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

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**FORM 8-K**

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**CURRENT REPORT**

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

**March 4, 2008**

**Date of report (date of earliest event reported)**

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**Foundation Coal Holdings, Inc.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-32331**  
(Commission File Number)

**42-1638663**  
(IRS Employer  
Identification No.)

**999 Corporate Boulevard, Suite 300, Linthicum Heights, MD 21090-2227**  
(Address of Principal Executive Offices)

**410-689-7600**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former Name or Former address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
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ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

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**Item 7.01 Regulation FD Disclosure.**

On March 4, 2008, an executive officer of Foundation Coal Holdings, Inc. (“Foundation”) will be a panel participant at the Simmons & Company International 8th Annual Energy Conference in Las Vegas, NV. On March 6, 2008, an executive officer of Foundation will participate in the UBS Natural Gas, Electric Power and Coal Conference in Austin, TX.

A copy of the presentations are attached as Exhibit 99.1 and Exhibit 99.2, respectively.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibit**

Exhibit 99.1 Foundation presentation at the Simmons & Company International 8th Annual Energy Conference on March 4, 2008.

Exhibit 99.2 Foundation presentation at UBS Natural Gas, Electric Power and Coal Conference On March 6, 2008.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: March 4, 2008

**Foundation Coal Holdings, Inc.**

/s/ Frank J. Wood

Senior Vice President and Chief Financial Officer



Exhibit 99.1



*Mining the Past...Powering the Future*

# **Simmons & Company International 8th Annual Energy Conference**

**Las Vegas, NV**

**March 4, 2008**





## **FORWARD-LOOKING STATEMENTS AND RECONCILIATION OF NON-GAAP MEASURES**

Statements in this presentation which are not statements of historical fact are “forward-looking statements” within the “safe harbor” provision of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on the information available to, and the expectations and assumptions deemed reasonable by, Foundation Coal Holdings, Inc. at the time this presentation was made. Although Foundation Coal Holdings, Inc. believes that the assumptions underlying such statements are reasonable, it can give no assurance that they will be attained. Factors that could cause actual results to differ materially from expectations include the risks detailed under the section “Risk Factors” in the company’s Form 10-K filed with the Securities and Exchange Commission.

Also, this presentation contains certain financial measures, such as EBITDA. As required by Securities and Exchange Commission Regulation G, reconciliations of these measures to figures reported in Foundation Coal’s consolidated financial statements are provided in the company’s annual and quarterly earnings releases.



# PRESENTATION OVERVIEW

- Industry Overview
  - Global Demand Growth
  - U.S. Market Projections
- Foundation Coal Investment Highlights
  - Strong Safety Record
  - Attractive Asset Base & Diversified Operation
  - Positive Outlook for Organic Growth
  - Significant Leverage to Rising Price Environment
  - Track Record of Financial Performance
  - Summary



# INDUSTRY OVERVIEW



America's Energy...



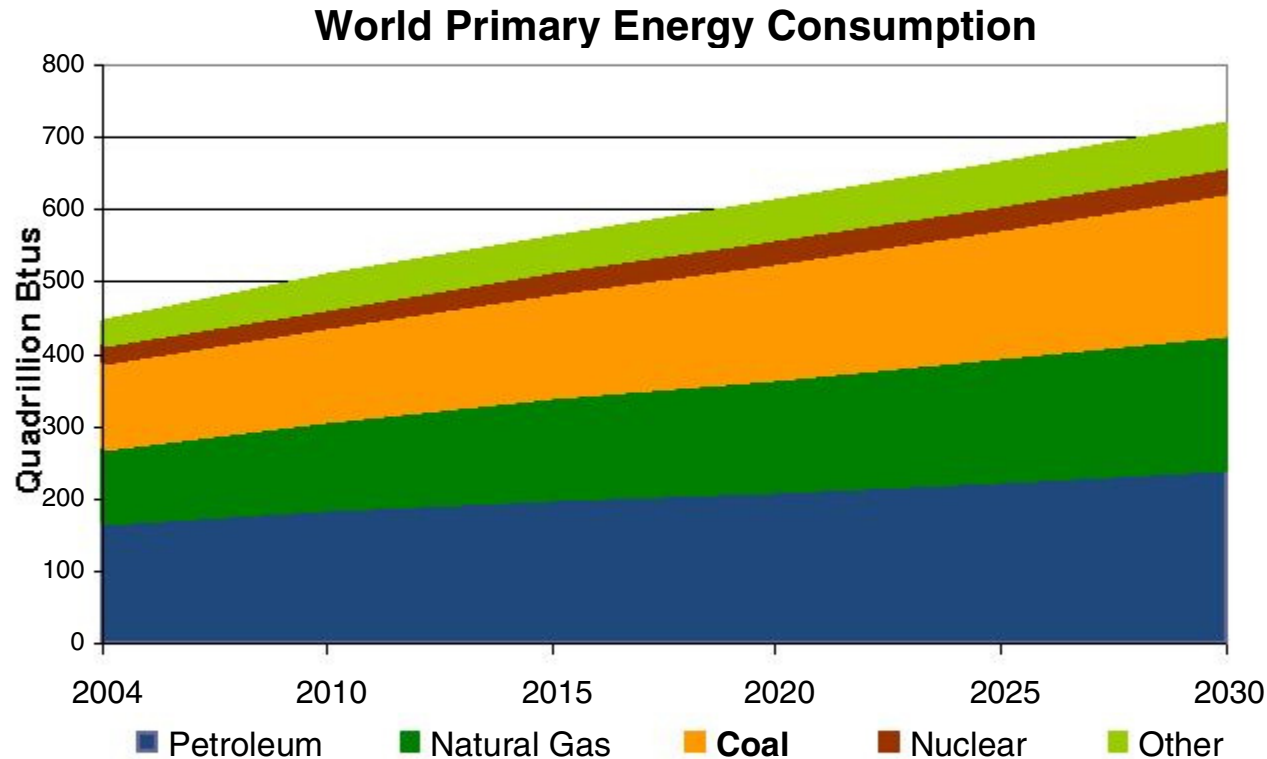
Our Focus







## WORLD ENERGY CONSUMPTION EXPECTED TO INCREASE DRAMATICALLY



- Economic growth expected to drive primary energy consumption up 60% by 2030
- Coal demand is expected to increase 73% from 2005 to 2030
- Demand is expected to grow 119% in China, and 198% in India, from 2005 to 2030
- Together, China and India accounted for 45% of 2005 demand, rising to 60% by 2030 (contributing 75% of all growth)



# CATALYSTS DRIVING THE MARKET

## Current Market Fundamentals

- Favorable US currency
- Relatively high natural gas prices
- Favorable ocean freight rates
- Close to normal domestic stockpiles
- Lead time to increase U.S. production



## Recent International Events Create a “Perfect Storm”

- China – Projected net importer beginning in 2008
- China – Suspends coal exports through February/March
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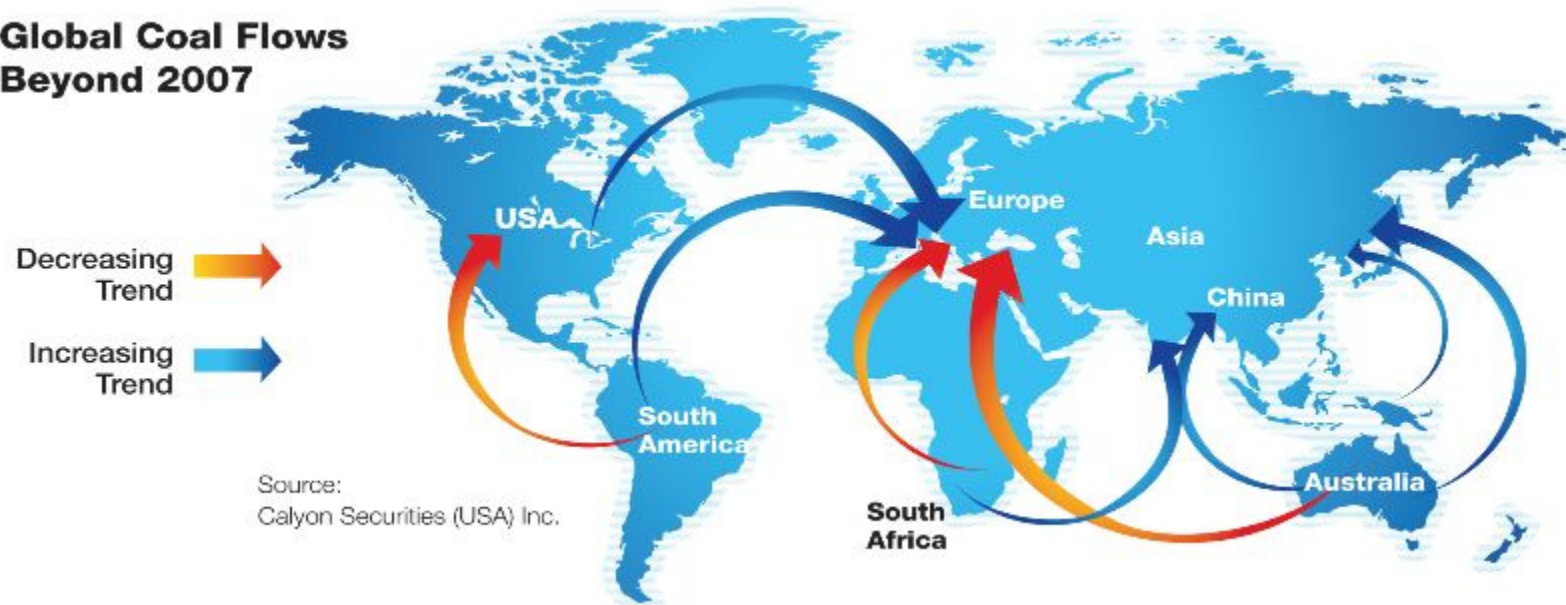


# IMPACT OF INCREASING GLOBAL DEMAND

## ■ Asian demand is key

- Asia naturally draws from Australia, but export growth is overwhelming infrastructure
- Asia now drawing thermal coal from South Africa, historically a supplier for Europe
- Europe is relying increasingly on coal from the Americas
  - U.S. exports in 2007 were **59.1mm tons**, a **19%** increase YOY
  - U.S. exports should rise, tightening supply: **75-80mm tons** projected in 2008

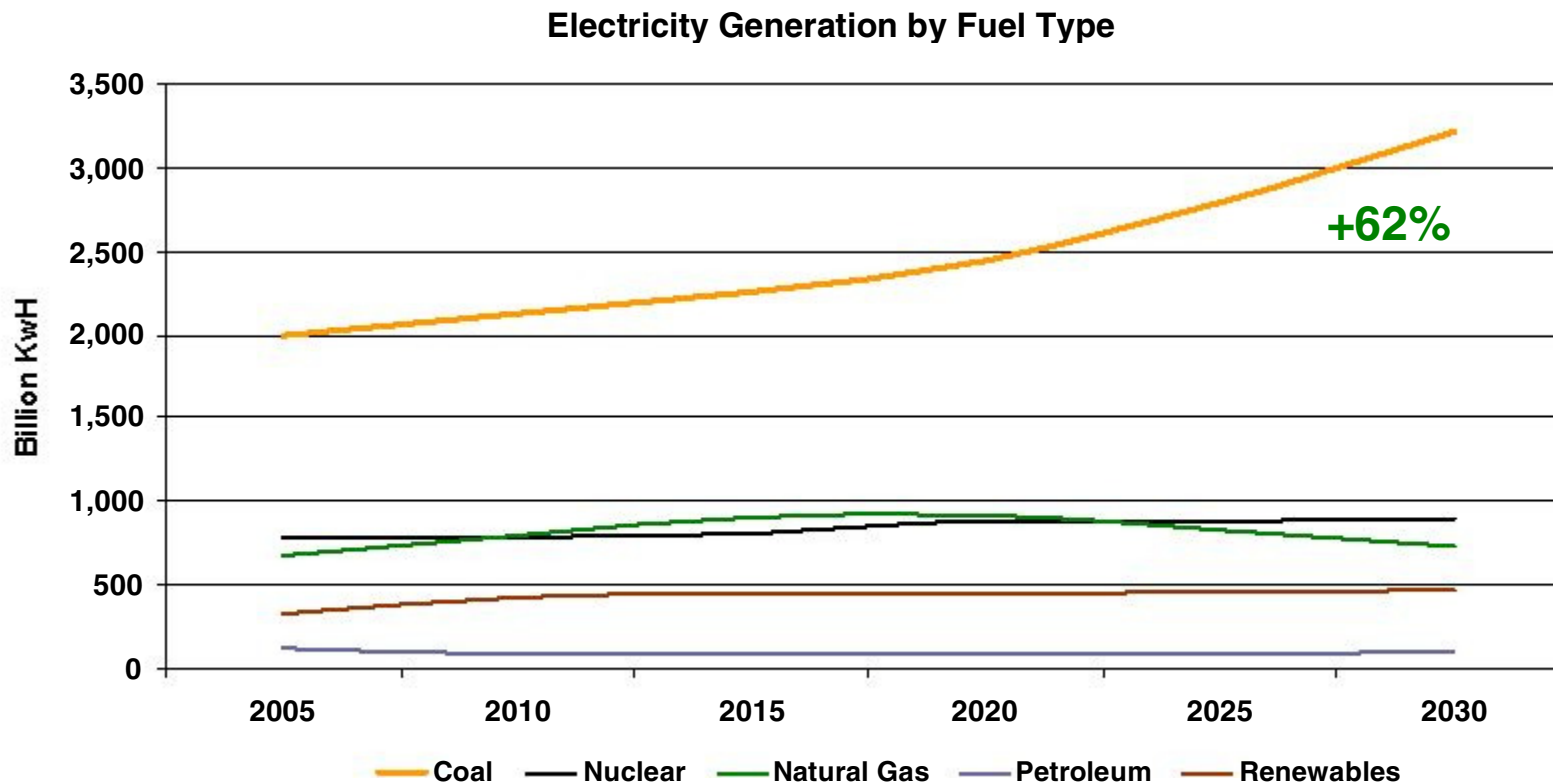
### Global Coal Flows Beyond 2007





# U.S. ELECTRICITY GENERATION

- **Coal** now provides 50% of electricity generation in the U.S., anticipated to increase to approximately 60% in 2030
- **Natural Gas** share varies depending on price from 16-22% through 2030

