashland.

Thomas L. Feazell has been a director of our company since 1997 and was a director of Ashland Coal from 1981 to 1997. He served as Senior Vice President, General Counsel and Secretary of Ashland from 1992 until his retirement in 1999. He is a director of National City Bank of Ashland, Kentucky.

Robert L. Hintz has been a director of our company since 1997 and is Chairman of the Board of R. L. Hintz & Associates, a management consulting firm. Mr. Hintz was a director of Ashland Coal from 1993 to 1997. He is a director of Chesapeake Corporation.

Douglas H. Hunt has been a director of our company since 1995. He is the Director of Acquisitions of Petro-Hunt, L.L.C., a private oil and gas exploration and production company.

James L. Parker has been a director of our company since 1995. He is President of Hunt Petroleum Corporation, a private oil and gas exploration and production company.

A. Michael Perry has been a director of our company since 1998 and serves as Chairman of Bank One, West Virginia, N.A. Mr. Perry is also a director of Champion Industries, Inc.

Theodore D. Sands has been a director of our company since 1999 and serves as President of HAAS Capital, LLC, a private consulting and investment company. Mr. Sands is also a director of Mosiac Group Inc., Protein Sciences Corporation and Terra Nitrogen Corporation. Mr. Sands retired as Managing Director, Investment Banking for the Global Metals/Mining Group of Merrill Lynch & Co. in February 1999.

Ignacio Dominguez Urquijo has been a director of our company since 1998 and is the Chief Executive Officer and Administrator of Carboex, S.A., a fuel trading firm belonging to Endesa Group, the leading Spanish utility company, and Senior Vice President of Endesa Group. Mr. Dominguez was the General Manager of SE.PI, a Spanish government holding group, from 1996 to 1998 and served as Director and General Manager for Processing Industries of TENEO, a Spanish government holding group, and its predecessor, I.N.I., from 1992 to 1996.

SELLING STOCKHOLDER

The selling stockholder is Ashland. Ashland is a multi-industry company with operations in chemicals, motor oil and car care products and highway construction. Ashland also owns 38% of Marathon Ashland Petroleum LLC, a petroleum refiner and marketer. As of August 31, 2000, Ashland beneficially owned 4,756,968 shares, or approximately 12.4%, of our outstanding common stock and, after completion of the offering and assuming no exercise of the over-allotment options granted to the U.S. underwriter and the international manager, will own 620,473, or approximately 1.6%, of our outstanding shares. If the over-allotment options are exercised, Ashland will own no shares of our common stock. Messrs. Philip W. Block, James R. Boyd and Thomas L. Feazell, directors of our company, are current or former executive officers of Ashland. The Ashland Leveraged Employee Stock Ownership Plan (LESOP) is an Ashland deferred compensation plan. As of August 31, 2000, the LESOP beneficially owned 373,327 shares, or approximately 1.0%, of our outstanding shares of common stock. Ashland disclaims beneficial ownership of the shares of our common stock owned by the LESOP.

On July 1, 1997, one of our subsidiaries merged with Ashland Coal. Immediately prior to the merger, Ashland beneficially owned common stock representing approximately 57% of the voting power of Ashland Coal and approximately 51% of our voting stock. Immediately after the merger, Ashland owned approximately 54% of our outstanding common stock. On June 22, 1999, Ashland announced an interest in exploring strategic alternatives for its then 58% interest in our company. On March 16, 2000, Ashland's board of directors declared a taxable distribution to its stockholders of approximately 17.4 million of its 22.1 million shares of our common stock. On that date, Ashland also announced that it planned to dispose of its remaining approximately 4.7 million shares of our common stock within one year of the distribution, subject to market conditions. Ashland distributed 17.4 million shares of our common stock to its stockholders of record as of March 24, 2000. Ashland is party to a registration rights agreement with us pursuant to which this offering is being registered under the Securities Act of 1933.

In the ordinary course of business, we receive certain services and purchase fuel, oil and other products on a competitive basis from affiliates of Ashland, which totaled $2.1 million for the six months ended June 30, 2000, $4.8 million in 1999, $7.2 million in 1998, and $4.7 million in 1997. We believe that charges between us and Ashland for services and purchases have been transacted on terms equivalent to those prevailing among unaffiliated parties.

DESCRIPTION OF CAPITAL STOCK

Our certificate of incorporation provides for authorized capital consisting of 100,000,000 shares of common stock, par value $.01 per share, and 10,000,000 shares of preferred stock, par value $.01 per share.

Common Stock

Each share of common stock entitles its holder of record to one vote on all matters to be voted on by our stockholders. Subject to the rights of holders of preferred stock, holders of common stock are entitled to share on a pro rata basis in any distribution to stockholders in the event of our liquidation, dissolution or winding up. No holder of common stock has any preemptive right to subscribe for any stock or other security of ours.

Preferred Stock

Our board of directors, without further action by our stockholders, may from time to time authorize the issuance of shares of preferred stock in one or more series and, within certain limitations, fix the powers, preferences and rights and the qualifications, limitations or restrictions thereof and the number of shares constituting any series or designations of such series. We have established, but not issued, a series of junior participating preferred stock in connection with our stockholder rights plan, which is discussed below. Satisfaction of any dividend preferences of outstanding preferred stock would reduce the amount of funds available for the payment of dividends on common stock. Holders of preferred stock would normally be entitled to receive a preference payment in the event of our liquidation, dissolution or winding up before any payment is made to the holders of common stock. In addition, under certain circumstances, the issuance of our preferred stock may render more difficult or tend to discourage our change in control. Although we do not currently have plans to issue shares of preferred stock, our board of directors, without stockholder approval, may issue preferred stock with voting and conversion rights which could adversely affect the rights of holders of shares of common stock.

Rights Plan

In March 2000 we adopted a stockholder rights plan under which preferred share purchase rights are held by holders of our common stock. The rights are exercisable only if a person or group acquires 20% or more of our common stock or announces a tender or exchange offer the consummation of which would result in ownership by a person or group of 20% or more of our common stock. Each right entitles the holder to buy one one-hundredth of a share of a series of junior participating preferred stock at an exercise price of $42, or in certain circumstances allows the holder (except for the acquiring person) to purchase our common stock or voting stock of the acquiring person at a discount. At its option, the board of directors may allow some or all holders (except for the acquiring person) to exchange their rights for our common stock. The rights will expire on March 20, 2010, subject to our earlier redemption or exchange as described in the plan.

