

PEABODY AMERICA INC  
Form S-3ASR  
October 19, 2012  
Table of Contents

As filed with the Securities and Exchange Commission on October 19, 2012

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**Form S-3**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**Peabody Energy Corporation**

*(Exact name of Registrant as specified in its charter)*

**Delaware**  
*(State or Other jurisdiction of  
Incorporation or Organization)*

**1221**  
*(Primary Standard Industrial  
Classification Code Number)*  
**701 Market Street**

**13-4004153**  
*(I.R.S. Employer  
Identification Number)*

**St. Louis, Missouri 63101-1826**

Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

(314) 342-3400

*(Address, Including Zip Code, and Telephone Number,*

*Including Area Code, of Registrant's Principal Executive Offices)*

**SEE TABLE OF ADDITIONAL REGISTRANTS**

**Alexander C. Schoch, Esq.**

**Peabody Energy Corporation**

**701 Market Street**

**St. Louis, Missouri 63101-1826**

**(314) 342-3400**

*(Name, Address, Including Zip Code, and Telephone Number,*

*Including Area Code, of Agent for Service)*

*With a Copy to:*

**Risë B. Norman, Esq.**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017**

**Kenneth L. Wagner, Esq.**

**Peabody Energy Corporation**

**701 Market Street**

**St. Louis, Missouri 63101-1826**

**Approximate date of commencement of proposed sale of the Securities to the public:** From time to time after the registration statement becomes effective.

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, as amended (the Securities Act) other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

## Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

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 statement number of the earlier effective registration statement for the same offering.   

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.   

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.   

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

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

### CALCULATION OF REGISTRATION FEE

| Title of Each Class of<br>Securities to be Registered  | Amount to be<br>Registered(1)(2) | Proposed Maximum                                  |  | Amount of<br>Registration<br>Fee(3) |
|--|----------------------------------|---|--|-------------------------------------|
|  |                                  | Aggregate Offering<br>Price per<br>Security(1)(2) | Proposed Maximum<br>Aggregate<br>Offering Price(1) |                                     |
| Debt Securities of Peabody Energy Corporation          |                                  |   |  |                                     |
| Guarantees of Debt Securities by Subsidiary Guarantors |                                  |   |  |                                     |
| Preferred Stock, par value \$0.01 per share            |                                  |   |  |                                     |
| Common Stock, par value \$0.01 per share               |                                  |   |  |                                     |
| Warrants   |                                  |   |  |                                     |
| Units(4)   |                                  |   |  |                                     |

- (1) Not applicable pursuant to Form S-3 General Instruction II(E). An indeterminate aggregate initial offering price or number of the securities of each identified class (the "Securities") is being registered as may from time to time be issued at indeterminate prices.
- (2) Includes such indeterminate amounts of Securities as may be issued upon exercise, conversion or exchange of any Securities that provide for that issuance. Also includes such indeterminate amounts of Securities as may be issued in units. Separate consideration may or may not be received for any of these Securities.
- (3) Pursuant to Rules 456(b) and 457(r), the Registrants elect to defer payment of all of the registration fees, except for \$132,077.50, which is the remainder of (i) an initial registration fee of \$353,100 paid to the Securities and Exchange Commission ("SEC") with respect to \$3,000,000,000 aggregate initial offering price of securities of the Registrants previously registered yet unissued under the Registration Statement on Form S-3 (No. 333-124749) of the Registrants filed on May 9, 2005, minus (ii) a subsequent registration fee of \$174,677.50 due to the SEC and offset against the \$353,100, with respect to \$900,000,000 aggregate initial offering price of securities of the Registrants issued on October 12, 2006 and \$732,500,000 aggregate initial offering price of securities of the Registrants issued on December 20, 2006, each under the Registration Statement on Form S-3 (No. 333-136108) of the Registrants filed on July 28, 2006 minus (iii) a subsequent registration fee of \$46,345.00 due to the SEC and offset against the \$353,100, with respect to \$650,000,000 aggregate initial offering price of securities of the Registrants issued on August 25, 2010 under the Registration Statement on Form S-3 (No. 333-161179) of the Registrants filed on August 7, 2009. Pursuant to Rule 415(a)(b), the Registrants are carrying forward filing fees of \$132,077.50, which have been paid in advance for any future offering of \$1,152,508,726 aggregate initial offering price of Securities registered under this Registration Statement. The prior registration statements will be deemed terminated as of the date of effectiveness of this Registration Statement. Any additional registration fees will be paid subsequently in advance or on a pay-as-you-go basis.
- (4) Each Unit consists of any combination of two or more of the securities being registered hereby.



**Table of Contents****TABLE OF CO-REGISTRANTS**

| <b>Exact Name of Co-Registrant<br/>as Specified in its Charter</b> | <b>State or Other<br/>Jurisdiction of<br/>Incorporation or<br/>Organization</b> | <b>IRS Employer<br/>Identification<br/>Number</b> | <b>Address, Including Zip Code,<br/>and Telephone Number,<br/>Including Area Code, of<br/>Co-Registrant's Principal<br/>Executive Offices</b> |
|--|---|---|---|
| American Land Development, LLC                                     | Delaware  | 20-3405570  | 701 Market Street<br>Suite 975<br>St. Louis, MO 63101<br>(314) 342-3400   |
| American Land Holdings of Colorado, LLC                            | Delaware  | 26-3730572  | 701 Market Street<br>Suite 809<br>St. Louis, MO 63101<br>(314) 342-3400   |
| American Land Holdings of Illinois, LLC                            | Delaware  | 30-0440127  | 701 Market Street<br>Suite 974<br>St. Louis, MO 63101<br>(314) 342-3400   |
| American Land Holdings of Indiana, LLC                             | Delaware  | 20-2514299  | 701 Market Street<br>Suite 737<br>St. Louis, MO 63101<br>(314) 342-3400   |
| American Land Holdings of Kentucky, LLC                            | Delaware  | 20-0766113  | 701 Market Street<br>Suite 719<br>St. Louis, MO 63101<br>(314) 342-3400   |
| American Land Holdings of West Virginia, LLC                       | Delaware  | 20-5744666  | 701 Market Street<br>Suite 754<br>St. Louis, MO 63101<br>(314) 342-3400   |

Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

|                                 |          |            |   |
|---------------------------------|----------|------------|---|
| Arid Operations, Inc.           | Delaware | 84-1199578 | 14062 Denver West Parkway<br>Suite 110<br>Golden, CO 80401-3301<br>(760) 337-5552 |
| Big Ridge, Inc.                 | Illinois | 37-1126950 | 420 Long Lane Road<br>Equality, IL 62946<br>(618) 273-4314                        |
| Big Sky Coal Company            | Delaware | 81-0476071 | P.O. Box 97<br>Colstrip, MT 59323<br>(406) 748-5750                               |
| Black Hills Mining Company, LLC | Illinois | 32-0049741 | 701 Market Street<br>Suite 779<br>St. Louis, MO 63101<br>(314) 342-3400           |
| BTU Western Resources, Inc.     | Delaware | 20-1019486 | 701 Market Street<br>Suite 735<br>St. Louis, MO 63101<br>(314) 342-3400           |

**Table of Contents**

| Exact Name of Co-Registrant<br>as Specified in its Charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | IRS Employer<br>Identification<br>Number | Address, Including Zip Code,<br>and Telephone Number,<br>Including Area Code, of<br>Co-Registrant's Principal<br>Executive Offices |
|--|---|--|--|
| Caballo Grande, LLC  | Delaware  | 27-1773243                               | 701 Market Street<br><br>Suite 710<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Caseyville Dock Company, LLC                               | Delaware  | 20-8080107                               | 701 Market Street<br><br>Suite 764<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Central States Coal Reserves of Illinois, LLC              | Delaware  | 43-1869432                               | 701 Market Street<br><br>Suite 973<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Central States Coal Reserves of Indiana, LLC               | Delaware  | 20-3960696                               | 701 Market Street<br><br>Suite 983<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Century Mineral Resources, Inc.                            | Illinois  | 36-3925555                               | 701 Market Street<br><br>Suite 798<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Coal Reserve Holding Limited Liability Company No. 1       | Delaware  | 43-1922737                               | 701 Market Street<br><br>Suite 960<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| COALSALES II, LLC  | Delaware  | 43-1610419                               | 701 Market Street<br><br>Suite 830   |

Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

|                             |          |            |   |
|-----------------------------|----------|------------|---|
|                             |          |            | St. Louis, MO 63101<br>(314) 342-3400                                   |
| Colorado Yampa Coal Company | Delaware | 95-3761211 | 701 Market Street<br>Suite 732<br>St. Louis, MO 63101<br>(314) 342-3400 |
| Conservancy Resources, LLC  | Delaware | 20-5744701 | 701 Market Street<br>Suite 755<br>St. Louis, MO 63101<br>(314) 342-3400 |
| Cottonwood Land Company     | Delaware | 43-1721982 | 701 Market Street<br>Suite 972<br>St. Louis, MO 63101<br>(314) 342-3400 |
| Cyprus Creek Land Company   | Delaware | 73-1625890 | 701 Market Street<br>Suite 772<br>St. Louis, MO 63101<br>(314) 342-3400 |



**Table of Contents**

| Exact Name of Co-Registrant<br>as Specified in its Charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | IRS Employer<br>Identification<br>Number | Address, Including Zip Code,<br>and Telephone Number,<br>Including Area Code, of<br>Co-Registrant's Principal<br>Executive Offices |
|--|---|--|--|
| Cyprus Creek Land Resources, LLC                           | Delaware  | 75-3058264                               | 701 Market Street<br><br>Suite 775<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Dyson Creek Coal Company, LLC                              | Delaware  | 43-1898526                               | 701 Market Street<br><br>Suite 952<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Dyson Creek Mining Company, LLC                            | Delaware  | 20-8080062                               | 701 Market Street<br><br>Suite 762<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| El Segundo Coal Company, LLC                               | Delaware  | 20-8162824                               | 701 Market Street<br><br>Suite 768<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Elkland Holdings, LLC                                      | Delaware  | 26-3724511                               | 701 Market Street<br><br>Suite 819<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Falcon Coal Company, LLC                                   | Indiana   | 35-2006760                               | 7100 Eagle Crest Blvd.<br><br>Suite 500<br><br>Evansville, IN 47715<br><br>(812) 434-8500  |
| Gallo Finance Company                                      | Delaware  | 43-1823616                               | 701 Market Street<br><br>Suite 713   |

Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

|                            |          |            |   |
|----------------------------|----------|------------|---|
|                            |          |            | St. Louis, MO 63101<br>(314) 342-3400   |
| Gold Fields Chile, LLC     | Delaware | 13-3004607 | 14062 Denver West Parkway<br>Suite 110<br>Golden, CO 63102<br>(303) 271-3600    |
| Gold Fields Mining, LLC    | Delaware | 36-2079582 | 14062 Denver West<br>Parkway<br>Suite 110<br>Golden, CO 63102<br>(303) 271-3600 |
| Gold Fields Ortiz, LLC     | Delaware | 22-2204381 | 14062 Denver West Parkway<br>Suite 110<br>Denver, CO 80401<br>(303) 271-3600    |
| Hayden Gulch Terminal, LLC | Delaware | 86-0719481 | 701 Market Street<br>Suite 714<br>St. Louis, MO 63101<br>(314) 342-3400         |

**Table of Contents**

| Exact Name of Co-Registrant<br>as Specified in its Charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | IRS Employer<br>Identification<br>Number | Address, Including Zip Code,<br>and Telephone Number,<br>Including Area Code, of<br>Co-Registrant's Principal<br>Executive Offices |
|--|---|--|--|
| Highwall Mining Services Company                           | Delaware  | 20-0010659                               | 701 Market Street<br><br>Suite 805<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Hillside Recreational Lands, LLC                           | Delaware  | 32-0214135                               | 701 Market Street<br><br>Suite 797<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| HMC Mining, LLC  | Delaware  | 43-1875853                               | 701 Market Street<br><br>Suite 911<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Illinois Land Holdings, LLC                                | Illinois  | 26-1865197                               | 701 Market Street<br><br>Suite 799<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Independence Material Handling, LLC                        | Delaware  | 43-1750064                               | 701 Market Street<br><br>Suite 840<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| James River Coal Terminal, LLC                             | Delaware  | 55-0643770                               | 701 Market Street<br><br>Suite 724<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Juniper Coal Company                                       | Delaware  | 43-1744675                               | 701 Market Street<br><br>Suite 716   |

Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

|                                   |          |            |   |
|-----------------------------------|----------|------------|---|
|                                   |          |            | St. Louis, MO 63101-1826<br>(314) 342-3400                              |
| Kayenta Mobile Home Park, Inc.    | Delaware | 86-0773596 | P.O. Box 605<br>Kayenta, AZ 86033<br>(928) 677-3201                     |
| Kentucky Syngas, LLC              | Delaware | 26-1156957 | 701 Market Street<br>Suite 709<br>St. Louis, MO 63101<br>(314) 342-3400 |
| Lively Grove Energy, LLC          | Delaware | 20-5752800 | 701 Market Street<br>Suite 786<br>St. Louis, MO 63101<br>(314) 342-3400 |
| Lively Grove Energy Partners, LLC | Delaware | 26-0180403 | 701 Market Street<br>Suite 794<br>St. Louis, MO 63101<br>(314) 342-3400 |

**Table of Contents**

| Exact Name of Co-Registrant<br>as Specified in its Charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | IRS Employer<br>Identification<br>Number | Address, Including Zip Code,<br>and Telephone Number,<br>Including Area Code, of<br>Co-Registrant's Principal<br>Executive Offices |
|--|---|--|--|
| Marigold Electricity, LLC                                  | Delaware  | 26-0180352                               | 701 Market Street<br>Suite 793<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Midco Supply and Equipment Corporation                     | Illinois  | 43-6042249                               | P.O. Box 14542<br>St. Louis, MO 63178<br>(314) 342-3400  |
| Midwest Coal Acquisition Corp.                             | Delaware  | 20-0217640                               | 701 Market Street<br>Suite 722<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Midwest Coal Reserves of Illinois, LLC                     | Delaware  | 20-3960648                               | 701 Market Street<br>Suite 964<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Midwest Coal Reserves of Indiana, LLC                      | Delaware  | 20-3405958                               | 701 Market Street<br>Suite 963<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Moffat County Mining, LLC                                  | Delaware  | 74-1869420                               | 701 Market Street<br>Suite 733<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Mustang Energy Company, LLC                                | Delaware  | 43-1898532                               | 701 Market Street<br>Suite 953<br>St. Louis, MO 63101  |

Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

|                                |          |            |  |
|--------------------------------|----------|------------|--|
|                                |          |            | (314) 342-3400   |
| New Mexico Coal Resources, LLC | Delaware | 20-3405643 | 701 Market Street<br>Suite 804<br>St. Louis, MO 63101      |
|                                |          |            | (314) 342-3400   |
| Pacific Export Resources, LLC  | Delaware | 27-5135144 | 701 Market Street<br>Suite 701<br>St. Louis, MO 63101-1826 |
|                                |          |            | (314) 342-3400   |
| Peabody America, Inc.          | Delaware | 93-1116066 | 701 Market Street<br>Suite 720<br>St. Louis, MO 63101-1826 |
|                                |          |            | (314) 342-3400   |
| Peabody Archveyor, L.L.C.      | Delaware | 43-1898535 | 701 Market Street<br>Suite 751<br>St. Louis, MO 63101      |
|                                |          |            | (314) 342-3400   |

