



CLOUD PEAK
ENERGY®

Lease By Application

Presented To:

**United States Department of the Interior
Bureau of Land Management
5001 Southgate Drive
Billings, MT 59101-4669**

Prepared By:

**Spring Creek Coal LLC
P.O. Box 67
Lakeshore Drive
Decker, MT 59025**

February 8, 2013

LEASE BY APPLICATION

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LEASE BY APPLICATION

Spring Creek Coal LLC, with this application, hereby applies for a lease for mining coal contiguous to Spring Creek Coal LLC's Federal Leases MTM-069782 and MTM-094378, State Lease C-1088-05, fee coal and un-leased State coal which, for purposes of this application, shall be called the LBA II Tract, containing federal coal deposits underlying 1602.57 surface acres. The geologic resource within the proposed LBA II Tract contains approximately 198.2 million tons of mineable coal and is located adjacent to the Spring Creek Mine. Developing this coal resource would extend the life of the existing operation, generating additional Federal, State and County royalty rental, and tax revenues.

The application must include the applicant's name and address and a signed statement containing the names of all parties in interest in the application. Any application for a lease must also include a signed statement showing that the applicant does not hold, own, or control leases on more than 75,000 acres in one state, or not more than 150,000 acres in the United States at the time of application (Public Law 106-463 and 30 U.S.C.A. 184(a)(2)).

APPLICANT: Spring Creek Coal LLC

ADDRESS: Spring Creek Coal LLC
P.O. Box 67
Lakeshore Drive
Decker, MT 59025

A qualification statement in Appendix A certifies that neither the Applicant nor its affiliates hold, own, or control Federal leases on more than 75,000 acres in one State, or more than 150,000 acres in the United States at the time of the application.

Pursuant to 43 CFR 3472, a statement and proof of the applicant's qualifications to take and hold interests in leases, lands, applications, bids, permits, and licenses with respect to deposits of coal in, on, and under lands of the United States is required.

A statement of Spring Creek Coal LLC's qualifications is enclosed.

The Application must include a complete and accurate description of the affected lands. The land must be described in the application by legal subdivision, if surveyed; by section, township, and range if on approved protraction diagrams; or by metes and bounds, if un-surveyed (43 CFR 3471).

The proposed LBA II Tract contains 1602.57 acres more or less, all located in Bighorn County, Montana, as described in Table 1 and illustrated on Plate 1. Land descriptions and acreage estimates are based on approved U.S. Department of Interior, Bureau of Land Management plats filed in Billings, Montana.

The applicant has submitted, as part of the application, preliminary data to assist the authorized officer in preparing an environmental analysis as described in 43 CFR 3425.3. This submission includes the following items:

- (1) A map, or maps, containing the information specified in 43 CFR 3425.1-7(b)(1). A map, or maps, showing the topography, physical features and natural drainage patterns, existing roads, vehicular trails, utility systems; the location of any proposed exploration operations, including seismic lines and drill holes; to the extent known, the location of any proposed mining operations and facilities, trenches, access roads or trails, and supporting facilities including the approximate location and extent of the areas to be used for pits, overburden, and tailings; and the locations of water sources or other resources that may be used in the proposed operations and facilities.**

Plate 1 shows the topography, physical features and natural drainage patterns, existing roads, vehicular trails, utility systems, and preliminary proposed mining operations with access and facilities. Plate 2 shows existing drill hole locations and Plate 3 shows the proposed mine progression.

- (2) A narrative statement containing the information specified in 43 CFR 3425.1-7(b)(2).**

(i) The anticipated scope, method and schedule of exploration operations, including the types of exploration equipment to be used;

Spring Creek Coal LLC has a Federal Coal Exploration License MTM101687 from the Bureau of Land Management to conduct drilling operations on lands contained within the proposed LBA II Tract. Data and maps from the completed drilling program, including the type of exploration equipment used, have been

and will continue to be forwarded to the Bureau of Land Management, as required under the terms of the Exploration License. The locations of existing drill holes within and around the LBA II Tract are located on Plate 2.

(ii) The method of mining anticipated including the best estimate of the mining sequence and production rate to be followed;

The proposed LBA II Tract area would be mined as a logical extension of Spring Creek Coal LLC's Spring Creek Mine and would utilize the same mining methods as those permitted for the Spring Creek Mine. The major activities of handling of overburden and mining of coal will primarily be conducted using draglines, shovels, and haulage trucks. The other activities, such as topsoil material handling, final grading, and reseeded will be handled by smaller equipment such as scrapers, dozers, graders and farm equipment. Spring Creek Coal LLC's Spring Creek Mine Permit C1979012 describes the mining equipment to be used in detail. This type of equipment will also be used for mining the LBA II Tract.

The proposed LBA II Tract mining sequence and annual coal production rates are shown on the accompanying Plate 2 and in Table 2, respectively. Please note that the mine plan information enclosed in this application is CONFIDENTIAL AND MAY NOT BE DISCLOSED UNDER THE FREEDOM OF INFORMATION ACT OR DEPARTMENT OF INTERIOR REGULATIONS. Plate 2 shows the proposed coal removal areas in the proposed LBA II Tract. Total mineable reserves within the LBA II Tract are estimated at 198.2 million tons.

