

RENTRAK CORP
Form 10-Q
February 07, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 000-15159

RENTRAK CORPORATION
(Exact name of registrant as specified in its charter)

Oregon (State or other jurisdiction of incorporation or organization)	93-0780536 (I.R.S. Employer Identification No.)
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7700 NE Ambassador Place, Portland, Oregon (Address of principal executive offices)	97220 (Zip Code)
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Registrant's telephone number, including area code: 503-284-7581

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input checked="" type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common stock \$0.001 par value
(Class)

11,857,221
(Outstanding at February 1, 2013)

RENTRAK CORPORATION
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PART I

ITEM 1. FINANCIAL STATEMENTS

Rentrak Corporation and Subsidiaries

Condensed Consolidated Balance Sheets

(Unaudited)

(In thousands, except per share amounts)

	December 31, 2012	March 31, 2012
Assets		
Current Assets:		
Cash and cash equivalents	\$4,685	\$5,526
Marketable securities	21,483	22,227
Accounts and notes receivable, net of allowances for doubtful accounts of \$712 and \$649	12,354	14,260
Deferred tax assets, net	53	48
Other current assets	1,118	985
Total Current Assets	39,693	43,046
Property and equipment, net of accumulated depreciation of \$18,868 and \$17,032	12,493	10,846
Goodwill	5,085	5,101
Other intangible assets, net of accumulated amortization of \$2,213 and \$1,579	12,647	13,165
Other assets	777	723
Total Assets	\$70,695	\$72,881
Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts payable	\$6,476	\$5,291
Accrued liabilities	4,991	3,093
Accrued compensation	4,940	8,781
Deferred revenue and other credits	1,860	2,037
Total Current Liabilities	18,267	19,202
Deferred rent, long-term portion	1,670	1,819
Taxes payable, long-term	678	731
Deferred tax liability, long-term	71	79
Note payable and accrued interest	544	525
Total Liabilities	21,230	22,356
Commitments and Contingencies	—	—
Stockholders' Equity:		
Preferred stock, \$0.001 par value; 10,000 shares authorized; none issued	—	—
Common stock, \$0.001 par value; 30,000 shares authorized; shares issued and outstanding: 11,844 and 11,078	11	11
Capital in excess of par value	73,751	55,125
Accumulated other comprehensive income	255	341
Accumulated deficit	(25,541) (4,952
Total Stockholders' Equity attributable to Rentrak Corporation	48,476	50,525
Noncontrolling interest	989	—
Total Stockholders' Equity	49,465	50,525
Total Liabilities and Stockholders' Equity	\$70,695	\$72,881

See accompanying Notes to Condensed Consolidated Financial Statements.

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Rentrak Corporation and Subsidiaries
 Condensed Consolidated Statements of Operations
 (Unaudited)

(In thousands, except per share amounts)

	For the Three Months Ended December 31,		For the Nine Months Ended December 31,		
	2012	2011	2012	2011	
Revenue	\$24,948	\$22,211	\$70,662	\$	66,471
Cost of sales	13,847	11,590	37,343	35,229	
Gross margin	11,101	10,621	33,319	31,242	
Operating expenses:					
Selling and administrative	12,870	11,595	54,150	32,354	
Loss from operations	(1,769)	(974)	(20,831)	(1,112)	
Other income:					
Interest income, net	41	133	390	348	
Loss before income taxes	(1,728)	(841)	(20,441)	(764)	
Provision for income taxes	117	1,106	179	1,046	
Net loss	(1,845)	(1,947)	(20,620)	(1,810)	
Net loss attributable to noncontrolling interest	(31)	—	(31)		
				David J. Finnerty	President (Principal Executive Officer)

*
 John T. Drexler
 Vice President
 (Principal Financial and Accounting Officer)

*
 Jeffrey D. Addison
 Director

*
 C. Henry Besten, Jr.

*
 Director

*
 C. Henry Besten, Jr.

*
 Director

David B. Peugh

*By: /s/ Robert G. Jones Attorney-in-Fact June 18, 2010

Robert G.
Jones

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 the 18th day of June, 2010.

ARK LAND LT, INC.

