

08-20-1998

FORM PTO-1594  
(Rev. 6-93)

RECC



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)  
Tab settings

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To the Assistant Commissioner for Trademarks:  
Please record the attached original documents or copy thereof.

MRD 8-17-98

1. Name of conveying party(ies):

Arch Mineral Corporation

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 4, 1997

2. Name and address of receiving party(ies)

Name: Arch Coal, Inc.

Internal Address: \_\_\_\_\_

Street Address: Cityplace One

City: St. Louis State: MO ZIP: 63141

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not located in the United States, a domestic representative designation is attached:  Yes  No

Designations must be prepared in agreement from assignor

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or Registration number(s):

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

1,999,823, registered September 10, 1996

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Richard L. Byrne

Internal Address: Webb Ziesenheim Bruening

Logsdon Crkin & Hanson, P.C.

Street Address: 700 Koppers Building

436 Seventh Avenue

City: Pittsburgh State: PA ZIP: 15219-1818

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) .....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Richard L. Byrne  
Name of Person Signing  
Registration No. 28,498

Signature

August 13, 1998  
Date

Total number of pages including cover sheet, attachments and document

10

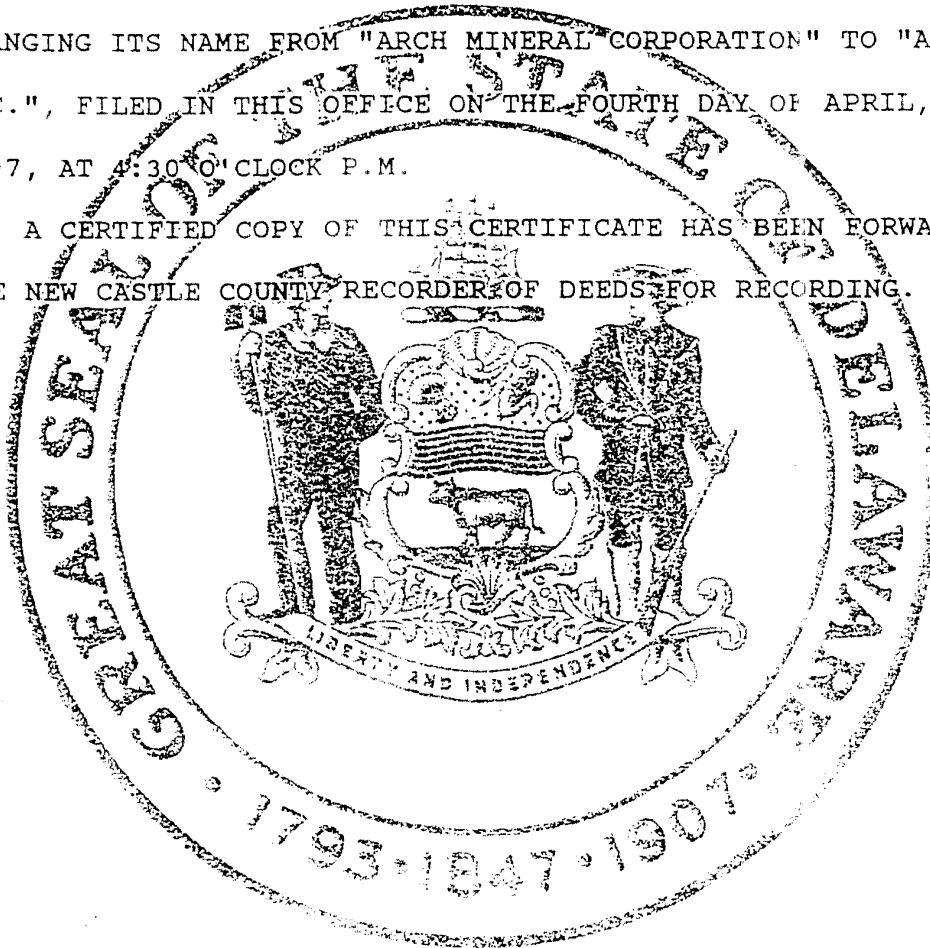
Mail documents to be recorded with required cover sheet information to:  
U.S. Patent and Trademark Office,  
Office of Public Records, Crystal Gateway 4, Room 335  
Washington, DC 20231

TRADEMARK  
REEL: 1770 FRAME: 0792

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ARCH MINERAL CORPORATION", CHANGING ITS NAME FROM "ARCH MINERAL CORPORATION" TO "ARCH COAL, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF APRIL, A.D. 1997, AT 4:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8409967  
DATE: 04-08-97

TRADEMARK  
REEL: 1770 FRAME: 0793

**RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ARCH MINERAL CORPORATION**

\*\*\*\*\*

ARCH MINERAL CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

1. The present name of the Corporation is ARCH MINERAL CORPORATION.
2. The original Certificate of Incorporation was filed with the Secretary of State on June 20, 1969.
3. This Restated Certificate of Incorporation, as hereinafter set forth in full, restates, integrates and amends the prior provisions of the Corporation's Certificate of Incorporation:

**RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**ARCH COAL, INC.**

**FIRST:** The name of the Corporation is Arch Coal, Inc. (hereinafter referred to as the "Corporation").

**SECOND:** The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which a Corporation may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Hundred Ten Million (110,000,000), which shall be divided into two classes as follows:

A. One Hundred Million (100,000,000) shares of Common Stock, the par value of which shares is One Cent (\$.01) per share; and