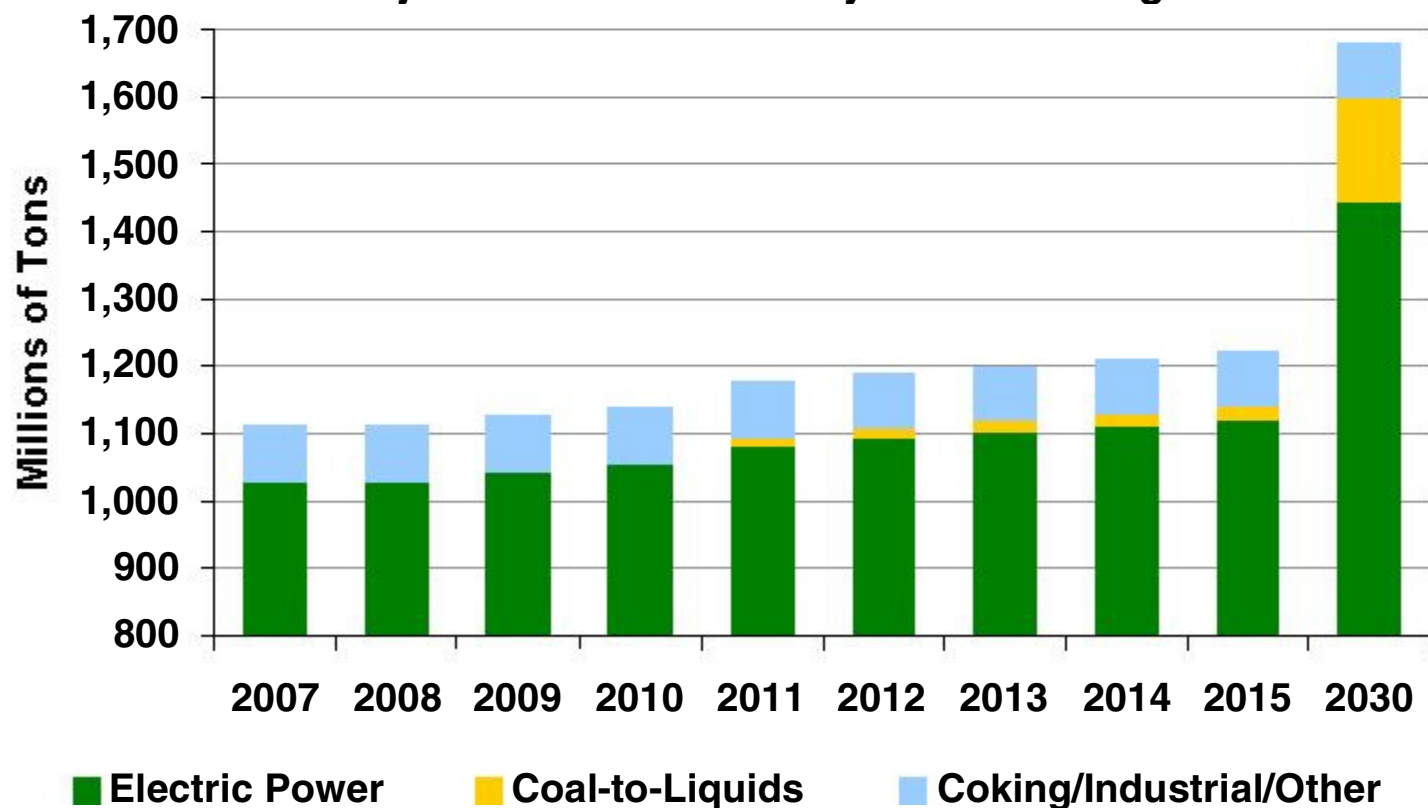




## U.S. COAL DEMAND

- U.S. Domestic Coal Demand expected to increase approximately 3% in 2008; longer-term 1% to 2% annual growth expected
- 2008 demand is expected to exceed supply
- Expected growth in U.S. exports of steam and met coal should further tighten the U.S. market

**Projected Coal Demand By Sector Through 2030**





# U.S. COAL-FIRED GENERATION GROWTH

		<i>Number of Plants</i>			<i>Capacity (MW)</i>		
<i>General Status</i>		October 2007 Report	Current Report	<i>Change</i>	October 2007 Report	Current Report	<i>Change</i>
Progressing Projects	<i>Under Construction</i>	24	28	+4	12,506	14,885	+2,379
	<i>Near Construction</i>	8	6	-2	4,565	1,859	-2,706
	<i>Permitted</i>	13	13	0	6,169	6,422	+253
	<b>SUB TOTAL</b>	45	47	+2	23,240	23,166	-74 (-0.3%)
Uncertain Potential and Timing	<i>Announced (early stages of development)</i>	76	67	-9	48,440	42,394	-6,046 (-12.5%)
	<b>TOTAL</b>	121	114	-7	71,680	65,560	-6,120 (-8.5%)

<i>Status Listing</i>	<i>Description</i>
<i>Under Construction</i>	Project is under construction.
<i>Near Construction</i>	Project has been approved; majority or all permits are obtained. Sponsor is contracting vendors and Engineering, Procurement and Construction (EPC) contractors. Site preparation has begun.
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<i>Announced</i>	Early stages of development to filing for permits. May include a feasibility study.





## PRICES INCREASING IN ALL US REGIONS

### ■ Northern Appalachia (NAPP)

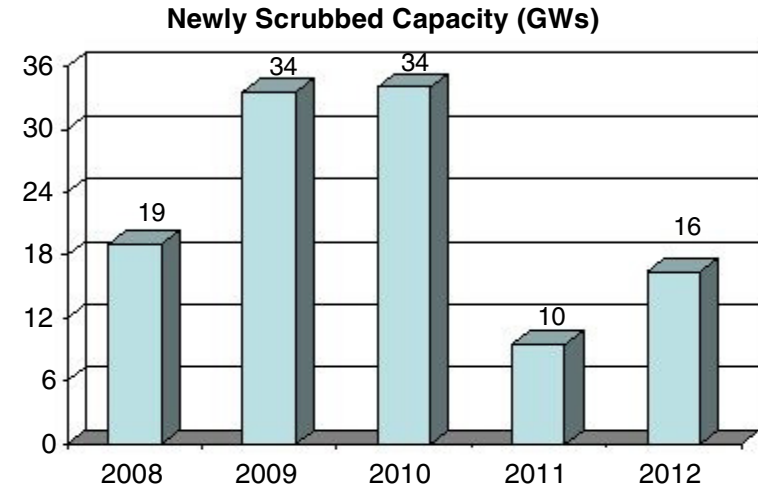
- More scrubbers
- Increasing exports (crossover Pittsburgh #8)
- Lead times for production expansion
- Coal inventories at utilities served by NAPP coal currently well below the 5-year average

### ■ Central Appalachia (CAPP)

- Regulation threatens to impede future production
- Strong worldwide demand for met coal

### ■ Powder River Basin (PRB)

- Most new coal-fired generation under construction is in the Midwest and West
- Western coal reaching wider market in part due to the pull of Eastern coal exports
- PRB prices tend to follow and lag Eastern coal prices—beginning to show strength





## COAL – CENTRAL TO ENERGY INDEPENDENCE IN THE UNITED STATES

- Low-cost source of baseload electricity generation
- Over 200 years of known reserves
- United States can rely on domestic supply
- Limited supply & high/volatile cost of other energy sources
- Technological advancements expected to address CO<sub>2</sub> concerns
- Coal's role in U.S. electricity generation expected to grow
- Coal-to-Liquids commercialization expected to expand







# FOUNDATION COAL OVERVIEW



America's Energy...



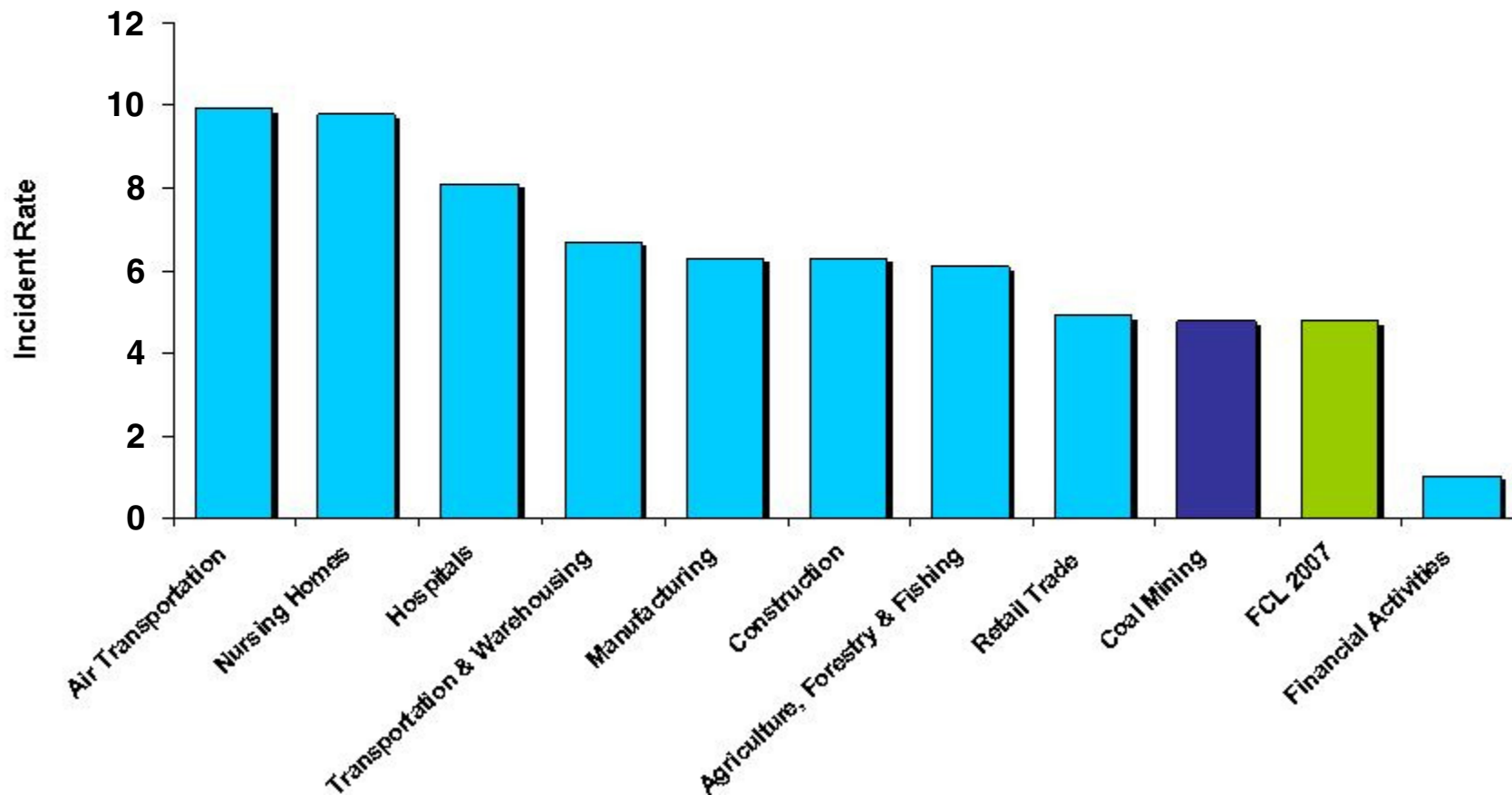
Our Focus





## A COMMITMENT TO SAFETY

### Incident Rates of Non-Fatal Occupational Injuries by Industrial Category





# DIVERSIFIED OPERATIONS

## Powder River Basin (PRB)

Production Capacity (tons MM)	55.0
LTM Shipments (tons MM)	51.6
LTM Sales (\$ MM)	\$468.9
LTM Avg. Realization (\$/Ton)	\$9.08
Reserves (tons MM)	844
Btu	Low
Sulfur Content	Compliance