**Table of Contents**

| Exact Name of Co-Registrant<br>as Specified in its Charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | IRS Employer<br>Identification<br>Number | Address, Including Zip Code,<br>and Telephone Number,<br>Including Area Code, of<br>Co-Registrant's Principal<br>Executive Offices |
|--|---|--|--|
| Peabody Arclar Mining, LLC                                 | Indiana   | 31-1566354                               | 420 Long Lane Road<br>Equality, IL 62934<br>(618) 273-4314   |
| Peabody Bear Run Mining, LLC                               | Delaware  | 26-3582291                               | 701 Market Street<br>Suite 802<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody Bear Run Services, LLC                             | Delaware  | 26-3725923                               | 701 Market Street<br>Suite 820<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody Caballo Mining, LLC                                | Delaware  | 83-0309633                               | 701 Market Street<br>Suite 711<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody Cardinal Gasification, LLC                         | Delaware  | 20-5047955                               | 701 Market Street<br>Suite 931<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody COALSALES, LLC                                     | Delaware  | 20-1759740                               | 701 Market Street<br>Suite 831<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody COALTRADE International (CTI), LLC                 | Delaware  | 20-1435716                               | 701 Market Street<br>Suite 836<br>St. Louis, MO 63101  |

Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

|                                  |          |            |   |
|----------------------------------|----------|------------|---|
|                                  |          |            | (314) 342-3400  |
| Peabody COALTRADE, LLC           | Delaware | 43-1666743 | 701 Market Street<br>Suite 835<br>St. Louis, MO 63101 |
|                                  |          |            | (314) 342-3400  |
| Peabody Colorado Operations, LLC | Delaware | 20-2561644 | 701 Market Street<br>Suite 832<br>St. Louis, MO 63101 |
|                                  |          |            | (314) 342-3400  |
| Peabody Colorado Services, LLC   | Delaware | 26-3723774 | 701 Market Street<br>Suite 813<br>St. Louis, MO 63101 |
|                                  |          |            | (314) 342-3400  |
| Peabody Coulterville Mining, LLC | Delaware | 20-0217834 | 701 Market Street<br>Suite 723<br>St. Louis, MO 63101 |
|                                  |          |            | (314) 342-3400  |



**Table of Contents**

| Exact Name of Co-Registrant<br>as Specified in its Charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | IRS Employer<br>Identification<br>Number | Address, Including Zip Code,<br>and Telephone Number,<br>Including Area Code, of<br>Co-Registrant's Principal<br>Executive Offices |
|--|---|--|--|
| Peabody Development Company, LLC                           | Delaware  | 43-1265557                               | 701 Market Street<br><br>Suite 970<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Peabody Electricity, LLC                                   | Delaware  | 20-3405744                               | 701 Market Street<br><br>Suite 784<br><br>Louis, MO 63101<br><br>(314) 342-3400  |
| Peabody Employment Services, LLC                           | Delaware  | 26-3730348                               | 701 Market Street<br><br>Suite 808<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Peabody Energy Generation Holding Company                  | Delaware  | 73-1625891                               | 701 Market Street<br><br>Suite 930<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Peabody Energy Investments, Inc.                           | Delaware  | 68-0541702                               | 701 Market Street<br><br>Suite 717<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Peabody Energy Solutions, Inc.                             | Delaware  | 43-1753832                               | 701 Market Street<br><br>Suite 845<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Peabody Gateway North Mining, LLC                          | Delaware  | 27-2294407                               | 701 Market Street<br><br>Suite 827   |

Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

|                                |          |            |   |
|--------------------------------|----------|------------|---|
|                                |          |            | St. Louis, MO 63101<br>(314) 342-3400                                   |
| Peabody Gateway Services, LLC  | Delaware | 26-3724075 | 701 Market Street<br>Suite 817<br>St. Louis, MO 63101<br>(314) 342-3400 |
| Peabody Holding Company, LLC   | Delaware | 74-2666822 | 701 Market Street<br>Suite 741<br>St. Louis, MO 63101<br>(314) 342-3400 |
| Peabody Illinois Services, LLC | Delaware | 26-3722638 | 701 Market Street<br>Suite 811<br>St. Louis, MO 63101<br>(314) 342-3400 |
| Peabody Indiana Services, LLC  | Delaware | 26-3724339 | 701 Market Street<br>Suite 818<br>St. Louis, MO 63101<br>(314) 342-3400 |

**Table of Contents**

| Exact Name of Co-Registrant<br>as Specified in its Charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | IRS Employer<br>Identification<br>Number | Address, Including Zip Code,<br>and Telephone Number,<br>Including Area Code, of<br>Co-Registrant's Principal<br>Executive Offices |
|--|---|--|--|
| Peabody International Investments, Inc.                    | Delaware  | 26-361182                                | 701 Market Street<br>Suite 703<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody International Services, Inc.                       | Delaware  | 20-8340434                               | 701 Market Street<br>Suite 783<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody Investments Corp.                                  | Delaware  | 20-0480084                               | 701 Market Street<br>Suite 707<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody Magnolia Grove Holdings, LLC                       | Delaware  | 61-1683376                               | 701 Market Street<br>Suite 706<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody Midwest Management Services, LLC                   | Delaware  | 26-3726045                               | 701 Market Street<br>Suite 816<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody Midwest Mining, LLC                                | Indiana   | 35-1799736                               | 7100 Eagle Crest Blvd<br>Evansville, IN 47715<br>(812) 424-9000  |
| Peabody Midwest Operations, LLC                            | Delaware  | 20-3405619                               | 701 Market Street<br>Suite 744<br>St. Louis, MO 63101  |

Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

|                                   |          |            |  |
|-----------------------------------|----------|------------|--|
|                                   |          |            | (314) 342-3400   |
| Peabody Midwest Services, LLC     | Delaware | 26-3722194 | 701 Market Street<br>Suite 810<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody Natural Gas, LLC          | Delaware | 43-1890836 | 701 Market Street<br>Suite 740<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody Natural Resources Company | Delaware | 51-0332232 | 701 Market Street<br>Suite 718<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody New Mexico Services, LLC  | Delaware | 20-8162939 | 701 Market Street,<br>Suite 769<br>St. Louis, MO 63101<br>(314) 342-3400 |

**Table of Contents**

| Exact Name of Co-Registrant<br>as Specified in its Charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | IRS Employer<br>Identification<br>Number | Address, Including Zip Code,<br>and Telephone Number,<br>Including Area Code, of<br>Co-Registrant's Principal<br>Executive Offices |
|--|---|--|--|
| Peabody Operations Holding, LLC                            | Delaware  | 26-3723890                               | 701 Market Street<br>Suite 815<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody Powder River Mining, LLC                           | Delaware  | 43-0996010                               | 701 Market Street<br>Suite 702<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody Powder River Operations, LLC                       | Delaware  | 20-3405797                               | 701 Market Street<br>Suite 700<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody Powder River Services, LLC                         | Delaware  | 26-3725850                               | 701 Market Street<br>Suite 826<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody PowerTree Investments, LLC                         | Delaware  | 20-0116980                               | 701 Market Street<br>Suite 954<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody Recreational Lands, L.L.C.                         | Delaware  | 43-1898382                               | 701 Market Street<br>Suite 920<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody Rocky Mountain Management Services, LLC            | Delaware  | 26-3725390                               | 701 Market Street<br>Suite 823   |

Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

|                                      |          |            |   |
|--------------------------------------|----------|------------|---|
|                                      |          |            | St. Louis, MO 63101<br>(314) 342-3400                                   |
| Peabody Rocky Mountain Services, LLC | Delaware | 20-8162706 | 701 Market Street<br>Suite 767<br>St. Louis, MO 63101<br>(314) 342-3400 |
| Peabody Sage Creek Mining, LLC       | Delaware | 26-3730653 | 701 Market Street<br>Suite 803<br>St. Louis, MO 63101<br>(314) 342-3400 |
| Peabody School Creek Mining, LLC     | Delaware | 20-2902073 | 701 Market Street<br>Suite 738<br>St. Louis, MO 63101<br>(314) 342-3400 |
| Peabody Services Holdings, LLC       | Delaware | 26-3726126 | 701 Market Street<br>Suite 814<br>St. Louis, MO 63101<br>(314) 342-3400 |

**Table of Contents**

| Exact Name of Co-Registrant<br>as Specified in its Charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | IRS Employer<br>Identification<br>Number | Address, Including Zip Code,<br>and Telephone Number,<br>Including Area Code, of<br>Co-Registrant's Principal<br>Executive Offices |
|--|---|--|--|
| Peabody Southwest, LLC                                     | Delaware  | 20-5744732                               | 701 Market Street<br><br>Suite 756<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Peabody Southwestern Coal Company                          | Delaware  | 43-1898372                               | 701 Market Street<br><br>Suite 739<br><br>St. Louis, MO 63101-1826<br><br>(314) 342-3400   |
| Peabody Terminal Holding Company, Inc.                     | Delaware  | 26-1087861                               | 701 Market Street<br><br>Suite 796<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Peabody Terminals, LLC                                     | Delaware  | 31-1035824                               | 701 Market Street<br><br>Suite 712<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Peabody Trout Creek Reservoir LLC                          | Delaware  | 30-0746873                               | 701 Market Street<br><br>Suite 725<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Peabody Twentymile Mining, LLC                             | Delaware  | 26-3725223                               | 701 Market Street<br><br>Suite 822<br><br>St. Louis, MO 63101-1826<br><br>(314) 342-3400   |
| Peabody Venezuela Coal Corp.                               | Delaware  | 43-1609813                               | 701 Market Street<br><br>Suite 715   |

Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

|                                       |          |            |   |
|---------------------------------------|----------|------------|---|
|                                       |          |            | St. Louis, MO 63101-1826<br>(314) 342-3400                              |
| Peabody Venture Fund, LLC             | Delaware | 20-3405779 | 701 Market Street<br>Suite 758<br>St. Louis, MO 63101<br>(314) 342-3400 |
| Peabody-Waterside Development, L.L.C. | Delaware | 75-3098342 | 701 Market Street<br>Suite 921<br>St. Louis, MO 63101<br>(314) 342-3400 |
| Peabody Western Coal Company          | Delaware | 86-0766626 | P.O. Box 605<br>Kayenta, AZ 86033<br>(928) 677-3201                     |
| Peabody Wild Boar Mining, LLC         | Delaware | 26-3730759 | 701 Market Street<br>Suite 825<br>St. Louis, MO 63101<br>(314) 342-3400 |
| Peabody Wild Boar Services, LLC       | Delaware | 26-3725591 | 701 Market Street<br>Suite 824<br>St. Louis, MO 63101<br>(314) 342-3400 |



**Table of Contents**

| Exact Name of Co-Registrant<br>as Specified in its Charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | IRS Employer<br>Identification<br>Number | Address, Including Zip Code,<br>and Telephone Number,<br>Including Area Code, of<br>Co-Registrant's Principal<br>Executive Offices |
|--|---|--|--|
| Peabody Williams Fork Mining, LLC                          | Delaware  | 20-8162742                               | 701 Market Street<br>Suite 766<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody Wyoming Gas, LLC                                   | Delaware  | 20-5744610                               | 701 Market Street<br>Suite 757<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Peabody Wyoming Services, LLC                              | Delaware  | 26-3723011                               | 701 Market Street<br>Suite 812<br>St. Louis, MO 63101<br>(314) 342-3400  |
| PEC Equipment Company, LLC                                 | Delaware  | 20-0217950                               | 701 Market Street<br>Suite 726<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Point Pleasant Dock Company, LLC                           | Delaware  | 20-0117005                               | 701 Market Street<br>Suite 708<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Pond River Land Company                                    | Delaware  | 73-1625893                               | 701 Market Street<br>Suite 771<br>St. Louis, MO 63101<br>(314) 342-3400  |
| Porcupine Production, LLC                                  | Delaware  | 43-1898379                               | 701 Market Street<br>Suite 752   |

Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

|                                  |          |            |  |
|----------------------------------|----------|------------|--|
|                                  |          |            | St. Louis, MO 63101<br>(314) 342-3400  |
| Porcupine Transportation, LLC    | Delaware | 43-1898380 | 701 Market Street<br>Suite 753<br>St. Louis, MO 63101<br>(314) 342-3400              |
| Riverview Terminal Company       | Delaware | 13-2899722 | 14062 Denver West<br>Parkway<br>Suite 110<br>Golden, CO 80401-3301<br>(606) 739-5752 |
| Sage Creek Holdings, LLC         | Delaware | 26-3286872 | 701 Market Street<br>Suite 801<br>St. Louis, MO 63101<br>(314) 342-3400              |
| School Creek Coal Resources, LLC | Delaware | 20-3585831 | 701 Market Street<br>Suite 742<br>St. Louis, MO 63101<br>(314) 342-3400              |

**Table of Contents**

| Exact Name of Co-Registrant<br>as Specified in its Charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | IRS Employer<br>Identification<br>Number | Address, Including Zip Code,<br>and Telephone Number,<br>Including Area Code, of<br>Co-Registrant's Principal<br>Executive Offices |
|--|---|--|--|
| Seneca Coal Company, LLC                                   | Delaware  | 84-1273892                               | Drawer D<br><br>P.O. Box 670<br><br>Hayden, CO 81639<br><br>(970) 276-3707   |
| Shoshone Coal Corporation                                  | Delaware  | 25-1336898                               | 701 Market Street<br><br>Suite 734<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Star Lake Energy Company, L.L.C.                           | Delaware  | 43-1898533                               | 701 Market Street<br><br>Suite 951<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Sugar Camp Properties, LLC                                 | Indiana   | 35-2130006                               | 7100 Eagle Crest Blvd.<br><br>Evansville, IN 47715<br><br>(812) 424-9000   |
| Thoroughbred Generating Company, LLC                       | Delaware  | 43-1898534                               | 701 Market Street<br><br>Suite 780<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Thoroughbred Mining Company, L.L.C.                        | Delaware  | 73-1625889                               | 701 Market Street<br><br>Suite 721<br><br>St. Louis, MO 63101<br><br>(314) 342-3400  |
| Twentymile Coal, LLC                                       | Delaware  | 95-3811846                               | 701 Market Street<br><br>Suite 731<br><br>St. Louis, MO 63101  |

Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

|                             |          |            |                     |
|-----------------------------|----------|------------|---------------------|
| (314) 342-3400              |          |            |                     |
| West Roundup Resources, LLC | Delaware | 20-2561489 | 701 Market Street   |
|                             |          |            | Suite 736           |
|                             |          |            | St. Louis, MO 63101 |
|                             |          |            | (314) 342-3400      |

**Table of Contents**

**PROSPECTUS**

**Peabody Energy Corporation**

**Debt Securities**

**Common Stock**

**Preferred Stock**

**Warrants**

**Units**

**Subsidiary Guarantors**

**Guaranteed Debt Securities**

Peabody Energy Corporation may offer and sell from time to time, in one or more series, any one of the following securities:

unsecured debt securities consisting of notes, debentures or other evidences of indebtedness which may be senior debt securities, senior subordinated debt securities or subordinated debt securities,

common stock,

preferred stock,

warrants, and

units,

or any combination of these securities. Peabody Energy Corporation's debt securities may be guaranteed by substantially all of its domestic subsidiaries.

The common stock of Peabody Energy Corporation is traded on the New York Stock Exchange under the symbol BTU. We will provide more specific information about the terms of an offering of any securities in supplements to this prospectus.

We may offer these securities directly to investors, through agents, underwriters or dealers on a continuous or delayed basis. Each prospectus supplement will provide the terms of the plan of distribution relating to each series of securities.

