

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

**In re:**

**PATRIOT COAL CORPORATION, *et al.*,**

**Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 12-12900 (SCC)**

**(Jointly Administered)**

**ORDER ESTABLISHING DEADLINE FOR FILING PROOFS OF CLAIM AND  
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “**Motion**”)<sup>2</sup> of Patriot Coal Corporation and its subsidiaries that are debtors and debtors in possession in these cases (the “**Debtors**”) for an order, pursuant to Bankruptcy Rule 3003(c)(3), fixing deadlines and establishing procedures for filing proofs of claim and approving the form and manner of notice thereof, as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion 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 Motion and the requested relief being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the Motion having been provided in accordance with the Case Management Order and General Order M-386 and to the Clerk’s Office; and it appearing that no other or further notice need be provided; and there being no objections to the Motion; and the Court having reviewed the

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<sup>1</sup> The Debtors are the entities listed on Schedule 1 to the Motion. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors’ chapter 11 petitions.

<sup>2</sup> Each capitalized term used herein but not otherwise defined herein shall have the meaning ascribed to it in the Motion.

Motion and having held a hearing with appearances of parties in interest noted in the transcript thereof (the “**Hearing**”); and the relief requested in the Motion being in the best interests of the Debtors, their creditors, their estates and all other parties in interest in these cases; and the Court having determined that the legal and factual bases set forth in the Motion [and at the Hearing] establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that, except as otherwise provided herein, all persons and entities (including, without limitation, individuals, partnerships, joint ventures, corporations, estates, and trusts), other than any Governmental Units, that assert a claim, as defined in section 101(5) of the Bankruptcy Code, against any Debtor that arose prior to the Petition Date (including, without limitation, claims entitled to priority under section 503(b)(9) of the Bankruptcy Code)<sup>3</sup> shall file a proof of such claim in writing so that it is actually received at the Patriot Coal Claims Processing Center on or prior to **December 14, 2012 at 5:00 p.m.** (prevailing Eastern Time) (the “**General Bar Date**”); and it is further

ORDERED that, except as otherwise provided herein, each Governmental Unit that asserts a claim, as defined in section 101(5) of the Bankruptcy Code, against any Debtor that arose prior to the Petition Date (including, without limitation, claims entitled to priority under section 503(b)(9) of the Bankruptcy Code) shall file a proof of such claim in writing so that it is actually received at the Patriot Coal Claims Processing Center on or prior to **January 21, 2013 at 5:00 p.m.** (prevailing Eastern Time) (the “**Governmental Bar Date**,” the General Bar Date

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<sup>3</sup> For the avoidance of doubt, all persons and entities (including, without limitation, individuals, partnerships, joint ventures, corporations, estates, trusts and Governmental Units) that assert a claim pursuant to section 503(b)(9) of the Bankruptcy Code must comply both with the requirements of this Order and the 503(b)(9) Procedures Order to validly assert a 503(b)(9) Demand (as defined in the 503(b)(9) Procedures Order).

and the Governmental Bar Date each a “**Bar Date**” and collectively the “**Bar Dates**”); and it is further

ORDERED that the following procedures for the filing of proofs of claim shall apply:

- (a) proofs of claim must conform substantially to the proof of claim form attached as Exhibit B to the Motion (the “**Proof of Claim Form**”);
- (b) proofs of claim must be filed either by (i) mailing the original proof of claim to the Patriot Coal Claims Processing Center, c/o GCG, Inc., P.O. Box 9898, Dublin, OH 43017-5798 or (ii) delivering the original proof of claim by hand or overnight courier to (a) the Patriot Coal Claims Processing Center, c/o GCG, Inc., 5151 Blazer Parkway, Suite A, Dublin, OH 43017 or (b) the United States Bankruptcy Court, SDNY, One Bowling Green, Room 534, New York, NY 10004-1408 (together, the “**Patriot Coal Claims Processing Center**”);
- (c) proofs of claim sent by facsimile, telecopy or email shall not be accepted;
- (d) proofs of claim shall be deemed timely filed only if *actually received* at the Patriot Coal Claims Processing Center on or prior to 5:00 p.m. (prevailing Eastern time) on the applicable Bar Date;
- (e) proofs of claim must (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why such documentation is not available; (iii) be written in the English language; and (iv) be denominated in lawful currency of the United States; *provided, however*, that the Debtors shall have the right to convert a claim denominated in non-U.S. currency into U.S. currency using the applicable exchange rate as of the Petition Date; and
- (f) proofs of claim must specify by name the Debtor against which the claim is filed; unless otherwise provided herein, if the holder asserts a claim against more than one Debtor or has claims against different Debtors, a separate proof of claim form must be filed with respect to each Debtor;

and it is further

ORDERED that the following persons or entities need not file a proof of claim on or prior to the applicable Bar Date:

- (a) any person or entity that has *already* properly filed a proof of claim against the applicable Debtor or Debtors with the Clerk of the Bankruptcy Court for the Southern District of New York or the Patriot Coal Claims

Processing Center in a form substantially similar to the Proof of Claim Form;