B. Ten Million (10,000,000) shares of Preferred Stock, the par value of which shares is One Cent (\$ 01) per share. The Corporation's Board of Directors is hereby expressly authorized to provide by resolution or resolutions

from time to time for the issuance of the Preferred Stock in one or more series, the shares of each of which series to have such voting rights and the terms and conditions for the exercise thereof, provided that the holders of shares of Preferred Stock (1) will not be entitled to more than the lesser of (x) one vote per \$100 of liquidation value or (y) one vote per share, when voting as a class with the holders of shares of other capital stock, and (2) will not be entitled to vote on any matter separately as a class, except to the extent required by law or as specified with respect to each series with respect to (x) any amendment or alteration of the provisions of this Certificate of Incorporation that would adversely affect the powers, preferences, or special rights of the applicable series of Preferred Stock or (y) the failure of the Corporation to pay dividends on any series of Preferred Stock in full for any six quarterly dividend payment periods, whether or not consecutive, in which event the number of directors may be increased by two and the holders of outstanding shares of Preferred Stock then similarly entitled shall be entitled to elect the two additional directors until full accumulated dividends on all such shares of Preferred Stock shall have been paid; and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or

restrictions thereof, as shall be permitted under the General Corporation Law of the State of Delaware and as shall be stated in the resolution or resolutions providing for the issuance of such stock adopted by the Board of Directors pursuant to the authority expressly vested in the Board of Directors in the Bylaws.

**FIFTH:** The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors consisting of such number of directors as is determined from time to time by resolution adopted by the affirmative vote of not less than two-thirds of the members of the entire Board of Directors; provided, however, that in no event shall the number of directors be less than three (3).

**SIXTH:** Except as otherwise fixed pursuant to the provisions of Article FOURTH hereof relating to the voting rights of the holders of any class or series of Preferred Stock:

1. In the election of directors, a holder of Common Stock who elects to cumulate votes shall be entitled to as many votes as equals the number of votes which (absent this provision as to cumulative voting) such holder would be entitled to cast for the election of directors with respect to such holder's shares of stock multiplied by the number of directors to be elected by such holder in such election, and such holder may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them, as such holder may see fit.

2. The affirmative vote of the holders of not less than two-thirds of the

shares of Common Stock voting thereon, in the manner and to the extent permitted in the Bylaws, shall be required to:

- (i) Adopt an agreement or plan of merger or consolidation;
- (ii) Authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation;
- (iii) Authorize the dissolution of the Corporation or the distribution of all or substantially all of the assets of the Corporation to its stockholders; or
- (iv) Amend, alter, supplement, repeal or adopt any provision inconsistent with Article FOURTH, Article FIFTH, this Article SIXTH or Article EIGHTH.

3. On all other matters, the affirmative vote of a majority of the shares of Common Stock voting thereon will be required unless a greater vote is required by law.

4. Voting by the stockholders for the election of directors or on any other matter need not be by written ballot.

**SEVENTH:** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation as therein provided.

**EIGHTH:** The Corporation hereby expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

**NINTH:** No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for

liability (i) for any breach of such director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which such director derived an improper personal benefit. No repeal of or amendment to this Article NINTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such repeal or amendment. If the General Corporation Law of the State of Delaware is amended to authorize corporate action further eliminating the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as amended.

**TENTH:** The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner from time to time prescribed herein and by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.



4. This Restated Certificate of Incorporation was duly adopted by the written action of the stockholders on April 4, 1997 in accordance with the applicable provisions of Sections 228 and 245 of the General Corporation Law of the State of Delaware and written notice of the adoption of this Restated Certificate of Incorporation has been given as provided by Section 228 of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

5. The Restated Certificate of Incorporation shall be effective as of 12:01 a.m. on June 30, 1997.

IN WITNESS THEREOF, said ARCH MINERAL CORPORATION has caused its corporate seal to be hereto affixed and this certificate to be signed by Steven F. Lerr, its President and Chief Executive Officer, and attested by Jeffrey N. Quinn, its Secretary, this 4th day of April, 1997.

ARCH MINERAL CORPORATION

By: Steven F. Lerr  
Steven F. Lerr, President and Chief  
Executive Officer

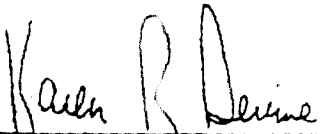
ATTEST:

By: Jeffrey N. Quinn  
Jeffrey N. Quinn, Secretary

State Of Missouri )  
 ) SS:  
County of St. Louis )

BE IT REMEMBERED that on this 4th day of April, 1997, personally came before me, a Notary Public in and for the County and State aforesaid, Steven F. Leer, President and Chief Executive Officer of Arch Mineral Corporation, a Corporation organized under the laws of the State of Delaware, and he duly executed said certificate to be his act and deed and the act and deed of said Corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Secretary of the Corporation is the corporate seal of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

  
\_\_\_\_\_  
Notary Public

My commission expires:  
KAREN R DEVINE  
NOTARY PUBLIC STATE OF MISSOURI  
ST. LOUIS COUNTY  
\_\_\_\_\_  
MY COMMISSION EXP. MAR. 20, 1999

1 XCON-AMCOPR01 11/18/1997 4:41:51 PM SOLUTIONS/STC/RT/WB/TC/MP.MY