**You should read this prospectus and the applicable prospectus supplement, as well as the risks contained or described in the documents incorporated by reference in this prospectus or any accompanying prospectus**

**supplement, before you invest.**

**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 date of this prospectus is October 19, 2012

**Table of Contents**

**Table of Contents**

|   | <b>Page</b> |
|---|-------------|
| <u>ABOUT THIS PROSPECTUS</u>                                  | ii          |
| <u>RISK FACTORS</u>   | ii          |
| <u>CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS</u> | ii          |
| <u>SUMMARY</u>  | 1           |
| <u>RATIO OF EARNINGS TO FIXED CHARGES</u>                     | 4           |
| <u>USE OF PROCEEDS</u>  | 4           |
| <u>DIVIDEND POLICY</u>  | 4           |
| <u>DESCRIPTION OF DEBT SECURITIES</u>                         | 4           |
| <u>DESCRIPTION OF CAPITAL STOCK</u>                           | 10          |
| <u>DESCRIPTION OF WARRANTS</u>                                | 13          |
| <u>DESCRIPTION OF UNITS</u>                                   | 14          |
| <u>PLAN OF DISTRIBUTION</u>                                   | 14          |
| <u>LEGAL MATTERS</u>  | 15          |
| <u>EXPERTS</u>  | 15          |
| <u>WHERE YOU CAN FIND MORE INFORMATION</u>                    | 15          |
| <u>INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE</u>        | 16          |

## Table of Contents

### ABOUT THIS PROSPECTUS

This prospectus describes the general terms of the securities to be offered hereby. A prospectus supplement that will describe the specific amounts, prices and other terms of the securities being offered will be provided to you in connection with each sale of securities offered pursuant to this prospectus. The prospectus supplement or any free writing prospectus prepared by or on behalf of us may also add, update or change information contained in this prospectus. To understand the terms of securities offered pursuant to this prospectus, you should carefully read this document with the applicable prospectus supplement or any free writing prospectus prepared by or on behalf of us. Together, these documents will give the specific terms of the offered securities. You should also read the documents we have incorporated by reference in this prospectus described below under Incorporation of Certain Documents By Reference.

**You should rely only on the information incorporated by reference or provided in this prospectus, any prospectus supplement or any free writing prospectus prepared by or on behalf of us. We have not authorized anyone else to provide you with different information. We are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this prospectus, any prospectus supplement or any free writing prospectus is accurate as of any date other than the date on the front of those documents.**

### RISK FACTORS

*Investing in the securities involves risk. Please see the Risk Factors section in our most recent Annual Report on Form 10-K, along with the disclosure related to the risk factors contained in our subsequent Quarterly Reports on Form 10-Q, which are incorporated by reference in this prospectus, as updated by our future filings with the SEC. Before making an investment decision, you should carefully consider these risks as well as other information contained or incorporated by reference in this prospectus. The prospectus supplement applicable to each type or series of securities we offer may contain a discussion of additional risks applicable to an investment in us and the particular type of securities we are offering under that prospectus supplement.*

### CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

Some of the information included in this prospectus and the documents we have incorporated by reference include statements of our expectations, intentions, plans and beliefs that constitute forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, and are intended to come within the safe harbor protection provided by those sections. These statements relate to future events or our future financial performance. We use words such as anticipate, believe, expect, may, intend, plan, project, will or other similar words to identify forward-looking statements.

Without limiting the foregoing, all statements relating to our future outlook, anticipated capital expenditures, future cash flows and borrowings, and sources of funding are forward-looking statements. These forward-looking statements are based on numerous assumptions that we believe are reasonable, but are subject to a wide range of uncertainties and business risks and actual results may differ materially from those discussed in these statements.

Among the factors that could cause actual results to differ materially are:

global supply and demand for coal, including the seaborne thermal and metallurgical coal markets;

price volatility, particularly in higher-margin products and in our trading and brokerage businesses;

impact of alternative energy sources, including natural gas and renewables;

global steel demand and the downstream impact on metallurgical coal prices;



impact of weather and natural disasters on demand, production and transportation;

reductions and/or deferrals of purchases by major customers and our ability to renew sales contracts;

credit and performance risks associated with customers, suppliers, contract miners, co-shippers, and trading, banks and other financial counterparties;

**Table of Contents**

geologic, equipment, permitting and operational risks related to mining;

transportation availability, performance and costs;

availability, timing of delivery and costs of key supplies, capital equipment or commodities such as diesel fuel, steel, explosives and tires;

integration of Macarthur Coal Limited (PEA-PCI) operations;

successful implementation of business strategies;

negotiation of labor contracts, employee relations and workforce availability;

changes in postretirement benefit and pension obligations and their related funding requirements;

replacement and development of coal reserves;

availability, access to and the related cost of capital and financial markets;

effects of changes in interest rates and currency exchange rates (primarily the Australian dollar);

effects of acquisitions or divestitures;

economic strength and political stability of countries in which we have operations or serve customers;

legislation, regulations and court decisions or other government actions, including but not limited to, new environmental and mine safety requirements and changes in income tax regulations, sales-related royalties or other regulatory taxes;

litigation, including claims not yet asserted;

terrorist attacks or threats;

impacts of pandemic illnesses; and

other factors, including those discussed in Risk Factors.

## Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

When considering these forward-looking statements, you should keep in mind the cautionary statements in this document and the documents incorporated by reference. These forward-looking statements speak only as of the date on which such statements were made, and we undertake no obligation to update these statements except as required by federal securities laws.

## **Table of Contents**

### **SUMMARY**

*This summary highlights selected information from this prospectus and does not contain all of the information that may be important to you. This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide you with a prospectus supplement that will describe the specific amounts, prices and other terms of the securities being offered. The prospectus supplement may also add, update or change information contained in this prospectus. To understand the terms of our securities, you should carefully read this document with the applicable prospectus supplement and any free writing prospectus prepared by or on behalf of us. Together, these documents will give the specific terms of the securities we are offering. You should also read the documents we have incorporated by reference in this prospectus described below under *Incorporation of Certain Documents by Reference*. When used in this prospectus, the terms *we*, *our*, and *us*, except as otherwise indicated or as the context otherwise indicates, refer to Peabody Energy Corporation and/or its applicable subsidiary or subsidiaries.*

### **The Securities We May Offer**

We may offer and sell from time to time:

common stock;

debt securities;

preferred stock;

warrants; and

units.

In addition, we may offer and sell from time to time debt securities that may be guaranteed by substantially all of our domestic subsidiaries.

### **Common Stock**

We may issue shares of our common stock, par value \$0.01 per share. Holders of common stock are entitled to receive ratably dividends if, as and when dividends are declared from time to time by our board of directors out of funds legally available for that purpose, after payment of dividends required to be paid on outstanding preferred stock or series common stock. Holders of common stock are entitled to one vote per share. Holders of common stock do not have cumulative voting rights in the election of directors.

### **Debt Securities**

We may offer debt securities, which may be either senior, senior subordinated or subordinated, may be guaranteed by substantially all of our domestic subsidiaries, and may be convertible into shares of our common stock. We may issue debt securities either separately, or together with, upon conversion of or in exchange for other securities. The debt securities that we issue will be issued under one of two indentures among us, U.S. Bank National Association, as trustee and, if guaranteed, the subsidiary guarantors thereto. We have summarized general features of the debt securities that we may issue under *Description of Debt Securities*. We encourage you to read the indentures, which are included as exhibits to the registration statement of which this prospectus forms a part.

### **Preferred Stock**

We may issue shares of our preferred stock, par value \$0.01 per share, in one or more series. Our board of directors will determine the dividend, voting, conversion and other rights of the series of preferred stock being offered.



## **Table of Contents**

### **Warrants**

We may issue warrants for the purchase of preferred stock or common stock or debt securities of our company. We may issue warrants independently or together with other securities. Warrants sold with other securities as a unit may be attached to or separate from the other securities. We will issue warrants under one or more warrant agreements between us and a warrant agent that we will name in the applicable prospectus supplement.

### **Units**

We may also issue units comprised of one or more of the other securities described in this prospectus in any combination. Each unit may also include debt obligations of third parties, such as U.S. Treasury securities. Each unit will be issued so that the holder of the unit is also the holder of each security included in the unit. Thus, the holder of a unit will have the rights and obligations of a holder of each included security.

### **Peabody Energy Corporation**

We are the world's largest private sector coal company. We own interests in 30 coal mining operations, as of June 30, 2012, including a majority interest in 29 coal mining operations located in the U.S. and Australia and a 50% equity interest in the Middlemount Mine in Australia. We also own a noncontrolling interest in a mining operation in Venezuela. In addition to our mining operations, we market, broker and trade coal through trading and business offices in China, Australia, the United Kingdom, Germany, Singapore, Indonesia, Mongolia and the U.S.

In 2011, we produced and sold 227.5 million and 250.6 million tons of coal, respectively. During this period, 82% of our total sales (by volume) were to U.S. electricity generators, 15% were to customers outside the U.S. and 3% were to the U.S. industrial sector. Approximately 91% of our prior year worldwide sales (by volume) were under long-term contracts (those with terms in excess of one year).

We conduct business through four principal operating segments: Western U.S. Mining, Midwestern U.S. Mining, Australian Mining and Trading and Brokerage. Our Western U.S. Mining segment consists of our Powder River Basin, Southwest and Colorado operations, while our Midwestern U.S. Mining segment consists of our operations in Illinois and Indiana.

The principal business of the Western and Midwestern U.S. Mining segments is the mining, preparation and sale of thermal coal. In the U.S., we typically supply thermal coal to domestic electric generators and industrial customers for power generation under long-term contracts, with a portion sold into the seaborne export markets.

The business of our Australian Mining segment is the mining of various qualities of low-sulfur, high Btu coal (metallurgical coal), as well as thermal coal. Our Australian Mining operations are primarily export focused with customers spread across several countries, while a portion of our coal is sold to Australian steel producers and power generators. Revenues from individual countries generally vary year by year based on demand for electricity and steel, global economic strength and several other factors, including those specific to each country. Industry commercial practice, and our practice, is to negotiate pricing for metallurgical and seaborne thermal coal contracts on a quarterly and annual basis, respectively. On October 26, 2011, we acquired PEA-PCI, making us the third-largest holder of Australian coal reserves. From the date of acquisition, PEA-PCI's results from operations have been included in our results and reflected in our Australian Mining segment, except for the activity associated with certain equity affiliates, which is reflected in our Corporate and Other segment.

The principal business of our Trading and Brokerage segment is the marketing and brokering of coal for other producers, both as principal and agent, and the trading of coal, freight and freight-related contracts. The segment also provides transportation-related services in support of our coal trading strategy and conducts hedging activities in support of sales from our mining operations.

Our fifth segment, Corporate and Other, includes mining and export/transportation joint ventures and activities associated with certain energy-related commercial matters, Btu Conversion and the optimization of our coal reserve and real estate holdings.

**Table of Contents**

To maximize our coal assets and land holdings for long-term growth, we are contributing to the development of coal-fueled generation, pursuing Btu conversion projects that would convert coal to natural gas or transportation fuels and advancing clean coal technologies, including carbon capture and storage.

Our principal executive offices are located at 701 Market Street, St. Louis, Missouri 63101-1826, and our telephone number is (314) 342-3400. Our Internet website address is *www.peabodyenergy.com*. Information on our website is not a part of, or incorporated by reference in, this prospectus.

**Table of Contents****RATIO OF EARNINGS TO FIXED CHARGES**

The ratio of earnings to fixed charges presented below should be read together with the financial statements and the notes accompanying them and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 incorporated by reference into this prospectus. For purposes of the computation of the ratio of earnings to fixed charges, earnings consist of income from continuing operations before income taxes plus fixed charges. Fixed charges consist of interest expense on all indebtedness plus the interest component of lease rental expense. A ratio of combined fixed charges and preferred stock dividends to earnings will be included as necessary in the applicable prospectus supplement if we issue and sell preferred stock thereunder.

|                                    | Year Ended<br>December | Year Ended<br>December | Year Ended<br>December | Year Ended<br>December | Year Ended<br>December | Six<br>Months<br>Ended |
|------------------------------------|------------------------|------------------------|------------------------|------------------------|------------------------|------------------------|
|                                    | 31,<br>2007            | 31,<br>2008            | 31,<br>2009            | 31,<br>2010            | 31,<br>2011            | June 30,<br>2012       |
| Ratio of Earnings to Fixed Charges | 2.36x                  | 4.99x                  | 3.63x                  | 5.32x                  | 5.72x                  | 2.82                   |

**USE OF PROCEEDS**

Unless otherwise indicated in the prospectus supplement, we will use all or a portion of the net proceeds from the sale of our securities offered by this prospectus and the prospectus supplement for general corporate purposes. General corporate purposes may include repayment of debt, capital expenditures, possible acquisitions and any other purposes that may be stated in any prospectus supplement. The net proceeds may be invested temporarily or applied to repay short-term or revolving debt until they are used for their stated purpose.

**DIVIDEND POLICY**

We have declared and paid quarterly dividends since our initial public offering in 2001. Most recently, our board of directors declared a dividend of \$0.085 per share of common stock on October 18, 2012, to be paid on November 23, 2012, to stockholders of record on November 1, 2012. The declaration and payment of dividends and the amount of dividends will depend on our results of operations, financial condition, cash requirements, future prospects, any limitations imposed by our debt instruments and other factors deemed relevant by our board of directors.

**DESCRIPTION OF DEBT SECURITIES**

The following description of the terms of the debt securities summarizes certain general terms that will apply to the debt securities offered by us. The description is not complete, and we refer you to the indentures, which are included as exhibits to the registration statement of which this prospectus is a part. In addition, the terms described below may be amended, supplemented or otherwise modified pursuant to one or more supplemental indentures. Any such amendments, supplements or modifications will be set forth in the applicable prospectus supplement. Capitalized items have the meanings assigned to them in the indentures. The referenced sections of the indentures and the definitions of capitalized terms are incorporated by reference in the following summary.

The debt securities that we may issue will be senior, senior subordinated or subordinated debt, may be guaranteed by substantially all of our domestic subsidiaries, and may be convertible into shares of our common stock.

The senior, senior subordinated or subordinated debt securities that we may issue will be issued under separate indentures among us, U.S. Bank National Association, as trustee and, if guaranteed, the subsidiary guarantors thereto. Senior debt securities will be issued under a Senior Indenture, senior subordinated debt securities and subordinated debt securities will be issued under a Subordinated Indenture. Collectively, we refer to the Senior Indenture and the Subordinated Indenture as the Indentures. For purposes of the summary set forth below, obligor refers to Peabody Energy Corporation. This summary of the Indentures is qualified by reference to the Indentures. You should refer to the Indentures in addition to reading this summary. The summary is not complete and is subject to the specific terms of the Indentures.



## **Table of Contents**

### **General**

Under the Indentures, we will be able to issue from time to time, in one or more series, an unlimited amount of debt securities. Each time that we issue a new series of debt securities, the supplement to the prospectus relating to that new series will specify the terms of those debt securities, including:

designation, amount and denominations;

percentage of principal amount at which the debt securities will be issued;

maturity date;

interest rate and payment dates;

terms and conditions of exchanging or converting debt securities for other securities;

the currency or currencies in which the debt securities may be issued;

redemption terms;

whether the debt securities will be guaranteed by our subsidiaries;

whether the debt securities and/or any guarantees will be senior, senior subordinated or subordinated; and

any other specific terms of the debt securities, including any deleted, modified or additional events of default or remedies or additional covenants provided with respect to the debt securities, and any terms that may be required by or advisable under applicable laws or regulations.