(b) (4)
(b) (4) Estimated start of production will probably not occur before the year
(b) (4) Coal will be mined from the Anderson and Dietz coal seams.

Some of the lands (b) (4) acres more or less) included in the proposed LBA II Tract are (b) (4) In addition because of the (b) (4)

These lands are included in the proposed LBA II Tract to (b) (4)

(b) (4)

(iii) The relationship between the mining operations anticipated on the lands applied for and existing or planned mining operations, or support facilities on adjacent Federal or non-Federal lands;

The proposed LBA II Tract will be mined as a logical extension and an integral part of the permitted mining operation of Spring Creek Coal LLC's Spring Creek Mine. The proposed addition of the LBA II Tract reserves would allow Spring Creek Mine to increase its recoverable coal reserve base to a level that could sustain the present production rate for another 10 years. Detailed discussions of the operations are provided in the approved Spring Creek Coal LLC Mine Permit C1979012 on file at the Montana Department of Environmental Quality (MDEQ) and Office of Surface Mining (OSM) offices and the Resource Recovery and Protection Plans, which are on file at the Bureau of Land Management Billings Field Office. These permit documents are incorporated herein by reference to provide the necessary supporting detail for this section.

A separate leasing action is being proposed with the State of Montana for the unleased State of Montana coal in Section 16, T8S, R39E. This State of Montana coal, if leased to Spring Creek Coal LLC, would be mined in conjunction with the proposed LBA II Tract.

The surface within the proposed LBA II Tract is owned by the following entities: Spring Creek Coal LLC, Arrowhead I LLC, the United States of America lands administered by the Bureau of Land Management, Jeannette M. Davis and Florence Young. Surface Use & Lease Agreements are in place for use of the privately held surface for pre-mining exploration and post-lease mining activity. Table 3 and Plate 4 identify the surface ownership within and surrounding the proposed LBA II Tract.

(iv) A brief description, including maps or aerial photographs, as appropriate, of: The existing land use or uses within and adjacent to the lands applied for; known geologic, visual, cultural, paleontological or archaeological features; wetlands and floodplains; and known habitat of fish and wildlife – particularly threatened and endangered species – any of which may be affected by the proposed or anticipated exploration or mining operations and related facilities;

The proposed LBA II Tract is located near the western edge of the Great Plains physiographic province within sight of the Bighorn Mountains. Surface drainage is from an ephemeral stream, which flows toward the Tongue River/Tongue River Reservoir. The Tongue River flows generally northeastward about 110 miles to its confluence with the Yellowstone River. The proposed LBA II Tract is in the southeast corner of Big Horn County, Montana, about sixteen miles north of the Montana-Wyoming State line and about 32 miles northeast of Sheridan, Wyoming. Sheridan, Ranchester, and Dayton, Wyoming and Busby and Lame Deer, Montana are the only communities of appreciable size within a radius of about 50 miles.

Spring Creek Coal LLC's Spring Creek Mine, which takes its name from the Spring Creek drainage, lies west of the Tongue River Reservoir. The Spring Creek Mine area currently spans approximately 14.3 square miles (mi²). Elevations range from about 4,070 feet (ft) to 3,847 ft above mean sea level (MSL) and slopes range from flat to 109 percent.

Baseline evaluations have begun for the proposed LBA II Tract and the proposed study area(s). A proposed study plan has been discussed with the BLM personnel in prior meetings. These evaluations will continue through spring and summer 2013 and should be available by the fall of 2013.

Land Use & Geology & Visual Features

The principal land use within the proposed LBA II Tract is livestock grazing. Secondary land uses are oil and gas production and wildlife habitat. The Bureau of Land Management has completed an Environmental Impact Statement and

several Environmental Assessments for the Spring Creek Mine and the neighboring areas. These studies, which include lands within and adjacent to the proposed LBA II Tract, demonstrate that there are no significant geological features in the area. The only man-made visual feature is Montana State Highway 314, which is not anticipated to be disturbed. The Bighorn Mountains are visible to the west of the minesite.

Cultural, Paleontological or Archeological Features

Research of potential prehistoric sites of significance is being reviewed. There are nine (9) known archeological sites that are within the proposed LBA II Tract, that have been identified during previous studies. Based on current information, none of these sites are eligible for listing on the National Register of Historic Places (NRHP). However, cultural resource reviews have not been completed on the entire proposed LBA II Tract. The cultural resource study should be completed for the balance of the proposed lease area by the fall of 2013.

If any eligible sites are identified during cultural resources reviews of the proposed LBA II Tract, treatment of these sites will be addressed under the appropriate procedures established by BLM, the Office of Surface Mining, and the Montana State Historical Preservation Officer (SHPO), and the Montana Department of Environmental Quality (MDEQ). Locations and accompanying baseline studies for any sites that are determined in the future to be eligible for NRHP listing will, upon BLM request, be provided under a separate cover in order to comply with the confidentiality interests surrounding such sites.

