

International Coal Group, Inc.
Form S-4/A
September 28, 2005

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As filed with the Securities and Exchange Commission on September 28, 2005

Registration No. 333-126156

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

**Amendment No. 1
to
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

INTERNATIONAL COAL GROUP, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
*(State or other jurisdiction
of Incorporation)*

1222
*(Primary Standard Industrial
Classification
Code Number)*

20-2641185
*(I.R.S. Employer Identification
Number)*

**2000 Ashland Drive
Ashland, Kentucky 41101
(606) 920-7400**
*(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive
Offices)*

**William D. Campbell
Vice President, Treasurer and Secretary
International Coal Group, Inc.
2000 Ashland Drive
Ashland, Kentucky 41101
(606) 920-7400**
(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent For Service)

**With copies to:
Randi L. Strudler, Esq.
Jones Day
222 East 41st Street
New York, New York 10017
(212) 326-3939**

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the reorganization described in the enclosed prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, 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(d) 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.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, SEPTEMBER 27, 2005

International Coal Group, Inc.

2000 Ashland Drive
Ashland, Kentucky 41101

, 2005

Dear ICG Shareholder:

International Coal Group has agreed to acquire Anker Coal Group, Inc. and CoalQuest Development LLC.

The transactions will be carried out through a holding company reorganization. In the reorganization, (1) the existing International Coal Group, Inc. changed its name to ICG, Inc., and (2) a new company will become the holding company for ICG, Anker and CoalQuest and adopt the name International Coal Group, Inc. Shareholders who acquired shares of old International Coal Group when it was organized in 2004 will receive shares of the new holding company in a one-for-one tax-free exchange. The directors and officers of old International Coal Group will become the directors and officers of the new holding company.

The reorganization is being completed to facilitate the acquisitions of Anker and CoalQuest, on a tax-deferred basis. ICG has received irrevocable proxies from holders of a majority of all issued and outstanding common stock authorizing ICG to vote those shares in favor of the reorganization. No further board or shareholder action is required to complete the reorganization and, therefore, we are not soliciting your vote.

If you oppose the reorganization, you are entitled to exercise rights of appraisal, which generally entitle shareholders to receive a cash payment equal to the judicially determined fair value of the ICG common stock in connection with the reorganization. A detailed description of the appraisal rights and procedures available to ICG shareholders is included in The Reorganization Appraisal Rights.

The conditions to the reorganization and Anker and CoalQuest acquisitions are complete, subject only to the issuance of shares of new International Coal Group being registered under the federal securities laws and other customary conditions, such as the absence of material litigation. As a result of the registration, all International Coal Group common shares held by former ICG shareholders will be freely tradable, other than shares beneficially owned by directors, officers and other affiliates. The new holding company also plans to sell common shares to the public in a registered public offering, although there is no assurance that the public offering will be completed.

Further shareholder approvals are not required to complete the reorganization or the acquisitions. Stock certificates which previously represented old International Coal Group common shares will represent shares of new International Coal Group after the transactions. As a consequence, shareholders need not do anything at this time. After the reorganization is effected, shareholders owning registered shares may have any legends removed unless they are held by directors, officers or other affiliates.

The attached prospectus provides you with detailed information about ICG, International Coal Group, the reorganization and the acquisitions. Please carefully review the entire prospectus, including the matters discussed under Risk Factors beginning on page 7 of the attached prospectus.

Wilbur L. Ross, Jr.
Chairman of the Board

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be offered pursuant to this prospectus or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

This prospectus is dated _____, 2005, and is first being mailed to shareholders on or about _____, 2005.

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REFERENCES TO ADDITIONAL INFORMATION

This prospectus incorporates important business and financial information about International Coal Group from other documents that are not included in or delivered with this prospectus. More information is available without charge to security holders upon written or oral request. Request should be made to International Coal Group at the following address or telephone number:

International Coal Group, Inc.