Unless otherwise specified in any prospectus supplement, the debt securities will be issuable in registered form without coupons and in denominations of \$1,000 and any integral multiple thereof. No service charge will be made for any transfer or exchange of any debt securities, but the issuer may require payment of a sum sufficient to cover any tax or other governmental charge payable in connection therewith.

Debt securities may bear interest at a fixed rate or a floating rate. Debt securities bearing no interest or interest at a rate that at the time of issuance is below the prevailing market rate may be sold at a discount below their stated principal amount. Special U.S. federal income tax considerations applicable to discounted debt securities or to some debt securities issued at par that are treated as having been issued at a discount for U.S. federal income tax purposes will be described in the applicable prospectus supplement.

In determining whether the holders of the requisite aggregate principal amount of outstanding debt securities of any series have given any request, demand, authorization, direction, notice, consent or waiver under the Indentures, the principal amount of any series of debt securities originally issued at a discount from their stated principal amount that will be deemed to be outstanding for such purposes will be the amount of the principal thereof that would be due and payable as of the date of the determination upon a declaration of acceleration of the maturity thereof.

## Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

Payments relating to the debt securities generally will be paid by us, at U.S. Bank National Association's corporate trust office. However, we may elect to pay interest by mailing checks directly to the registered holders of the debt securities. You can transfer your debt securities at U.S. Bank National Association's corporate trust office.

### **Ranking**

Unless otherwise described in the prospectus supplement for any series, the debt securities that we issue will be unsecured and will rank on a parity with all of our other unsecured and unsubordinated indebtedness.

We conduct a material amount of our operations through our subsidiaries. Our right to participate as a shareholder in any distribution of assets of any of our subsidiaries (and thus the ability of holders of the debt securities that we issue to benefit as creditors of Peabody Energy Corporation from such distribution) is junior to creditors of that subsidiary. As a result, claims of holders of the debt securities that we issue will generally have a junior position to claims of creditors of our subsidiaries, except to the extent that we may be recognized as a creditor of those subsidiaries or those subsidiaries guarantee the debt securities.

## **Table of Contents**

### **Subordinated Debt Securities**

Unless otherwise described in the prospectus supplement of any series, our obligation to make any payment on account of the principal of or premium, if any, and interest, if any, on the subordinated debt securities we issue will be subordinate and junior in right of payment to our obligations to the holders of our senior indebtedness to the extent described in the Subordinated Indenture.

In the case of our liquidation, dissolution or bankruptcy or similar proceeding, whether voluntary or involuntary, all of our obligations to holders of our senior indebtedness will be entitled to be paid in full before any payment can be made on account of the principal of, or premium, if any, or interest, if any, on the subordinated debt securities.

Unless otherwise described in the prospectus supplement of any series, we may not pay principal of, premium, if any, or interest on the subordinated securities (or pay any other obligations relating to the subordinated securities, including additional interest, fees, costs, expenses, indemnities and rescission or damage claims) or make any deposit pursuant to the Subordinated Indenture and may not purchase, redeem or otherwise retire any subordinated securities (except as otherwise described in the Subordinated Indenture) if either of the following occurs (a Payment Default ):

any obligation on any of our Designated Senior Indebtedness (as defined in the Subordinated Indenture) is not paid in full in cash when due (after giving effect to any applicable grace period); or

any other default on our Designated Senior Indebtedness occurs and the maturity of such Designated Senior Indebtedness is accelerated in accordance with its terms;

unless, in either case, the Payment Default has been cured or waived and any such acceleration has been rescinded or such Designated Senior Indebtedness has been paid in full in cash; provided, however, that we will be entitled to pay the subordinated securities without regard to the foregoing if we and the trustee receive written notice approving such payment from the representatives of all Designated Senior Indebtedness with respect to which the Payment Default has occurred and is continuing.

By reason of the above subordination in favor of the holders of our senior indebtedness, in the event of our bankruptcy or insolvency, holders of our senior indebtedness may receive more, ratably, and holders of the subordinated debt securities having a claim pursuant to the subordinated debt securities may receive less, ratably, than our other creditors.

### **Reopening of Issue**

We may, from time to time, reopen an issue of debt securities without the consent of the holders of the debt securities and issue additional debt securities with the same terms (including maturity and interest payment terms) as debt securities issued on an earlier date. After such additional debt securities are issued they will be fungible with the previously issued debt securities to the extent specified in the applicable prospectus supplement.

### **Debt Guarantees**

Our debt securities may be guaranteed by substantially all of our domestic subsidiaries, the subsidiary guarantors. If debt securities are guaranteed by subsidiary guarantors, that guarantee will be set forth in the applicable Indenture or a supplemental indenture.

Payments with respect to subsidiary guarantees of our senior subordinated debt securities and subordinated debt securities will be subordinated in right of payment to the prior payment in full of all senior indebtedness of each such subsidiary guarantor to the same extent and manner that payments with respect to our senior subordinated debt securities and subordinated debt securities are subordinated in right of payment to the prior payment in full of all of our senior indebtedness.

### **Merger and Consolidation**

Unless otherwise described in the prospectus supplement of any series, we may, under the applicable Indenture, without the consent of the holders of debt securities, consolidate with, merge with or into or transfer



## **Table of Contents**

all or substantially all of our assets to any other corporation organized under the laws of the United States or any of its political subdivisions provided that:

the surviving corporation assumes all of our obligations under the applicable Indenture;

at the time of such transaction, no event of default, and no event that, after notice or lapse of time, would become an event of default, shall have happened and be continuing; and

certain other conditions are met.

### **Modification**

Generally, our rights and obligations and the holders' rights may be modified with the consent of holders of a majority of the outstanding debt securities of each series affected by such modification. However, unless otherwise described in the prospectus supplement of any series, no modification or amendment may occur without the consent of the affected holder of a debt security if that modification or amendment would do any of the following:

change the stated maturity date of the principal of, or any installment of interest on, any of the holder's debt securities;

reduce the principal amount of, or the interest (or premium, if any) on, the debt security (including, in the case of a discounted debt security, the amount payable upon acceleration of maturity or provable in bankruptcy);

change the currency of payment of the debt security;

impair the right to institute suit for the enforcement of any payment on the debt security or adversely affect the right of repayment, if any, at the option of the holder;

reduce the percentage of holders of debt securities necessary to modify or amend the applicable Indenture or to waive any past default;

release a guarantor from its obligations under its guarantee, other than in accordance with the terms thereof; or

modify our obligations to maintain an office or agency.

A modification that changes a covenant or provision expressly included solely for the benefit of holders of one or more particular series will not affect the rights of holders of debt securities of any other series.

Each Indenture provides that the obligor and U.S. Bank National Association, as trustee, may make modifications without the consent of the debt security holders in order to do the following:

evidence the assumption by a successor entity of the obligations of the obligor under the applicable Indenture;

convey security for the debt securities to U.S. Bank National Association;

add covenants, restrictions or conditions for the protection of the debt security holders;

provide for the issuance of debt securities in coupon or fully registered form;

establish the form or terms of debt securities of any series;

cure any ambiguity or correct any defect in an Indenture that does not adversely affect the interests of a holder;

evidence the appointment of a successor trustee or more than one trustee;

surrender any right or power conferred upon us;

comply with the requirements of the SEC in order to maintain the qualification of the applicable Indenture under the Trust Indenture Act of 1939, as amended;

## **Table of Contents**

add or modify any other provisions with respect to matters or questions arising under an Indenture that we and U.S. Bank National Association may deem necessary or desirable and that will not adversely affect the interests of holders of debt securities;

modify the existing covenants and events of default solely in respect of, or add new covenants or events of default that apply solely to, debt securities not yet issued and outstanding; or

to provide for guarantees of the debt securities and to specify the ranking of the obligations of the guarantors under their respective guarantees.

## **Events of Default**

Under the Indentures, an event of default means, unless otherwise described in the prospectus supplement of any series, any one of the following:

failure to pay interest on a debt security for 30 days;

failure to pay principal and premium, if any, when due;

failure to pay or satisfy a sinking fund installment when due;

failure by Peabody Energy Corporation or by a guarantor of the debt securities to perform any other covenant in the applicable Indenture that continues for 60 days after receipt of notice;

certain events in bankruptcy, insolvency or reorganization; or

a guarantee being held in any judicial proceeding to be unenforceable or invalid.

An event of default relating to one series of debt securities does not necessarily constitute an event of default with respect to any other series issued under the applicable Indenture. If an event of default exists with respect to a series of debt securities, U.S. Bank National Association or the holders of at least 25% of the then-outstanding debt securities of that series may declare the principal of that series due and payable.

Any event of default with respect to a particular series of debt securities may be waived by the holders of a majority of the then-outstanding debt securities of that series, except for a failure to pay principal, premium or interest on the debt security.

U.S. Bank National Association may withhold notice to the holder of the debt securities of any default (except in payment of principal, premium, interest or sinking fund payment) if U.S. Bank National Association thinks that withholding such notice is in the interest of the holders.

Subject to the specific duties that arise under the applicable Indenture if an event of default exists, U.S. Bank National Association is not obligated to exercise any of its rights or powers under the applicable Indenture at the request of the holders of the debt securities unless they provide reasonable indemnity satisfactory to it. Generally, the holders of a majority of the then-outstanding debt securities can direct the proceeding for a remedy available to U.S. Bank National Association or for exercising any power conferred on U.S. Bank National Association as the trustee.

## **Trustee s Relationship**

## Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

U.S. Bank National Association or its affiliates may from time to time in the future provide banking and other services to us in the ordinary course of its business. The Indentures provide that we will indemnify U.S. Bank National Association against any and all loss, liability, claim, damage or expense incurred that arises from the trust created by the applicable Indenture unless the loss, liability, claim, damage or expense results from U.S. Bank National Association's negligence or willful misconduct.

### **Global Securities**

We may issue some of the debt securities as global securities that will be deposited with a depository identified in a prospectus supplement. Global securities may be issued in registered form and may be either



## **Table of Contents**

temporary or permanent. A prospectus supplement will contain additional information about depository arrangements.

Registered global securities will be registered in the depository's name or in the name of its nominee. When we issue a global security, the depository will credit that amount of debt securities to the investors that have accounts with the depository or its nominee. The underwriters or the debt security holder's agent will designate the accounts to be credited, unless the debt securities are offered and sold directly by us, in which case, we will designate the appropriate account to be credited.

Investors who have accounts with a depository, and people who have an interest in those institutions, are the beneficial owners of global securities held by that particular depository.

We will not maintain records regarding ownership or the transfer of global securities held by a depository or to its nominee. If you are the beneficial owner of global securities held by a depository, you must get information directly from the depository.

As long as a depository is the registered owner of a global security, that depository will be considered the sole owner of the debt securities represented by that global security. Except as set forth below, beneficial owners of global securities held by a depository will not be entitled to:

register the represented debt securities in their names;

receive physical delivery of the debt securities; or

be considered the owners or holders of the global security under the applicable Indenture.

Payments on debt securities registered in the name of a depository or its nominee will be made to the depository or its nominee.

When a depository receives a payment, it must immediately credit the accounts in amounts proportionate to the account holders' interests in the global security. The beneficial owners of a global security should, and are expected to, establish standing instructions and customary practices with their investors that have an account with the depository, so that payments can be made with regard to securities beneficially held for them, much like securities held for the accounts of customers in bearer form or registered in street name.

A global security can only be transferred in whole by the depository to a nominee of such depository or to another nominee of a depository. If a depository is unwilling or unable to continue as a depository and we do not appoint a successor depository within ninety days, we will issue certificated debt securities in exchange for all of the global securities held by that depository. In addition, we may eliminate all global securities at any time and issue certificated debt securities in exchange for them. Further, we may allow a depository to surrender a global security in exchange for certificated debt securities on any terms that are acceptable to us and the depository. Finally, an interest in the global security is exchangeable for a certificated debt security if an event of default has occurred as described above under Events of Default.

If any of these events occur, we will execute, and U.S. Bank National Association will authenticate and deliver to the beneficial owners of the global security in question, a new registered security in an amount equal to and in exchange for that person's beneficial interest in the exchanged global security. The depository will receive a new global security in an amount equal to the difference, if any, between the amount of the surrendered global security and the amount of debt securities delivered to the beneficial owners. Debt securities issued in exchange for global securities will be registered in the same names and in the same denominations as indicated by the depository's records and in accordance with the instructions from its direct and indirect participants.

The laws of certain jurisdictions require some people who purchase securities to actually take physical possession of those securities. The limitations imposed by these laws may impair your ability to transfer your beneficial interests in a global security.

## **Conversion Rights**

The terms and conditions, if any, upon which the debt securities are convertible into shares of our common stock will be set forth in the prospectus supplement relating thereto. These terms will include the conversion



## **Table of Contents**

price, the conversion period, provisions as to whether conversion will be at the option of the Holder or us, the events requiring an adjustment of the conversion price and provisions affecting conversion in the event of the redemption of those debt securities.

### **DESCRIPTION OF CAPITAL STOCK**

Our authorized capital stock consists of (1) 800 million shares of common stock, par value \$0.01 per share, of which 268.3 million shares were outstanding on June 30, 2012, (2) 10 million shares of preferred stock, par value \$0.01 per share 750,000 of which are reserved for the 4.75% Convertible Junior Subordinated Debentures due 2066), of which no shares are issued or outstanding and (3) 40 million shares of series common stock, par value \$0.01 per share, of which no shares are issued or outstanding. As of September 30, 2012, there were 1,393 holders of record of our common stock. The following description of our capital stock and related matters is qualified in its entirety by reference to our third amended and restated certificate of incorporation (as amended) and amended and restated by-laws.

The following summary describes elements of our third amended and restated certificate of incorporation (as amended) and amended and restated by-laws.

#### **Common Stock**

Holders of common stock are entitled to one vote per share on all matters to be voted upon by the stockholders. The holders of common stock do not have cumulative voting rights in the election of directors. Holders of common stock are entitled to receive ratably dividends if, as and when dividends are declared from time to time by our board of directors out of funds legally available for that purpose, after payment of dividends required to be paid on outstanding preferred stock or series common stock, as described below. Upon liquidation, dissolution or winding up, any business combination or a sale or disposition of all or substantially all of the assets, the holders of common stock are entitled to receive ratably the assets available for distribution to the stockholders after payment of liabilities and accrued but unpaid dividends and liquidation preferences on any outstanding preferred stock or series common stock. The common stock has no preemptive or conversion rights and is not subject to further calls or assessment by us. There are no redemption or sinking fund provisions applicable to the common stock.

#### **Perpetual Preferred Stock**

Holders of perpetual preferred stock issued upon conversion of the 4.75% Convertible Junior Subordinated Debentures due 2066 (the Debentures ) will be fully paid and non-assessable, and holders will have no preemptive or preferential right to purchase any of our other securities. The perpetual preferred stock has a liquidation preference of \$1,000 per share, is not convertible and is redeemable at our option at any time at a cash redemption price per share equal to the liquidation preference plus any accumulated dividends. Holders are entitled to receive cumulative dividends at an annual rate of 3.0875% if and when declared by our board of directors. If we fail to pay dividends on the perpetual preferred stock for five years, or upon the occurrence of a mandatory trigger event, as defined in the certificate of designations governing the perpetual preferred stock, we generally must sell warrants or preferred stock with specified characteristics and use the funds from that sale to pay accumulated dividends after the payment in full of any deferred interest on the Debentures, subject to certain limitations. In the event of a mandatory trigger event, we may not declare dividends on the perpetual preferred stock other than those funded through the sale of warrants or preferred stock as described above. Any deferred interest on the Debentures at the time of notice of conversion will be reflected as accumulated dividends on the perpetual preferred stock at issuance. Additionally, holders of the perpetual preferred stock are entitled to elect two additional members to serve on our board of directors if (i) prior to any remarketing of the perpetual preferred stock, we fail to declare and pay dividends with respect to the perpetual preferred stock for 10 consecutive years or (ii) after any successful remarketing or any final failed remarketing of the perpetual preferred stock, we fail to declare and pay six dividends thereon, whether or not consecutive. The perpetual preferred stock may be remarketed at the holder s election after December 15, 2046 or earlier, upon the first occurrence of a change of control if we do not redeem the perpetual preferred stock. There were no outstanding shares of perpetual preferred stock as of June 30, 2012.