By: /s/ John T. Drexler

Name: John T. Drexler

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* David J. Finnerty	President (Principal Executive Officer)	
* John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
* Jeffrey D. Addison	Director	
* C. Henry Besten, Jr.	Director	
* David B. Peugh	Director	
*By: /s/ Robert G. Jones Robert G. Jones	Attorney-in-Fact	June 18, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 the 18th day of June, 2010.

ARK LAND WR, INC.

By: /s/ John T. Drexler

Name: John T. Drexler

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President (Principal Executive Officer)	
David J. Finnerty		
*	Vice President (Principal Financial and Accounting Officer)	
John T. Drexler		
*	Director	
Jeffrey D. Addison		
*	Director	
C. Henry Besten, Jr.		
*	Director	
David B. Peugh		
*By: /s/ Robert G. Jones	Attorney-in-Fact	June 18, 2010
Robert G. Jones		

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 the 18th day of June, 2010.

ASHLAND TERMINAL, INC.

By: /s/ John T. Drexler

Name: John T. Drexler

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Calvin N. Hall	President (Principal Executive Officer)	
* John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
* C. Henry Besten, Jr.	Director	
* David N. Warnecke	Director	
* John A. Ziegler	Director	
*By: /s/ Robert G. Jones Robert G. Jones	Attorney-in-Fact	June 18, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 the 18th day of June, 2010.

CATENARY COAL HOLDINGS, INC.

By: /s/ John T. Drexler

Name: John T. Drexler

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Robert W. Shanks	President (Principal Executive Officer)	
* John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
* C. Henry Besten, Jr.	Director	
* John W. Eaves	Director	
* Steven F. Leer	Director	
*By: /s/ Robert G. Jones Robert G. Jones	Attorney-in-Fact	June 18, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 the 18th day of June, 2010.

COAL-MAC, INC.

By: /s/ John T. Drexler
Name: John T. Drexler
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Gary L. Bennett	President (Principal Executive Officer)	
* John T. Drexler	Director and Vice President (Principal Financial and Accounting Officer)	
* John W. Eaves	Director	
*By: /s/ Robert G. Jones Robert G. Jones	Attorney-in-Fact	June 18, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 the 18th day of June, 2010.

CUMBERLAND RIVER COAL COMPANY

Name: John T. Drexler
By: /s/ John T. Drexler
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Gaither Frazier	President (Principal Executive Officer)	
* John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
* C. Henry Besten, Jr.	Director	
* John W. Eaves	Director	
*By: /s/ Robert G. Jones Robert G. Jones	Attorney-in-Fact	June 18, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 the 18th day of June, 2010.

LONE MOUNTAIN PROCESSING, INC.

By: /s/ John T. Drexler
Name: John T. Drexler
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Thurman Holcomb	President (Principal Executive Officer)	
* John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
* John W. Eaves	Director	
* James E. Florczak	Director	
*By: /s/ Robert G. Jones Robert G. Jones	Attorney-in-Fact	June 18, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 the 18th day of June, 2010.

MINGO LOGAN COAL COMPANY

By: /s/ John T. Drexler
Name: John T. Drexler
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President (Principal Executive Officer)	
David Runyon		
*	Vice President (Principal Financial and Accounting Officer)	
John T. Drexler		
*	Director	
John W. Eaves		
*	Director	
James E. Florczak		
*By: /s/ Robert G. Jones	Attorney-in-Fact	June 18, 2010
Robert G. Jones		

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 the 18th day of June, 2010.

MOUNTAIN GEM LAND, INC.

By: /s/ John T. Drexler

Name: John T. Drexler

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President (Principal Executive Officer)	
David J. Finnerty		
*	Vice President (Principal Financial and Accounting Officer)	
John T. Drexler		
*	Director	
Jeffrey D. Addison		
*	Director	
C. Henry Besten, Jr.		
*	Director	
David B. Peugh		
*By: /s/ Robert G. Jones	Attorney-in-Fact	June 18, 2010
Robert G. Jones		

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 the 18th day of June, 2010.

MOUNTAIN MINING, INC.

By: /s/ John T. Drexler

Name: John T. Drexler

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Paul A. Lang	President (Principal Executive Officer)	
* John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
* C. Henry Besten, Jr.	Director	
* John W. Eaves	Director	
* Steven F. Leer	Director	
*By: /s/ Robert G. Jones Robert G. Jones	Attorney-in-Fact	June 18, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 the 18th day of June, 2010.