Certain Provisions of Our Governing Documents

Charter Provision Regarding Issuance of Preferred Stock.

Our certificate provides that preferred stock may be issued by the board of directors, provided that the holders of preferred stock will not be entitled to more than the lesser of (a) one vote per $100 of liquidation value or (b) one vote per share, when voting as a class with the holders of shares of other capital stock. Holders of preferred stock will not be entitled to vote on any matter separately as a class, except to the extent required by law or as specified with respect to (x) any amendment or alteration of our charter that would adversely affect the powers, preferences or special rights of the preferred stock or (y) our failure to pay dividends on any series of preferred stock for any six quarterly dividend payment periods, whether or not consecutive.

Charter Provisions Affecting Control and Other Transactions.

Our certificate requires the affirmative vote of not less than two-thirds of the outstanding shares of common stock voting thereon before we may adopt an agreement or plan of merger or consolidation, authorize the sale, lease or exchange of all or substantially all of our property and assets, authorize our dissolution or the distribution of all or substantially all of our assets to our stockholders or amend certain provisions of our charter, including the authorization of capital stock, the supermajority provisions and the election not to be governed by Section 203 of the Delaware General Corporation Law. Our bylaws permit the amendment or repeal of our bylaws upon the affirmative vote of not less than two-thirds of our board of directors.

Charter Provisions Regarding the Number of Directors.

Our certificate provides that the number of directors may be established or changed by the affirmative vote of not less than two-thirds of the members of the board of directors but in no event shall the number be less than three.

Classification of Board of Directors.

Our certificate provides that our board of directors consists of three classes of directors. At each annual meeting of our stockholders, only the election of directors of the class whose term is expiring is voted upon, and upon election each director serves a three-year term.

UNITED STATES FEDERAL INCOME TAX CONSEQUENCES TO NON-UNITED STATES HOLDERS

The following is a general discussion of the material United States federal income tax consequences of the ownership and disposition of our common stock to a non-United States holder. For the purpose of this discussion, a non-United States holder is any holder that for United States federal income tax purposes is not a United States person. For purposes of this discussion, the term United States person means:

- a citizen or resident of the United States;
- a corporation or other entity taxable as a corporation created or organized in the United States or under the laws of the United States or any political subdivision thereof;
- an estate whose income is included in gross income for United States federal income tax purposes regardless of its source; or
- a trust whose administration is subject to the primary supervision of a United States court and which has one or more United States persons who have the authority to control all substantial decisions of the trust.

If a partnership holds common stock, the tax treatment of a partner will generally depend on the status of the partner and upon the activities of the partnership.

This discussion does not address all aspects of United States federal income taxation that may be relevant in light of a non-United States holder's special tax status or special tax situations. United States expatriates, life insurance companies, tax-exempt organizations, dealers in securities or currency, banks or other financial institutions, investors whose functional currency is other than the United States dollar, and investors that hold common stock as part of a hedge, straddle or conversion transaction are among those categories of potential investors that are subject to special rules not covered in this discussion. This discussion does not address any tax consequences arising under the laws of any state, local or non-United States taxing jurisdiction. Furthermore, the following discussion is based on current provisions of the Internal Revenue Code of 1986, as amended, and administrative and judicial interpretations thereof, all as in effect on the date hereof, and all of which are subject to change, possibly with retroactive effect. Accordingly, each non-United States holder should consult a tax advisor regarding the United States federal, state, local and non-United States income and other tax consequences of acquiring, holding and disposing of shares of our common stock.

Dividends

Distributions on our common stock will constitute dividends for United States tax purposes to the extent paid from our current and accumulated earnings and profits, as determined under United States federal income tax principles. To the extent those dividends exceed our current and accumulated earnings and profits, the dividends will constitute a return of capital and will first reduce a holder's basis, but not below zero, and then will be treated as gain from the sale of stock.

Any dividend paid to a non-United States holder of common stock generally will be subject to United States withholding tax either at a rate of 30% of the gross amount of the dividend or such lower rate as may be specified by an applicable tax treaty. In order to receive a reduced treaty rate, a non-United States Holder must provide us with an Internal Revenue Service form W-8BEN certifying to your qualification for the reduced rate.

Dividends received by a non-United States holder that are effectively connected with a United States trade or business conducted by the non-United States holder are exempt from such withholding tax. In order to obtain this exemption, a non-United States holder must provide us with an IRS Form W-8ECI certifying to such exemption. Such effectively connected dividends, although not subject to withholding tax, are taxed at the same graduated rates applicable to United States persons, net of certain deductions and credits.

In addition to the graduated tax described above, dividends received by a corporate non-United States holder that are effectively connected with a United States trade or business of the corporate non-United States holder may also be subject to a branch profits tax at a rate of 30% or such lower rate as may be specified by an applicable tax treaty.

A non-United States holder of common stock that is eligible for a reduced rate of withholding tax pursuant to a tax treaty may obtain a refund of any excess amounts currently withheld by filing an appropriate claim for refund with the Internal Revenue Service.

Gain on Disposition of Common Stock

A non-United States holder generally will not be subject to United States federal income tax on any gain realized upon the sale or other disposition of our common stock unless:

- the gain is effectively connected with a United States trade or business of the non-United States holder, which gain, in the case of a corporate non-United States holder, must also be taken into account for branch profits tax purposes;

- the non-United States holder is an individual who holds his or her common stock as a capital asset, generally, an asset held for investment purposes, and who is present in the United States for a period or periods aggregating 183 days or more during the calendar year in which the sale or disposition occurs and certain other conditions are met;

- the non-United States holder is subject to tax pursuant to the provisions of the United States tax law applicable to certain United States expatriates; or

- we are or have been a "United States real property holding corporation" for United States federal income tax purposes at any time during the shorter of the five-year period ending on the date of the disposition or the period during which the non-United States holder held the common stock. We have not analyzed whether or not we are a real property holding corporation for United States federal income tax purposes, but given the nature of our industry, it is reasonably likely that we would qualify as one. Even if we are a United States real property holding corporation, a non-United States holder still will not be subject to United States tax if the shares were considered to be "regularly traded on an established securities market" and the non-United States holder did not own, actually or constructively, at any time during the shorter of the periods described above, more than five percent of our common stock.