## **Table of Contents**

### **Preferred Stock and Series Common Stock**

Our third amended and restated certificate of incorporation (as amended) authorizes our board of directors to establish one or more series of preferred stock or series common stock. With respect to any series of preferred stock or series common stock, our board of directors is authorized to determine the terms and rights of that series, including:

the designation of the series;

the number of shares of the series, which our board may, except where otherwise provided in the preferred stock or series common stock designation, increase or decrease, but not below the number of shares then outstanding;

whether dividends, if any, will be cumulative or non-cumulative and the dividend rate of the series;

the dates at which dividends, if any, will be payable;

the redemption rights and price or prices, if any, for shares of the series;

the terms and amounts of any sinking fund provided for the purchase or redemption of shares of the series;

the amounts payable on shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the affairs of our company;

whether the shares of the series will be convertible into shares of any other class or series, or any other security, of our company or any other corporation, and, if so, the specification of the other class or series or other security, the conversion price or prices or rate or rates, any rate adjustments, the date or dates as of which the shares will be convertible and all other terms and conditions upon which the conversion may be made;

restrictions on the issuance of shares of the same series or of any other class or series; and

the voting rights, if any, of the holders of the series.

Unless required by law or by any stock exchange, the authorized shares of preferred stock and series common stock, as well as shares of common stock, are available for issuance without further action by our stockholders.

Although we have no intention at the present time of doing so, we could issue a series of preferred stock or series common stock that could, depending on the terms of the series, impede the completion of a merger, tender offer or other takeover attempt. We will make any determination to issue preferred stock or series common stock based on our judgment as to the best interests of the company and our stockholders. We, in so acting, could issue preferred stock or series common stock having terms that could discourage an acquisition attempt or other transaction that some, or a majority, of stockholders might believe to be in their best interests or in which they might receive a premium for their common stock over the market price of the common stock.

### **Authorized but Unissued Capital Stock**

## Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

Delaware law does not require stockholder approval for any issuance of authorized shares. However, the listing requirements of the New York Stock Exchange, which would apply so long as the common stock remains listed on the New York Stock Exchange, require stockholder approval of certain issuances equal to or exceeding 20% of the then-outstanding voting power or then-outstanding number of shares of common stock. These additional shares may be used for a variety of corporate purposes, including future public offerings, to raise additional capital or to facilitate acquisitions.

One of the effects of the existence of unissued and unreserved common stock, preferred stock or series common stock may be to enable our board of directors to issue shares to persons friendly to current management, which issuance could render more difficult or discourage an attempt to obtain control of our company by means of a merger, tender offer, proxy contest or otherwise, and thereby protect the continuity of our management and possibly deprive the stockholders of opportunities to sell their shares of common stock at prices higher than prevailing market prices.

## **Table of Contents**

### **Anti-Takeover Effects of Provisions of Delaware Law and Our Charter and By-laws**

#### ***Delaware Law***

Our company is a Delaware corporation subject to Section 203 of the Delaware General Corporation Law. Section 203 provides that, subject to certain exceptions specified in the law, a Delaware corporation shall not engage in certain business combinations with any interested stockholder for a three-year period following the time that the stockholder became an interested stockholder unless:

prior to such time, our board of directors approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;

upon consummation of the transaction which resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of our voting stock outstanding at the time the transaction commenced, excluding certain shares; or

at or subsequent to that time, the business combination is approved by our board of directors and by the affirmative vote of holders of at least  $66\frac{2}{3}\%$  of the outstanding voting stock which is not owned by the interested stockholder.

Generally, a business combination includes a merger, asset or stock sale or other transaction resulting in a financial benefit to the interested stockholder. Subject to certain exceptions, an interested stockholder is a person who together with that person's affiliates and associates owns, or within the previous three years did own, 15% or more of our voting stock.

Under certain circumstances, Section 203 makes it more difficult for a person who would be an interested stockholder to effect various business combinations with a corporation for a three-year period. The provisions of Section 203 may encourage companies interested in acquiring our company to negotiate in advance with our board of directors because the stockholder approval requirement would be avoided if our board of directors approves either the business combination or the transaction which results in the stockholder becoming an interested stockholder. These provisions also may have the effect of preventing changes in our board of directors and may make it more difficult to accomplish transactions which stockholders may otherwise deem to be in their best interests.

#### ***Certificate of Incorporation; By-laws***

Our third amended and restated certificate of incorporation (as amended) and our amended and restated by-laws contain provisions that could make more difficult the acquisition of the company by means of a tender offer, a proxy contest or otherwise.

***Removal of Directors.*** Our third amended and restated certificate of incorporation (as amended) and our amended and restated by-laws provide that directors may be removed only for cause and only upon the affirmative vote of holders of at least 75% of the voting power of all the outstanding shares of stock entitled to vote generally in the election of directors, voting together as a single class.

***Stockholder Action.*** Our third amended and restated certificate of incorporation (as amended) and our amended and restated by-laws provide that stockholder action can be taken only at an annual or special meeting of stockholders and may not be taken by written consent in lieu of a meeting. Our third amended and restated certificate of incorporation (as amended) and our amended and restated by-laws provide that special meetings of stockholders can be called only by our chief executive officer or pursuant to a resolution adopted by our board of directors. Stockholders are not permitted to call a special meeting or to require that the board of directors call a special meeting of stockholders.

***Advance Notice Procedures.*** Our amended and restated by-laws establish an advance notice procedure for stockholders to make nominations of candidates for election as directors, or bring other business before an annual or special meeting of our stockholders. This notice procedure provides that only persons who are nominated by, or at the direction of our board of directors, the chairman of the board, or by a stockholder who has given timely written notice to the secretary of our company prior to the meeting at which directors are to be elected, will be eligible for election as directors. This procedure also requires that, in order to raise matters at an annual or special

## **Table of Contents**

meeting, those matters be raised before the meeting pursuant to the notice of meeting we deliver or by, or at the direction of, our chairman or by a stockholder who is entitled to vote at the meeting and who has given timely written notice to the secretary of our company of his intention to raise those matters at the annual meeting. If our chairman or other officer presiding at a meeting determines that a person was not nominated, or other business was not brought before the meeting, in accordance with the notice procedure, that person will not be eligible for election as a director, or that business will not be conducted at the meeting.

*Amendment.* Our third amended and restated certificate of incorporation (as amended) provides that the affirmative vote of the holders of at least 75% of the voting power of the outstanding shares entitled to vote, voting together as a single class, is required to amend provisions of our certificate of incorporation relating to the prohibition of stockholder action without a meeting, the number, election and term of our directors and the removal of directors. Our third amended and restated certificate of incorporation (as amended) further provides that our by-laws may be amended by our board or by the affirmative vote of the holders of at least 75% of the outstanding shares entitled to vote, voting together as a single class.

### ***Rights Agreement***

On July 23, 2002, our board of directors adopted a preferred share purchase rights plan. The rights under the plan expired on August 11, 2012.

### ***Registrar and Transfer Agent***

The registrar and transfer agent for the common stock is American Stock Transfer & Trust Company.

### ***Listing***

The common stock is listed on the New York Stock Exchange under the symbol BTU.

## **DESCRIPTION OF WARRANTS**

The following description of the warrant agreements summarizes certain general terms that will apply to the warrants that we may offer. The description is not complete, and we refer you to the warrant agreements, which will be filed with the SEC promptly after the offering of any warrants and will be available as described under the heading *Incorporation of Certain Documents by Reference* in this prospectus.

We may issue warrants to purchase debt securities, common stock, preferred stock or other securities. We may issue warrants independently or as part of a unit with other securities. Warrants sold with other securities as a unit may be attached to or separate from the other securities. We will issue warrants under one or more warrant agreements between us and a warrant agent that we will name in the applicable prospectus supplement.

The prospectus supplement relating to any warrants we are offering will include specific terms relating to the offering, including a description of any other securities sold together with the warrants. These terms will include some or all of the following:

the title of the warrants;

the aggregate number of warrants offered;

the price or prices at which the warrants will be issued;

the currency or currencies, including composite currencies, in which the prices of the warrants may be payable;

## Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

the designation, number and terms of the debt securities, common stock, preferred stock or other securities or rights, including rights to receive payment in cash or securities based on the value, rate or price of one or more specified commodities, currencies or indices, purchasable upon exercise of the warrants and procedures by which those numbers may be adjusted; the exercise price of the warrants and the currency or currencies, including composite currencies, in which such price is payable;



**Table of Contents**

the dates or periods during which the warrants are exercisable;

the designation and terms of any securities with which the warrants are issued as a unit;

if the warrants are issued as a unit with another security, the date on and after which the warrants and the other security will be separately transferable;

if the exercise price is not payable in U.S. dollars, the foreign currency, currency unit or composite currency in which the exercise price is denominated;

any minimum or maximum amount of warrants that may be exercised at any one time;

any terms relating to the modification of the warrants; and

any other terms of the warrants, including terms, procedures and limitations relating to the transferability, exchange, exercise or redemption of the warrants.

Warrants issued for securities other than our debt securities, common stock or preferred stock will not be exercisable until at least one year from the date of sale of the warrant.

**DESCRIPTION OF UNITS**

The following descriptions of the units and any applicable underlying security or pledge or depository arrangements summarize certain general terms that will apply to the applicable agreements. These descriptions do not restate those agreements in their entirety. We urge you to read the applicable agreements because they, and not the summaries, define your rights as holders of the units. We will make copies of the relevant agreements available as described under the heading *Incorporation of Certain Documents by Reference* in this prospectus.

As specified in the applicable prospectus supplement, we may issue units comprised of one or more of the other securities described in this prospectus in any combination. Each unit may also include debt obligations of third parties, such as U.S. Treasury securities. Each unit will be issued so that the holder of the unit is also the holder of each security included in the unit. Thus, the holder of a unit will have the rights and obligations of a holder of each included security. The prospectus supplement will describe:

the designation and terms of the units and of the securities comprising the units, including whether and under what circumstances the securities comprising the units may be held or transferred separately;

a description of the terms of any unit agreement governing the units;

a description of the provisions for the payment, settlement, transfer or exchange of the units; and

whether the units will be issued in fully registered or global form.

**PLAN OF DISTRIBUTION**

We may sell the securities offered by this prospectus:

to or through underwriting syndicates represented by managing underwriters;

through one or more underwriters without a syndicate for them to offer and sell to the public;

through dealers or agents; or

to one or more purchasers directly.

The applicable prospectus supplement will describe that offering, including:

the name or names of any underwriters, dealers or agents involved in the sale of the offered securities;

the purchase price and the proceeds to us from that sale;

any underwriting discounts, commissions agents' fees and other items constituting underwriters' or agents' compensation;

## **Table of Contents**

any initial public offering price and any discounts or concessions allowed or reallocated or paid to dealers; and

any securities exchanges on which the offered securities may be listed.

If underwriters are used in the sale, the offered securities will be acquired by the underwriters for their own account. The underwriters may resell the offered securities in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. The offered securities may be offered through an underwriting syndicate represented by many underwriters. The obligations of the underwriters to purchase the offered securities will be subject to certain conditions. The underwriters will be obligated to purchase all of the offered securities if any are purchased. Any initial public offering price and any discounts or concessions allowed or reallocated or paid to dealers may be changed from time to time.

The offered securities may be sold directly by us or through agents. Any agent will be named, and any commissions payable to that agent will be set forth in the prospectus supplement. Unless otherwise indicated in the prospectus supplement, any agent will be acting on a best efforts basis.

We may authorize agents, underwriters or dealers to solicit offers by specified institutions to purchase securities offered by this prospectus pursuant to delayed delivery contracts providing for payment and delivery on a specified date in the future. These contracts will be subject only to those conditions set forth in the prospectus supplement. The prospectus supplement will set forth the commission payable for soliciting such contracts.

We may agree to indemnify underwriters, dealers or agents against certain civil liabilities, including liabilities under the Securities Act, and may also agree to contribute to payments which the underwriters, dealers or agents may be required to make.

## **LEGAL MATTERS**

The validity of each of the securities offered by this prospectus will be passed upon for us by Simpson Thacher & Bartlett LLP, New York, New York.

## **EXPERTS**

The consolidated financial statements of Peabody Energy Corporation incorporated by reference in Peabody Energy Corporation's Annual Report (Form 10-K) for the year ended December 31, 2011 (including the schedule appearing therein) and the effectiveness of Peabody Energy Corporation's internal control over financial reporting as of December 31, 2011 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in its reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

The consolidated financial statements of Macarthur Coal Limited as of June 30, 2011 and 2010, and for each of the years ended June 30, 2011 and 2010 have been incorporated by reference herein and in the registration statement in reliance upon the report of KPMG, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

## **WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports and other information with the Securities and Exchange Commission, or SEC. You may access and read our SEC filings, through the SEC's Internet site at [www.sec.gov](http://www.sec.gov). This site contains reports and other information that we file electronically with the SEC. You may also read and copy any document we file at the SEC's public reference room located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our filings with the SEC are also available to the public on our website at <http://www.peabodyenergy.com>. Information

## **Table of Contents**

contained on our website is not part of this prospectus or any prospectus supplement. In addition, reports, proxy statements and other information concerning us may be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

We have filed with the SEC a registration statement under the Securities Act with respect to the securities offered by this prospectus. This prospectus, which constitutes part of the registration statement, does not contain all of the information presented in the registration statement and its exhibits and schedules. Our descriptions in this prospectus of the provisions of documents filed as exhibits to the registration statement or otherwise filed with the SEC are only summaries of the terms of those documents that we consider material. If you want a complete description of the content of the documents, you should obtain the documents yourself by following the procedures described above.

### **INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

We have elected to incorporate by reference certain information into this prospectus, which means we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus.

We incorporate by reference our:

Annual Report on Form 10-K (including the portions of our Proxy Statement on Schedule 14A for our 2012 Annual Meeting, filed with the SEC on March 20, 2012, that are incorporated by reference therein) for the year ended December 31, 2011, as filed on February 27, 2012;

Quarterly Reports on Form 10-Q for the quarter ended March 31, 2012, as filed on May 4, 2012, and for the quarter ended June 30, 2012, as filed on August 3, 2012;

Current Reports on Form 8-K filed with the SEC on February 1, 2012, February 21, 2012, March 9, 2012, April 5, 2012, April 18, 2012, May 4, 2012, May 21, 2012, June 27, 2012, July 6, 2012 and August 30, 2012 and Current Reports on Form 8-K/A filed with the SEC on January 5, 2012, February 22, 2012 and April 3, 2012; and

Form 8-A filed with the SEC on May 1, 2001, including any amendments or supplements thereto.