## Northern Appalachia (NAPP)

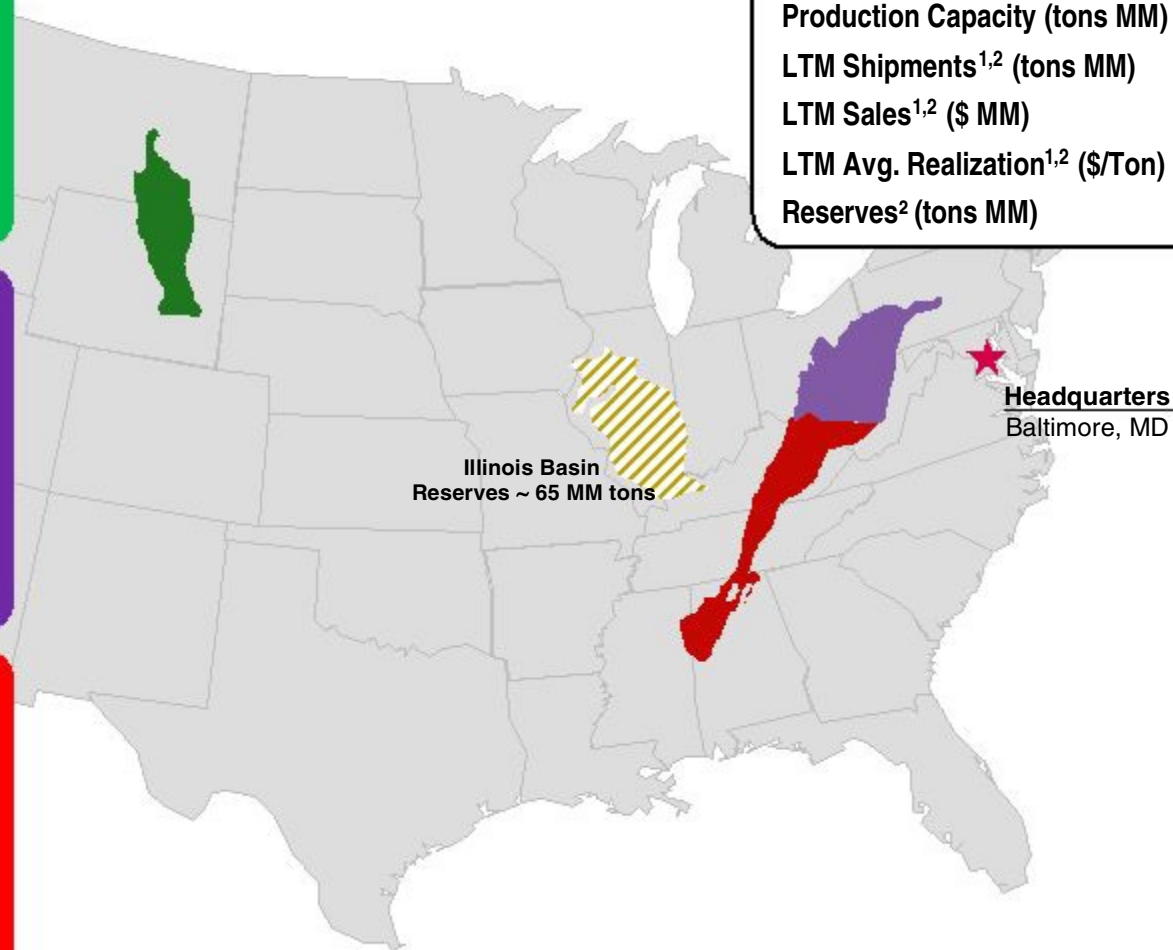
Production Capacity (tons MM)	14.0
LTM Shipments (tons MM)	13.0
LTM Sales (\$ MM)	\$521.6
LTM Avg. Realization (\$/Ton)	\$40.14
Reserves (tons MM)	742
Btu	High
Sulfur Content	Medium

## Central Appalachia (CAPP)

Production Capacity (tons MM)	7.0
LTM Shipments (tons MM)	8.5
LTM Sales (\$ MM)	\$446.2
LTM Avg. Realization (\$/Ton)	\$52.60
Reserves (tons MM)	191
Btu	High
Sulfur Content	Compliance & Low



Production Capacity (tons MM)	76.0
LTM Shipments <sup>1,2</sup> (tons MM)	73.6
LTM Sales <sup>1,2</sup> (\$ MM)	\$1,453
LTM Avg. Realization <sup>1,2</sup> (\$/Ton)	\$19.74
Reserves <sup>2</sup> (tons MM)	1,840



Notes: Shipments, sales, average realization for the twelve months ended 12/31/07, reserve figures as of 2/25/08.

(1) Shipments, sales, and average realization include tons that were purchased and resold.

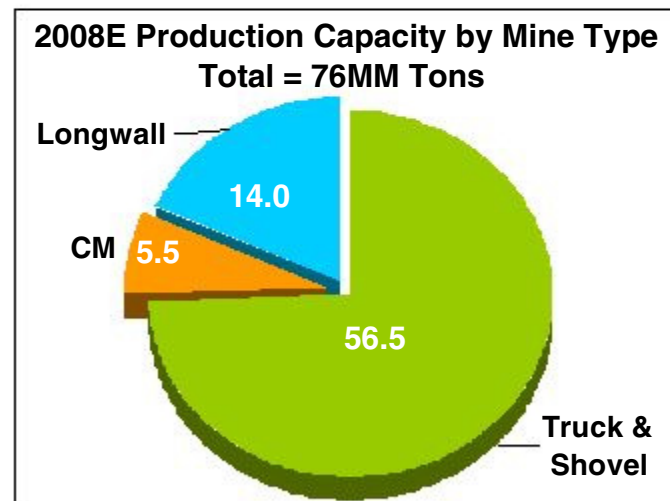
(2) Includes Illinois Basin



# DIVERSIFIED MINING & TRANSPORTATION

## MINING METHODS TAILORED TO EACH REGION

- Truck & shovel surface operations  $\approx$  74% of production capacity – PRB & CAPP
- Longwall mines in NAPP  $\approx$  18% of production capacity
- CM operations in CAPP account for the remainder
- FCL is a technology leader in all three areas



## DIVERSIFIED TRANSPORTATION PROVIDES DELIVERY FLEXIBILITY

- Railroads (all major carriers: NS, CSX, BNSF, & UP)  $\approx$  86% of shipments
- Barge and Truck  $\approx$  14% of shipments, with access to major waterways via loadouts on the Monongahela and Big Sandy Rivers



# FUTURE PRODUCTION POTENTIAL

## Powder River Basin

Wyoming Operations	Expansion (MM tons/yr)	New Capacity (MM tons/yr)
Phase I & II (completed 2006 & 2007)	10	55
Phase III (2011)	10	65
<b>Eagle Butte LBA</b>	<b>255 Million Tons</b>	<b>2008 Sale (Successful)</b>
<b>Belle Ayr LBA</b>	<b>200 Million Tons</b>	<b>2009 Sale</b>

## Northern Appalachia

Mine	Current Reserve (MM tons)	Production (MM tons/yr)
Foundation	~ 420	7 – 14 (potential 21)
Freeport	~ 68	2 - 3 (New)

## Central Appalachia

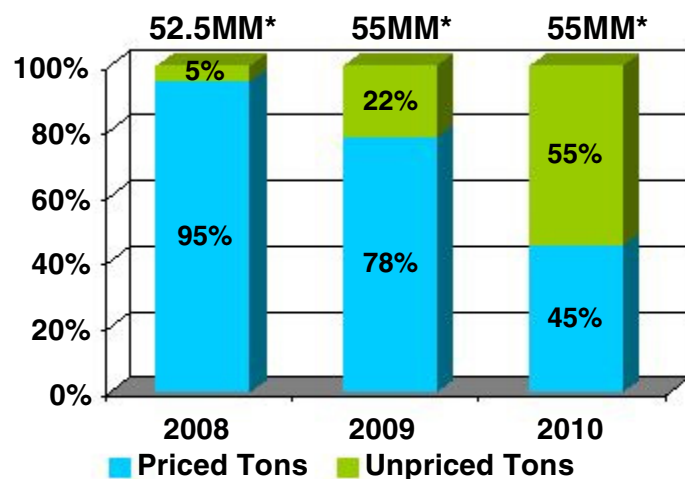
Mine	Current Reserve (MM tons)	Production (MM tons/yr)
Harts Creek	~ 64	2 (New)



# PROVEN MARKET STRATEGY

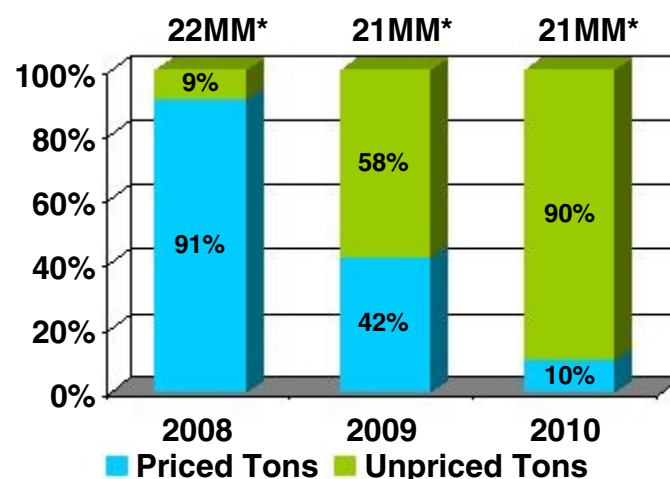
**Significant open positions in 2009 and 2010, particularly in the East, enable FCL to benefit from today's strong pricing environment**

**West (Powder River Basin)**



<b>Avg. realization**</b>	\$9.95	\$10.18	\$10.55
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**East (Central & Northern App.)**



<b>Avg. realization**</b>	\$46.99	\$44.62	\$47.24
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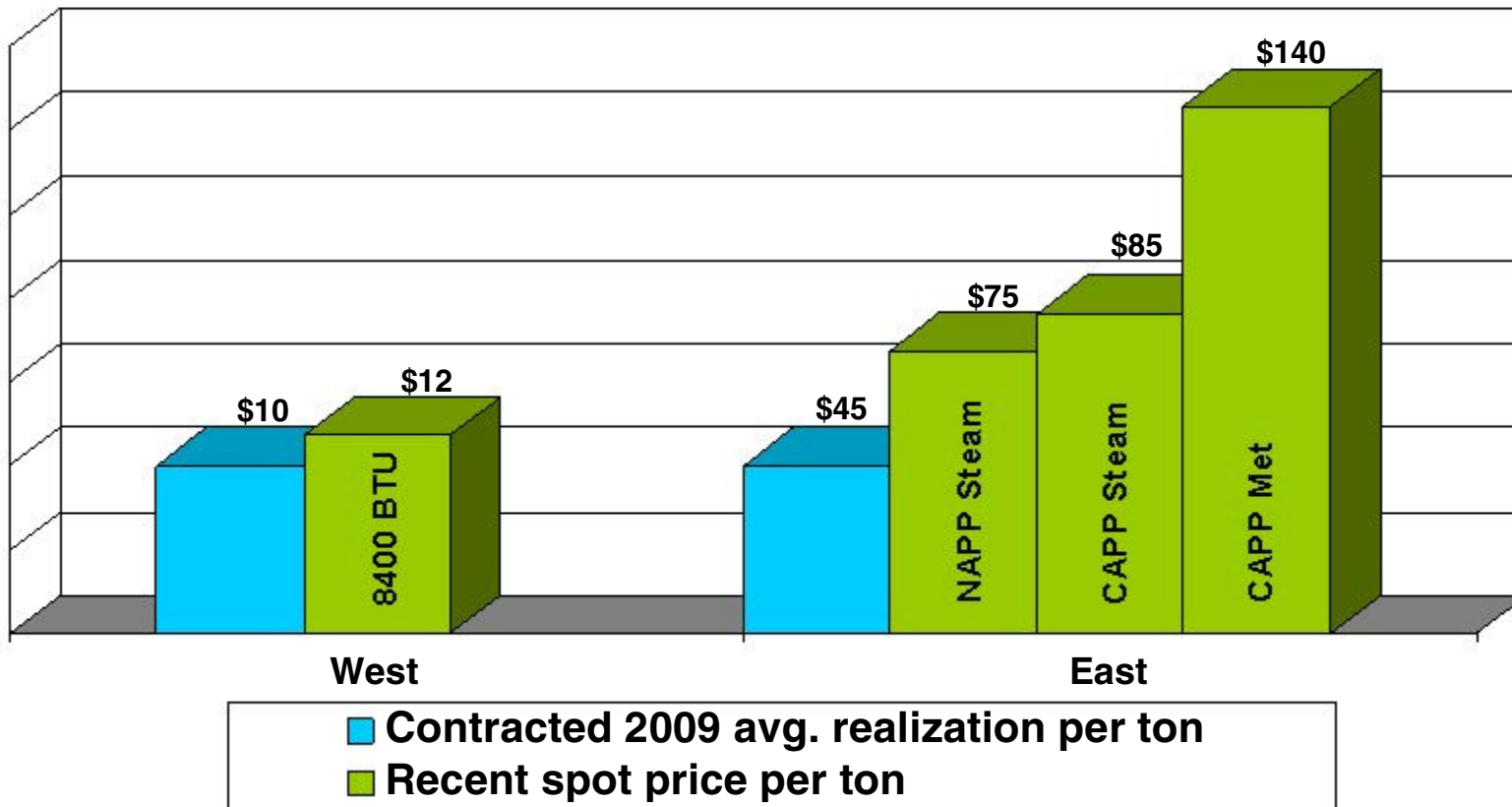
\* Midpoint of 2/14/08 coal shipment guidance