2000 Ashland Drive
 Ashland, Kentucky 41101
 (606) 920-7400

Attention: William D. Campbell

See Where You Can Find More Information.

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EXPLANATORY NOTE

In this prospectus, we sometimes refer to: as:

Acquisitions of each of Anker and CoalQuest Anker and CoalQuest acquisitions

Anker Coal Group, Inc. and its consolidated subsidiaries Anker

Proven and probable coal reserves, consisting of the part of a mineral deposit that can be economically and legally extracted or produced at the time of the reserve determination coal reserves

Inferred and indicated reserves, consisting of coal bearing bodies that have been sufficiently sampled and analyzed, but do not qualify as a commercially viable coal reserve as prescribed by SEC rules until a final comprehensive SEC prescribed evaluation is performed non-reserve coal deposits

CoalQuest Development LLC CoalQuest

Horizon NR, LLC (the entity holding the operating subsidiaries of Horizon Natural Resources Company) and its consolidated subsidiaries Horizon

ICG, Inc. ICG

International Coal Group, Inc. International Coal Group, we, our, us and similar terms

WL Ross & Co. LLC WLR

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QUESTIONS AND ANSWERS ABOUT THE REORGANIZATION AND ACQUISITIONS

Q: Who are ICG and International Coal Group?

A: ICG, Inc. is the current name of the entity formerly known as International Coal Group, Inc. when it acquired certain assets of Horizon Natural Resources Company in September 2004. In anticipation of the acquisitions of Anker and CoalQuest, International Coal Group, Inc. (now called ICG, Inc.) formed ICG Holdco, Inc. to act as the holding company for Anker, CoalQuest and itself. The name of ICG Holdco was changed to International Coal Group, Inc. After the reorganization, International Coal Group will own ICG and all former ICG shareholders will become International Coal Group shareholders.

Q: What is the purpose of the reorganization?

A: The reorganization is being completed to facilitate the acquisitions of Anker and CoalQuest on a tax-deferred basis. The reorganization will be on a tax-free basis for ICG shareholders. After the reorganization, former ICG shareholders, as well as former Anker shareholders and CoalQuest members will become shareholders of the new parent holding company, International Coal Group.

Q: What will I receive in the reorganization?

A: ICG shareholders will receive one International Coal Group common share for each ICG common share owned immediately prior to the reorganization. Existing stock certificates representing ICG common shares will represent International Coal Group common shares following the reorganization. You need not send your stock certificates to us.

Q: How does the reorganization relate to the proposed public offering?

A: Neither the reorganization nor the acquisitions are conditioned on the proposed public offering. However, the value of the shares to be issued in the Anker and CoalQuest acquisitions will be based on the public offering price if such offering is consummated prior to March 2006. See *The Reorganization* for more information on the calculation of the number of shares to be issued in connection with the acquisitions. The public offering will have no effect on the number of shares to be issued in the reorganization.

Q: Will the shares I receive in the reorganization be freely tradeable?

A: We expect that the shares being issued in this reorganization will be listed on the New York Stock Exchange under the symbol ICO. Unless you are an affiliate of International Coal Group, your International Coal Group common shares will not be subject to any restrictions on transfer under the federal securities laws.

Q: What are the tax consequences of the reorganization?

A: The reorganization and exchange of shares are intended to qualify as transactions in which no gain or loss is recognized by ICG shareholders for U.S. federal income tax purposes. In general, you will not be subject to U.S. federal income tax solely as a result of the receipt of shares of International Coal Group in exchange for your ICG common shares if you are a citizen or resident of the United States. However, you should consult your own tax advisor as to your particular U.S. federal, state, local and other tax consequences.

Q: What shareholder or other approvals are needed to approve the reorganization?

A: ICG has received irrevocable proxies from holders of a majority of all issued and outstanding common shares authorizing ICG to vote those shares in favor of the reorganization. No further board or shareholder action is required for the reorganization to be completed and, therefore, we are not soliciting your vote. Additionally, the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act, or HSR, has been terminated, and all other conditions to the closing of the acquisitions and reorganization, have occurred, other than the absence of material litigation and similar technical conditions such as the delivery of required closing documents.