Backup Withholding and Information Reporting

Generally, we must report annually to the IRS the amount of dividends paid, the name and address of the recipient, and the amount, if any, of tax withheld. A similar report is sent to the holder. Pursuant to tax treaties or other agreements, the IRS may make its reports available to tax authorities in the recipient's country of residence.

Dividends paid to a non-United States holder at an address within the United States may be subject to backup withholding at a rate of 31% if the non-United States holder fails to establish that it is entitled to an exemption or to provide a correct taxpayer identification number and other information to the payer. Backup withholding generally will not apply to dividends paid to non-United States holders at an address outside the United States on or prior to December 31, 2000 unless the payer has knowledge that the payee is a United States person. Under recently finalized Treasury Regulations regarding withholding and information reporting, payment of dividends to non-United States holders at an address outside the United States after December 31, 2000 may be subject to backup withholding at a rate of 31% unless such non-United States holder satisfies various certification requirements.

Under current Treasury Regulations, the payment of the proceeds of the disposition of common stock to or through the United States office of a broker is subject to information reporting and backup withholding at a rate of 31% unless the holder certifies its non-United States status under penalties of perjury or otherwise establishes an exemption. Generally, the payment of the proceeds of the disposition by a non-United States holder of common stock outside the United States to or through a foreign office of a broker will not be subject to backup withholding but will be subject to information reporting requirements if the broker is a United States person or has certain other connections to the United States, unless the broker has documentary evidence in its files of the holder's non-United States status and certain other conditions are met, or the holder otherwise establishes an exemption. Neither backup withholding nor information reporting generally will apply to a payment of the proceeds of a disposition of common stock by or through a foreign office of a foreign broker not subject to the preceding sentence.

In general, the recently promulgated final Treasury Regulations, described above, do not significantly alter the substantive withholding and information reporting requirements but would alter the procedures for claiming benefits of an income tax treaty and change the certifications procedures relating to the receipt by intermediaries of payments on behalf of the beneficial owner of shares of common stock. Non-United States holders should consult their tax advisors regarding the effect, if any, of those final Treasury Regulations on an investment in our common stock. Those final Treasury Regulations generally are effective for payments made after December 31, 2000.

Backup withholding is not an additional tax. Rather, the United States income tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If withholding results in an overpayment of taxes, a refund may be obtained, provided that the required information is furnished to the IRS.

UNDERWRITING

The selling stockholder intends to offer the shares in the U.S. and Canada through the U.S. underwriter and outside the U.S. and Canada through the international manager. Merrill Lynch, Pierce, Fenner & Smith Incorporated is the sole U.S. underwriter. Subject to the terms and conditions in the purchase agreement among us, the selling stockholder and the U.S. underwriter and concurrently with the sale of 827,300 shares to the international manager, the selling stockholder has agreed to sell to the U.S. underwriter, and the U.S. underwriter has agreed to purchase from the selling stockholder, 3,309,195 shares.

We and the selling stockholder have also entered into an international purchase agreement with the international manager for sale of the shares outside the U.S. and Canada, for whom Merrill Lynch International is acting as the sole manager. Subject to the terms and conditions in the international purchase agreement, and concurrently with the sale of 3,309,195 shares to the U.S. underwriter pursuant to the U.S. purchase agreement, the selling stockholder has agreed to sell to the international manager, and the international manager has agreed to purchase from the selling stockholder, 827,300 shares. The initial public offering price per share and the total underwriting discount per share are identical under the U.S. purchase agreement and the international purchase agreement.

The U.S. underwriter and the international manager have agreed to purchase all of the shares sold under the U.S. and international purchase agreements if any of the shares are purchased. The closings for the sale of shares to be purchased by the U.S. underwriter and the international manager are conditioned on one another.

We and the selling stockholder have agreed to indemnify the U.S. underwriter and the international manager against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the U.S. underwriter and the international manager may be required to make in respect of those liabilities.

The U.S. underwriter and the international manager are offering the shares, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, including the validity of the shares, and other conditions contained in the purchase agreements, such as the receipt by the U.S. underwriter and the international manager of officer's certificates and legal opinions. The U.S. underwriter and the international manager reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

Commissions and Discounts

The U.S. underwriter has advised us and the selling stockholder that it proposes initially to offer the shares to the public at the initial public offering price on the cover page of this prospectus and to dealers at that price less a concession not in excess of $ per share. The U.S. underwriter may allow, and the dealers may reallow, a discount not in excess of $ per share to other dealers. After the initial public offering, the public offering price, concession and discount may be changed.

The following table shows the public offering price, underwriting discount and proceeds before expenses to the selling stockholder. The information assumes either no exercise or full exercise by the U.S. underwriter and the international manager of their over-allotment options.

	Per Share	Without Option	With Option
Public offering price	$	$	$
Underwriting discount	$	$	$
Proceeds, before expenses, to the selling stockholder	$	$	$

The expenses of the offering, not including the underwriting discount, are estimated at $175,000.

Over-allotment Option

The selling stockholder has granted an option to the U.S. underwriter to purchase up to an additional 496,379 shares at the public offering price less the underwriting discount. The U.S. underwriter may exercise this option for 30 days from the date of this prospectus solely to cover any over-allotments.

The selling stockholder has also granted an option to the international manager, exercisable for 30 days from the date of this prospectus, to purchase up to an additional 124,094 shares, to cover any over-allotments, on terms similar to those granted to the U.S. underwriter.

No Sales of Similar Securities

We and the selling stockholder and some other significant stockholders have agreed, with exceptions, not to sell or transfer any common stock for 90 days after the date of this prospectus without first obtaining the written consent of Merrill Lynch. Specifically, we and these other parties have agreed not to directly or indirectly

- offer, pledge, sell or contract to sell any common stock,

- sell any option or contract to purchase any common stock,

- purchase any option or contract to sell any common stock,

- grant any option, right or warrant for the sale of any common stock,

- lend or otherwise dispose of or transfer any common stock,

- request or demand that we file a registration statement related to the common stock, or

- enter into any swap or other agreement that transfers, in whole or in part, the economic consequence of ownership of any common stock whether any such swap or transaction is to be settled by delivery of shares or other securities, in cash or otherwise.