\*\* Average realization per ton for priced tons



## RECENT PRICES v. 2009 AVG. REALIZATIONS

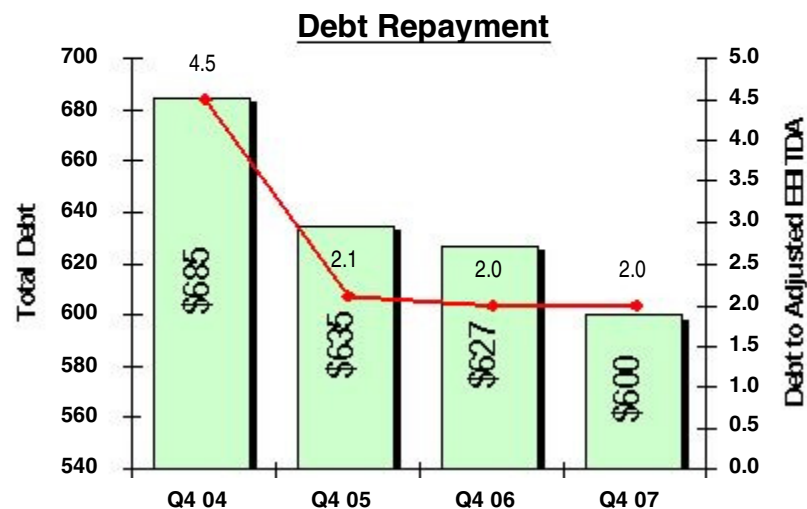
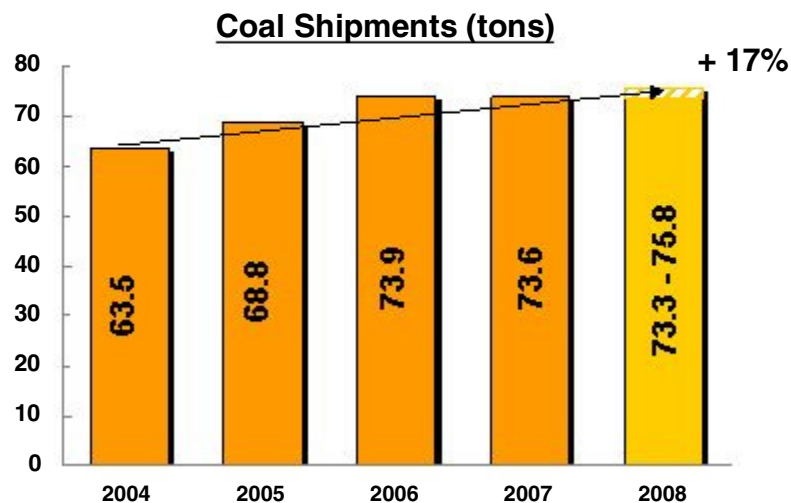
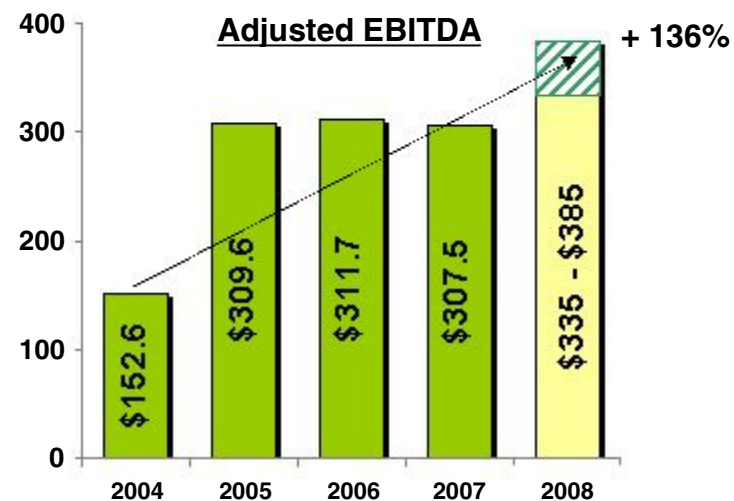
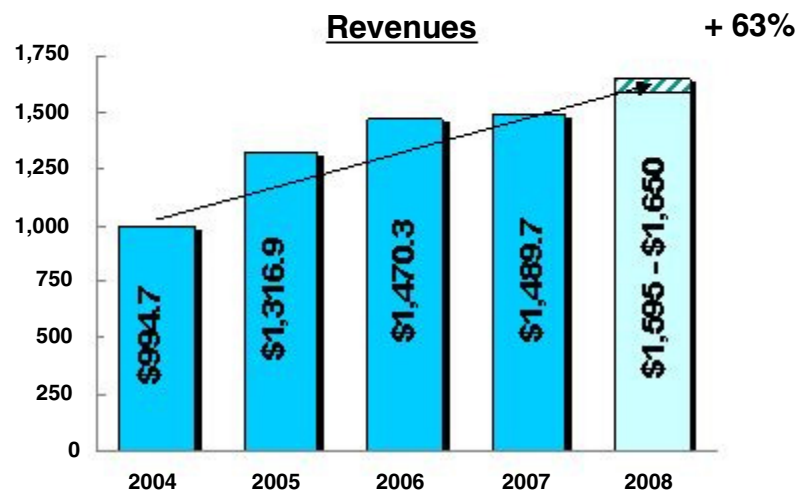
### Average Realizations Per Ton v. Recent Spot Prices







# KEY PERFORMANCE HIGHLIGHTS



Notes:

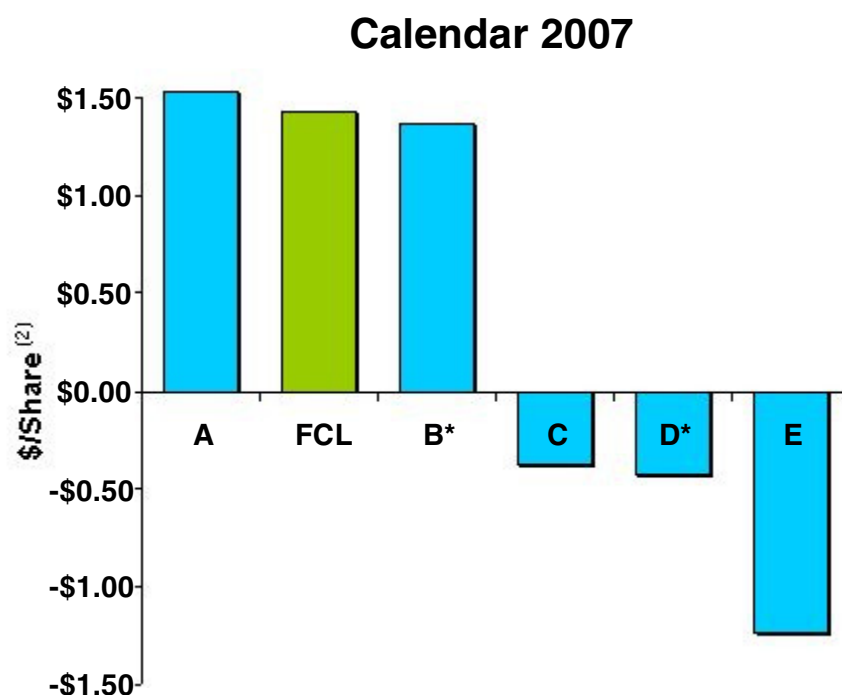
- In millions, except percentage increases and debt to adjusted EBITDA ratios
- 2004 data on a non-GAAP combined basis
- 2005-07 data reflect results for successor company
- 2008 data per 2/14/08 guidance
- Percentage increases based on mid-point of 2/14/08 guidance





# STRONG POSITIVE FREE CASH FLOW

## Free Cash Flow Per Share Comparison <sup>(1,2)</sup> – FCL vs. Peer Companies



Strong free cash flow has enabled FCL to return value to shareholders, repurchasing 1.3mm shares since 2006 at an average price of approximately \$34

Notes: (1) Represents cash flow from operating activities less purchases of property, plant & equipment, including amounts paid under coal leases (bonus bids, minimum royalties) and excludes amounts paid for acquisitions  
(2) Shares used in the diluted earnings per share calculation, as of December 31, 2007  
\* Latest available is for the nine months ended September 30, 2007.

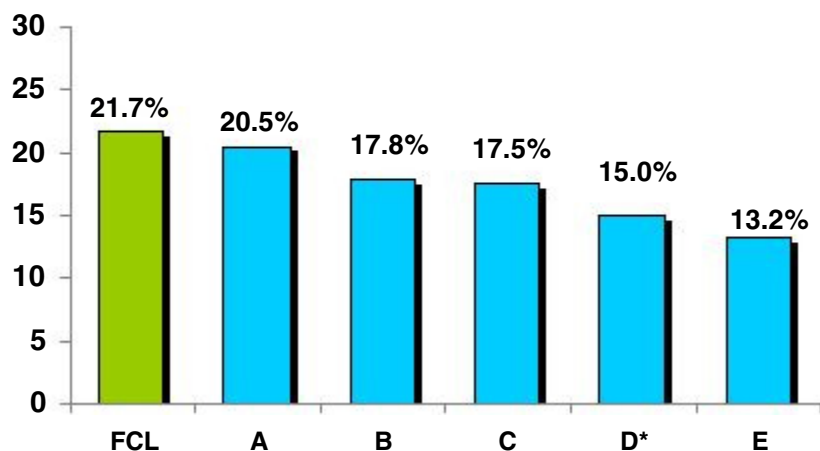
Sources: Earnings news releases and cash flow statements in Form 10-Qs



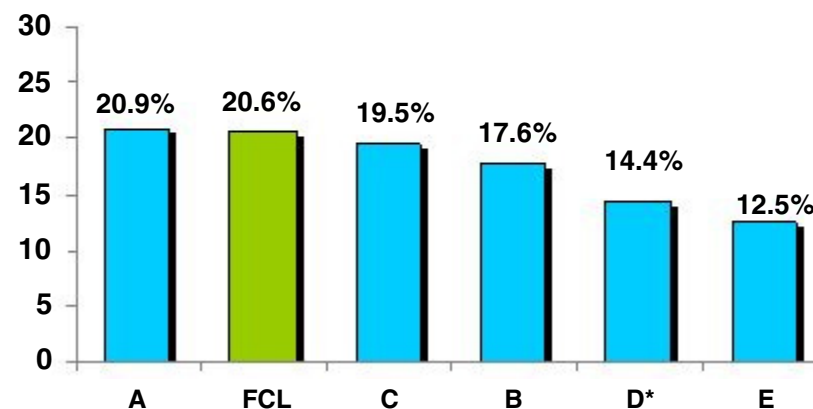
# INDUSTRY-LEADING MARGINS

## Adjusted EBITDA to Revenue Margin—FCL vs. Peers

**Three-Year Average (2005-07)**



**Calendar Year 2007**



Note: \* Excludes margin from non-coal related core assets

Source: Public company filings and press releases; EBITDA adjusted for unusual and one-time items