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Q: What do I need to do now?

A: No further action by any shareholder is required to effect the reorganization. You do not need to send in your stock certificates. Your current ICG stock certificates will represent shares in International Coal Group following the reorganization.

Q: When do you expect the reorganization to be completed?

A: We expect to complete the reorganization on or about the same time that we complete the Anker and CoalQuest acquisitions. We intend to complete the reorganization and the acquisitions as soon as possible after the effectiveness of the registration statement of which this prospectus forms a part.

Q: What rights do I have if I oppose the reorganization?

A: Any holder of ICG common stock who otherwise complies with the requirements and procedures of Section 262 of the Delaware General Corporation Law, or DGCL, is entitled to exercise rights of appraisal, which generally entitle shareholders to receive a cash payment equal to the judicially determined fair value of the ICG common stock in connection with the reorganization. A detailed description of the appraisal rights and procedures available to ICG shareholders is included in The Reorganization Appraisal Rights.

Q: What is the purpose of this document?

A: This prospectus is part of a registration statement that registers the shares of International Coal Group that you will receive in connection with the reorganization under the federal securities laws. If you are not an affiliate of International Coal Group, the common shares you receive in the reorganization will not be subject to any transfer restrictions under the federal securities laws.

Q: Will my ownership interest be diluted?

A: Not by the reorganization in the reorganization, shares are being converted on a one-to-one basis, regardless of whether the proposed public offering is consummated. However, the issuance of shares in the acquisitions and the proposed public offering will result in increasing the number of International Coal Group common shares outstanding. This will have the effect of proportionately decreasing the percentage share ownership held by the existing ICG common shareholders who do not also have ownership interests in Anker and CoalQuest. As of June 30, 2005, there were 107,205,999 ICG common shares outstanding. The maximum number of ICG shares to be issued in connection with the Anker and CoalQuest acquisitions is 30,950,129, assuming the proposed public offering price is \$8.885 per share or less, subject to possible adjustments. As the following chart illustrates, the higher the offering price per share of International Coal Group common stock in the proposed public offering, the less International Coal Group common shares will be issued in connection with the Anker and CoalQuest acquisitions. The number of shares to be issued will continue to decrease if the proposed public offering price is greater than the \$16.00 shown below. The table does not reflect the impact of the proposed public offering the shares to be issued in the proposed public offering will further dilute existing shareholders proportionately.

International Coal Group common stock offering	\$ 8.885 or less	\$ 10.00	\$ 11.00	\$ 12.00	\$ 13.00	\$ 14.00	\$ 15.00	\$ 16.00
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price

ICG
common
shares issued
in Anker and
CoalQuest
acquisitions:

Without adjustments	30,950,129	27,500,000	25,000,000	22,916,667	21,153,846	19,642,857	18,333,333	17,187,500
With adjustments	29,824,670	26,500,000	24,090,909	22,083,333	20,384,615	18,928,571	17,666,667	16,562,501

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Q: How will the adjustment to the number of shares to be issued in the acquisition work?

A: The shares being issued in the Anker and CoalQuest acquisitions will be deposited with an escrow agent for the benefit of the holders of shares of Anker common stock and CoalQuest membership interests, until the final determination of the number of shares issuable on account of the acquisitions. These escrowed shares will be deemed outstanding from and after the effective time of the Anker and CoalQuest acquisitions; any dividends or distributions or other rights in respect of these shares will be added to and also held in escrow; and these escrowed shares will be voted in accordance with the instructions of the beneficial owners of those shares in accordance with their relative interest. If the shares deposited exceeds the finally determined number of shares to be issued in the Anker and CoalQuest acquisitions, the excess shares will be returned to International Coal Group.

Q: Who can help answer my questions about the reorganization?