We are also incorporating by reference all other reports that we file in the future with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act until the date of the completion of this offering; provided, however, that we are not incorporating any information furnished under either Item 2.02 or Item 7.01 of any current report on Form 8-K. Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this prospectus modifies or supersedes that statement. Any statement that is modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

You may request copies of the filings, at no cost, by telephone at (314) 342-3400 or by mail at: Peabody Energy Corporation, 701 Market Street, Suite 700, St. Louis, Missouri 63101, attention: Investor Relations.

**Table of Contents****PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 14. Other Expenses of Issuance and Distribution.**

The following table reflects an itemization of all fees and expenses, other than underwriting discounts and commissions, incurred or expected to be incurred by Peabody Energy Corporation in connection with the issuance and distribution of the securities being registered hereby. All but the Securities and Exchange Commission registration fee are estimates and remain subject to future contingencies.

|   |    |     |
|---|----|-----|
| Securities and Exchange Commission registration fee | \$ | (1) |
| Legal fees and expenses                             |    | (2) |
| Accounting fees and expenses                        |    | (2) |
| Trustees fees and expenses                          |    | (2) |
| Printing and engraving fees                         |    | (2) |
| Blue Sky fees and expenses                          |    | (2) |
| Miscellaneous expenses                              |    | (2) |
| Total   | \$ | (2) |

- (1) Pursuant to Rules 456(b) and 457(r) under the Securities Act, the Registrants are deferring payment of the registration fee relating to the securities that are registered and available for sale under this Registration Statement on Form S-3, except for \$132,077.50 of filing fees previously paid with respect to \$1,152,508,726.00 aggregate initial offering price of securities that had previously been registered under the Registrant's Registration Statement on Form S-3 (Registration No. 333-161179) but not sold and are being carried forward to this registration statement.
- (2) An estimate of the aggregate amount of these expenses will be reflected in the applicable prospectus supplement.

**Item 15. Indemnification of Directors and Officers.****Delaware Corporation Registrants**

Peabody Energy Corporation, Arid Operations, Inc., Big Sky Coal Company, BTU Western Resources, Inc., Colorado Yampa Coal Company, Cottonwood Land Company, Cyprus Creek Land Company, Gallo Finance Company, Highwall Mining Services Company, Juniper Coal Company, Kayenta Mobile Home Park, Inc., Midwest Coal Acquisition Corp., Peabody America, Inc., Peabody Energy Generation Holding Company, Peabody Energy Investments, Inc., Peabody Energy Solutions, Inc., Peabody International Investments, Inc., Peabody International Services, Inc., Peabody Investments Corp., Peabody Natural Resources Company, Peabody Southwestern Coal Company, Peabody Terminal Holding Company, Inc., Peabody Venezuela Coal Corp., Peabody Western Coal Company, Pond River Land Company, Riverview Terminal Company and Shoshone Coal Corporation (the Delaware Corporation Registrants) are incorporated in the State of Delaware. Section 145 of the Delaware General Corporation Law provides that, among other things, a corporation may indemnify directors and officers as well as other employees and agents of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with threatened, pending or completed actions, suits or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation, a derivative action), if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys' fees) incurred in connection with the defense or settlement of such actions, and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's by-laws, disinterested director vote, stockholder vote, agreement or otherwise.



---

**Table of Contents**

Article Sixth of our third amended and restated certificate of incorporation (as amended) and Article IV of our amended and restated bylaws requires indemnification to the fullest extent permitted by Delaware law. Our third amended and restated certificate of incorporation (as amended) requires indemnification and the advancement of expenses incurred by officers or directors in relation to any action, suit or proceeding. Similar provisions are contained in the certificate of incorporation and/or bylaws of the other Delaware Corporation Registrants.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duties as a director, except for liability (i) for any transaction from which the director derives an improper personal benefit, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law (certain illegal distributions) or (iv) for any breach of a director's duty of loyalty to the company or its stockholders. Article Sixth of our third amended and restated certificate of incorporation (as amended) includes such a provision.

In connection with our existing indemnification procedures and policies and the rights provided for by our third amended and restated certificate of incorporation (as amended) and amended and restated by-laws, we have executed indemnification agreements with our directors and executive officers.

Pursuant to those agreements, to the fullest extent permitted by the laws of the State of Delaware, we have agreed to indemnify those persons against any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the indemnified person is or was or has agreed to serve at our request as a director, officer, employee or agent, or while serving as our director or officer, is or was serving or has agreed to serve at our request as a director, officer, employee or agent (which, for purposes of the indemnification agreements, includes a trustee, partner, manager or a position of similar capacity) of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity. The indemnification provided by these agreements is from and against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the indemnified person or on his or her behalf in connection with the action, suit or proceeding and any appeal therefrom, but shall only be provided if the indemnified person acted in good faith and in a manner the indemnified person reasonably believed to be in or not opposed to our best interests, and, with respect to any criminal action, suit or proceeding, had no reasonable cause to believe the indemnified person's conduct was unlawful.

We have obtained officers' and directors' liability insurance which insures against liabilities that our officers and directors, in such capacities, may incur.

***Delaware LLC Registrants***

American Land Development, LLC, American Land Holdings of Colorado, LLC, American Land Holdings of Illinois, LLC, American Land Holdings of Indiana, LLC, American Land Holdings of Kentucky, LLC, American Land Holdings of West Virginia, LLC, Caballo Grande, LLC, Caseyville Dock Company, LLC, Central States Coal Reserves of Illinois, LLC, Central States Coal Reserves of Indiana, LLC, Coal Reserve Holding Limited Liability Company No 1., COALSALES II, LLC, Conservancy Resources, LLC, Cyprus Creek Land Resources, LLC, Dyson Creek Coal Company, LLC, Dyson Creek Mining Company, LLC, El Segundo Coal Company, LLC, Elkland Holdings, LLC, Gold Fields Chile, LLC, Gold Fields Mining, LLC, Gold Fields Ortiz, LLC, Hayden Gulch Terminal, LLC, Hillside Recreational Lands, LLC, HMC Mining, LLC, Independence Material Handling, LLC, James River Coal Terminal, LLC, Kentucky Syngas, LLC, Lively Grove Energy, LLC, Lively Grove Energy Partners, LLC, Marigold Electricity, LLC, Midwest Coal Reserves of Illinois, LLC, Midwest Coal Reserves of Indiana, LLC, Moffat County Mining, LLC, Mustang Energy Company, LLC, New Mexico Coal Resources, LLC, Pacific Export Resources, LLC, Peabody Archveyor, L.L.C., Peabody Bear Run Mining, LLC, Peabody Bear Run Services, LLC, Peabody Caballo Mining, LLC, Peabody Cardinal Gasification,

**Table of Contents**

LLC, Peabody COALSALES, LLC, Peabody COALTRADE, LLC, Peabody COALTRADE International (CTI), LLC, Peabody Colorado Operations, LLC, Peabody Colorado Services, LLC, Peabody Coulterville Mining, LLC, Peabody Development Company, LLC, Peabody Electricity, LLC, Peabody Employment Services, LLC, Peabody Gateway North Mining, LLC, Peabody Gateway Services, LLC, Peabody Holding Company, LLC, Peabody Illinois Services, LLC, Peabody Indiana Services, LLC, Peabody Magnolia Grove Holdings, LLC, Peabody Midwest Management Services, LLC, Peabody Midwest Operations, LLC, Peabody Midwest Services, LLC, Peabody Natural Gas, LLC, Peabody New Mexico Services, LLC, Peabody Operations Holding, LLC, Peabody Powder River Mining, LLC, Peabody Powder River Operations, LLC, Peabody Powder River Services, LLC, Peabody PowerTree Investments, LLC, Peabody Recreational Lands, L.L.C., Peabody Rocky Mountain Management Services, LLC, Peabody Rocky Mountain Services, LLC, Peabody Sage Creek Mining, LLC, Peabody School Creek Mining, LLC, Peabody Services Holdings, LLC, Peabody Southwest, LLC, Peabody Terminals, LLC, Peabody Trout Creek Reservoir LLC, Peabody Twentymile Mining, LLC, Peabody Venture Fund, LLC, Peabody-Waterside Development, L.L.C., Peabody Wild Boar Mining, LLC, Peabody Wild Boar Services, LLC, Peabody Williams Fork Mining, LLC, Peabody Wyoming Gas, LLC, Peabody Wyoming Services, LLC, PEC Equipment Company, LLC, Point Pleasant Dock Company, LLC, Porcupine Production, LLC, Porcupine Transportation, LLC, Sage Creek Holdings, LLC, School Creek Coal Resources, LLC, Seneca Coal Company, LLC, Star Lake Energy Company, LLC, Thoroughbred Generating Company, LLC, Thoroughbred Mining Company, L.L.C., Twentymile Coal, LLC and West Roundup Resources, LLC (the Delaware LLC Registrants ) are organized in the State of Delaware. Delaware limited liability companies are permitted by Section 18-108 of the Delaware Limited Liability Company Act, subject to the procedures and limitations stated therein, to indemnify any person against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding in which such person is made a party by reason of his being or having been a director, officer, employee or agent of the respective limited liability company. The statute provides that indemnification pursuant to its provisions is not exclusive of other rights of indemnification to which a person may be entitled under any agreement, vote of members or disinterested directors or otherwise.

The Operating Agreements of the Delaware LLC Registrants generally provide that the company shall indemnify the member, each director, manager, officer, employee, shareholder, controlling person, agent and representative of the LCC or the member with respect to claims arising out of or incidental to the business or activities related to the LLC, if such indemnitee determined in good faith that such conduct was in the best interest of the LLC and such indemnitee's conduct did not constitute fraud, gross negligence or willful misconduct and was within the scope of the indemnitee's authority.

Each Delaware limited liability company may purchase and maintain insurance on behalf of any director or officer of such limited liability company against any liability asserted against such person, whether or not such limited liability company would have the power to indemnify such person against such liability under the respective provisions of the limited liability company agreement or otherwise.

**Indiana**

***Indiana LLC Registrants***

Falcon Coal Company, LLC, Peabody Arclar Mining, LLC, Peabody Midwest Mining, LLC and Sugar Camp Properties, LLC (the Indiana LLC Registrants ) are organized in the State of Indiana. Section 23-18-2-2 of the Indiana Business Flexibility Act ( Indiana LLC Law ) provides that, unless the limited liability company's articles of organization provide otherwise, every limited liability company has the power to indemnify and hold harmless any member, manager, agent, or employee from and against any and all claims and demands, except in the case of an action or failure to act by the member, agent, or employee which constitutes willful misconduct or recklessness and subject to any standards and restrictions set forth in a written operating agreement. Section 23-18-4-4 of the Indiana LLC Law provides that a written operating agreement may provide for indemnification of a member or manager for monetary damages for judgments, settlements, penalties, fines, or expenses incurred in a proceeding to which a person is a party because the person is or was a member or manager.



## **Table of Contents**

The Operating Agreement of Peabody Arclar Mining, LLC provides that the company shall indemnify each officer with respect to liabilities to which such person is, or is threatened to be made, a party because such person is or was serving at the request of the company as an officer of the company, or is or was serving at the request of the company as a director, officer, partner, member, employee or agent of another entity, provided that the officer acted in good faith and in a manner reasonably believed by the officer to be in the best interests of the company or, in the case of a criminal proceeding, the officer had no reasonable cause to believe that the conduct was unlawful or, in connection with a proceeding brought by or in the right of the company, the officer was not adjudged liable to the company, and the officer was not adjudged liable in a proceeding charging improper personal benefit.

The Operating Agreements of the other Indiana LLC Registrants provide that the company shall indemnify the member, each director, manager, officer, employee, shareholder, controlling person, agent and representative of the LCC or the member with respect to claims arising out of or incidental to the business or activities related to the LLC, if such indemnitee determined in good faith that such conduct was in the best interest of the LLC and such indemnitee's conduct did not constitute fraud, gross negligence or willful misconduct and was within the scope of the indemnitee's authority.

## **Illinois**

### ***Illinois Corporation Registrants***

Big Ridge, Inc., Century Mineral Resources, Inc. and Midco Supply and Equipment Corporation (the Illinois Corporation Registrants) are incorporated in the State of Illinois. The bylaws of Big Ridge, Inc. and Century Mineral Resources, Inc. provide for the indemnification of directors and officers consistent with the provisions of the Illinois Business Corporation Act ( IBCA ), as amended, as it currently exists or may hereafter be amended. The bylaws of Midco Supply and Equipment Corporation do not address indemnification, but as an Illinois Corporation, Midco Supply and Equipment Corporation is subject to the provisions of the IBCA.

Section 8.75 of the IBCA provides that a corporation may indemnify any person who, by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one brought on behalf of the corporation, against actual and reasonable expenses (including attorneys' fees), judgments, fines and settlement payments incurred in connection with the action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of such corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe his or her conduct was unlawful. In the case of actions on behalf of the corporation, indemnification may extend only to actual and reasonable expenses (including attorneys' fees) incurred in connection with the defense or settlement of such action or suit and only if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no such indemnification is permitted in respect of any claim, issue or matter as to which such person is adjudged to be liable to the corporation except to the extent that the adjudicating court otherwise provides. To the extent that a present or former director, officer or employee of the corporation has been successful in defending any such action, suit or proceeding (even one on behalf of the corporation) or in defense of any claim, issue or matter therein, such person is entitled to indemnification for actual and reasonable expenses (including attorneys' fees) incurred by such person in connection therewith if the person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation. The indemnification provided for by the IBCA is not exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, and a corporation may maintain insurance on behalf of any person who is or was a director, officer, employee or agent against liabilities for which indemnification is not expressly provided by the IBCA.

**Table of Contents****Illinois LLC Registrants**

Black Hills Mining Company LLC and Illinois Land Holdings, LLC (the Illinois LLC Registrants ) are organized in the State of Illinois. Section 15-7(a) of the Illinois Limited Liability Company Act provides that an Illinois limited liability company shall reimburse its members and managers for payments made, and shall indemnify its members and managers for liabilities incurred, by such member or manager in the ordinary course of the business of the limited liability company or for the preservation of its property.

The Operating Agreement of Black Hills Mining Company, LLC provides that the company shall indemnify each director, officer and member with respect to any loss, expense, damages or injury suffered by such party by reason of any acts, omissions, or alleged acts or omissions arising out of the indemnified party's activities on behalf of the company or in furtherance of the interests of the company, if such acts, omissions, or alleged acts or omissions were for a purpose reasonably believed to be in the best interests of the company and were not performed or omitted fraudulently or in bad faith or as a result of gross negligence by such indemnified party, and were not in violation of the indemnified party's fiduciary obligations to the company.

The Operating Agreement of Illinois Land Holdings, LLC provides that the company shall indemnify the member, each director, manager, officer, employee, shareholder, controlling person, agent and representative of the company or the member to the fullest extent permitted by law from and against any and all losses, claims and reasonable expenses of any kind (including reasonable attorneys' fees and disbursements) arising out of or incidental to the business or activities of, or related to, the company, if such indemnitee determined in good faith that such conduct was in the best interests of the company and such indemnitee's conduct did not constitute fraud, gross negligence or willful misconduct and was within the scope of the indemnitee's authority.