This lockup provision applies to common stock and to securities convertible into or exchangeable or exercisable for or repayable with common stock. It also applies to common stock owned now or acquired later by the person executing the agreement or for which the person executing the agreement later acquires the power of disposition.

We are not restricted by this lockup provision from the sale or distribution of our common stock in connection with certain business combination transactions, stock-based compensation plans and our dividend reinvestment plan.

New York Stock Exchange Listing

The shares are listed on the New York Stock Exchange under the symbol "ACI".

Price Stabilization, Short Positions

Until the distribution of the shares is completed, SEC rules may limit the U.S. underwriter and the international manager from bidding for and purchasing our common stock. However, the U.S. underwriter and the international manager may engage in transactions that stabilize the price of the common stock, such as bids or purchases to peg, fix or maintain that price.

If the U.S. underwriter or the international manager creates a short position in our common stock in connection with the offering, i.e., if they sell more shares than are listed on the cover of this prospectus, the U.S. underwriter may reduce that short position by purchasing shares in the open market. The U.S. underwriter or the international manager may also elect to reduce any short position by exercising all or part of the over-allotment option described above. Purchases of the common stock to stabilize its price or to reduce a short position may cause the price of the common stock to be higher than it might be in the absence of such purchases.

Neither we nor the U.S. underwriter or the international manager makes any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of our common stock. In addition, neither we nor the U.S. underwriter or the international manager makes any representation that the U.S. underwriter or the international manager will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

LEGAL MATTERS

The validity of the shares of common stock offered hereby will be passed upon by Robert G. Jones, our Vice President--Law and General Counsel. Certain legal matters with respect to the offering will be passed upon for us by Kirkpatrick & Lockhart LLP, Pittsburgh, Pennsylvania. The U.S. underwriter and international manager have been represented by Cravath, Swaine & Moore, New York, New York. Cravath, Swaine & Moore regularly provides legal services to Ashland.

EXPERTS

Ernst & Young LLP, independent auditors, have audited our financial statements and schedule included or incorporated by reference in our Annual Report on Form 10-K for the years ended December 31, 1997, 1998 and 1999, and the financial statements of Canyon Fuel Company, LLC for the years ended December 31, 1998 and 1999 included in our Annual Report on Form 10-K for the year ended December 31, 1999, all as set forth in their reports, which are incorporated by reference in this prospectus and elsewhere in the Registration Statement. PricewaterhouseCoopers LLP, independent auditors, have audited the financial statements of Canyon Fuel Company, LLC for the year ended December 31, 1997, included in our Annual Report on Form 10-K for the year ended December 31, 1999, as set forth in their report, which is incorporated by reference in this prospectus and elsewhere in this Registration Statement. Our financial statements and schedule and the financial statements of Canyon Fuel Company, LLC are incorporated by reference in reliance on the reports of Ernst & Young LLP and PricewaterhouseCoopers LLP, given on their authority as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the reporting requirements of the Securities Exchange Act of 1934 and, in accordance with that Act, file annual and quarterly reports, proxy statements and other information with the Securities and Exchange Commission. These reports, proxy statements and other information may be inspected and copies of these materials may be obtained upon payment of fees at the Public Reference Room maintained by the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549, as well as the regional offices of the Commission located at 500 West Madison Street, Chicago, Illinois, and Seven World Trade Center, New York, New York. You may obtain information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330. In addition, we are required to file electronic versions of these materials with the Commission through the Commission's Electronic and Data Gathering, Analysis and Retrieval system. The Commission maintains a World Wide Web site at http://www.sec.gov that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Commission. Our common stock is listed on the New York Stock Exchange, and reports and other information concerning us may be inspected at the New York Stock Exchange, Inc. at 20 Broad Street, New York, New York 10005.

We have filed with the Commission a registration statement on Form S-3 under the Securities Act of 1933 with respect to the common stock offered in this prospectus. This prospectus does not contain all of the information set forth in the registration statement and the exhibits thereto. The Commission allows us to "incorporate by reference" the information we file with them, which means that we can disclose important information to you by referring to those documents. All documents and reports subsequently filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of the registration statement and prior to effectiveness of the registration statement and after the date of this prospectus and prior to the termination of the offering made by this prospectus are incorporated by reference. Any statement contained in this prospectus or in a document incorporated or deemed to be incorporated by reference in this prospectus shall be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any subsequently filed document which is incorporated by reference in this prospectus modifies or supersedes that statement. A statement so modified or superseded will not be deemed, except as so modified or superseded, to be a part of this prospectus.

Copies of the registration statement, including all exhibits to it, may be obtained from the Commission's principal office in Washington, D.C. upon the payment of the fees prescribed by the Commission, or may be examined without charge at the offices of the Commission described above. Copies of these materials may also be obtained from the EDGAR database.

The following documents filed by us with the Commission pursuant to the Exchange Act are incorporated by reference herein:

1. Our Annual Report on Form 10-K for the fiscal year ended December 31, 1999;

2. Our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2000 and June 30, 2000;

3. Our Current Report on Form 8-K dated March 9, 2000;

4. The description of the common stock contained in our Registration Statement on Form 8-B dated June 17, 1997, as the same may be amended; and

5. The description of the preferred stock purchase rights contained in our Registration Statement on Form 8-A dated March 9, 2000, as the same may be amended.

We will provide to each person to whom a copy of this prospectus is delivered, upon the written or oral request of such person, without charge, a copy of any or all of the documents that are incorporated herein by reference. Requests should be directed to Corporate Secretary, Arch Coal, Inc., CityPlace One, Suite 300, St. Louis, Missouri 63141. Our telephone number is (314) 994-2700.

GLOSSARY OF SELECTED MINING TERMS

Assigned Reserves. Reserves legally recoverable generally through existing facilities using current mining technology.

Auger Mining. Auger mining employs a large auger, which functions much like a carpenter's drill. The auger bores into a coal seam and discharges coal out of the spiral onto waiting conveyor belts. After augering is completed, the openings are reclaimed. This method of mining is usually employed to recover any additional openings left in deep overburden areas that cannot be reached economically by other types of surface mining.

Btu--British Thermal Unit. A measure of the energy required to raise the temperature of one pound of water one degree Fahrenheit.

Coal Seam. A bed or stratum of coal.

Coal Washing. The process of removing impurities, such as ash and sulfur based compounds, from coal.