Wetland & Floodplain Features

The proposed LBA II Tract lies on the high plains of southeastern Montana. Two ephemeral drainages are located within the proposed LBA II Tract and would be mined through and re-established in accordance with all applicable environmental regulations and stipulations.

The proposed LBA II Tract is located within the Spring Creek and Pearson Creek watersheds. Spring Creek and Pearson Creek are ephemeral tributaries of the Tongue River watershed. The main surface water features within and adjacent to the area proposed for mining activities include the Tongue River Reservoir, North Fork Spring Creek, South Fork Spring Creek, Spring Creek, Pearson Creek, South Fork Pearson Creek, Squirrel Creek and Monument Creek.

The climate of the area is classified as semi-arid, since the mean annual precipitation is approximately 9 inches. With this limited moisture and the upland topography of the area there are few to no wetlands.

Fish & Wildlife

Spring Creek Coal LLC has collected extensive wildlife data. The initial baseline inventory on the existing Spring Creek mine area was conducted in 1976 and 1977 in relation to the permit application for the present Spring Creek Mine. Annual monitoring was initiated in 1978 and continues at present.

The Applicant conducts annual wildlife monitoring for big game, upland game birds, raptors, waterfowl, bats, lagomorphs, and herptiles within all of the proposed LBA II Tract as part of its approved wildlife monitoring program. To the best of Spring Creek Coal LLC's knowledge, there are no known threatened or endangered species in the proposed area. A biological assessment will be prepared in conjunction with the formal environmental analysis for this proposed LBA II lease tract. If necessary, the wildlife habitat areas will be addressed in the Spring Creek Coal LLC Mine Permit SMP79012 prior to mining.

Pronghorn antelope, mule deer, and white-tailed deer are the big game species which are common year round residents of the Spring Creek Mine area. As part of the MDEQ approved wildlife monitoring plan, winter aerial surveys are conducted over the Spring Creek Mine area to document big game distribution, population trends, and habitat use.

Year round mammals common to the Spring Creek study area include the porcupine, black-tailed prairie dog, Ord's kangaroo rat, plains harvest mouse, bushy-tailed woodrat, olive-backed pocket mouse, shrew, striped skunk, yellow bellied marmot, cottontail rabbit, white tailed jack rabbit, deer mouse, vole, house mouse, the least chipmunk, and five bat species (little brown bat, long-eared myotis, long-legged myotis, small-footed myotis, and western big-eared bat). The coyote, red fox, bobcat, raccoon, and badger are also year-round common residents. All of these species could potentially occur within the proposed LBA II Tract. BLM sensitive mammal species that could potentially occur in the area include the Townsend's big-eared bat, spotted bat, long-legged myotis, long-eared myotis, pallid bat, and black-tailed prairie dog. Black-tailed prairie dogs have been observed frequently in the wildlife study area.

Prior baseline studies show that 24 species of raptors nest, winter, or migrate through the region. The baseline studies showed that the wintering population consists of approximately six to eight species. Nesting raptors include red-tailed hawk, golden eagle, turkey vulture, osprey, burrowing owl, prairie falcon, and great horned owl. These species are monitored in conjunction with Spring Creek Coal LLC's approved raptor monitoring plan. BLM sensitive raptor species that could potentially occur in the area include the burrowing owl, ferruginous hawk, golden eagle, northern goshawk, Swainson's hawk, and peregrine falcon. All of these species have been observed in the wildlife study area.

Six species of game birds have been observed in the Spring Creek Mine area. These include the greater sage-grouse, sharp-tailed grouse, ring-necked pheasant, Merriam's wild turkey, mourning doves, and the gray partridge. Sage-grouse, sharp-tailed grouse, ring-necked pheasants, turkey, and gray partridge are year-round residents in the area. Long-term monitoring has documented that sage-grouse strutting grounds (leks) and important sage-grouse use areas are present in the wildlife study area. Sharp-tailed grouse are present in the wildlife

study area, using habitats with shrubs and trees for feeding and wintering and sagebrush/grasslands for nesting. A small population of gray partridge has occupied the Spring Creek Mine area in the past. No turkeys were observed within and adjacent to the Spring Creek Mine permit area although incidental observations of wild turkeys have occurred along the Tongue River and associated drainages. Mourning doves were seen regularly throughout the area during spring and summer. BLM sensitive game bird species that could potentially occur in the area include the greater sage-grouse.

Threatened and Endangered (T&E) animal species that could potentially occur in the area include the black-footed ferret, although this species has not been observed in the area.

Threatened and Endangered (T&E) plant species that could be present on the tract include the Ute ladies'-tresses orchid.