# SUMMARY OF INVESTMENT HIGHLIGHTS

## ■ Recent Performance

- Met 2007 guidance for adjusted EBITDA and achieved diluted EPS excluding special items near the high end of previous guidance
- Consistently generating leading EBITDA margins and positive free cash flow
- Strong track record of growing adjusted EBITDA
- Successful market strategy evident in our average realizations per ton

## ■ Current Strategy

- Selectively expanding production in 2008 in the high margin NAPP region
- Leveraging our significant open positions
- Managing our costs to maintain our position as a low-cost provider

## ■ Future Growth

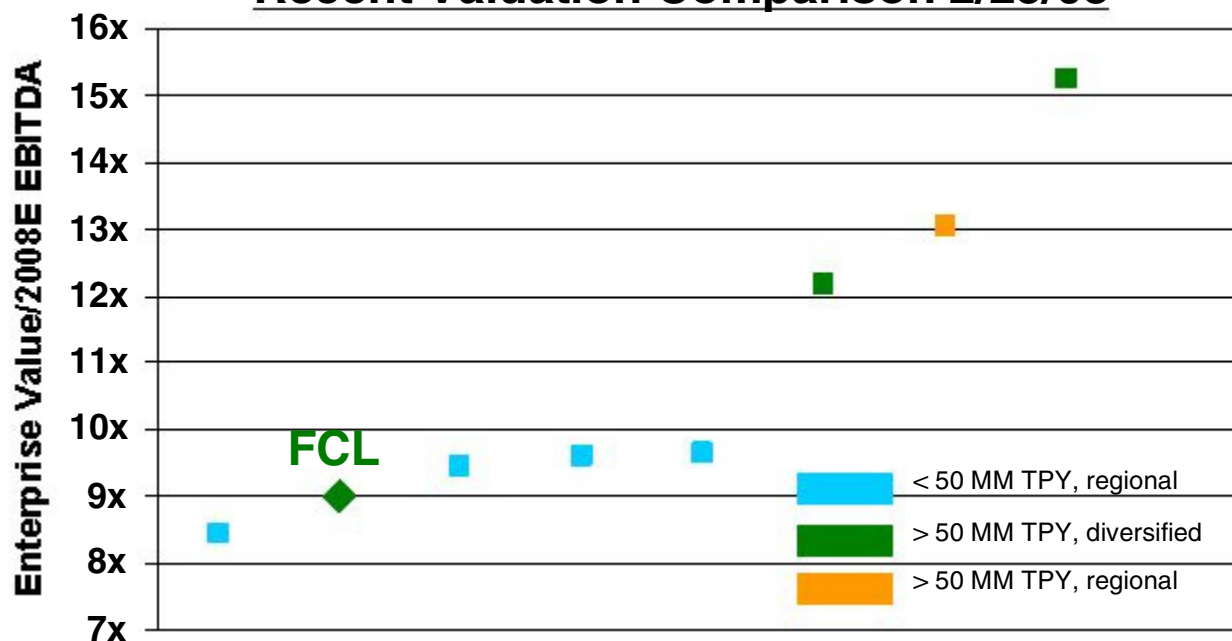
- Path for approximately 20% organic production growth near-term
- Stated policy to selectively pursue growth through acquisition



## PEER GROUP RELATIVE VALUATION

- Among the largest producers – fourth by volume
- Nationally diversified producer
- The only producer with a major presence in both NAPP & PRB
- Significant organic growth:  $\approx 20\%$  production capacity increase possible near-term
- Industry-leading EBITDA margins; strong & consistently positive FCF
- Relative under-valuation

### Recent Valuation Comparison 2/25/08



Note: First Call consensus 2008 EBITDA estimates as of 2/25/08



*Mining the Past...Powering the Future*



Exhibit 99.2



*Mining the Past...Powering the Future*

# **UBS Natural Gas, Electric Power and Coal Conference**

**Austin, TX**

**March 6, 2008**





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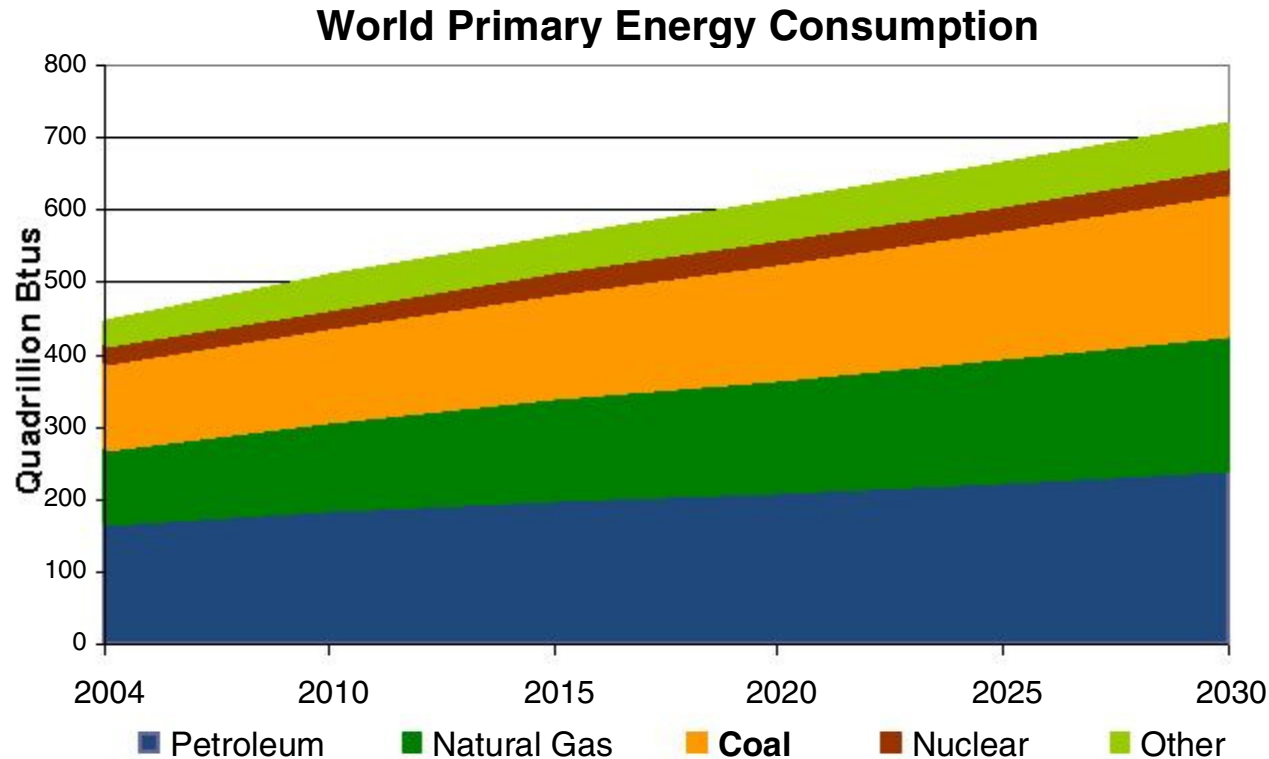


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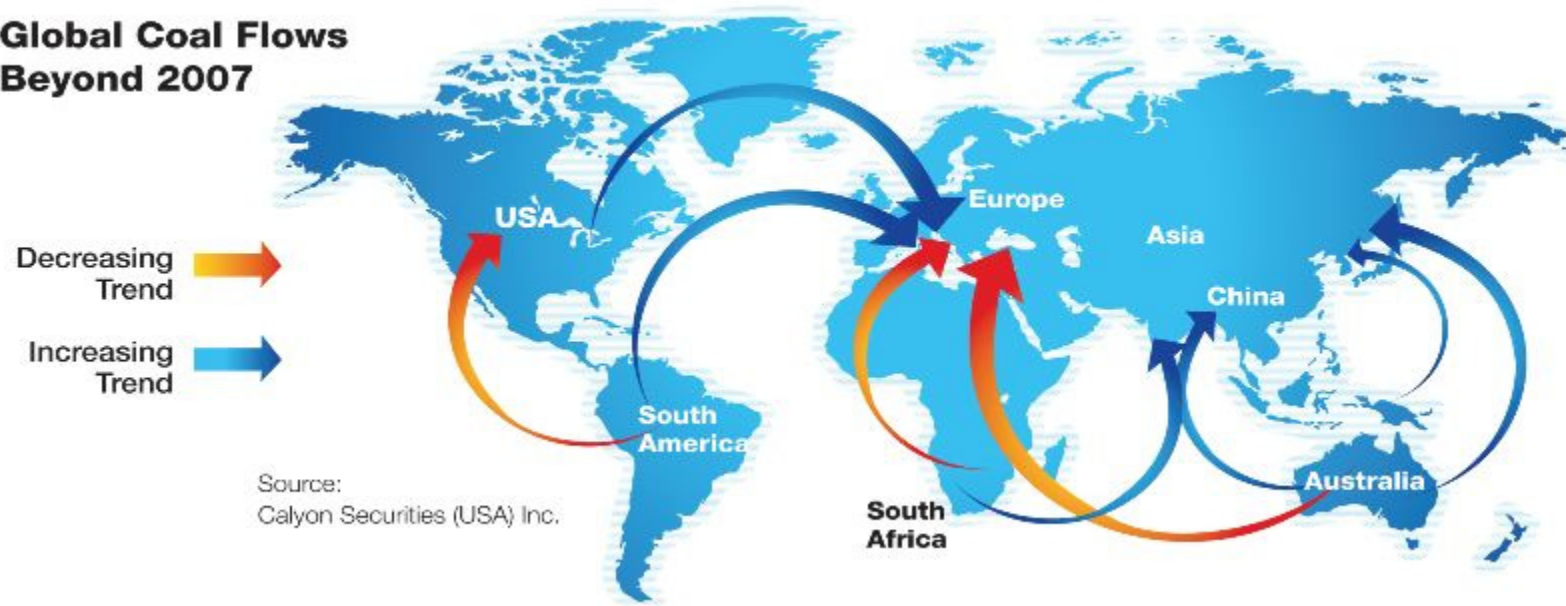