Compliance Coal. Coal which, when burned, emits 1.2 pounds or less of sulfur dioxide per million Btus.

Continuous Mining. One of two major underground mining methods now used in the United States (also see "Longwall Mining"). This process utilizes a machine--a "continuous miner"--that mechanizes the entire coal extraction process. The continuous miner removes or "cuts" the coal from the seam. The loosened coal then falls on a conveyor for removal to a shuttle car or larger conveyor belt system.

Dragline. A large machine used in the surface mining process to remove the overburden, or layers of earth and rock, covering a coal seam. The dragline has a large bucket suspended from the end of a long boom. The bucket, which is suspended by cables, is able to scoop up great amounts of overburden as it is dragged across the excavation area.

Longwall Mining. One of two major underground coal mining methods currently in use. This method employs a rotating drum, which is pulled mechanically back and forth across a face of coal that is usually several hundred feet long. The loosened coal falls onto a conveyor for removal from the mine. Longwall operations include a hydraulic roof support system that advances as mining proceeds, allowing the roof to fall in a controlled manner in areas already mined.

Low-Sulfur Coal. Coal which, when burned, emits 1.6 pounds or less of sulfur dioxide per million Btus.

Metallurgical Coal. The various grades of coal suitable for carbonization to make coke for steel manufacture. Also known as "met" coal.

Overburden. Layers of earth and rock covering a coal seam. In surface mining operations, overburden is removed prior to coal extraction.

Overburden Ratio. A measurement indicating the volume of earth and rock, in cubic yards, that must be removed to expose one ton of marketable coal.

Preparation Plant. A preparation plant is a facility for crushing, sizing and washing coal to prepare it for use by a particular customer. The washing process has the added benefit of removing some of the coal's sulfur content.

Probable (Indicated) Reserves. Reserves for which quantity and grade and/or quality are computed from information similar to that used for proven (measured) reserves, but the sites for inspection, sampling and measurement are farther apart or are otherwise less adequately spaced. The degree of assurance, although lower than that for proven (measured) reserves, is high enough to assume continuity between points of observation.

Proven (Measured) Reserves. Reserves for which (a) quantity is computed from dimensions revealed in outcrops, trenches, workings or drill holes; grade and/or quality are computed from the results of detailed sampling and (b) the sites for inspection, sampling and measurement are spaced so closely and the geologic character is so well defined that size, shape, depth and mineral content of reserves are well established.

Reclamation. The restoration of land and environmental values to a mining site after the coal is extracted. Reclamation operations are usually underway where the coal has already been taken from a mine, even as mining operations are taking place elsewhere at the site. The process commonly includes "recontouring" or reshaping the land to its approximate original appearance, restoring topsoil and planting native grass and ground covers.

Reserve. That part of a coal deposit which could be economically and legally extracted or produced at the time of the reserve determination.

Scrubber. Any of several forms of chemical/physical devices which operate to neutralize sulfur compounds formed during coal combustion. These devices combine the sulfur in gaseous emissions with other chemicals to form inert compounds, such as gypsum, which must then be removed for disposal.

Spot Market. Sales of coal pursuant to an agreement for shipments over a period of one year or less.

Steam Coal. Coal used by power plant and industrial steam boilers to produce electricity or process steam.

Surface Mine. A mine in which the coal lies near the surface and can be extracted by removing overburden.

Tons. References herein to a "ton" mean a "short" or net ton, which is equal to 2,000 pounds.

Underground Mine. Also known as a "deep" mine. Usually located several hundred feet below the earth's surface, an underground mine's coal is removed mechanically and transferred by shuttle car or conveyor to the surface.

Unit Train. A long train of between 60 and 150 hopper cars, carrying coal between a single mine and a destination. A typical unit train can carry at least 10,000 tons of coal in a single shipment.

4,136,495 Shares

Arch Coal, Inc.

Common Stock

PROSPECTUS

Merrill Lynch & Co.

, 2000

+The information in this 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 prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.+

Subject to Completion
Preliminary Prospectus dated September 6, 2000

PROSPECTUS

4,136,495 Shares

Arch Coal, Inc.

Common Stock

An Arch Coal, Inc. stockholder is selling all of the shares. The international manager is offering 827,300 shares outside the U.S. and Canada and the U.S. underwriter is offering 3,309,195 shares in the U.S. and Canada. We will not receive any of the proceeds from the sale of shares.

Our common stock trades on the New York Stock Exchange under the symbol "ACI". On September 5, 2000, the last sale price of the shares as reported on the New York Stock Exchange was $8 3/16 per share.

Investing in the common stock involves risks that are described in the "Risk Factors" section beginning on page 5 of this prospectus.

	Per Share	Total
Public offering price	$	$
Underwriting discount	$	$
Proceeds, before expenses, to the selling stockholder	$	$

The international manager may also purchase up to an additional 124,094 shares from the selling stockholder, at the public offering price, less the underwriting discount, within 30 days from the date of this prospectus to cover over-allotments. The U.S. underwriter may similarly purchase up to an additional 496,379 shares from the selling stockholder.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares will be ready for delivery on or about , 2000.

Merrill Lynch International

The date of this prospectus is , 2000.

UNDERWRITING

The selling stockholder intends to offer the shares outside the U.S. and Canada through the international manager and in the U.S. and Canada through the U.S. underwriter. Merrill Lynch International is the sole international manager. Subject to the terms and conditions in the international purchase agreement among us, the selling stockholder and the international manager and concurrently with the sale of 3,309,195 shares to the U.S. underwriter, the selling stockholder has agreed to sell to the international manager, and the international manager has agreed to purchase from the selling stockholder, 827,300 shares.

We and the selling stockholder have also entered into a U.S. purchase agreement with the U.S. underwriter for sale of the shares in the U.S. and Canada, for whom Merrill Lynch, Pierce, Fenner & Smith Incorporated is acting as the sole underwriter. Subject to the terms and conditions in the U.S. purchase agreement, and concurrently with the sale of 827,300 shares to the international manager pursuant to the international purchase agreement, the selling stockholder has agreed to sell to the U.S. underwriter, and the U.S. underwriter has agreed to purchase from the selling stockholder, 3,309,195 shares. The initial public offering price per share and the total underwriting discount per share are identical under the international purchase agreement and the U.S. purchase agreement.