A: If you would like additional copies of this document, or if you would like to ask any additional questions about the reorganization and the acquisitions, you should contact:

International Coal Group, Inc.
2000 Ashland Drive
Ashland, Kentucky 41101
(606) 920-7400
Attention: William D. Campbell

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SUMMARY

This summary highlights selected information from this document. It does not contain all of the information that is important to you. We urge you to carefully read the entire document and the other documents to which we refer in order to fully understand the reorganization and the related transactions. See Where You Can Find More Information. Each item in this summary refers to the page of this document on which that subject is discussed in more detail.

OVERVIEW

ICG was formed by WLR and other investors in May 2004 to acquire and operate competitive coal mining facilities. As of September 30, 2004, ICG acquired certain key assets of Horizon through a bankruptcy auction. These assets are high quality reserves strategically located in Appalachia and the Illinois Basin, are union free, have limited reclamation liabilities and are substantially free of other legacy liabilities. Due to ICG's initial capitalization, it was able to complete the acquisition without incurring a significant level of indebtedness. Consistent with the WLR investor group's strategy to consolidate profitable coal assets, ICG intends to acquire Anker and CoalQuest to further diversify its reserves.

The Reorganization

ICG is proposing to undergo a corporate reorganization to facilitate the combination of Anker and CoalQuest with ICG. In the corporate reorganization, ICG shareholders will receive one International Coal Group common share for each ICG common share owned immediately prior to the reorganization.

The Anker and CoalQuest Acquisitions

On March 31, 2005, ICG entered into an agreement to acquire Anker for the lesser of (1) 19,498,581 International Coal Group common shares and (2) the number of International Coal Group common shares equal to 173,250,000 divided by the price per share at which International Coal Group's stock is offered in the proposed public offering, subject to certain possible adjustments as described on page 62.

On March 31, 2005, International Coal Group also entered into an agreement to acquire CoalQuest, for the lesser of (1) 11,451,548 International Coal Group common shares and (2) the number of common shares equal to 101,750,000 divided by the price per share at which International Coal Group's common stock is offered in the proposed public offering.

The former Anker shareholders and CoalQuest members will be granted certain piggyback registration rights with respect to the International Coal Group common shares issued to them. For additional information on registration rights, see Description of International Coal Group Capital Stock Registration Rights.

INFORMATION ABOUT THE COMPANIES (Page 61)

ICG, Inc.

ICG is a leading producer of coal in Central Appalachia, with mining complexes located in Kentucky and West Virginia. ICG has a complementary mining complex located in the Illinois Basin. ICG acquired its current properties in 2004 from Horizon through a bankruptcy auction.

ICG's principal executive offices are located at 2000 Ashland Drive, Ashland, Kentucky 41101 and its telephone number is (606) 920-7400.

International Coal Group, Inc.

International Coal Group was formed in March 2005 to be ICG's new top-tier parent holding company following the reorganization. International Coal Group currently has no operations and no significant assets. Following the completion of the reorganization and acquisitions, International Coal Group will own, through ICG, all of the ICG business as well as Anker and CoalQuest.

International Coal Group's principal executive offices are located at 2000 Ashland Drive, Ashland, Kentucky 41101 and its telephone number is (606) 920-7400.

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Anker Coal Group and CoalQuest

Anker produces coal from mining complexes in West Virginia, Virginia, Maryland and Pennsylvania. It leases a majority of its coal reserves from CoalQuest. CoalQuest has no other material operations other than its leasing activity.

INTERNATIONAL COAL GROUP MANAGEMENT FOLLOWING COMPLETION OF THE REORGANIZATION AND ACQUISITIONS (Page 125)

The Board of Directors and executive officers of International Coal Group will be the same as the current Board of Directors and executive officers of ICG.