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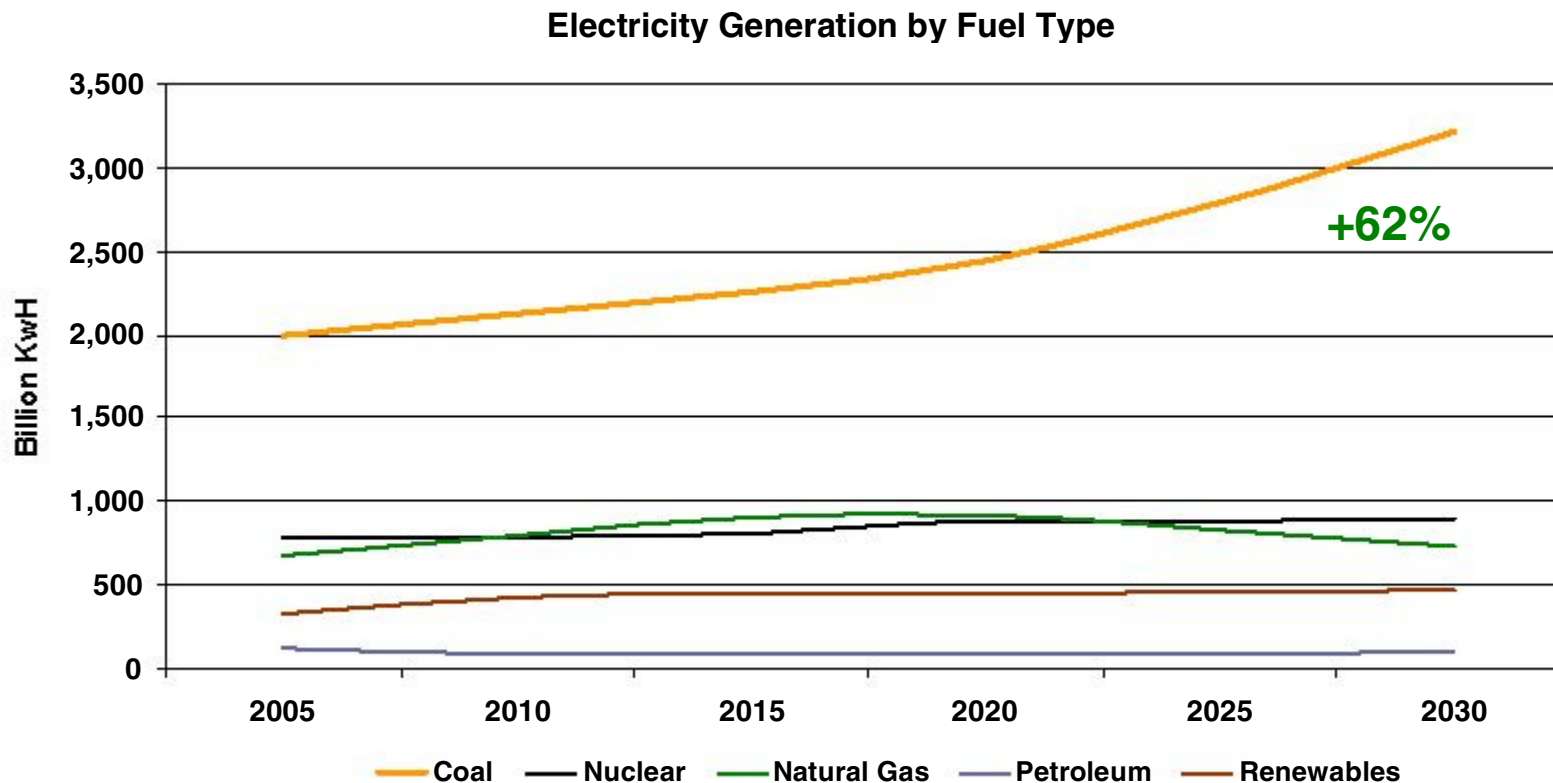
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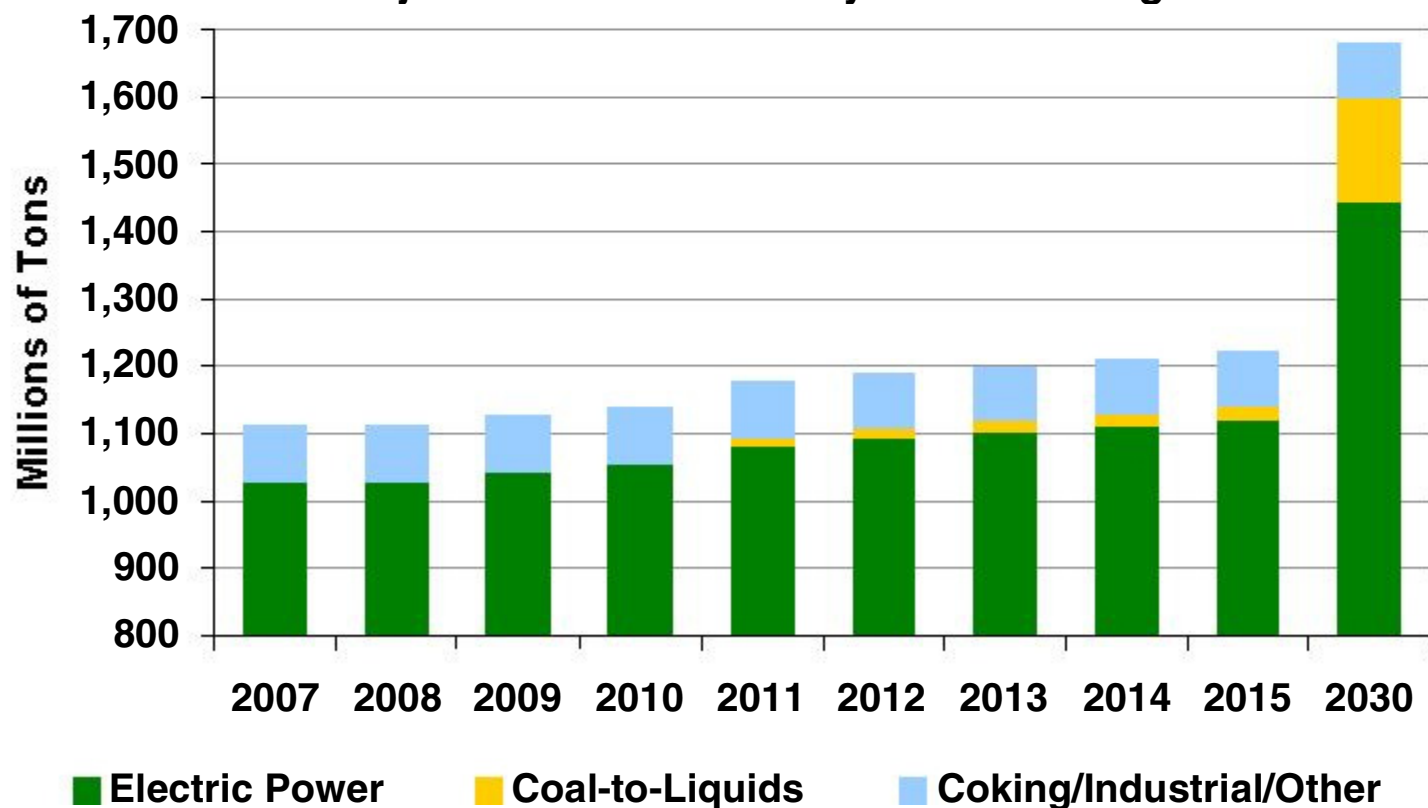




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**Projected Coal Demand By Sector Through 2030**





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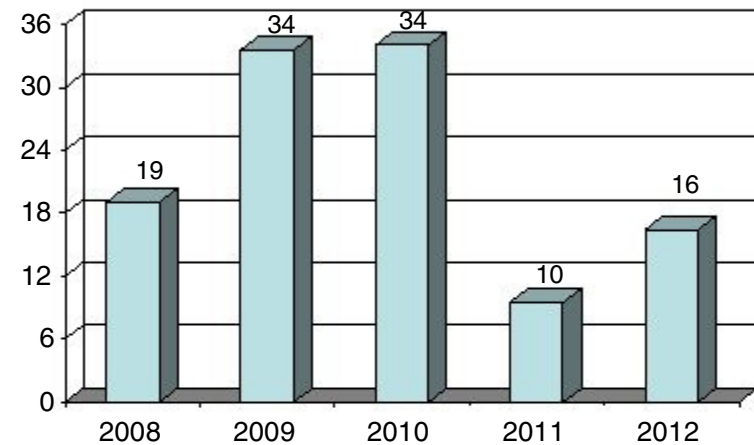
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Newly Scrubbed Capacity (GWs)







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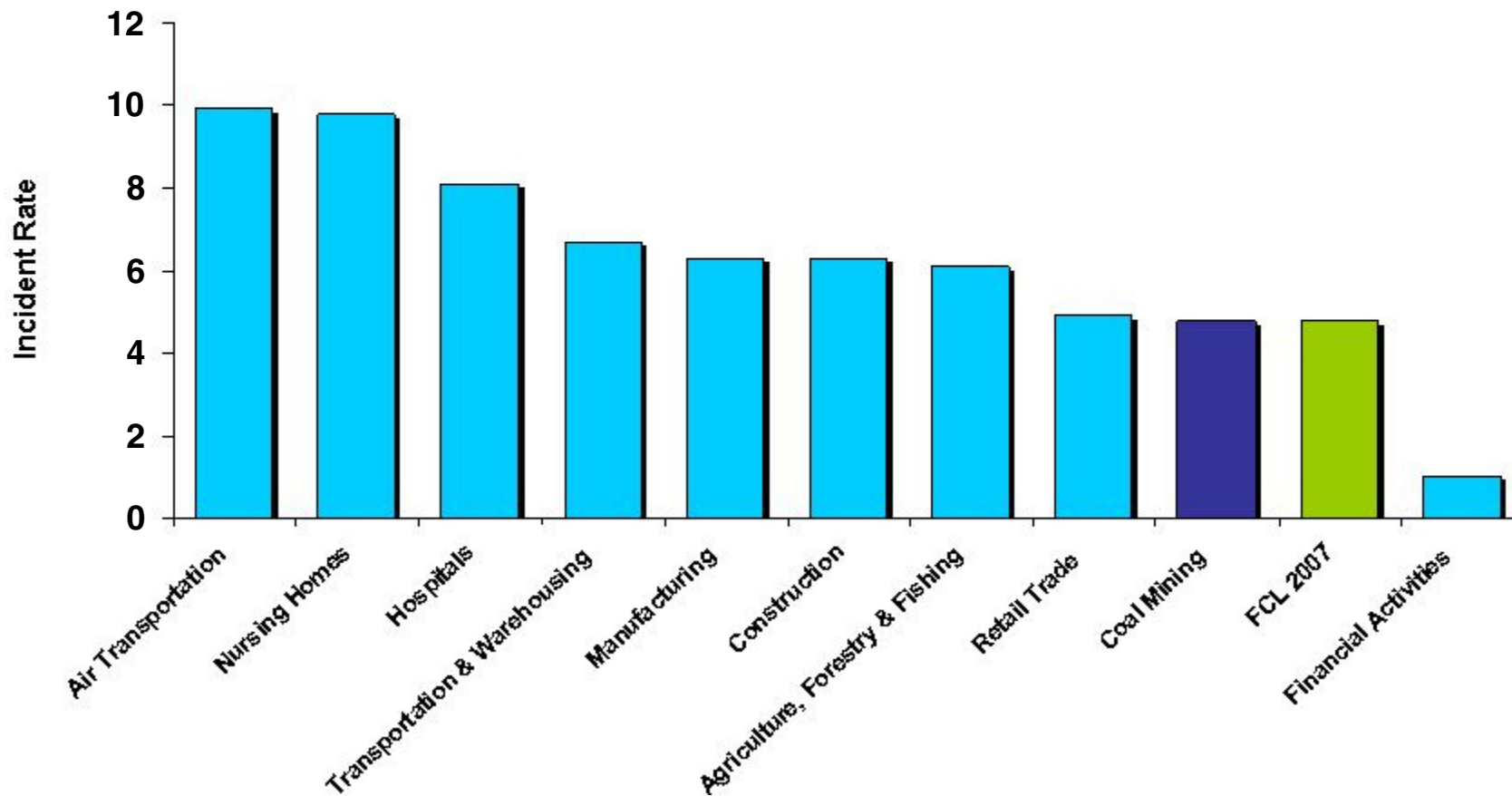
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Sulfur Content	Compliance

## Northern Appalachia (NAPP)

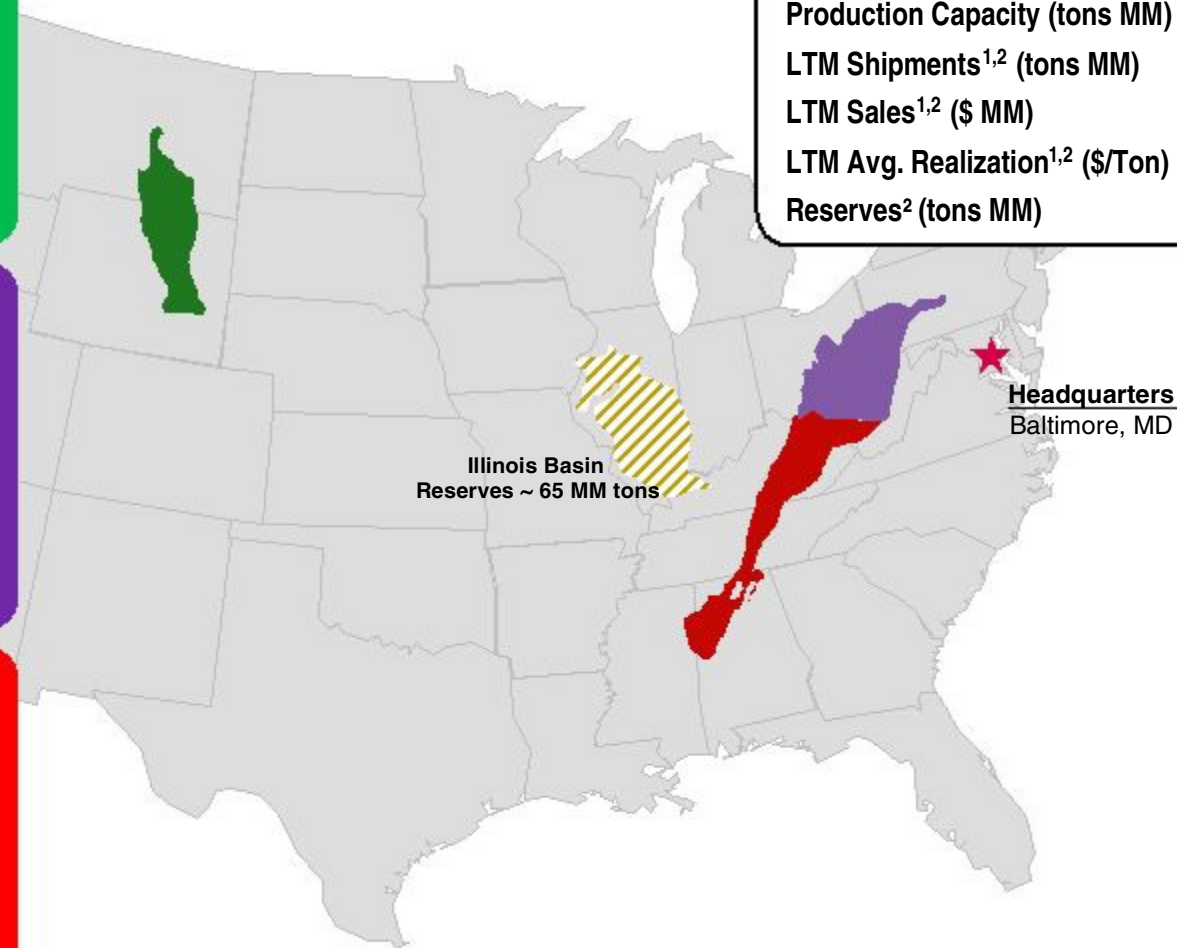
Production Capacity (tons MM)	14.0
LTM Shipments (tons MM)	13.0
LTM Sales (\$ MM)	\$521.6
LTM Avg. Realization (\$/Ton)	\$40.14
Reserves (tons MM)	742
Btu	High
Sulfur Content	Medium

## Central Appalachia (CAPP)

Production Capacity (tons MM)	7.0
LTM Shipments (tons MM)	8.5
LTM Sales (\$ MM)	\$446.2
LTM Avg. Realization (\$/Ton)	\$52.60
Reserves (tons MM)	191
Btu	High
Sulfur Content	Compliance & Low



Production Capacity (tons MM)	76.0
LTM Shipments <sup>1,2</sup> (tons MM)	73.6
LTM Sales <sup>1,2</sup> (\$ MM)	\$1,453
LTM Avg. Realization <sup>1,2</sup> (\$/Ton)	\$19.74
Reserves <sup>2</sup> (tons MM)	1,840



Notes: Shipments, sales, average realization for the twelve months ended 12/31/07, reserve figures as of 2/25/08.

