

REPRESENTATIVE WORK

Corporate Services

Our corporate services attorneys have extensive experience in acquisitions and divestitures, business entity selection, and in every type of financing, including venture capital, private placements, initial public offerings, recapitalization and various forms of debt and equity issues for both private and public companies. Our experience in coal-related corporate matters includes the following:

- Represent a private company with coal mining, processing and sales operations in the United States and several foreign countries in connection with the contribution of its U.S. operations to a joint venture with a financial sponsor that will own or lease in excess of 600 million tons of recoverable coal reserves in Virginia, West Virginia, Kentucky, Pennsylvania and Colorado. The company expects to generate in excess of \$1 billion of annual revenue, produce in excess of 20 million tons of Appalachian coal, and broker sales of an additional 10 million tons of coal annually.
- Represented a joint venture of four publicly traded coal producers in the financing and construction of a major Eastern coal terminal, and continue to represent the venture in the operation of the terminal, the corporate structure of which has become a model for the industry.
- Represent the owner of significant eastern coal assets in all aspects of its operations, including the acquisition and sale of coal and coal-related assets.
- Acted as seller's counsel in all aspects of the successful sale of approximately 10,000 acres of coal and other natural resource reserves by the trustee holding the property, including all real estate, environmental, tax and fiduciary issues.
- Represent coal producers in all aspects of coal supply agreement negotiation and coal reserve acquisition and sale.
- Extensive experience in the energy trading markets, including contract drafting, negotiation and administration, with an emphasis on credit-related provisions and bankruptcy protections, as well as current experience in the utilization of master trading agreements in the coal industry.

- Represented the developer of coal properties in sale negotiations, estate planning and litigation.
- Handled all corporate, securities, tax and regulatory aspects of the corporate restructuring of a publicly traded coal lessor of extensive properties in eastern Kentucky.
- Negotiate and draft methane gas development agreements on a regular basis.
- Represented coal producer trade associations on legislative issues before federal and state regulatory and legislative bodies.

Real Estate & Environmental

Our real estate attorneys have experience in a wide range of traditional and non-traditional real estate transactions including acquisition, sale, leasing and financing transactions, as well as project finance, synthetic leases, sale-leasebacks, public-private partnerships, negotiation of local and state incentives, and privatization transactions. Our environmental lawyers have dealt with a range of issues from clean air to contaminated site resolution and redevelopment. We counsel clients on current environmental requirements as well as help them anticipate the next phase of regulatory programs and issues. Listed below are details of our coal experience in the real estate and environmental areas:

- Represent the owner of significant eastern coal assets in all aspects of its operations, including reclamation, real estate and environmental matters.
- Represent coal producers in significant environmental litigation on a regular basis, including acid mine run off, coal dust and nuisance cases.
- Provide complete mine development representation to several mid-sized eastern coal producers on a regular basis, including siting, permitting, design, compliance and enforcement, and reclamation matters.
- Defended and settled on favorable terms an action brought against a coal producer under the Clean Water Act for causing acid mine drainage.
- Successfully defended to directed verdict an action against a coal producer alleging the coal dust from its operations constituted a violation of the Clean Air Act and analogous state law.

- Provide special regulatory representation to operating coal producers on a regular basis, including proceedings before the Office of Surface Mining Reclamation and Enforcement, MSHA, the Department of Interior Office of Hearings and Appeals, numerous state regulatory agencies, and various U.S. district courts. This involved matters related to accidents, illegal discharge, water, noise and dust pollution, reclamation standards, license and permit suspension and revocation, coal theft, ownership and control permit blocking issues, designation of areas unsuitable for mining, injunctive relief and reclamation bond forfeitures, coal lease and mineral title issues.
- Represented coal developers in all aspects of coal reserve leasing, sales, acquisition and title matters.

Commercial Litigation

Our commercial litigation attorneys try matters before state, federal and local courts and administrative agencies; and in all arbitration forums, both domestic and international. Our coal team commercial litigators have worked extensively with coal clients. The following are examples of our representative work in this area:

- Represented numerous coal producers and utilities in disputes involving substantially all aspects of coal supply agreements, including price, tonnage, quality, mine opening matters, force majeure, transportation, termination, arbitration, damages and remedies.
- Represent one of the largest publicly traded Eastern coal producers in the country in all major litigation, including coal supply, acquisition, transportation and general commercial disputes.
- Represented several major eastern coal producers in significant litigation matters, including disputes involving coal supply agreements, coal leases, best efforts mining requirements, free access to reserves, and alleged nuisance from mining activities.
- Represent coal producers in all aspects of coal supply agreement litigation.

Labor & Employment

Our labor and employment attorneys counsel management on every aspect of the employment relationship. We advise clients on maintaining positive employee relations, while keeping them ahead of the litigation curve. We handle traditional labor issues dealing with unions, employment related anti-discrimination matters as well as MSHA matters. We counsel clients on a regular basis, and provide training for supervisors and personnel managers on ways to reduce the risk of discrimination charges, wage and hour and OSHA claims, and wrongful discharge suits. The following are examples of our labor and employment experience with coal clients:

- Represented several major eastern coal producers in significant labor matters, including injunction and damage actions against the UMWA, unfair labor practice charges, and employment discrimination suits.
- Represent clients in all aspects of MSHA enforcement actions on a regular basis, including preparation for inspections, handling of special civil and criminal investigations, and handling of cases before the Mine Safety and Health Review Commission and all appeals therefrom.
- Represent a coal producing holding company and its operating subsidiaries in labor and employment, federal contract compliance, and employee benefits matters.
- Represented a large, Eastern, publicly traded coal producer in labor and employment matters, including contract negotiations, grievance proceedings, employment discrimination and federal contract compliance investigations