APPRAISAL RIGHTS (Page 109)

Under Section 262 of the Delaware General Corporation Law, record holders of ICG common shares are entitled to appraisal rights in connection with the reorganization. Failure to follow the procedures required by Section 262 of the DGCL for perfecting appraisal rights may result in the loss of appraisal rights. If an ICG shareholder withdraws his or her demand for appraisal or has his or her appraisal rights terminated, that holder of ICG common shares will only be entitled to receive the reorganization consideration consisting of one International Coal Group common share for one ICG common share.

ACCOUNTING TREATMENT (Page 111)

For accounting purposes, our reorganization will be accounted for as a transfer of assets and exchange of shares between entities under common control. As such, the transaction will be accounted for in a manner similar to a pooling-of-interests. Accordingly, the financial position and results of operations of ICG will be included in our consolidated financial statements on a historical cost basis.

EFFECTIVE TIME OF THE REORGANIZATION (Page 112)

The Anker merger and ICG reorganization will become effective upon the filing of certificates of merger with the Secretary of State of the State of Delaware or at such later time as may be agreed upon by ICG and Anker and as specified in the certificates of merger. The filing of the certificates of merger will occur as soon as practicable after the effectiveness of the registration statement of which this prospectus forms a part.

CONDITIONS TO COMPLETION OF THE REORGANIZATION (Page 114)

Substantially all of the conditions to the completion of the reorganization have been satisfied, other than the absence of material litigation and certain formal conditions such as the delivery of closing documents. The acquisitions and reorganization are not conditioned upon the completion of International Coal Group's proposed public offering and, in fact, are expected to be completed prior to the completion of such offering.

TERMINATION OF THE ANKER BUSINESS COMBINATION AGREEMENT (Page 115)

The Anker business combination agreement may be terminated by either party upon the happening of specified events, including by mutual consent and if the Anker merger and ICG reorganization have not occurred by April 2006.

COMPARISON OF SHAREHOLDERS' RIGHTS (Page 122)

The rights of ICG shareholders will change as a result of the reorganization and the listing of the common stock on NYSE. In general, the provisions being terminated provide special governance rights to the ICG shareholders who sponsored ICG's formation last year.

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SUMMARY HISTORICAL CONSOLIDATED AND PRO FORMA FINANCIAL DATA OF ICG

International Coal Group is a recently formed holding company which does not have any independent external operations, assets or liabilities, other than through its operating subsidiaries. Prior to the acquisition of certain assets of Horizon as of September 30, 2004, our predecessor, ICG, did not have any material assets, liabilities or results of operations. The summary historical consolidated financial data as of and for the period from May 13, 2004 to December 31, 2004 have been derived from the audited consolidated financial statements of ICG and the summary historical consolidated financial data as of and for the six months ended June 30, 2005 have been derived from ICG's unaudited consolidated financial statements. The following summary historical consolidated financial data as of and for the period January 1, 2004 to September 30, 2004, the year ended December 31, 2003 and the period May 10, 2002 to December 31, 2002 has been derived from the audited consolidated financial statements of Horizon (the predecessor to ICG for accounting purposes) and the summary historical consolidated financial statements for the six months ended June 30, 2004 have been derived from Horizon's unaudited consolidated financial statements. The summary historical consolidated financial data for the period January 1, 2002 to May 9, 2002 has been derived from the audited consolidated financial statements of AEI Resources (the predecessor to Horizon for accounting purposes). The financial statements for the predecessor periods have been prepared on a "carve-out" basis to include the assets, liabilities and results of operations of ICG that were previously included in the consolidated financial statements of Horizon. The financial statements for the predecessor periods include allocations of certain expenses, taxation charges, interest and cash balances relating to the predecessor based on management's estimates. The predecessor financial information is not necessarily indicative of the consolidated financial position, results of operations and cash flows of International Coal Group if it had operated during the predecessor periods presented. In the opinion of management, such financial data reflect all adjustments, consisting only of normal and recurring adjustments, necessary for a fair presentation of the results for those periods. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the full year or any future period.