(1) Shipments, sales, and average realization include tons that were purchased and resold.

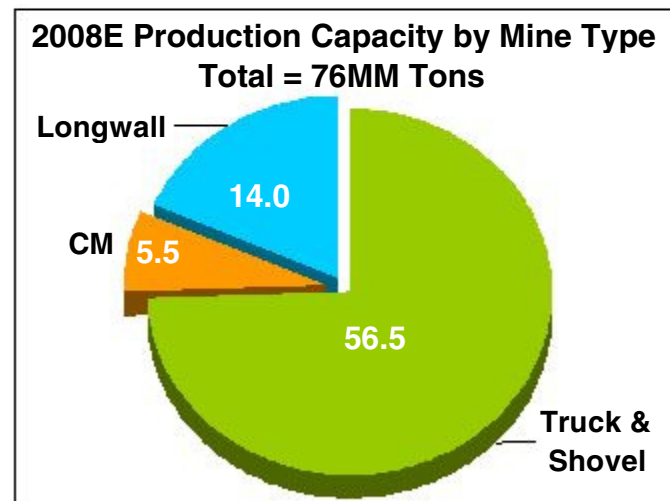
(2) Includes Illinois Basin



# DIVERSIFIED MINING & TRANSPORTATION

## MINING METHODS TAILORED TO EACH REGION

- Truck & shovel surface operations  $\approx$  74% of production capacity – PRB & CAPP
- Longwall mines in NAPP  $\approx$  18% of production capacity
- CM operations in CAPP account for the remainder
- FCL is a technology leader in all three areas



## DIVERSIFIED TRANSPORTATION PROVIDES DELIVERY FLEXIBILITY

- Railroads (all major carriers: NS, CSX, BNSF, & UP)  $\approx$  86% of shipments
- Barge and Truck  $\approx$  14% of shipments, with access to major waterways via loadouts on the Monongahela and Big Sandy Rivers





# FUTURE PRODUCTION POTENTIAL

## Powder River Basin

Wyoming Operations	Expansion (MM tons/yr)	New Capacity (MM tons/yr)
Phase I & II (completed 2006 & 2007)	10	55
Phase III (2011)	10	65
<b>Eagle Butte LBA</b>	<b>255 Million Tons</b>	<b>2008 Sale (Successful)</b>
<b>Belle Ayr LBA</b>	<b>200 Million Tons</b>	<b>2009 Sale</b>

## Northern Appalachia

Mine	Current Reserve (MM tons)	Production (MM tons/yr)
Foundation	~ 420	7 – 14 (potential 21)
Freeport	~ 68	2 - 3 (New)

## Central Appalachia

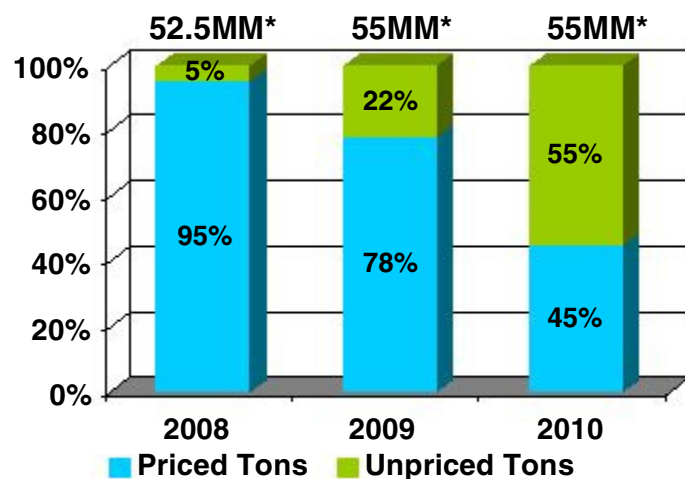
Mine	Current Reserve (MM tons)	Production (MM tons/yr)
Harts Creek	~ 64	2 (New)



# PROVEN MARKET STRATEGY

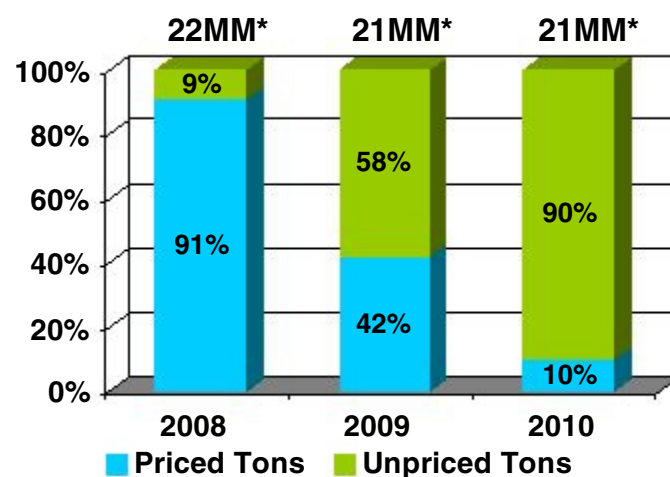
**Significant open positions in 2009 and 2010, particularly in the East, enable FCL to benefit from today's strong pricing environment**

**West (Powder River Basin)**



<b>Avg. realization**</b>	\$9.95	\$10.18	\$10.55
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**East (Central & Northern App.)**



<b>Avg. realization**</b>	\$46.99	\$44.62	\$47.24
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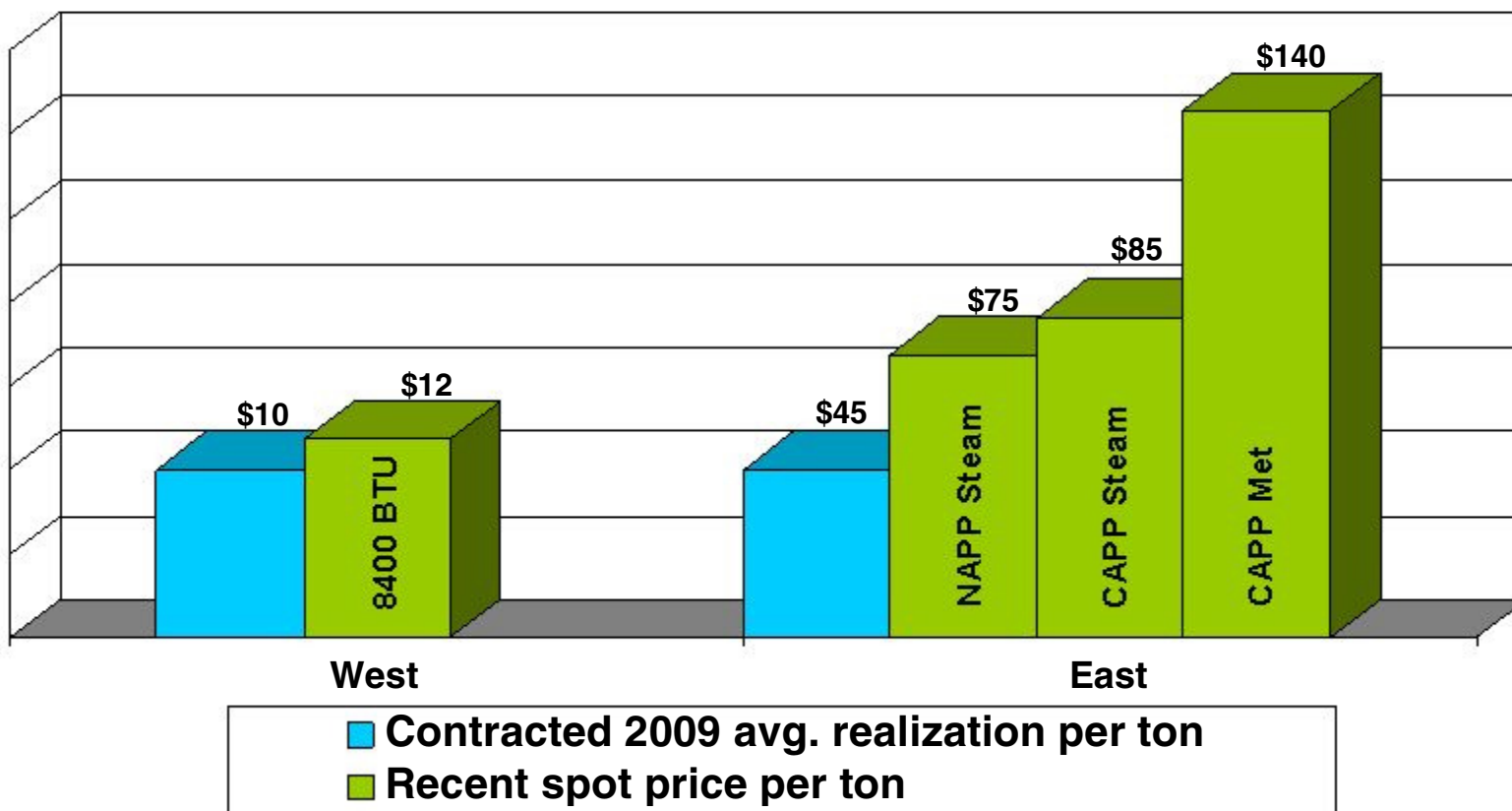
\* Midpoint of 2/14/08 coal shipment guidance