From the Montana Natural Heritage Program (MNHP) 2008 Plant Species of Concern (MNHP 2008), one vegetative species of concern was recorded during a 2006-2007 vegetation survey for the Pearson Creek Amendment Area. Barr's milkvetch (*Astragalus barrii*) has been identified as occurring in the area. Barr's milkvetch is listed as sensitive under the BLM classification. Barr's milkvetch has a S3 state rank (potentially at risk because of limited range, population and/or habitat). The 2006-2007 vegetation surveys indicated that Barr's milkvetch was broadly distributed, if not abundant. Two other S1 ranked species (at high risk because of extremely limited and/or rapidly declining population numbers, range and/or habitat) have been observed in southeastern Montana. The woolly twinpod (*Physaria didymocarpa* var. *lanata*) has been observed during baseline studies of the Spring Creek Mine area, but Nuttall desert-parsley (*Lomatium nuttallii*) has not been observed in the Spring Creek Mine area.

(v) A brief description of the proposed measures to be taken to control or prevent fire and to mitigate or prevent soil erosion, pollution of surface and ground water, damage to fish and wildlife or other natural resources, air and noise pollution, adverse impacts to the social and infrastructure systems of local communities, and hazards to public health and safety; reclaim the surface; and meet other applicable laws and regulations. The applicant may submit other pertinent information that the applicant wishes to have considered by the authorized officer;

The fire control program at Spring Creek Coal LLC is described in the Mine Permit C1979012 document. At the proposed LBA II Tract, as in the Spring Creek Mine, quantities of blasted coal in the proposed operations will be kept to a minimum at the exposed coal faces. All blasting operations will be conducted in conformance to MDEQ regulations and the Spring Creek Coal LLC Mine Permit SMP79012. Should fires occur, the “hot-spots” will be removed and/or extinguished by dozers and/or other mobile equipment.

Minimization of soil loss during mining is addressed in the Mine Permit. Similar minimization techniques will be utilized for the proposed LBA II Tract.

Surface and groundwater pollution control and monitoring programs have been established for both surface and groundwater at Spring Creek Coal LLC. Procedures are outlined in the Mine Permit to minimize any potential impacts. Similar control and monitoring programs will be utilized for the proposed LBA II Tract.

Given the remote location of the proposed LBA II Tract, and its proximity to the existing Spring Creek Mine, no adverse impacts to the social and infrastructure system of local communities will occur. There will be no hazards to the public.

Reclamation procedures have been established at Spring Creek Coal LLC’s Spring Creek Mine. Procedures are described in the Reclamation Plan of the Mine Permit. Similar reclamation procedures will be utilized for the proposed LBA II Tract.

(vi) A statement which describes the intended use of the coal covered by the [emergency] application;

This application has been submitted by the Applicant as a maintenance tract and not for an emergency lease.

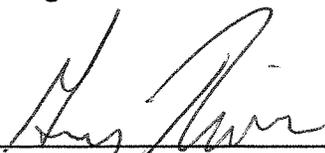
Coal mined at Spring Creek Coal LLC's Spring Creek Mine is used for electrical power generation, industrial heating applications and for personal use. Coal mined from the proposed LBA II Tract is also intended to be used for electrical power generation, industrial heating applications and personal use.

(vii) Any other information which will show that the application meets the requirements of this subpart;

The proposed LBA II Tract is not within a presently designated Bureau of Land Management coal lease tract. This LBA II Tract lies contiguous to Spring Creek Coal LLC's Federal Leases MTM-069782 and MTM-094378 and State Lease C-1088-05 and is immediately adjacent to the Spring Creek Mine, which constitutes a logical extension of the Spring Creek Mine mining operations.

The Resource Recovery and Protection Plans are currently on file at the Bureau of Land Management – District Office and are incorporated herein by reference. The Mine Permit C1979012 is currently on file at the MDEQ and OSM offices.

**APPLICANT:
Spring Creek Coal LLC**



Gary Rivenes
Executive Vice President and Chief Operating Officer



Date

Lease By Applification

Table 1
Lands Affected
(As shown on Plate 1, General Areas)

All in Big Horn County, MT

Township	Range	Section	Lot	Description	Aliquot Part	QQ	Q	Acres
8 South	39 East	8	---	ALL	S	NE	SE	20.00
8 South	39 East	8	---	ALL	S	NW	SE	20.00
8 South	39 East	8	---	ALL	---	SE	SE	40.00
8 South	39 East	8	---	ALL	---	SW	SE	40.00
8 South	39 East	9	---	ALL	S	NW	SW	20.00
8 South	39 East	9	---	ALL	---	SE	SW	40.00
8 South	39 East	9	---	ALL	---	SW	SW	40.00
8 South	39 East	17	---	ALL	---	NE	NE	40.00
8 South	39 East	17	---	ALL	---	NW	NE	40.00
8 South	39 East	17	---	ALL	N	SE	NE	20.00
8 South	39 East	17	---	ALL	N	SW	NE	20.00
8 South	39 East	35	---	ALL	---	---	NE	160.00
8 South	39 East	35	---	ALL	---	---	SE	160.00
9 South	39 East	1	1	ALL	---	NE	NE	40.20
9 South	39 East	1	---	ALL	---	NW	NE	40.00
9 South	39 East	1	2	ALL	---	SE	NE	40.58
9 South	39 East	1	---	ALL	---	SW	NE	40.00
9 South	39 East	1	---	ALL	---	---	NW	160.00
9 South	39 East	1	3	ALL	---	NE	SE	40.39
9 South	39 East	1	4	ALL	---	SE	SE	39.92
9 South	39 East	1	---	ALL	E	NW	SE	20.00
9 South	39 East	1	---	ALL	E	SW	SE	20.00
9 South	39 East	2	---	ALL	---	---	NE	160.00
9 South	40 East	6	5	ALL	---	SW	NW	37.12
9 South	40 East	6	---	ALL	S	SE	NW	20.00
9 South	40 East	6	---	ALL	---	NE	SW	40.00
9 South	40 East	6	6	ALL	---	NW	SW	37.16
9 South	40 East	6	---	ALL	---	SE	SW	40.00
9 South	40 East	6	7	ALL	---	SW	SW	37.20
9 South	40 East	6	---	ALL	NW	NW	SE	10.00
9 South	40 East	6	---	ALL	S	NW	SE	20.00
9 South	40 East	6	---	ALL	S	NE	SE	20.00
9 South	40 East	6	---	ALL	---	SW	SE	40.00
9 South	40 East	6	---	ALL	---	SE	SE	40.00
Lease by Application Tract Containing								1602.57