The international manager and the U.S. underwriter have agreed to purchase all of the shares sold under the international and U.S. purchase agreements if any of the shares are purchased. The closings for the sale of shares to be purchased by the international manager and the U.S. underwriter are conditioned on one another.

We and the selling stockholder have agreed to indemnify the international manager and U.S. underwriter against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the international manager and the U.S. underwriter may be required to make in respect of those liabilities.

The international manager and the U.S. underwriter are offering the shares, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, including the validity of the shares, and other conditions contained in the purchase agreements, such as the receipt by the international manager and the U.S. underwriter of officer's certificates and legal opinions. The international manager and the U.S. underwriter reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

Commissions and Discounts

The international manager has advised us and the selling stockholder that it proposes initially to offer the shares to the public at the initial public offering price on the cover page of this prospectus and to dealers at that price less a concession not in excess of $ per share. The international manager may allow, and the dealers may reallow, a discount not in excess of $ per share to other dealers. After the initial public offering, the public offering price, concession and discount may be changed.

The following table shows the public offering price, underwriting discount and proceeds before expenses to the selling stockholder. The information assumes either no exercise or full exercise by the international manager and the U.S. underwriter of their over-allotment options.

	Per Share	Without Option	With Option
Public offering price....................	$	$	$
Underwriting discount....................	$	$	$
Proceeds, before expenses, to the selling stockholder............................	$	$	$

The expenses of the offering, not including the underwriting discount, are estimated at $175,000.

Over-allotment Option

The selling stockholder has granted an option to the international manager to purchase up to an additional 124,094 at the public offering price less the underwriting discount. The international manager may exercise this option for 30 days from the date of this prospectus solely to cover any over-allotments.

The selling stockholder has also granted an option to the U.S. underwriter, exercisable for 30 days from the date of this prospectus, to purchase up to an additional 496,379 shares, to cover any over-allotments, on terms similar to those granted to the international manager.

No Sales of Similar Securities

We and the selling stockholder and some other significant stockholders have agreed, with exceptions, not to sell or transfer any common stock for 90 days after the date of this prospectus without first obtaining the written consent of Merrill Lynch. Specifically, we and these other individuals have agreed not to directly or indirectly

- offer, pledge, sell or contract to sell any common stock,
- sell any option or contract to purchase any common stock,
- purchase any option or contract to sell any common stock,
- grant any option, right or warrant for the sale of any common stock,
- lend or otherwise dispose of or transfer any common stock,
- request or demand that we file a registration statement related to the common stock, or
- enter into any swap or other agreement that transfers, in whole or in part, the economic consequence of ownership of any common stock whether any such swap or transaction is to be settled by delivery of shares or other securities, in cash or otherwise.

This lockup provision applies to common stock and to securities convertible into or exchangeable or exercisable for or repayable with common stock. It also applies to common stock owned now or acquired later by the person executing the agreement or for which the person executing the agreement later acquires the power of disposition.

We are not restricted by this lockup provision from the sale or distribution of our common stock in connection with certain business combination transactions, stock-based compensation plans and our dividend reinvestment plan.

New York Stock Exchange Listing

The shares are listed on the New York Stock Exchange under the symbol "ACI".

Price Stabilization, Short Positions

Until the distribution of the shares is completed, SEC rules may limit the international manager and the U.S. underwriter from bidding for and purchasing our common stock. However, the international manager and the U.S. underwriter may engage in transactions that stabilize the price of the common stock, such as bids or purchases to peg, fix or maintain that price.

If the international manager or the U.S. underwriter creates a short position in the common stock in connection with the offering, i.e., if they sell more shares than are listed on the cover of this prospectus, the international manager may reduce that short position by purchasing shares in the open market. The international manager or the U.S. underwriter may also elect to reduce any short position by exercising all or part of the over-allotment option described above. Purchases of the common stock to stabilize its price or to reduce a short position may cause the price of the common stock to be higher than it might be in the absence of such purchases.

Neither we nor the international manager or the U.S. underwriter makes any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the common stock. In addition, neither we nor the international manager or the U.S. underwriter makes any representation that the international manager or the U.S. underwriter will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

4,136,495 Shares
Arch Coal, Inc.
Common Stock

PROSPECTUS

Merrill Lynch International

, 2000

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14--Other Expenses of Issuance and Distribution

The following table sets forth the estimated expenses to be incurred by us in connection with the issuance and distribution of the securities being registered, other than underwriting discounts and commissions. Of these expenses, will be borne by the selling stockholder.

Securities and Exchange Commission Registration Fee	$ 8,988
NASD and Blue Sky Fees and Expenses	3,404
Printing Costs	85,000
Legal Fees and Expenses	50,000
Accounting Fees and Expenses	25,000
Miscellaneous	2,608
Total	$175,000

Item 15--Indemnification of Directors and Officers

Section 102(b)(7) of the Delaware General Corporation Law (the "DGCL") permits a corporation, in its certificate of incorporation, to limit or eliminate, subject to certain statutory limitations, the liability of directors to the corporation or its stockholders for monetary damages for breaches of fiduciary duty, except for liability (a) for any breach of the director's duty of loyalty to the corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL or (d) for any transaction from which the director derived an improper personal benefit. Our certificate provides, among other things, that the personal liability of our directors is so eliminated.

Under Section 145 of the DGCL, a corporation has the power to indemnify directors and officers under certain prescribed circumstances and subject to certain limitations against certain costs and expenses, including attorneys' fees actually and reasonably incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, to which any of them is a party by reason of his being a director or officer of the corporation if it is determined that he acted in accordance with the applicable standard of conduct set forth in such statutory provision. Our bylaws provide that we will indemnify any person who may be involved, as a party or otherwise, in a claim, action, suit or proceeding (other than any claim, action, suit or proceeding brought by or in the right of the Company) by reason of the fact that such person is or was a director or officer, or is or was serving at the request of us as a director or officer of any other corporation or entity, against certain liabilities, costs and expenses. We are also authorized to maintain insurance on behalf of any person who is or was a director or officer, or is or was serving at the request of us as a director or officer of any other corporation or entity, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his status as such, whether or not we would have the power to indemnify such person against such liability under the DGCL. We are a party to agreements with our directors and officers pursuant to which we have agreed to indemnify them against certain costs and expenses incurred by them in their capacities as such.