\*\* Average realization per ton for priced tons



## RECENT PRICES v. 2009 AVG. REALIZATIONS

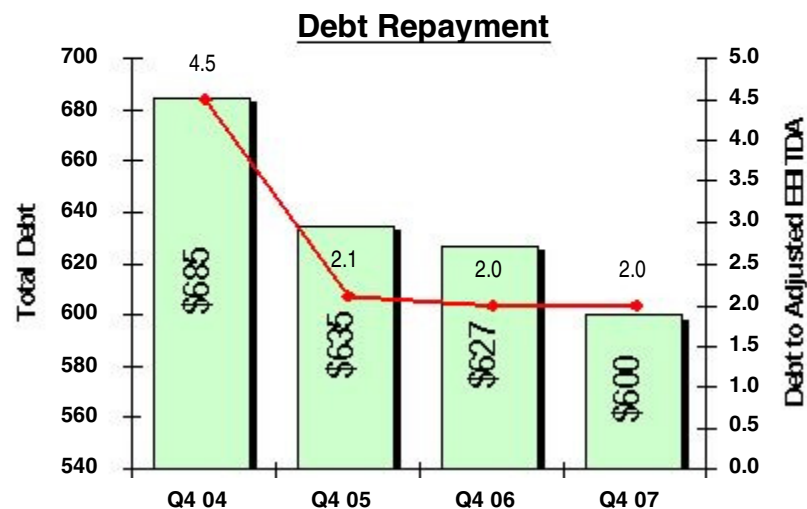
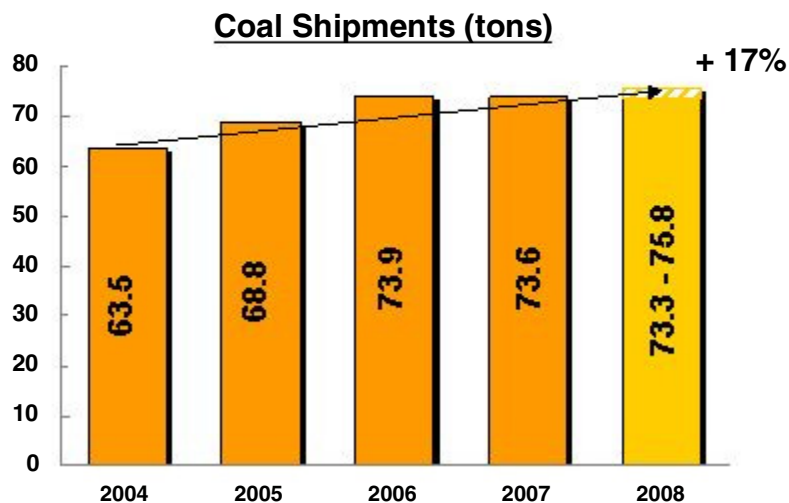
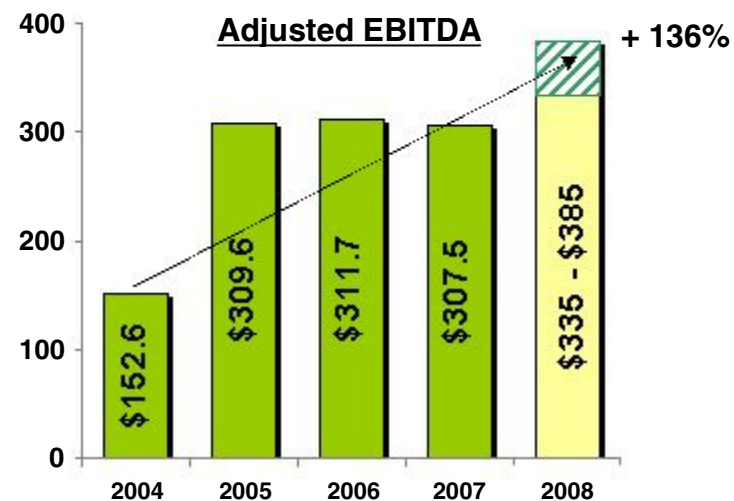
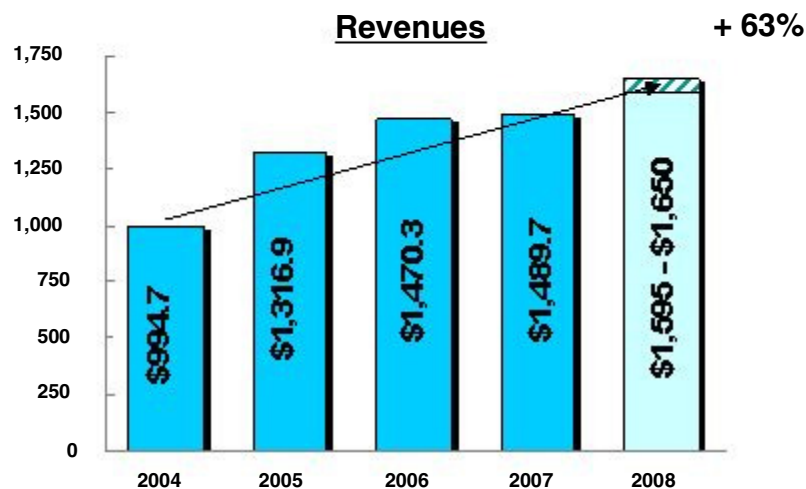
### Average Realizations Per Ton v. Recent Spot Prices







# KEY PERFORMANCE HIGHLIGHTS



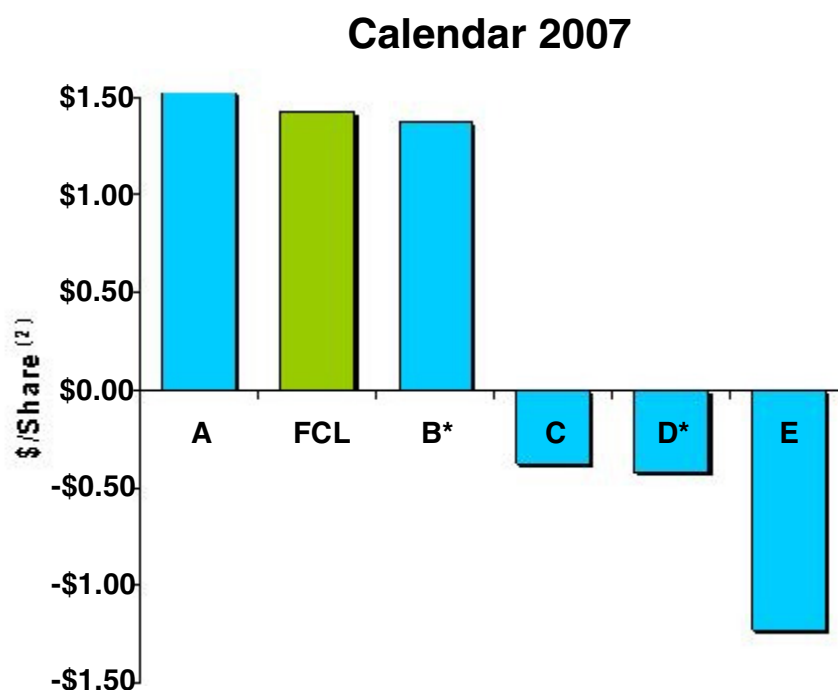
Notes:

- In millions, except percentage increases and debt to adjusted EBITDA ratios
- 2004 data on a non-GAAP combined basis
- 2005-07 data reflect results for successor company
- 2008 data per 2/14/08 guidance
- Percentage increases based on mid-point of 2/14/08 guidance



# STRONG POSITIVE FREE CASH FLOW

## Free Cash Flow Per Share Comparison <sup>(1,2)</sup> – FCL vs. Peer Companies



Strong free cash flow has enabled FCL to return value to shareholders, repurchasing 1.3mm shares since 2006 at an average price of approximately \$34

Notes: (1) Represents cash flow from operating activities less purchases of property, plant & equipment, including amounts paid under coal leases (bonus bids, minimum royalties) and excludes amounts paid for acquisitions  
(2) Shares used in the diluted earnings per share calculation, as of December 31, 2007  
\* Latest available is for the nine months ended September 30, 2007.

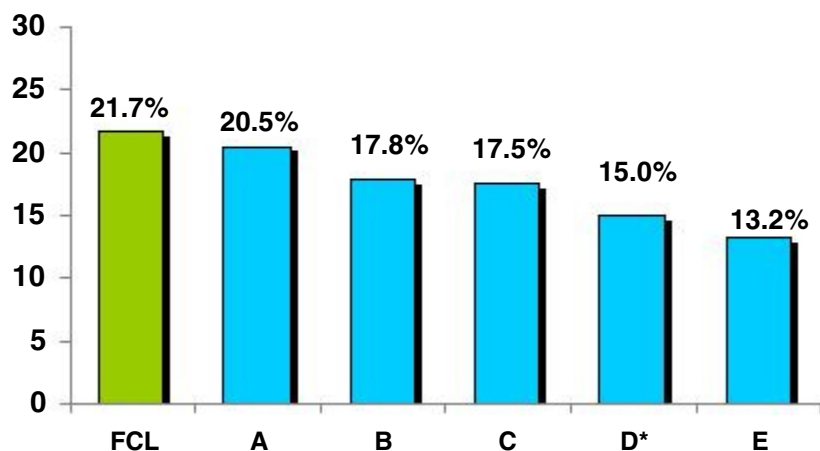
Sources: Earnings news releases and cash flow statements in Form 10-Qs



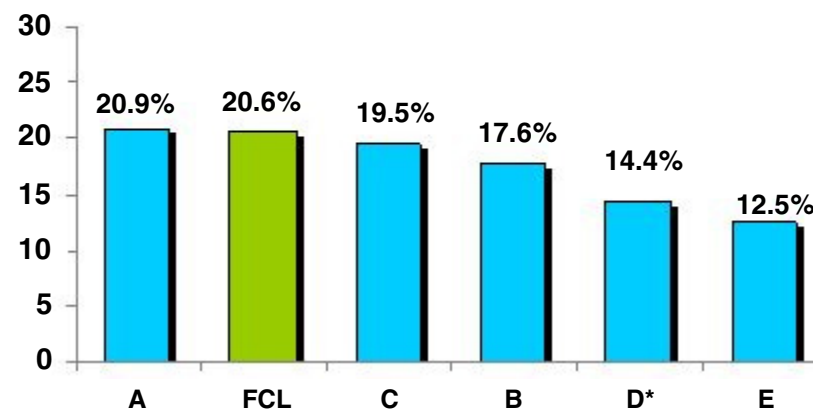
# INDUSTRY-LEADING MARGINS

## Adjusted EBITDA to Revenue Margin—FCL vs. Peers

**Three-Year Average (2005-07)**



**Calendar Year 2007**



Note: \* Excludes margin from non-coal related core assets

Source: Public company filings and press releases; EBITDA adjusted for unusual and one-time items



# SUMMARY OF INVESTMENT HIGHLIGHTS

## ■ Recent Performance

- Met 2007 guidance for adjusted EBITDA and achieved diluted EPS excluding special items near the high end of previous guidance
- Consistently generating leading EBITDA margins and positive free cash flow
- Strong track record of growing adjusted EBITDA
- Successful market strategy evident in our average realizations per ton

## ■ Current Strategy

- Selectively expanding production in 2008 in the high margin NAPP region
- Leveraging our significant open positions
- Managing our costs to maintain our position as a low-cost provider

## ■ Future Growth

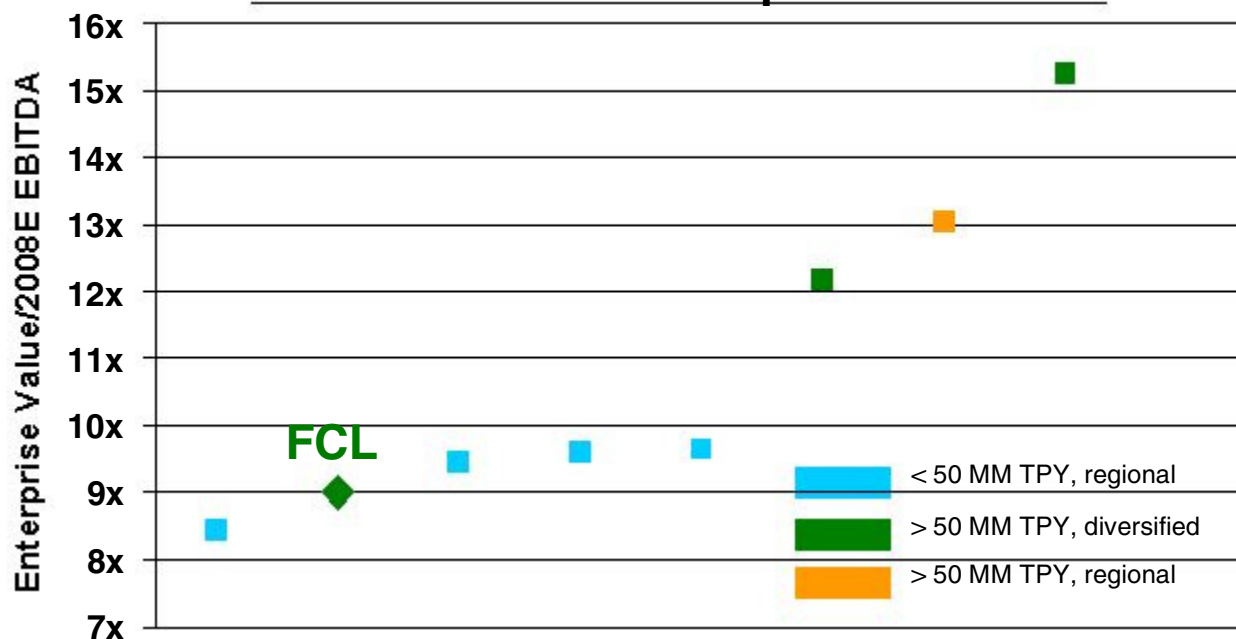
- Path for approximately 20% organic production growth near-term
- Stated policy to selectively pursue growth through acquisition



## PEER GROUP RELATIVE VALUATION

- Among the largest producers – fourth by volume
- Nationally diversified producer
- The only producer with a major presence in both NAPP & PRB
- Significant organic growth:  $\approx$  20% production capacity increase possible near-term
- Industry-leading EBITDA margins; strong & consistently positive FCF
- Relative under-valuation

### Recent Valuation Comparison 2/25/08



Note: First Call consensus 2008 EBITDA estimates as of 2/25/08



*Mining the Past...Powering the Future*