Lease By Application

Table 2
Coal Production ⁽¹⁾

Year	Mineable (MTons)	Recoverable ⁽²⁾ (MTons)
(b)	(b)	(4)
TOTAL	198.19	(b) (4)

Notes:

(1)

(b) (4)

(2)

THE ENCLOSED INFORMATION CONTAINS CONFIDENTIAL AND PRIVILEGED COMMERCIAL AND FINANCIAL INFORMATION AND PROTECTED TRADE SECRETS. THE INFORMATION CONTAINED HEREIN MAY NOT BE DISCLOSED UNDER THE FEDERAL FREEDOM OF INFORMATION ACT, 5 U.S.C. § 552(b)(4), AND DEPARTMENT OF INTERIOR REGULATIONS, 43 C.F.R. PART 2, APPX. E.

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Lease By Application

Table 3
Affected and Surrounding Surface Owners
(As shown on Plate 4, Surface Ownership)

Last Name	First Name	Street Address	City, State	ZIP Code
Davis	Jeannette M.	1815 N Mariposa Ln.	Billings, MT	59102-2348
Young	Florence	Box 15 HC 59	Decker, MT	59025
State of Montana		1625 Eleventh Ave.	Helena, MT	59601-4600
USA	BLM	PO Box 36800	Billings, MT	59107-6800
Decker Coal Company		PO Box 12	Decker, MT	590250012
Arrowhead I LLC		PO Box 3009	Gillette, WY	82717
Spring Creek Coal LLC		PO Box 67 Lakeshore Drive	Decker, MT	59025

Appendix A
To

Lease By Application

Qualification Statement

**COAL LEASE APPLICATION
SPRING CREEK COAL LLC**

QUALIFICATIONS STATEMENT

43 CFR 3472.1-2

Neither Spring Creek Coal LLC, a Delaware limited liability company, nor any subsidiary or affiliate of Spring Creek Coal LLC, now owns, holds, or controls, or with the area applied for in the Lease By Application (proposed LBA II Tract), will hold, own, or control federal coal leases, lease modification applications, or bids on more than 75,000 acres of Federal lands in any one state nor more than 150,000 acres of Federal lands in the United States, as provided for in the Coal Market Competition Act of 2000 (Public Law 106-463) and 30 U.S.C.A. § 184 (a).

43 CFR 3472.2-1

Spring Creek Coal LLC is the sole party in interest in the lease application for the proposed LBAII Tract.

43 CFR 3472.2-2(b)

If the applicant of bidder for a lease or license to mine is a corporation, it shall submit statements showing:

(1) The state of incorporation:

Spring Creek Coal LLC is formed in the State of Delaware.

(2) That the corporation is authorized to hold leases or licenses to mine:

Spring Creek Coal LLC presently holds and is authorized to hold federal coal leases.

(3) The names of the officers authorized to act on behalf of the corporation:

Appendix A contains a list of all officers of Spring Creek Coal LLC.

(4) The percentage of the corporation's voting stock and all of the stock owned by aliens or those having addresses outside of the United States:

Zero (0) percent of Spring Creek Coal LLC's stock is owned by aliens or those having addresses outside of the United States.

(5) The name, address, citizenship and acreage holdings of any stockholder owning or controlling 10 percent or more of the corporate stock of any class:

NERCO Coal LLC, a Delaware limited liability company, owns 100% of the stock of Spring Creek Coal LLC. None of NERCO Coal LLC's stock is owned by aliens or those having addresses outside of the United States. NERCO Coal LLC does not, either directly or indirectly through subsidiaries, affiliates, or persons controlled by or under common control with NERCO Coal LLC, hold, own or control Federal coal leases, lease modification applications, or bids on more than 75,000 acres of Federal lands in any one state nor more than 150,000 acres of Federal lands in the United States. NERCO Coal LLC's address is 505 South Gillette Avenue, PO Box 3009, Gillette, WY 82717-3009.

The undersigned certifies that the above information is true and correct to his best belief and knowledge.