Item 16--Exhibits

The following exhibits are filed with or incorporated by reference in this registration statement:

Exhibit No.	Description
1.1	Form of Underwriting Agreement (to be filed by amendment)
2.1	Purchase and Sale Agreement dated as of March 22, 1998 among Atlantic Richfield Company, ARCO Uinta Coal Company, Arch Coal, Inc. and Arch Western Acquisition Corporation (incorporated herein by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed June 15, 1998)
2.2	Contribution Agreement among Arch Coal, Inc., Arch Western Acquisition Corporation, Atlantic Richfield Company, Delta Housing, Inc. and Arch Western Resources LLC, dated as of March 22, 1998 (incorporated herein by reference to Exhibit 2.2 of the Company's Current Report on Form 8-K filed June 15, 1998)
4.1	Stockholders Agreement, dated as of April 4, 1997, among Carboex International, Ltd., Ashland Inc. and Arch Coal, Inc. (formerly Arch Mineral Corporation) (incorporated herein by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-4 (Registration No. 333-28149) filed on May 30, 1997)
4.2	Assignment of Rights, Obligations and Liabilities under the Stockholders Agreement between Carboex International, Limited and Carboex, S.A. effective as of October 15, 1998 (incorporated herein by reference to Exhibit 4.2 of the Company's Annual Report on Form 10-K for the Year Ended December 31, 1998)
4.3	Registration Rights Agreement, dated as of April 4, 1997, among Arch Coal, Inc. (formerly Arch Mineral Corporation), Ashland Inc., Carboex International, Ltd. and the entities listed on Schedules I and II thereto (incorporated herein by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-4 (Registration No. 333-28149) filed on May 30, 1997)
4.4	Assignment of Registration Rights between Carboex International, Limited and Carboex, S.A. effective as of October 15, 1998 (incorporated herein by reference to Exhibit 4.4 of the Company's Annual Report on Form 10-K for the Year Ended December 31, 1998)
4.5	Agreement Relating to Nonvoting Observer, executed as of April 4, 1997, among Carboex International, Ltd., Ashland Inc., Ashland Coal, Inc. and Arch Coal, Inc. (formerly Arch Mineral Corporation) (incorporated herein by reference to Exhibit 4.3 of the Company's Registration Statement on Form S-4 (Registration No. 333-28149) filed on May 30, 1997)
4.6	Assignment of Right to Maintain a Non-Voting Observer at Meetings of the Board of Directors of Arch Coal, Inc. between Carboex International, Limited and Carboex, S.A. effective as of October 15, 1998 (incorporated herein by reference to Exhibit 4.6 of the Company's Annual Report on Form 10-K for the Year Ended December 31, 1998)
4.7	Agreement for Termination of the Arch Mineral Corporation Voting Agreement and for Nomination of Directors, dated as of April 4, 1997, among Hunt Coal Corporation, Petro-Hunt, L.L.C., each of the trusts listed on Schedule I thereto, Ashland Inc. and Arch Mineral Corporation (incorporated herein by reference to Exhibit 4.4 of the Company's Registration Statement on Form S-4 (Registration No. 333-28149) filed on May 30, 1997)
4.8	$600,000 Revolving Credit Facility, $300,000,000 Term Loan Credit Agreement by and among Arch Coal, Inc., the Lenders party thereto, PNC Bank, National Association, as Administrative Agent, Morgan Guaranty Trust Company of New York, as Syndication Agent, and First Union National Bank, as Documentation Agent, dated as of June 1, 1998 (incorporated herein by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed June 15, 1998)

Exhibit No.	Description
4.9	Amendment 1 to Credit Agreement by and among Arch Coal, Inc., the Lenders party thereto, PNC Bank, National Association, as Administrative Agent, Morgan Guaranty Trust Company of New York, as Syndication Agent, and First Union National Bank, as Documentation Agent, dated as of January 21, 2000 (incorporated herein by reference to Exhibit 4.9 of the Company's Annual Report on Form 10-K for the Year Ended December 31, 1999)
4.10	$675,000,000 Term Loan Credit Agreement by and among Arch Western Resources LLC, the Banks party thereto, PNC Bank, National Association, as Administrative Agent, Morgan Guaranty Trust Company of New York, as Syndication Agent, and NationsBank N.A., as Documentation Agent dated as of June 1, 1998 (incorporated herein by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed June 15, 1998)
4.11	Form of Rights Agreement, dated March 3, 2000, between Arch Coal, Inc. and First Chicago Trust Company of New York, as Rights Agent (incorporated herein by reference to Exhibit 1 to the Company's Current Report on Form 8-K filed March 9, 2000)
5.1	Opinion of Robert G. Jones as to the legality of the shares being registered (filed herewith)
23.1	Consent of Robert G. Jones (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP (filed herewith)
23.3	Consent of PricewaterhouseCoopers LLP (filed herewith)
24	Power of Attorney (filed herewith)
27	Financial Data Schedule (incorporated by reference to Exhibit 27 of the Company's Annual Report on Form 10-K for the Year Ended December 31, 1999)

Certain exhibits and schedules to the Exhibits filed herewith or incorporated herein by reference have been omitted in accordance with Item 601(b)(2) of Regulation S-K. A copy of any omitted exhibit or schedule will be furnished to the Commission upon request.

Item 17--Undertakings

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering hereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The undersigned hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on August 31, 2000.

Arch Coal, Inc.

