

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 12-12900 (SCC)

(Jointly Administered)

**ORDER APPROVING THE REJECTION OF
AGREEMENT WITH DEUTSCHE BANK SECURITIES INC.**

Upon the notice of rejection [Docket No. 823] (the “**Notice**”)² of Patriot Coal Corporation and its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”) filed on September 28, 2012 pursuant to the Court’s Order dated August 16, 2012 Establishing Procedures for the Rejection of Executory Contracts and Unexpired Leases and for the Abandonment of Personal Property [Docket No. 370] (the “**Rejection Procedures Order**”); and the Court having jurisdiction to consider the Notice and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.) as amended by Standing Order M-431, dated February 1, 2012 (Preska, C.J.); and consideration of the Notice and the requested relief being a core proceeding the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b); and due and proper notice of the Notice having been provided in accordance with the Rejection Procedures Order; and it appearing that no other or further notice need be provided; and the relief

¹ The Debtors are the entities listed on Schedule 1 attached to the Motion [Docket No. 136]. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors’ chapter 11 petitions.

² Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to such term in the Notice.

requested in the Notice being in the best interests of the Debtors and their respective estates and creditors; and rejecting the Agreement to the extent set forth herein representing a prudent exercise of the Debtors' business judgment; and the Court having reviewed the Notice; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the relief requested in the Notice is hereby granted solely with respect to the Agreement (as defined below) and as set forth herein; and it is further

ORDERED that pursuant to section 365(a) of the Bankruptcy Code and Bankruptcy Rule 6006 and Local Rule 6006-1, the Debtors' rejection of the Contract set forth in Schedule 1 hereto (the "**Agreement**") is hereby approved and shall be effective as of September 28, 2012; and it is further

ORDERED that claims arising out the rejection of the Agreement must timely be filed in accordance with any order pursuant to Bankruptcy Rule 3003(c) establishing a deadline by which claims arising before the Petition Date must be filed (the "**Bar Date**"), on or before the later of (i) the Bar Date and (ii) 30 days after the date hereof, and that absent a timely filing, such claim will be irrevocably barred; and it is further

ORDERED that notice of the Notice and the relief requested therein with respect to the Agreement satisfy Bankruptcy Rules 6006 and 6007 and Local Bankruptcy Rule 6006-1 and 6007-1; and it is further

ORDERED that the notice procedures set forth in the Notice with respect to the Agreement are good and sufficient notice and satisfy Bankruptcy Rule 9014 by providing the

counterparties to the Agreement with notice and an opportunity to object and be heard at a hearing; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: October 12, 2012
New York, New York

/S/ Shelley C. Chapman
HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

Title of Agreement/ Contract Type	Debtor Parties to the Contracts and Leases to be Rejected	Counterparties to the Contracts and Leases to be Rejected	Date of Contract or Lease	Location of Real Property that is the Subject of a Lease to be Rejected	Description and Location of Expendable Property	Rejection Effective Date
Financial Advisory and Investment Banking Services Agreement	Patriot Coal Corp.	Deutsche Bank Securities Inc.	2/23/12	N/A	N/A	9/28/12