SPRING CREEK COAL LLC

By:  2/13/13
Gary Rivenes Date
Executive Vice President and Chief Operating Officer

SPRING CREEK COAL LLC
SECRETARY'S CERTIFICATE

As Secretary of Spring Creek Coal LLC, a Delaware limited liability company (the "Company"), I, Amy J. Stefonick, certify that pursuant to resolutions adopted by the Company's Board of Directors, Gary S. Rivenes was appointed to the office of Executive Vice President and Chief Operating Officer of the Company as of August 12, 2010, and continues to serve in such position on the date hereof.

I further certify that in his position, Mr. Rivenes is authorized, for and on behalf of the Company, to execute such documents as in his judgment are appropriate and necessary, including specifically, but not limited to, agreements, contracts, deeds, leases, permit applications and permit revisions affecting the Company's ownership of, or mining operations upon or beneath, or otherwise relating to, real property.

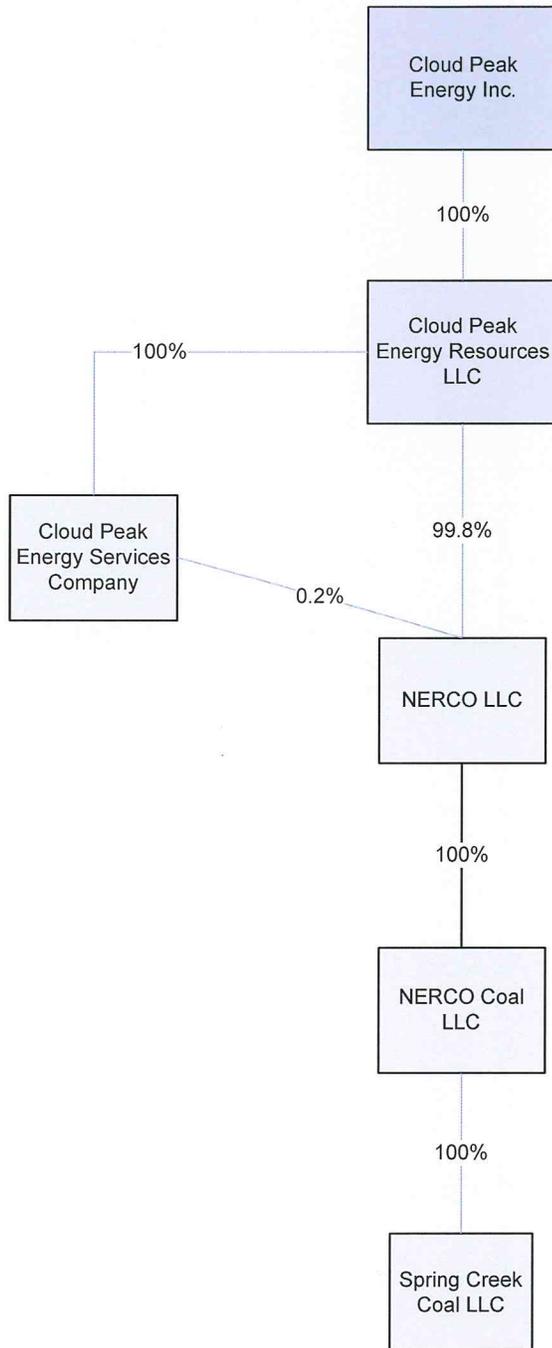
DATED AND SEALED this 13th day of February, 2013.





AMY J. STEFONICK

Corporate Organization of
Spring Creek Coal LLC and Affiliates
February 8, 2013



Spring Creek Coal LLC
Federal Identification No. 93-0678948
AVS Entity No. 248275
as of February 8, 2013

Entity No.	Person	Title	Begin Date	End Date
157934	Adrian Nicholas H Taylor	Senior Vice President, Technical Services	8/12/2010	
156198	Amy J Stefonick	Corporate Secretary	8/12/2010	
151629	Angela Fuller	Director Operational Accounting	8/12/2010	
247261	Bruce E Jones	General Manager	9/03/2008	
251343	Bryan J Pechersky	Senior Vice President and General Counsel	8/12/2010	
249725	Cary Martin	Senior Vice President, Human Resources	8/12/2010	
151579	Colin S Marshall	Director	9/03/2008	
151579	Colin S Marshall	President and Chief Executive Officer	9/03/2008	
155204	Gary S Rivenes	Director	6/09/2011	
155204	Gary S Rivenes	Executive Vice President and Chief Operating Officer	8/12/2010	
253190	Girish Hemrajani	Assistant Secretary	5/24/2012	
253190	Girish Hemrajani	Vice President, Treasury	4/30/2012	
251340	Heath A Hill	Vice President and Chief Accounting Officer	1/17/2011	
247469	James P Orchard	Senior Vice President, Marketing and Government Affairs	8/12/2010	
251341	Karla Kimrey	Vice President, Investor Relations	8/12/2010	
249727	Kim Parrish	Vice President, Tax	11/19/2009	
156199	Michael C Barrett	Director	9/03/2008	
156199	Michael C Barrett	Executive Vice President and Chief Financial Officer	8/12/2010	
253402	Sarabeth Ongun	Assistant Treasurer	9/10/2012	
148921	Todd A Myers	Senior Vice President, Business Development	8/12/2010	