**Item 16.****(a) Exhibits****Exhibit**

| <b>No.</b> | <b>Description of Exhibit</b>   |
|------------|---|
| 1.1**      | Form of Underwriting Agreement (Debt)   |
| 1.2**      | Form of Underwriting Agreement (Equity)   |
| 1.3**      | Form of Underwriting Agreement (Preferred Stock)  |
| 1.4**      | Form of Underwriting Agreement (Units)  |
| 1.5**      | Form of Underwriting Agreement (Warrants)   |
| 3.1        | Third Amended and Restated Certificate of Incorporation of Peabody Energy Corporation, as amended (Incorporated by reference to Exhibit 3.1 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 27, 2012)  |
| 3.2        | Amended and Restated By-Laws of Peabody Energy Corporation (Incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K, filed September 16, 2008)  |
| 4.1        | Specimen of stock certificate representing the Registrant's common stock, \$.01 par value (incorporated by reference to Exhibit 4.13 of the Registrant's Form S-1/A Registration Statement No. 333-55412, filed on May 1, 2002)   |
| 4.2        | Indenture dated as of March 19, 2004 between the Registrant and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.12 of the Registrant's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2004, filed on May 10, 2004)  |
| 4.3        | 7 <sup>3</sup> / <sub>8</sub> % Senior Notes due 2016 Tenth Supplemental Indenture, dated as of October 12, 2006 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K, filed October 13, 2006) |

**Table of Contents****Exhibit**

| <b>No.</b> | <b>Description of Exhibit</b>  |
|------------|--|
| 4.4        | 7 <sup>3</sup> / <sub>8</sub> % Senior Notes due 2016 Thirteenth Supplemental Indenture, dated as of November 10, 2006 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.33 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006)    |
| 4.5        | 7 <sup>3</sup> / <sub>8</sub> % Senior Notes due 2016 Sixteenth Supplemental Indenture, dated as of January 31, 2007 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.34 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006)      |
| 4.6        | 7 <sup>3</sup> / <sub>8</sub> % Senior Notes due 2016 Nineteenth Supplemental Indenture, dated as of June 14, 2007 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.3 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007)       |
| 4.7        | 7 <sup>3</sup> / <sub>8</sub> % Senior Notes due 2016 Twenty-Second Supplemental Indenture, dated as of November 14, 2007 among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.40 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007) |
| 4.8        | 7 <sup>3</sup> / <sub>8</sub> % Senior Notes due 2016 Thirty-First Supplemental Indenture, dated as of March 13, 2009, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009)  |
| 4.9        | 7 <sup>3</sup> / <sub>8</sub> % Senior Notes Due 2016 Thirty-Sixth Supplemental Indenture dated as of April 21, 2011, among Peabody Energy Corporation, the guarantors named therein and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)               |
| 4.10       | 7 <sup>7</sup> / <sub>8</sub> % Senior Notes due 2026 Eleventh Supplemental Indenture, dated as of October 12, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Registrant's Current Report on Form 8-K, filed October 13, 2006)                    |
| 4.11       | 7 <sup>7</sup> / <sub>8</sub> % Senior Notes due 2026 Fourteenth Supplemental Indenture, dated as of November 10, 2006, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.36 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006)   |
| 4.12       | 7 <sup>7</sup> / <sub>8</sub> % Senior Notes due 2026 Seventeenth Supplemental Indenture, dated as of January 31, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.37 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2006)   |
| 4.13       | 7 <sup>7</sup> / <sub>8</sub> % Senior Notes due 2026 Twentieth Supplemental Indenture, dated as of June 14, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.4 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007)       |
| 4.14       | 7 <sup>7</sup> / <sub>8</sub> % Senior Notes due 2026 Twenty-Third Supplemental Indenture, dated as of November 14, 2007, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.45 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007) |
| 4.15       | 7 <sup>7</sup> / <sub>8</sub> % Senior Notes due 2026 Thirty-Second Supplemental Indenture, dated as of March 13, 2009, among the Registrant, the Guaranteeing Subsidiaries (as defined therein), and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.3 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009) |

**Table of Contents****Exhibit**

| <b>No.</b> | <b>Description of Exhibit</b>   |
|------------|---|
| 4.16       | 7 <sup>7</sup> / <sub>8</sub> % Senior Notes Due 2026 Thirty-Seventh Supplemental Indenture, dated as of April 21, 2011, among Peabody Energy Corporation, the guarantors named therein and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011) |
| 4.17       | 6.500% Senior Notes due 2020 Thirty-Third Supplemental Indenture, dated as of August 25, 2010, among Peabody Energy Corporation, the guarantors named therein and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K, filed August 27, 2010)   |
| 4.18       | 6.500% Senior Notes due 2020 Thirty-Eighth Supplemental Indenture, dated as of April 21, 2011, among Peabody Energy Corporation, the guarantors named therein and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.3 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)                           |
| 4.19       | Subordinated Indenture, dated as of December 20, 2006, between the Registrant and US Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K, filed December 20, 2006)   |
| 4.20       | 4.75% Convertible Junior Subordinated Debentures Due 2066 First Supplemental Indenture, dated as December 20, 2006, among the Registrant and US Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 of the Registrant's Current Report on Form 8-K, filed December 20, 2006)  |
| 4.21       | Notice of Adjustment of Conversion Rate of 4.75% Convertible Junior Subordinated Debentures Due 2066, dated February 8, 2009 (Incorporated by reference to Exhibit 4.5 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009)  |
| 4.22       | Capital Replacement Covenant dated December 19, 2006 (Incorporated by reference to Exhibit 99.1 of the Registrant's Current Report on Form 8-K, filed December 20, 2006)  |
| 4.23       | Notice of Adjustment of Conversion Rate of 4.75% Convertible Junior Subordinated Debentures Due 2066, dated November 26, 2007 (Incorporated by reference to Exhibit 4.49 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007)   |
| 4.24       | Notice of Adjustment of Conversion Rate of 4.75% Convertible Junior Subordinated Debentures due 2066, dated February 8, 2010 (Incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010)  |
| 4.25       | Notice of Adjustment of Conversion Rate of 4.75% Convertible Junior Subordinated Debentures due 2066, dated February 7, 2011 (Incorporated by reference to Exhibit 4.4 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011)   |
| 4.26       | Indenture, dated as of November 15, 2011, among Peabody, the Guarantors named therein and U.S. Bank National Association, as trustee, governing the 6.00% Senior Notes Due 2018 and 6.25% Senior Notes Due 2021 (Incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K, filed November 17, 2011)                                      |
| 4.27       | Form of Senior Security (included in Exhibit 4.2)   |
| 4.28       | Form of Subordinated Security (included in Exhibit 4.19)  |
| 4.29**     | Form of Warrant Agreement   |
| 4.30**     | Form of Unit Agreement  |
| 4.31**     | Form of Certificate of Designations for Preferred Stock   |
| 4.32**     | Form of Preferred Stock Share Certificate   |
| 5.1*       | Opinion of Simpson Thacher & Bartlett LLP   |
| 5.2*       | Opinion of Jackson Kelly PLLC   |
| 5.3*       | Opinion of Thompson Coburn LLP  |

**Table of Contents**

**Exhibit**

| No.   | Description of Exhibit  |
|-------|---|
| 12*   | Statement regarding Computation of Ratios of Earnings to Fixed Charges  |
| 23.1* | Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.1)   |
| 23.2* | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm   |
| 23.3* | Consent of KPMG   |
| 24*   | Power of Attorney (included on signature pages)   |
| 25.1* | Form T-1 statement of eligibility and qualification under the Trust Indenture Act of 1939 of U.S. Bank National Association as trustee under the indentures with respect to the senior debt securities and subordinated debt securities |

\* Filed herewith

\*\* To be filed by amendment or as an exhibit to a document to be incorporated by reference herein

**Item 17. Undertakings.**

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the Securities Act );

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission (the Commission ) pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (1)(i), (1)(ii) and (1)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is a part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment 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.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

(i) Each prospectus filed by a registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and



**Table of Contents**

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(6) That, for purposes of determining any liability under the Securities Act, 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 thereof.

(7) Insofar as indemnification for liabilities arising under the Securities Act 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 Securities 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 of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 as of October 19, 2012.

PEABODY ENERGY CORPORATION

By: /s/ GREGORY H. BOYCE  
 Gregory H. Boyce  
 Chairman and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| Signature              | Title  |
|------------------------|--|
| /s/ GREGORY H. BOYCE   | Chairman, Chief Executive Officer and Director |
| Gregory H. Boyce       | (Principal Executive Officer)                  |
| /s/ MICHAEL C. CREWS   | Executive Vice President and Chief             |
| Michael C. Crews       | Financial Officer                              |
|                        | (Principal Financial and Accounting Officer)   |
| /s/ WILLIAM A. COLEY   | Director                                       |
| William A. Coley       |  |
| /s/ WILLIAM E. JAMES   | Director                                       |
| William E. James       |  |
| /s/ ROBERT B. KARN III | Director                                       |



Robert B. Karn III

II-10

**Table of Contents**

| <b>Signature</b>                             | <b>Title</b> |
|--|--------------|
| /s/ M. FRANCES KEETH<br>M. Frances Keeth     | Director     |
| /s/ HENRY E. LENTZ<br>Henry E. Lentz         | Director     |
| /s/ ROBERT A. MALONE<br>Robert A. Malone     | Director     |
| /s/ WILLIAM C. RUSNACK<br>William C. Rusnack | Director     |
| /s/ JOHN F. TURNER<br>John F. Turner         | Director     |
| /s/ SANDRA VAN TREASE<br>Sandra Van Trease   | Director     |
| /s/ ALAN H. WASHKOWITZ<br>Alan H. Washkowitz | Director     |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

AMERICAN LAND DEVELOPMENT, LLC

By: PEABODY INVESTMENTS CORP.,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>        | <b>Title</b>                      |
|-------------------------|-----------------------------------|
| /s/ CHARLES F. MEINTJES | President                         |
| Charles F. Meintjes     |                                   |
| /s/ AMY B. SCHWETZ      | Senior Vice President Finance and |
| Amy B. Schwetz          | Administration                    |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

AMERICAN LAND HOLDINGS OF COLORADO,  
LLC

By: AMERICAN LAND DEVELOPMENT, LLC,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                                   | <b>Title</b>  |
|--|---|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes | President   |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz           | Senior Vice President Finance and<br>Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

AMERICAN LAND HOLDINGS OF ILLINOIS, LLC

By: AMERICAN LAND DEVELOPMENT, LLC,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>        | <b>Title</b>                      |
|-------------------------|-----------------------------------|
| /s/ CHARLES F. MEINTJES | President                         |
| Charles F. Meintjes     |                                   |
| /s/ AMY B. SCHWETZ      | Senior Vice President Finance and |
| Amy B. Schwetz          | Administration                    |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

AMERICAN LAND HOLDINGS OF INDIANA, LLC

By: AMERICAN LAND DEVELOPMENT, LLC,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>        | <b>Title</b>                      |
|-------------------------|-----------------------------------|
| /s/ CHARLES F. MEINTJES | President                         |
| Charles F. Meintjes     |                                   |
| /s/ AMY B. SCHWETZ      | Senior Vice President Finance and |
| Amy B. Schwetz          | Administration                    |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

AMERICAN LAND HOLDINGS OF KENTUCKY,  
LLC

By: AMERICAN LAND DEVELOPMENT, LLC,  
  
its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                                   | <b>Title</b>  |
|--|---|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes | President   |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz           | Senior Vice President Finance and<br><br>Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

AMERICAN LAND HOLDINGS OF WEST  
VIRGINIA, LLC

By: AMERICAN LAND DEVELOPMENT, LLC,

its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                                   | <b>Title</b>  |
|--|---|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes | President   |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz           | Senior Vice President Finance and<br>Administration |



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

ARID OPERATIONS, INC.

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| Signature  | Title  |
|--|--|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes       | President  |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz                 | Senior Vice President Finance and Administration |
| /s/ WALTER L. HAWKINS, JR.<br><br>Walter L. Hawkins, Jr. | Director   |
| /s/ JOHN F. QUINN, JR.<br><br>John F. Quinn, Jr.         | Director   |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

BIG RIDGE, INC.

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| Signature  | Title  |
|--|--|
| /s/ MARC E. HATHHORN<br><br>Marc E. Hathhorn       | President and Director                           |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz           | Senior Vice President Finance and Administration |
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes | Director   |
| /s/ JOHN F. QUINN, JR.<br><br>John F. Quinn, Jr.   | Director   |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

BIG SKY COAL COMPANY

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| Signature  | Title  |
|--|--|
| /s/ GEORGE J. SCHULLER, JR.<br><br>George J. Schuller, Jr. | President and Director                           |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz                   | Senior Vice President Finance and Administration |
| /s/ WALTER L. HAWKINS, JR.<br><br>Walter L. Hawkins, Jr.   | Director   |
| /s/ JOHN F. QUINN, JR.<br><br>John F. Quinn, Jr.           | Director   |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

BLACK HILLS MINING COMPANY, LLC

By: PEABODY MIDWEST OPERATIONS, LLC

its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                         | <b>Title</b>                                     |
|--|--|
| /s/ MARC E. HATHHORN<br>Marc E. Hathhorn | President  |
| /s/ AMY B. SCHWETZ<br>Amy B. Schwetz     | Senior Vice President Finance and Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

BTU WESTERN RESOURCES, INC.

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| Signature  | Title  |
|--|--|
| /s/ SCOTT N. DURGIN<br><br>Scott N. Durgin                 | President and Director                           |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz                   | Senior Vice President Finance and Administration |
| /s/ WALTER L. HAWKINS, JR.<br><br>Walter L. Hawkins, Jr.   | Director   |
| /s/ GEORGE J. SCHULLER, JR.<br><br>George J. Schuller, Jr. | Director   |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

CABALLO GRANDE, LLC

By: PEABODY ELECTRICITY, LLC,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                       | <b>Title</b>                                     |
|--|--|
| /s/ SCOTT N. DURGIN<br>Scott N. Durgin | President  |
| /s/ AMY B. SCHWETZ<br>Amy B. Schwetz   | Senior Vice President Finance and Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

CASEYVILLE DOCK COMPANY, LLC

By: PEABODY MIDWEST OPERATIONS, LLC, its  
Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                         | <b>Title</b>                                     |
|--|--|
| /s/ MARC E. HATHHORN<br>Marc E. Hathhorn | President  |
| /s/ AMY B. SCHWETZ<br>Amy B. Schwetz     | Senior Vice President Finance and Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

CENTRAL STATES COAL RESERVES OF ILLINOIS,  
LLC

By: AMERICAN LAND HOLDINGS OF ILLINOIS,  
LLC, its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                                   | <b>Title</b>                                     |
|--|--|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes | President  |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz           | Senior Vice President Finance and Administration |



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

CENTRAL STATES COAL RESERVES OF INDIANA,  
LLC

By: AMERICAN LAND HOLDINGS OF INDIANA,  
LLC, its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                                   | <b>Title</b>                                     |
|--|--|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes | President  |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz           | Senior Vice President Finance and Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

CENTURY MINERAL RESOURCES, INC.