MOUNTAINEER LAND COMPANY

By: /s/ John T. Drexler
Name: John T. Drexler
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* David J. Finnerty	President (Principal Executive Officer)	
* John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
* Jeffrey D. Addison	Director	
* C. Henry Besten, Jr.	Director	
* David B. Peugh	Director	
*By: /s/ Robert G. Jones Robert G. Jones	Attorney-in-Fact	June 18, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 the 18th day of June, 2010.

OTTER CREEK COAL, LLC

By: /s/ John T. Drexler
Name: John T. Drexler
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President (Principal Executive Officer)	
William M. Rowlands		
*	Vice President (Principal Financial and Accounting Officer)	
John T. Drexler	Member	June 18, 2010
Arch Coal, Inc.		
By: /s/ John T. Drexler		
John T. Drexler Senior Vice President and Chief Financial Officer		
*By: /s/ Robert G. Jones	Attorney-in-Fact	June 18, 2010
Robert G. Jones		

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 the 18th day of June, 2010.

PRAIRIE HOLDINGS, INC.

By:

/s/ John T. Drexler

Name: John T. Drexler

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	Director and President (Principal Executive Officer)	
Paul A. Lang		
*	Vice President (Principal Financial and Accounting Officer)	
John T. Drexler		
*	Director	
John W. Eaves		
*	Director	
David P. Peugh		
*By: /s/ Robert G. Jones	Attorney-in-Fact	June 18, 2010
Robert G. Jones		

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 the 18th day of June, 2010.

WESTERN ENERGY RESOURCES, INC.

By: /s/ John T. Drexler

Name: John T. Drexler

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* David J. Finnerty	President (Principal Executive Officer)	
* John T. Drexler	Vice President (Principal Financial and Accounting Officer)	
* Jeffrey D. Addison	Director	
* C. Henry Besten, Jr.	Director	
* David B. Peugh	Director	
*By: /s/ Robert G. Jones Robert G. Jones	Attorney-in-Fact	June 18, 2010

EXHIBIT INDEX

Exhibit No.	Description
2.1	Purchase and Sale Agreement, dated as of December 31, 2005, by and between Arch Coal, Inc. and Magnum Coal Company (incorporated herein by reference to Exhibit 10.1 to Arch Coal, Inc. s Current Report on Form 8-K filed on January 6, 2006).
2.2	Amendment No. 1 to the Purchase and Sale Agreement, dated as of February 7, 2006, by and between Arch Coal, Inc. and Magnum Coal Company (incorporated by reference to Exhibit 2.1 to Arch Coal, Inc. s Annual Report on Form 10-K for the year ended December 31, 2005).
2.3	Amendment No. 2 to the Purchase and Sale Agreement, dated as of April 27, 2006, by and between Arch Coal, Inc. and Magnum Coal Company (incorporated herein by reference to Exhibit 2.1 to the Arch Coal s Quarterly Report on Form 10-Q for the period ended June 30, 2006).
2.4	Amendment No. 3 to the Purchase and Sale Agreement, dated as of August 29, 2007, by and between Arch Coal, Inc. and Magnum Coal Company (incorporated herein by reference to Exhibit 2.1 to Arch Coal, Inc. s Quarterly Report on Form 10-Q for the period ended September 30, 2007).
2.5	Agreement, dated as of March 27, 2008, by and between Arch Coal, Inc. and Magnum Coal Company (incorporated herein by reference to Exhibit 2.1 to Arch Coal, Inc. s Quarterly Report on Form 10-Q for the period ended March 31, 2008).
2.6	Amendment No. 1 to Agreement, dated as of February 5, 2009, by and between Arch Coal, Inc. and Magnum Coal Company (incorporated by reference to Exhibit 2.6 to Arch Coal, Inc. s Annual Report on Form 10-K for the year ended December 31, 2008).
2.7	Membership Interest Purchase Agreement, dated as of March 8, 2009, by and between Rio Tinto Sage LLC and Arch Coal, Inc. (incorporated herein by reference to Exhibit 2.1 to Arch Coal, Inc. s Current Report on Form 8-K filed on March 12, 2009).
2.8	First Amendment to Membership Interest Purchase Agreement, dated as of April 16, 2009, by and between Rio Tinto Sage LLC and Arch Coal, Inc. (incorporated herein by reference to Exhibit 2.3 to Arch Coal, Inc. s Quarterly Report on Form 10-Q for the period ended March 31, 2009).
2.9	Second Amendment to Membership Interest Purchase Agreement dated as of September 30, 2009, by and between Rio Tinto Sage LLC and Arch Coal, Inc. (incorporated herein by reference to Exhibit 2.1 to Arch Coal, Inc. s Current Report on Form 8-K filed on October 1, 2009).
3.1	Restated Certificate of Incorporation of Arch Coal, Inc. (incorporated herein by reference to Exhibit 3.1 to Arch Coal, Inc. s Current Report on Form 8-K filed on May 5, 2006).
3.2	Bylaws of Arch Coal, Inc., as amended (incorporated herein by reference to Exhibit 3.1 to Arch Coal Inc. s Current Report on Form 8-K filed on December 10, 2008).
3.3	Amended and Restated Certificate of Incorporation of Allegheny Land Company (previously filed).
3.4	Bylaws of Allegheny Land Company (previously filed).
3.5	Amended and Restated Certificate of Incorporation of Arch Coal Sales Company, Inc. (previously filed).
3.6	Bylaws of Arch Coal Sales Company, Inc. (previously filed).
3.7	Amended and Restated Certificate of Incorporation of Arch Coal Terminal, Inc. (previously filed).
3.8	Bylaws of Arch Coal Terminal, Inc. (previously filed).
3.9	Certificate of Formation of Arch Development, LLC. (previously filed).
3.10	Operating Agreement of Arch Development, LLC. (previously filed).
3.11	Certificate of Formation of Arch Energy Resources, LLC. (previously filed).
3.12	Limited Liability Company Agreement of Arch Energy Resources, LLC. (previously filed).
3.13	Amended and Restated Certificate of Incorporation of Arch Reclamation Services, Inc. (previously filed).