NERCO Coal LLC
Federal Identification No. 93-0807859
AVS Entity No. 248194
as of February 8, 2013

Entity No.	Person	Title	Begin Date	End Date
157934	Adrian Nicholas H Taylor	Senior Vice President, Technical Services	8/12/2010	
156198	Amy J Stefonick	Corporate Secretary	8/12/2010	
151629	Angela Fuller	Director Operational Accounting	8/12/2010	
251343	Bryan J Pechersky	Senior Vice President and General Counsel	8/12/2010	
249725	Cary Martin	Senior Vice President, Human Resources	8/12/2010	
151579	Colin S Marshall	Director	9/02/2008	
151579	Colin S Marshall	President and Chief Executive Officer	9/02/2008	
155204	Gary S Rivenes	Executive Vice President and Chief Operating Officer	8/12/2010	
253190	Girish Hemrajani	Assistant Secretary	5/27/2012	
253190	Girish Hemrajani	Vice President, Treasury	4/30/2012	
251340	Heath A Hill	Vice President and Chief Accounting Officer	1/14/2011	
247469	James P Orchard	Director	9/02/2008	
247469	James P Orchard	Senior Vice President, Marketing and Government Affairs	8/12/2010	
251341	Karla Kimrey	Vice President, Investor Relations	8/12/2010	
249727	Kim Parrish	Vice President, Tax	11/19/2009	
156199	Michael C Barrett	Director	9/02/2008	
156199	Michael C Barrett	Executive Vice President and Chief Financial Officer	8/12/2010	
253402	Sarabeth Ongun	Assistant Treasurer	9/10/2012	
148921	Todd A Myers	Senior Vice President, Business Development	8/12/2010	

NERCO LLC
Federal Identification No. 90-0633907
AVS Entity No. 248525
as of February 8, 2013

Entity No.	Person	Title	Begin Date	End Date
157934	Adrian Nicholas H Taylor	Senior Vice President, Technical Services	8/17/2010	
156198	Amy J Stefonick	Corporate Secretary	8/17/2010	
151629	Angela Fuller	Director Operational Accounting	8/17/2010	
251343	Bryan J Pechersky	Senior Vice President and General Counsel	8/17/2010	
249725	Cary Martin	Senior Vice President, Human Resources	8/17/2010	
151579	Colin S Marshall	Director	8/22/2008	
151579	Colin S Marshall	President and Chief Executive Officer	8/22/2008	
155204	Gary S Rivenes	Executive Vice President and Chief Operating Officer	8/17/2010	
253190	Girish Hemrajani	Assistant Secretary	5/27/2012	
253190	Girish Hemrajani	Vice President, Treasury	4/30/2012	
251340	Heath A Hill	Vice President and Chief Accounting Officer	1/14/2011	
247469	James P Orchard	Director	8/22/2008	
247469	James P Orchard	Senior Vice President, Marketing and Government Affairs	8/17/2010	
251341	Karla Kimrey	Vice President, Investor Relations	8/17/2010	
249727	Kim Parrish	Vice President, Tax	11/19/2009	
156199	Michael C Barrett	Director	8/22/2008	
156199	Michael C Barrett	Executive Vice President and Chief Financial Officer	8/17/2010	
253402	Sarabeth Ongun	Assistant Treasurer	9/10/2012	
148921	Todd A Myers	Senior Vice President, Business Development	8/17/2010	

Cloud Peak Energy Resources LLC
Federal Identification No. 26-4073917
AVS Entity No. 249723
as of February 8, 2013