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| Signature  | Title  |
|--|--|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes | President  |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz           | Senior Vice President Finance and Administration |
| /s/ TERRY L. BETHEL<br><br>Terry L. Bethel         | Director   |
| /s/ JOHN F. QUINN, JR.<br><br>John F. Quinn, Jr.   | Director   |

**Table of Contents**

Pick up here

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

COAL RESERVE HOLDING LIMITED LIABILITY  
COMPANY NO. 1,

By: COTTONWOOD LAND COMPANY,

its Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurerp

By: CENTRAL STATES COAL RESRVES OF  
ILLINOIS, LLC, its Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

**Signature**

**Title**

Edgar Filing: PEABODY AMERICA INC - Form S-3ASR

/s/ CHARLES F. MEINTJES

President

Charles F. Meintjes

/s/ AMY B. SCHWETZ

Senior Vice President Finance and

Amy B. Schwetz

Administration

II-28

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

COALSALES II, LLC

By: PEABODY COALSALES, LLC,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                       | <b>Title</b>                                     |
|--|--|
| /s/ MICHAEL SIEBERS<br>Michael Siebers | President  |
| /s/ AMY B. SCHWETZ<br>Amy B. Schwetz   | Senior Vice President Finance and Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

COLORADO YAMPA COAL COMPANY

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                               | <b>Title</b>                                     |
|--|--|
| /s/ AMY B. SCHWETZ<br>Amy B. Schwetz           | Senior Vice President Finance and Administration |
| /s/ CHARLES F. MEINTJES<br>Charles F. Meintjes | President and Director                           |
| /s/ JOHN F. QUINN, JR.<br>John F. Quinn, Jr.   | Director   |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

CONSERVANCY RESOURCES, LLC

By: PEABODY INVESTMENTS CORP.,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                                     | <b>Title</b>                  |
|--|-------------------------------|
| /s/ JEANE L. HULL<br>Jeane L. Hull                   | President                     |
| /s/ WALTER L. HAWKINS, JR.<br>Walter L. Hawkins, Jr. | Senior Vice President Finance |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

COTTONWOOD LAND COMPANY

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| Signature  | Title   |
|--|---|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes       | President   |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz                 | Senior Vice President Finance and<br><br>Administration |
| /s/ WALTER L. HAWKINS, JR.<br><br>Walter L. Hawkins, Jr. | Director  |
| /s/ TERRY L. BETHEL<br><br>Terry L. Bethel               | Director  |



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

CYPRUS CREEK LAND COMPANY

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| Signature  | Title   |
|--|---|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes       | President   |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz                 | Senior Vice President Finance and<br><br>Administration |
| /s/ WALTER L. HAWKINS, JR.<br><br>Walter L. Hawkins, Jr. | Director  |
| /s/ JAMES C. SEVEM<br><br>James C. Sevem                 | Director  |
| /S/ TERRY L. BETHEL<br><br>Terry L. Bethel               | Director  |



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

CYPRUS CREEK LAND RESOURCES, LLC

By: AMERICAN LAND DEVELOPMENT, LLC,  
its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                               | <b>Title</b>                                     |
|--|--|
| /s/ CHARLES F. MEINTJES<br>Charles F. Meintjes | President  |
| /s/ AMY B. SCHWETZ<br>Amy B. Schwetz           | Senior Vice President Finance and Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

DYSON CREEK COAL COMPANY, LLC

By: AMERICAN LAND DEVELOPMENT, LLC,  
its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                               | <b>Title</b>  |
|--|---|
| /s/ CHARLES F. MEINTJES<br>Charles F. Meintjes | President   |
| /s/ AMY B. SCHWETZ<br>Amy B. Schwetz           | Senior Vice President Finance and<br>Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

DYSON CREEK MINING COMPANY, LLC

By: PEABODY MIDWEST OPERATIONS, LLC,  
its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                         | <b>Title</b>  |
|--|---|
| /s/ MARC E. HATHHORN<br>Marc E. Hathhorn | President   |
| /s/ AMY B. SCHWETZ<br>Amy B. Schwetz     | Senior Vice President Finance and<br>Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

EL SEGUNDO COAL COMPANY, LLC

By: NEW MEXICO COAL RESOURCES, LLC,  
its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                     | <b>Title</b>  |
|--------------------------------------|---|
| /s/ GUY B. BROWN<br>Guy B. Brown     | President   |
| /s/ AMY B. SCHWETZ<br>Amy B. Schwetz | Senior Vice President Finance and<br>Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

ELKLAND HOLDINGS, LLC

By: PEABODY HOLDING COMPANY, LLC,  
its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| Signature                                  | Title   |
|--|---|
| /s/ TERRY L. BETHEL<br><br>Terry L. Bethel | President   |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz   | Senior Vice President Finance and<br><br>Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

FALCON COAL COMPANY, LLC

By: PEABODY MIDWEST MINING, LLC,  
its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                             | <b>Title</b>  |
|--|---|
| /s/ MARC E. HATHHORN<br><br>Marc E. Hathhorn | President   |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz     | Senior Vice President Finance and<br>Administration |



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

GALLO FINANCE COMPANY

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| Signature  | Title   |
|--|---|
| /s/ GUY B. BROWN<br><br>Guy B. Brown                     | President   |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz                 | Senior Vice President Finance and<br><br>Administration |
| /s/ WALTER L. HAWKINS, JR.<br><br>Walter L. Hawkins, Jr. | Director  |
| /s/ JOHN F. QUINN, JR.<br><br>John F. Quinn, Jr.         | Director  |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

GOLD FIELDS CHILE, LLC

By: GOLD FIELDS MINING, LLC,  
its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                                   | <b>Title</b>  |
|--|---|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes | President   |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz           | Senior Vice President Finance and<br><br>Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

GOLD FIELDS MINING, LLC

By: PEABODY INVESTMENTS CORP.,  
its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                                   | <b>Title</b>  |
|--|---|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes | President   |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz           | Senior Vice President Finance and<br><br>Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

GOLD FIELDS ORTIZ, LLC

By: GOLD FIELDS MINING, LLC,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>        | <b>Title</b>                      |
|-------------------------|-----------------------------------|
| /s/ CHARLES F. MEINTJES | President                         |
| Charles F. Meintjes     |                                   |
| /s/ AMY B. SCHWETZ      | Senior Vice President Finance and |
| Amy B. Schwetz          | Administration                    |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

HAYDEN GULCH TERMINAL, LLC

By: AMERICAN LAND HOLDINGS OF COLORADO,  
LLC,  
its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                                   | <b>Title</b>  |
|--|---|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes | President   |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz           | Senior Vice President Finance and<br><br>Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

HIGHWALL MINING SERVICES COMPANY

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| Signature  | Title  |
|--|--|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes       | President  |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz                 | Senior Vice President Finance and Administration |
| /s/ WALTER L. HAWKINS, JR.<br><br>Walter L. Hawkins, Jr. | Director   |
| /s/ JOHN F. QUINN, JR.<br><br>John F. Quinn, Jr.         | Director   |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

HILLSIDE RECREATIONAL LANDS, LLC

By: AMERICAN LAND HOLDINGS OF ILLINOIS,  
LLC, its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                                   | <b>Title</b>                                     |
|--|--|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes | President  |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz           | Senior Vice President Finance and Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

HMC MINING, LLC

By: PEABODY INVESTMENTS CORP.,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>        | <b>Title</b>                                     |
|-------------------------|--|
| /s/ CHARLES F. MEINTJES | President  |
| Charles F. Meintjes     |  |
| /s/ AMY B. SCHWETZ      | Senior Vice President Finance and Administration |
| Amy B. Schwetz          |  |



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

ILLINOIS LAND HOLDINGS, LLC

By: AMERICAN LAND HOLDINGS OF ILLINOIS,  
LLC, its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                                   | <b>Title</b>                                     |
|--|--|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes | President  |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz           | Senior Vice President Finance and Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

INDEPENDENCE MATERIAL HANDLING, LLC

BY: AMERICAN LAND DEVELOPMENT, LLC,

its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>        | <b>Title</b>                                     |
|-------------------------|--|
| /s/ CHARLES F. MEINTJES | President  |
| Charles F. Meintjes     |  |
| /s/ AMY B. SCHWETZ      | Senior Vice President Finance and Administration |
| Amy B. Schwetz          |  |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

JAMES RIVER COAL TERMINAL, LLC

BY: PEABODY TERMINALS, LLC,

its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>   | <b>Title</b>                  |
|--|-------------------------------|
| /s/ CHRISTOPHER J. HAGEDORN<br><br>Christopher J. Hagedorn | President                     |
| /s/ WALTER L. HAWKINS, JR.<br><br>Walter L. Hawkins, Jr.   | Senior Vice President Finance |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

JUNIPER COAL COMPANY

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| Signature  | Title  |
|--|--|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes | President  |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz           | Senior Vice President Finance and Administration |
| /s/ TERRY L. BETHEL<br><br>Terry L. Bethel         | Director   |
| /s/ JAMES C. SEVEM<br><br>James C. Sevem           | Director   |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

KAYENTA MOBILE HOME PARK, INC.

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| Signature  | Title  |
|--|--|
| /s/ GUY B. BROWN<br>Guy B. Brown                       | President  |
| /s/ AMY B. SCHWETZ<br>Amy B. Schwetz                   | Senior Vice President Finance and Administration |
| /s/ GEORGE J. SCHULLER, JR.<br>George L. Schuller, Jr. | Director   |
| /s/ JOHN F. QUINN, JR.<br>John F. Quinn, Jr.           | Director   |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

KENTUCKY SYNGAS, LLC

By: PEABODY ELECTRICITY, LLC,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>           | <b>Title</b>                  |
|----------------------------|-------------------------------|
| /s/ MARTIN D. CONSIDINE    | President                     |
| Martin D. Considine        |                               |
| /s/ WALTER L. HAWKINS, JR. | Senior Vice President Finance |
| Walter L. Hawkins, Jr.     |                               |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

LIVELY GROVE ENERGY, LLC

By: PEABODY ELECTRICITY, LLC,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>           | <b>Title</b>                  |
|----------------------------|-------------------------------|
| /s/ DIANNA K. TICKNER      | President                     |
| Dianna K. Tickner          |                               |
| /s/ WALTER L. HAWKINS, JR. | Senior Vice President Finance |
| Walter L. Hawkins, Jr.     |                               |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

LIVELY GROVE ENERGY PARTNERS, LLC

By: PEABODY ELECTRICITY, LLC,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>           | <b>Title</b>                  |
|----------------------------|-------------------------------|
| /s/ CHARLES F. MEINTJES    | President                     |
| Charles F. Meintjes        |                               |
| /s/ WALTER L. HAWKINS, JR. | Senior Vice President Finance |
| Walter L. Hawkins, Jr.     |                               |



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

MARIGOLD ELECTRICITY, LLC

By: PEABODY INVESTMENTS CORP.,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>           | <b>Title</b>                  |
|----------------------------|-------------------------------|
| /s/ MARTIN D. CONSIDINE    | President                     |
| Martin D. Considine        |                               |
| /s/ WALTER L. HAWKINS, JR. | Senior Vice President Finance |
| Walter L. Hawkins, Jr.     |                               |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

MIDCO SUPPLY AND EQUIPMENT CORPORATION

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| Signature  | Title   |
|--|---|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes       | President   |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz                 | Senior Vice President Finance and<br><br>Administration |
| /s/ WALTER L. HAWKINS, JR.<br><br>Walter L. Hawkins, Jr. | Director  |
| /s/ JOHN F. QUINN, JR.<br><br>John F. Quinn, Jr.         | Director  |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

MIDWEST COAL ACQUISITION CORP.

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| Signature                                       | Title   |
|---|---|
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz        | Senior Vice President Finance and<br><br>Administration |
| /s/ MARC E. HATHHORN<br><br>Marc E. Hathhorn    | President and Director                                  |
| /s/ CHARLES F. MEINTJES<br><br>Charles Meintjes | Director  |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

MIDWEST COAL RESERVES OF ILLINOIS, LLC

By: AMERICAN LAND HOLDINGS OF ILLINOIS, LLC, its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                                   | <b>Title</b>  |
|--|---|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes | President   |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz           | Senior Vice President Finance and<br><br>Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

MIDWEST COAL RESERVES OF INDIANA, LLC

By: AMERICAN LAND HOLDINGS OF INDIANA,  
LLC, its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                                   | <b>Title</b>  |
|--|---|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes | President   |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz           | Senior Vice President Finance and<br><br>Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

MOFFAT COUNTY MINING, LLC

By: PEABODY COLORADO OPERATIONS, LLC,  
its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                                   | <b>Title</b>  |
|--|---|
| /s/ CHARLES F. MEINTJES<br><br>Charles F. Meintjes | President   |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz           | Senior Vice President Finance and<br>Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

MUSTANG ENERGY COMPANY, LLC

By: PEABODY ELECTRICITY, LLC,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>           | <b>Title</b>                  |
|----------------------------|-------------------------------|
| /s/ MARTIN D. CONSIDINE    | President                     |
| Martin D. Considine        |                               |
| /s/ WALTER L. HAWKINS, JR. | Senior Vice President Finance |
| Walter L. Hawkins, Jr.     |                               |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

NEW MEXICO COAL RESOURCES, LLC

By: PEABODY INVESTMENTS CORP.,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>   | <b>Title</b>                      |
|--------------------|-----------------------------------|
| /s/ GUY B. BROWN   | President                         |
| Guy B. Brown       |                                   |
| /s/ AMY B. SCHWETZ | Senior Vice President Finance and |
| Amy B. Schwetz     | Administration                    |



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

PACIFIC EXPORT RESOURCES, LLC

By: PEABODY INVESTMENTS CORP.,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>       | <b>Title</b>                      |
|------------------------|-----------------------------------|
| /s/ MICHAEL L. SIEBERS | President                         |
| Michael L. Siebers     |                                   |
| /s/ AMY B. SCHWETZ     | Senior Vice President Finance and |
| Amy B. Schwetz         | Administration                    |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

PEABODY AMERICA, INC.

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| Signature  | Title   |
|--|---|
| /s/ GUY B. BROWN<br><br>Guy B. Brown                       | President and Director                                  |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz                   | Senior Vice President Finance and<br><br>Administration |
| /s/ GEORGE J. SCHULLER, JR.<br><br>George J. Schuller, Jr. | Director  |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

PEABODY ARCHVEYOR, L.L.C.

By: PEABODY INVESTMENTS CORP.,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>        | <b>Title</b>                      |
|-------------------------|-----------------------------------|
| /s/ CHARLES F. MEINTJES | President                         |
| Charles F. Meintjes     |                                   |
| /s/ AMY B. SCHWETZ      | Senior Vice President Finance and |
| Amy B. Schwetz          | Administration                    |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

PEABODY ARCLAR MINING, LLC

By: PEABODY MIDWEST MINING, LLC,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                         | <b>Title</b>  |
|--|---|
| /s/ MARC E. HATHHORN<br>Marc E. Hathhorn | President   |
| /s/ AMY B. SCHWETZ<br>Amy B. Schwetz     | Senior Vice President Finance and<br>Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

PEABODY BEAR RUN MINING, LLC

By: PEABODY MIDWEST OPERATIONS, LLC,  
its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| Signature                                    | Title   |
|--|---|
| /s/ MARC E. HATHHORN<br><br>Marc E. Hathhorn | President   |
| /s/ AMY B. SCHWETZ<br><br>Amy B. Schwetz     | Senior Vice President Finance and<br><br>Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

PEABODY BEAR RUN SERVICES, LLC

By: PEABODY MIDWEST SERVICES, LLC,

its Sole Member

By: /s/ JAMES A. TICHENOR

James A. Tichenor

Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 19<sup>th</sup> day of October, 2012 by the following persons in the capacities indicated:

| <b>Signature</b>                         | <b>Title</b>  |
|--|---|
| /s/ MARC E. HATHHORN<br>Marc E. Hathhorn | President   |
| /s/ AMY B. SCHWETZ<br>Amy B. Schwetz     | Senior Vice President Finance and<br>Administration |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 October 19, 2012.

PEABODY CABALLO MINING, LLC

By: PEABODY POWDER RIVER OPERATIONS,  
LLC,  
its Sole Member

By: /s/ JAMES A. TICHENOR  
James A. Tichenor  
Vice President and Treasurer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers whose signature appears below hereby constitutes and appoints Gregory H. Boyce, Michael C. Crews, Alexander C. Schoch and Kenneth L. Wagner, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said