Taxation & Employee Benefits

Our attorneys focus on the tax implications of business acquisitions, reorganizations and divestitures, international transactions, charitable giving and tax-exempt organizations; estate planning and administration; executive compensation arrangements; family businesses; state and local taxation; tax audits and controversies; and asset securitizations, REITs and financial products. Our employee benefits lawyers provide comprehensive employee benefits services to publicly held companies, and small and large privately held companies. Our coal team has worked on the following tax and benefits related issues for coal clients:

- Negotiate and draft Section 29 coal to synfuel asset purchase and sale agreements, host site, feedstock and synfuel off-take, facility development and facility operation agreements on a regular basis.
- Represent various parties with respect to federal and state tax issues unique to the mining and coal industries, including coal related tax credits, depletion allowances, sales tax exemptions and severance taxes.
- Represented a corporation in western Virginia on a variety of employee benefits related matters. In particular we consulted with them on disability issues, benefit plan design and administration, workers' compensation related issues, and benefit plan compliance with federal code and regulations.
- Acted as tax counsel to several precious and hard metals extraction companies.
- Acted as bond counsel on tax-exempt financings for the construction and refinancing of several coal terminals.
- Represent a coal producing holding company and its operating subsidiaries in employee benefits matters, including drafting, qualification, administration and ERISA litigation.

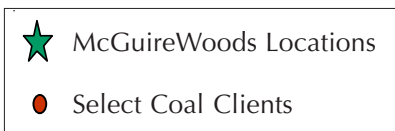
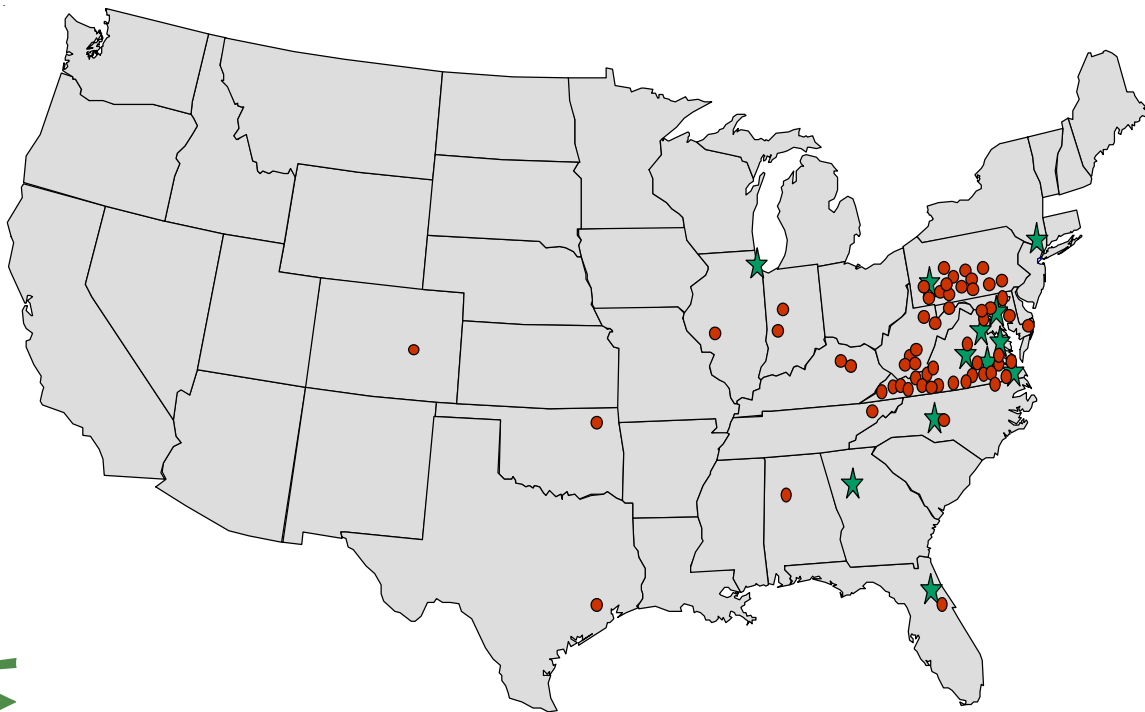
Financial Services

The McGuireWoods coal team has experience in creditors' rights and bankruptcy law, with substantial experience serving as bankruptcy counsel to public and nonpublic companies either filing for bankruptcy relief or considering a consensual resolution to financial issues. Our team also has substantial experience in representing clients in the acquisition of assets from companies having financial difficulties. Our coal-related experience includes the representation of debtors and creditors in coal company Chapter 11 bankruptcy proceedings, handling sale, environmental, regulatory and similar issues.

Products Liability

Our decades of experience defending products liability and toxic tort claims have established McGuireWoods' lawyers in a preeminent position in the United States. From single case to multi district mass tort and class action litigation, we have served as trial counsel and national coordinating counsel to companies engaged in a broad range of industry and commerce. Our representation of an international, publicly traded manufacturer of mining equipment in the products liability aspects of its business, included personal injury, property damage, business interruption and regulatory claims arising from mining accidents, explosions, fires and floods.

LOCATIONS OF SELECT COAL WORK



McGuireWoods offices are located throughout the eastern United States and enable our Coal Team members to work wherever our clients' needs arise.