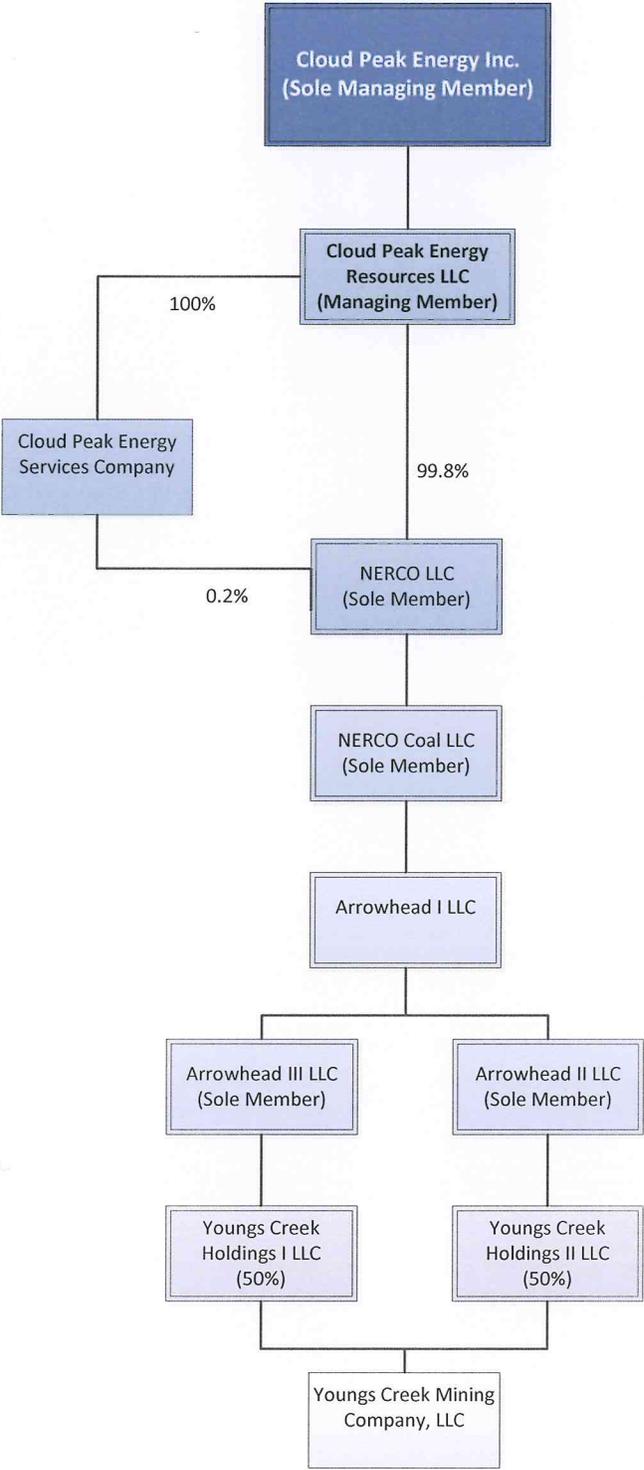
Entity No.	Person	Title	Begin Date	End Date
157934	Adrian Nicholas H Taylor	Senior Vice President, Technical Services	8/12/2010	
156198	Amy J Stefonick	Corporate Secretary	8/12/2010	
151629	Angela Fuller	Director Operational Accounting	8/12/2010	
251343	Bryan J Pechersky	Senior Vice President and General Counsel	8/12/2010	
249725	Cary Martin	Senior Vice President, Human Resources	8/12/2010	
	Cloud Peak Energy Inc.	Managing Member	11/19/2009	
151579	Colin S Marshall	President and Chief Executive Officer	8/19/2008	
155204	Gary S Rivenes	Executive Vice President and Chief Operating Officer	8/12/2010	
253190	Girish Hemrajani	Assistant Secretary	5/21/2012	
253190	Girish Hemrajani	Vice President, Treasury	4/30/2012	
251340	Heath A Hill	Vice President and Chief Accounting Officer	1/15/2011	
247469	James P Orchard	Senior Vice President, Marketing and Government Affairs	8/12/2010	
251341	Karla Kimrey	Vice President, Investor Relations	8/12/2010	
249727	Kim Parrish	Vice President, Tax	10/27/2009	
156199	Michael C Barrett	Executive Vice President and Chief Financial Officer	8/12/2010	
253402	Sarabeth Ongun	Assistant Treasurer	9/10/2012	
148921	Todd A Myers	Senior Vice President, Business Development	8/12/2010	

Cloud Peak Energy Inc.
Federal Identification No. 26-3088162
AVS Entity No. 251358
as of February 8, 2013

Entity No.	Person	Title	Begin Date	End Date
157934	Adrian Nicholas H Taylor	Senior Vice President, Technical Services	6/08/2010	
156198	Amy J Stefonick	Corporate Secretary	11/18/2009	
251343	Bryan J Pechersky	Senior Vice President and General Counsel	4/07/2010	
249725	Cary Martin	Senior Vice President, Human Resources	6/08/2010	
151579	Colin S Marshall	Director	7/31/2008	
151579	Colin S Marshall	President and Chief Executive Officer	10/27/2009	
155204	Gary S Rivenes	Executive Vice President and Chief Operating Officer	6/08/2010	
253190	Girish Hemrajani	Assistant Secretary	4/30/2012	
253190	Girish Hemrajani	Vice President, Treasury	4/30/2012	
251340	Heath A Hill	Vice President and Chief Accounting Officer	9/28/2010	
247469	James P Orchard	Senior Vice President, Marketing and Government Affairs	6/08/2010	
252380	James Voorhees	Director	3/11/2011	
251341	Karla Kimrey	Vice President, Investor Relations	11/18/2009	
123747	Keith Bailey	Director - Chairman of the Board	9/01/2009	
249727	Kim Parrish	Vice President, Tax	10/27/2009	
156199	Michael C Barrett	Executive Vice President and Chief Financial Officer	6/08/2010	
252858	Patrick Condon	Director	3/05/2012	
252382	Steven Nance	Director	1/05/2010	
148921	Todd A Myers	Senior Vice President, Business Development	7/06/2010	
251368	William Owens	Director	1/05/2010	
251356	William T Fox	Director	10/01/2009	

Arrowhead I LLC And Its Affiliates

February 8, 2013



All ownership percentages are 100% unless otherwise stated