

**CURTIS, MALLET-PREVOST,
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**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)

**SUPPLEMENTAL DECLARATION OF STEVEN J. REISMAN ON BEHALF OF
CURTIS, MALLET-PREVOST, COLT & MOSLE LLP PURSUANT TO RULES 2014(a)
AND 2016(b) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

I, Steven J. Reisman, declare as follows:

1. I am an attorney duly admitted to practice before this Court. I am a member of the law firm of Curtis, Mallet-Prevost, Colt & Mosle LLP (“Curtis”). Curtis is a multi-national law firm with principal offices located at 101 Park Avenue, New York, New York 10178-0061. Curtis maintains regional offices in: Washington, D.C.; Houston, Texas; Paris, France; London, England; Frankfurt, Germany; Milan, Italy; Mexico City, Mexico; Buenos Aires, Argentina; Muscat, Sultanate of Oman; Istanbul, Turkey; Almaty, Kazakhstan; Astana, Kazakhstan; Dubai, United Arab Emirates; Kuwait City, Kuwait; and Ashgabat, Turkmenistan.

¹The Debtors are the entities listed on Schedule 1 attached to the Application (defined below), filed July 19, 2012. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors’ chapter 11 petitions, filed July 9, 2012.

2. I submit this declaration (the "Supplemental Declaration") to supplement the declaration I previously submitted on behalf of Curtis, sworn to on July 19, 2012 (the "Original Declaration"), in support of the application (the "Application") for the engagement of Curtis by the debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases (collectively, the "Chapter 11 Cases"), pursuant to sections 327, 328(a), 329 and 504 of Title 11 of the United States Code, as amended (the "Bankruptcy Code"), and to provide the disclosures required under Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

3. On August 2, 2012, this Court entered an order approving the Application and the Debtors' retention and employment of Curtis as conflicts counsel to the Debtors on a final basis [Docket No. 266] (the "Curtis Retention Order").

4. To the best of my knowledge, after due inquiry, and except as set forth herein, neither I, Curtis, nor any member of, counsel to or associate of Curtis represents any creditor, party in interest or entities other than the Debtors in connection with the Chapter 11 Cases.

5. Unless otherwise stated in this Supplemental Declaration or the Original Declaration, I have personal knowledge of the facts set forth herein. Curtis periodically reviews its files during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. As additional information concerning the Debtors' creditors and relationships that have material connections with the Debtors develops, Curtis will file a further supplemental declaration with the Court. To the best of my knowledge, Curtis has not represented and will not represent any parties other than the Debtors in these cases or in connection with any matters that would be adverse to the Debtors related to these cases in respect of the matters on which Curtis is employed in the Chapter 11 Cases.

DISCLOSURE OF CONFLICTS MATTERS

6. Pursuant to the terms of the terms of the Curtis Retention Order, Curtis is required to provide periodic disclosure of any matter where lead counsel for the Debtors, Davis Polk & Wardwell LLP (“Davis Polk”), or the Debtors’ other counsel determines that an actual or potential conflict of interest exists, and that such matters should appropriately be handled by Curtis. Curtis continues to represent the Debtors in matters with respect to which the Debtors’ other counsel are precluded from representing the Debtors due to actual or potential conflicts of interest. Specifically, since filing the Original Declaration, Curtis has represented the Debtors in connection with the rejection of various agreements and equipment leases with the following counterparties: Deutsche Bank Securities Inc., Macquarie Corporate & Asset Funding, Inc., SG Equipment Finance and Siemens Financial Services.

**CURTIS’ CONNECTIONS WITH CLIENTS
IN MATTERS UNRELATED TO THE CHAPTER 11 CASES**

7. Curtis has represented, currently represents, and may in the future represent, various entities or their affiliates in matters unrelated to the Chapter 11 Cases. Since filing the Original Declaration, Curtis received an updated list of parties in interest in the Chapter 11 Cases from Davis Polk. As a result, Curtis has become aware of additional parties in interest in the Chapter 11 Cases with whom Curtis has, or may have, client connections that need to be disclosed.

8. Curtis has identified the client connections disclosed below. The connections are categorized as follows:

- (a) entities that are related to, or may be related to, a current client for which Curtis has rendered services in the prior two (2) years and is presently rendering services; and

- (b) entities that are related to, or may be related to, a former client for which Curtis has rendered services in the prior two (2) years and which engagement was closed within the prior two (2) years.

9. All client connections were diligently reviewed by an attorney working under my supervision.

10. From such review, I determined that, with respect to each client connection between Curtis and such parties, Curtis does not hold or represent an interest that is adverse to the Debtors' estates, and that Curtis is a "disinterested person," as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, for the reasons described below.

Entities That Are Related or May Be Related to Current Clients – Exhibit 1

11. The entities set forth on Exhibit 1 hereto either (i) have a name similar to a client in the client database or (ii) are or may be related to a current client (collectively, the "Potential Clients"). In certain instances, after a diligent effort, Curtis was unable to determine whether the similarity of names was, in fact, a coincidence or whether, and to what extent, the Potential Clients are related to a current client. However, out of an abundance of caution, Curtis has confirmed that it does not represent any of the Potential Clients set forth on Exhibit 1 in matters related to the Chapter 11 Cases.

Entities That Are Related or May Be Related to Former Clients – Exhibit 2

12. Similarly, the entities set forth on Exhibit 2 hereto either (i) have a name similar to a former client in the client database or (ii) are or may be related to a former client. After a diligent effort, Curtis was unable to determine whether the similarity of names was, in fact, a coincidence or whether, and to what extent, such entity is related to a former client in the client database. However, out of an abundance of caution, Curtis has confirmed that, similar to the

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TO FORMER CLIENTS OF CURTIS

EXHIBIT 1

**ENTITIES THAT ARE RELATED OR MAY BE
RELATED TO CURRENT CLIENTS OF CURTIS**

Name of Entity Searched	Relationship to Debtors	Relationship to Curtis
Banc of America Leasing & Capital LLC	Notice of Appearance Party	Affiliates of current client in matters unrelated to Debtors
Banc of America Securities LLC	Attorney, Professional and/or Financial Advisor	
Duke Energy Corporation ¹	Notice of Appearance Party	Affiliate of current client in matters unrelated to Debtors
Macquarie Corporate & Asset Funding, Inc. ²	Significant Equipment Lessor	Affiliate of current client in matters unrelated to Debtors

¹ The affiliate of Duke Energy Corporation that Curtis represents has executed a waiver letter allowing Curtis to act adversely to its interests on all matters unrelated to the matters on which Curtis is acting for it.

² Curtis represents a shareholder of an affiliate of Macquarie Corporate & Asset Funding, Inc. This shareholder has executed a waiver letter allowing Curtis to act adversely to its interests on all matters unrelated to the matters on which Curtis is acting for it.

EXHIBIT 2

**ENTITIES THAT ARE RELATED OR MAY BE
RELATED TO FORMER CLIENTS OF CURTIS**

Name of Entity Searched	Relationship to Debtors	Relationship to Curtis
GE International	Notice of Appearance Party	Affiliates of former client in matters unrelated to Debtors
GE Energy		
Zenon Environmental Corp d/b/a GE Water	Attorney, Professional and/or Financial Advisor	
Gelco Corporation d/b/a GE Fleet Services	Significant Equipment Lessor	
GE Capital TMS	Top 50 Unsecured Creditor	
United States of America	Notice of Appearance Party	Affiliate of former clients in matters unrelated to Debtors