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- 3.14 Bylaws of Arch Reclamation Services, Inc. (previously filed).
 - 3.15 Amended and Restated Certificate of Incorporation of Ark Land Company (previously filed).
 - 3.16 Bylaws of Ark Land Company (previously filed).
 - 3.17 Certificate of Incorporation of Ark Land KH, Inc. (previously filed).
 - 3.18 Bylaws of Ark Land KH, Inc. (previously filed).
 - 3.19 Amended and Restated Certificate of Incorporation of Ark Land LT, Inc. (previously filed).
 - 3.20 Bylaws of Ark Land LT, Inc. (previously filed).
 - 3.21 Amended and Restated Certificate of Incorporation of Ark Land WR, Inc. (previously filed).
 - 3.22 Bylaws of Ark Land, WR, Inc. (previously filed).
 - 3.23 Amended and Restated Certificate of Incorporation of Ashland Terminal, Inc. (previously filed).
 - 3.24 Bylaws of Ashland Terminal, Inc. (previously filed).
 - 3.25 Amended and Restated Certificate of Incorporation of Catenary Coal Holdings, Inc. (previously filed).
 - 3.26 Bylaws of Catenary Coal Holdings, Inc. (previously filed).
-

Exhibit No.	Description
3.27	Amended and Restated Articles of Incorporation of Coal-Mac, Inc. (previously filed).
3.28	Bylaws of Coal-Mac, Inc. (previously filed).
3.29	Amended and Restated Certificate of Incorporation of Cumberland River Coal Company (previously filed).
3.30	Bylaws of Cumberland River Coal Company (previously filed).
3.31	Amended and Restated Certificate of Incorporation of Lone Mountain Processing, Inc. (previously filed).
3.32	Bylaws of Lone Mountain Processing, Inc. (previously filed).
3.33	Amended and Restated Certificate of Incorporation of Mingo Logan Coal Company (previously filed).
3.34	Bylaws of Mingo Logan Coal Company (previously filed).
3.35	Amended and Restated Articles of Incorporation of Mountain Gem Land, Inc. (previously filed).
3.36	Bylaws of Mountain Gem Land, Inc. (previously filed).
3.37	Amended and Restated Certificate of Incorporation of Mountain Mining, Inc. (previously filed).
3.38	Bylaws of Mountain Mining, Inc. (previously filed).
3.39	Amended and Restated Certificate of Incorporation of Mountaineer Land Company (previously filed).
3.40	Bylaws of Mountaineer Land Company (previously filed).
3.41	Certificate of Formation of Otter Creek Coal, LLC (previously filed).
3.42	Operating Agreement of Otter Creek Coal, LLC (previously filed).
3.43	Certificate of Incorporation of Prairie Holdings, Inc. (previously filed).
3.44	Bylaws of Prairie Holdings, Inc. (previously filed).
3.45	Amended and Restated Certificate of Incorporation of Western Energy Resources, Inc. (previously filed).
3.46	Bylaws of Western Energy Resources, Inc. (previously filed).
4.1	Indenture, dated as of June 25, 2003, by and among Arch Western Finance, LLC, Arch Western Resources, LLC, Arch of Wyoming, LLC, Mountain Coal Company, L.L.C., Thunder Basin Coal Company, L.L.C. and The Bank of New York, as trustee (incorporated herein by reference to Exhibit 4.1 to the Registration Statement on Form S-4 (Reg. No. 333-107569) filed by Arch Western Finance, LLC on August 1, 2003).