The following summary unaudited pro forma consolidated financial data of ICG and its subsidiaries as of and for the year ended December 31, 2004 and the six months ended June 30, 2005 have been prepared to give pro forma effect to our corporate reorganization and our acquisitions of Horizon, Anker and CoalQuest, as if each had occurred on January 1, 2004, in the case of unaudited pro forma statement of operations data, and on June 30, 2005, in the case of unaudited pro forma balance sheet data. The successor balance sheet data and pro forma adjustments used in preparing the pro forma financial data reflect our preliminary estimates of the purchase price allocation to certain assets and liabilities. The pro forma financial data are for informational purposes only and should not be considered indicative of actual results that would have been achieved had the transactions actually been consummated on the dates indicated and do not purport to indicate balance sheet data or results of operations as of any future date or for any future period. You should read the following data in conjunction with "Unaudited Consolidated Pro Forma Financial Data of ICG," "Management's Discussion and Analysis of Financial Condition and Results of Operations of ICG" and the audited consolidated financial statements and related notes of each of ICG, Horizon (and its predecessors), Anker and CoalQuest, each included elsewhere in this prospectus.

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AEI Resources Predecessor to Horizon	Horizon Predecessor to ICG, Inc.			ICG, Inc.	Horizon Predecessor to ICG, Inc.	ICG, Inc.	ICG, Inc.	
Period from	Period from	Year Ended	Period	Period	Six Months Ended	Six Months Ended	Pro Forma Year Ended	Pro Forma Six Months Ended
January 1, 2002 to May 9, 2002⁽⁶⁾	May 10, 2002 to December 31, 2002⁽⁶⁾	December 31, 2003⁽⁶⁾	January 1, 2004 to September 30, 2004⁽⁶⁾	May 13, 2004 to December 31, 2004	June 30, 2004	June 30, 2005	December 31, 2004⁽⁴⁾	June 30, 2005⁽⁴⁾

(In
thousands)**Statement
of
operations
data:**

Revenues:

Coal sales revenues	\$ 136,040	\$ 264,235	\$ 441,291	\$ 346,981	\$ 130,463	\$ 233,307	\$ 289,763	\$ 624,120	\$ 368,272
Freight and handling revenues	2,947	6,032	8,008	3,700	880	3,005	4,384	15,996	10,502
Other revenues	21,183	27,397	31,771	22,702	4,766	15,491	13,117	33,696	16,911
Total revenues	160,170	297,664	481,070	373,383	136,109	251,803	307,264	673,812	395,685

Cost and expenses:

Freight and handling costs	2,947	6,032	8,008	3,700	880	3,005	4,384	15,996	10,502
Cost of coal sales and other revenues (exclusive of	114,767	251,361	400,652	306,429	113,707	201,628	234,261	564,723	314,085

depreciation, depletion and amortization shown separately below)									
Depreciation, depletion and amortization	32,316	40,033	52,254	27,547	7,943	19,003	18,307	46,054	24,733
Selling, general and administrative (exclusive of depreciation, depletion and amortization shown separately above)	9,677	16,695	23,350	8,477	4,194	4,819	13,941	17,257	17,271
(Gain)/loss on sale of assets	(93)	(39)	(4,320)	(226)	(10)	(240)	43	(236)	43
Writedowns and other items	8,323	729,953	9,100	10,018		10,518		10,018	
Total costs and expenses	167,937	1,044,035	489,044	355,945	126,714	238,733	270,936	653,812	366,634
Income (loss) from operations	(7,767)	(746,371)	(7,974)	17,438	9,395	13,070	36,328	20,000	29,051
Other income (expense):									
Interest expense	(36,666)	(80,405)	(145,892)	(114,211)	(3,453)	(75,723)	(6,784)	(16,368)	(8,723)
Reorganization items	787,900	(4,075)	(23,064)	(12,471)		(8,374)		(12,471)	
Other, net	499	1,256	187	1,581	898	571	1,625	8,329	4,826
Total interest and other income	751,733	(83,224)	(168,769)	(125,101)	(2,555)	(83,526)	(5,159)	(20,510)	

(expense)