By: /s/ Steven F. Leer
Steven F. Leer
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Capacity	Date
/s/ Steven F. Leer Steven F. Leer	President, Chief Executive Officer and Director (Principal Executive Officer)	August 31, 2000
/s/ John W. Lorson John W. Lorson	Controller and Chief Accounting Officer (Principal Accounting Officer)	August 31, 2000
* Philip W. Block	Director	
* James R. Boyd	Director	
* Thomas L. Feazell	Director	
* Robert L. Hintz	Director	
* Douglas H. Hunt	Director	
* James L. Parker	Director	
* A. Michael Perry	Director	

Signature	Capacity	Date
* Theodore D. Sands	Director	
* Ignacio Dominguez Urquijo	Director	
*By: /s/ Robert G. Jones Attorney-in-Fact		August 31, 2000

EXHIBIT INDEX

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4.8	$600,000 Revolving Credit Facility, $300,000,000 Term Loan Credit Agreement by and among Arch Coal, Inc., the Lenders party thereto, PNC Bank, National Association, as Administrative Agent, Morgan Guaranty Trust Company of New York, as Syndication Agent, and First Union National Bank, as Documentation Agent, dated as of June 1, 1998 (incorporated herein by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed June 15, 1998)

Exhibit No.	Description
4.9	Amendment 1 to Credit Agreement by and among Arch Coal, Inc., the Lenders party thereto, PNC Bank, National Association, as Administrative Agent, Morgan Guaranty Trust Company of New York, as Syndication Agent, and First Union National Bank, as Documentation Agent, dated as of January 21, 2000 (incorporated herein by reference to Exhibit 4.9 of the Company's Annual Report on Form 10-K for the Year Ended December 31, 1999)
4.10	$675,000,000 Term Loan Credit Agreement by and among Arch Western Resources LLC, the Banks party thereto, PNC Bank, National Association, as Administrative Agent, Morgan Guaranty Trust Company of New York, as Syndication Agent, and NationsBank N.A., as Documentation Agent dated as of June 1, 1998 (incorporated herein by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed June 15, 1998)
4.11	Form of Rights Agreement, dated March 3, 2000, between Arch Coal, Inc. and First Chicago Trust Company of New York, as Rights Agent (incorporated herein by reference to Exhibit 1 to the Company's Current Report on Form 8-K filed March 9, 2000)
5.1	Opinion of Robert G. Jones as to the legality of the shares being registered (filed herewith)
23.1	Consent of Robert G. Jones (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP (filed herewith)
23.3	Consent of PricewaterhouseCoopers LLP (filed herewith)
24	Power of Attorney (filed herewith)
27	Financial Data Schedule (incorporated by reference to Exhibit 27 of the Company's Annual Report on Form 10-K for the Year Ended December 31, 1999)

Exhibit 5.1

[Arch Coal letterhead]

September 5, 2000

Arch Coal, Inc.
CityPlace One, Suite 300
St. Louis, Missouri 63141

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

I am the Vice President--Law & General Counsel of Arch Coal, Inc., a Delaware corporation (the "Company"), and have acted as such in connection with the Registration Statement on Form S-3 (the "Registration Statement") filed by the Company on September 1, 2000 with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, relating to the public offering by Ashland Inc. (the "Selling Stockholder") of an aggregate of up to 4,756,968 shares (the "Shares") of Common Stock, par value $.01 per share, of the Company, including up to an aggregate of 620,473 Shares as to which Merrill Lynch, Pierce, Fenner & Smith, the U.S. underwriter, and Merrill Lynch International, the international manager, will have options to purchase from the Selling Stockholder solely for the purpose of covering over-allotments.

I am familiar with the Registration Statement. I have reviewed the Company's Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws. I have also examined such other public and corporate documents, certificates, instruments and corporate records, and such questions of law, as I have deemed necessary for purposes of expressing an opinion on the matters hereinafter set forth.

On the basis of the foregoing, I am of the opinion that the Shares are duly authorized and have been validly issued and are fully paid and non-assessable.

I consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the use of my name in the prospectus forming a part thereof under the caption "Legal Matters."

Yours truly,

/s/ Robert G. Jones

Robert G. Jones
Vice President--Law & General Counsel

Exhibit 23.2

Consent of Independent Auditors

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-3 No. 33-   ) and related Prospectus of Arch Coal, Inc. for the registration of 4,136,495 shares of its common stock and to the incorporation by reference therein of our reports dated January 21, 2000, with respect to the consolidated financial statements of Arch Coal, Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended December 31, 1999 and the related financial statement schedule and the financial statements of Canyon Fuel Company, LLC included therein, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
St. Louis, Missouri
August 30, 2000

Exhibit 23.3

Consent of Independent Accountants

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of Arch Coal, Inc. of our report dated March 20, 1998 relating to the financial statements of Canyon Fuel Company, LLC, which appears in Arch Coal, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1999.

/s/ PricewaterhouseCoopers LLP
Denver, Colorado
August 30, 2000

Exhibit 24

POWER OF ATTORNEY
Arch Coal, Inc. - S-3 Registration Statement

Each of the undersigned directors and officers of Arch Coal, Inc., a Delaware corporation ("Arch Coal"), do hereby constitute and appoint Robert G. Jones and Rosemary L. Klein, or either one of them, the undersigned's true and lawful attorneys and agents, with full power of substitution and resubstitution in each, to execute, file and deliver a Registration Statement on Form S-3 (or other appropriate form), together with any and all exhibits and other documentation, with respect to an underwritten secondary public offering by certain selling stockholders of shares of Arch Coal common stock, par value $.01 per share, in our name and on our behalf in our capacities as directors and/or officers of Arch Coal as listed below, and to do any and all acts or things, in our name and on our behalf in our capacities as directors and officers of Arch Coal as listed below, which said attorneys and agents, or any of them or any substitute, may deem necessary or advisable to enable Arch Coal to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission in connection with the Registration Statement (including without limitation executing, filing and delivering any amendments to the Registration Statement, including any post-effective amendments effected pursuant to Rule 462), as fully to all intent and purposes as the undersigned might or could do in person; and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or any of them or any substitute, shall do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts.

Witness the due execution hereof as of August 31, 2000.

/s/ Steven F. Leer - ------------------------------ Steven F. Leer	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ John W. Lorson - ------------------------------ John W. Lorson	Controller and Chief Accounting Officer (Principal Financing and Accounting Officer)
/s/ Philip W. Block - ------------------------------ Phillip W. Block	Director
/s/ James R. Boyd - ------------------------------ James R. Boyd	Director
/s/ Thomas L. Feazell - ------------------------------ Thomas L. Feazell	Director
/s/ Robert L. Hintz - ------------------------------ Robert L. Hintz	Director
/s/ Douglas H. Hunt - ------------------------------ Douglas H. Hunt	Director

/s/ James L. Parker - ------------------------------ James L. Parker	Director
/s/ A. Michael Perry - ------------------------------ A. Michael Perry	Director
/s/ Theodore D. Sands - ------------------------------ Theodore D. Sands	Director
/s/ Ignacio Dominguez Urquijo - ------------------------------ Ignacio Dominguez Urquijo	Director