4.2	First Supplemental Indenture dated as of October 22, 2004, among Arch Western Finance, LLC, Arch Western Resources, LLC, Arch of Wyoming, LLC, Arch Western Bituminous Group, LLC, Mountain Coal Company, L.L.C., Thunder Basin Coal Company, L.L.C., Triton Coal Company, LLC, and The Bank of New York, as trustee (incorporated herein by reference to Exhibit 4.4 to Arch Coal, Inc. s Current Report on Form 8-K filed on October 28, 2004).
4.3	Indenture, dated as of July 31, 2009, by and among Arch Coal, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.1 to Arch Coal, Inc. s Current Report on Form 8-K filed on July 31, 2009).
4.4	First Supplemental Indenture, dated as of February 8, 2010, by and among Arch Coal, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.6 to Arch Coal, Inc. s Annual Report on Form 10-K for the year ended December 31, 2009).
4.5	Second Supplemental Indenture, dated as of March 12, 2010, by and among Arch Coal, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (previously filed).
4.6	Third Supplemental Indenture, dated as of May 7, 2010, by and among Arch Coal, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.3 to Arch Coal, Inc. s Quarterly Report on Form 10-Q for the quarter ended March 31,

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- 2010).
- 4.7 Registration Rights Agreement, dated as of July 31, 2009, by and among Arch Coal, Inc., the subsidiary guarantors named therein and Banc of America Securities LLC, Citigroup Global Markets Inc., Morgan Stanley & Co. Incorporated and J.P. Morgan Securities Inc., as representatives of the initial purchasers named therein (incorporated herein by reference to Exhibit 4.2 to Arch Coal, Inc. s Current Report on Form 8-K filed on July 31, 2009).
- *5.1 Opinion of K&L Gates, LLP.
- *5.2 Opinion of Jackson Kelly PLLC.
- 12.1 Statement Regarding Computation of Ratio of Earnings to Fixed Charges (incorporated by reference to Exhibit 12.1 to Arch Coal, Inc. s Annual Report on Form 10-K for the year ended December 31, 2009 and Exhibit 12.1 to Arch Coal Inc. s Quarterly Report on Form 10-Q for the quarter ended March 31, 2010).
- *23.1 Consent of Ernst & Young LLP.
- 23.2 Consent of Weir International, Inc. (previously filed).
- *23.3 Consent of K&L Gates LLP (included in Exhibit 5.1).
- *23.4 Consent of Jackson Kelly PLLC (included in Exhibit 5.2).
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Exhibit No.	Description
24.1	Powers of Attorney with respect to Arch Coal, Inc. and the co-registrants other than Otter Creek Coal, LLC (previously filed).
24.2	Power of Attorney with respect to Otter Creek Coal, LLC (previously filed).
25.1	Statement of Eligibility on Form T-1 (previously filed).
99.1	Form of Letter of Transmittal (previously filed).
99.2	Form of Notice of Guaranteed Delivery (previously filed).
99.3	Form of Letter to Clients (previously filed).
99.4	Form of Letter to Registered Holders (previously filed).

* Filed herewith