- (b) any person or entity whose claim is listed on the Schedules, *provided* that (i) the claim is *not* scheduled as “disputed,” “contingent” or “unliquidated,” (ii) the claimant agrees with the amount, nature and priority of the claim as set forth in the Schedules *and* (iii) the claimant agrees that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
- (c) any person or entity that holds a claim that has been allowed by an order of the Court entered on or prior to the applicable Bar Date;
- (d) any person or entity whose claim has been paid in full by any of the Debtors;
- (e) any current employee of the Debtors, and any labor union authorized by law to represent any current employee, in each case solely with respect to any claim based on (1) the payment of wages, salaries and vacation pay arising in the ordinary course of business and previously authorized to be paid by order of the Court, including the first-day wage order the Court entered on a final basis on August 2, 2012; and (2) payments related to (A) deferred vacation obligations accrued during employment with Peabody Energy Corporation or its affiliates prior to 2001; (B) the Debtors’ supplemental 401(k) plan; (C) the Debtors’ annual corporate incentive plan; and (D) any retention agreement with the Debtors; *provided, however*, that if the Debtors provide written notice to any current employee stating that the Debtors do not intend to pay such claim, such employee shall have until the later of (i) the General Bar Date and (ii) 30 days from the date of service of such written notice, to file a proof of claim;
- (f) any person or entity that holds a claim for which specific deadlines have been fixed by an order of the Court entered on or prior to the applicable Bar Date;
- (g) any person or entity that holds a claim allowable under sections 503(b) and 507(a) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- (h) any current officer, director or employee of the Debtors that holds a claim based on indemnification, contribution, or reimbursement;
- (i) any Debtor;
- (j) any person or entity that holds an interest in any Debtor, which interest is based exclusively upon the ownership of common stock or warrants, rights

or options to purchase, sell or subscribe to common stock; *provided, however,* that interest holders who wish to assert claims (as opposed to ownership interests) against any of the Debtors (including claims for damages, rescission, reimbursement or contribution) that arise out of or relate to the purchase or sale of an interest must file a proof of claim with respect to such claim on or prior to the applicable Bar Date; and

- (k) any person or entity whose claim is limited exclusively to the repayment of principal, interest and other fees and expenses (“**Debt Claim**”) under the agreements governing any debt security issued by or for the benefit of the Debtors pursuant to an indenture (“**Indenture**”), to the extent that the relevant Indenture Trustee (as defined below) files a proof of claim authorized by clause (ii) below; *provided, however,* that (i) the foregoing exclusion in this subparagraph shall not apply to the indenture trustee under the applicable indenture (“**Indenture Trustee**”), (ii) each Indenture Trustee shall be authorized to file a single proof of claim, on or before the applicable Bar Date, against all Debtors under the applicable Indentures and (iii) any holder of a Debt Claim wishing to assert a claim against any or all Debtors, other than a Debt Claim, arising out of or relating to an Indenture, shall be required to file a proof of claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies; and it is further

ORDERED that Bank of America, N.A., as administrative agent (the “**Pre-Petition Agent**”) for the lenders (the “**Pre-Petition Credit Agreement Lenders**” and together with the Pre-Petition Agent, the “**Pre-Petition Secured Parties**”) under that certain Amended and Restated Credit Agreement, dated as of May 5, 2010 (as heretofore amended, supplemented or otherwise modified, the “**Pre-Petition Credit Agreement**”), shall have the right (but not the duty) to file in the Debtors’ lead chapter 11 case (Patriot Coal Corporation (Case No. 12-12900 (SCC)) a single, master proof of claim against each of the Debtors (the “**Master Proof of Claim**”) on behalf of the Pre-Petition Secured Parties on account of any and all of their respective claims arising under the Pre-Petition Credit Agreement and related loan documents (collectively, the “**Pre-Petition Loan Documents**”) and under the Court’s Final Order (i) Authorizing Debtors (a) to Obtain Post-Petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(c)(4), 364(d)(1) and 364(e), and (b) to Utilize Cash

Collateral Pursuant to 11 U.S.C. § 363 and (ii) Granting Adequate Protection to Pre-Petition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363, and 364 [ECF No. 275]. Upon the filing of the Master Proof of Claim, each Pre-Petition Secured Party (and each of their respective successors and assigns) shall be deemed to have filed a proof of claim in respect of its claims against the Debtors as set forth in the Master Proof of Claim, and such Master Proof of Claim shall be deemed a filed proof of claim in each of the Debtors' chapter 11 cases. The Pre-Petition Agent shall not be required to amend the Master Proof of Claim to reflect a change in the holders of the claims set forth therein or a reallocation among such holders of the claims asserted therein resulting from the transfer of all or any portion of such claims. The provisions of this paragraph and the Master Proof of Claim are intended solely for the purpose of administrative convenience and shall not affect the right of each Pre-Petition Secured Party (or their respective successors and assigns) to vote separately on any plan of reorganization proposed in the Debtors' chapter 11 cases. The Pre-Petition Agent shall not be required to file with the Master Proof of Claim any instruments, agreements or other documents evidencing the obligations owing by the Debtors to the Pre-Petition Secured Parties, which instruments, agreements or other documents will be provided upon written request to counsel for the Pre-Petition Agent; and it is further

ORDERED that any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a proof of claim based on such rejection by the later of (a) the applicable Bar Date and (b) 30 days after notice by the Debtors of the entry of an order authorizing rejection to which the claim relates; *provided, however*, that a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a proof of claim for such amounts on or prior to

the applicable Bar Date unless an exception identified in the preceding paragraph applies; and it is further

ORDERED that any submitted proof of claim, along with any documents attached thereto, shall be made publicly available on the independent website *www.PatriotCaseInfo.com*, authorized by the Case Management Order; and it is further

ORDERED that nothing in this Order shall free any party submitting a proof of claim from any confidentiality undertaking or require any party submitting a proof of claim to file any confidential information with its proof of claim; and it is further

ORDERED that, with respect to those holders of claims listed on the Schedules, the Debtors shall mail one or more proof of claim forms (as appropriate) substantially similar to the Proof of Claim Form, indicating on each Proof of Claim Form how the Debtors have scheduled such creditor's claim in the Schedules (including the identity of the Debtor, the amount of the claim and whether the claim has been scheduled as contingent, unliquidated or disputed); and it is further

ORDERED that, pursuant to Bankruptcy Rule 3003(c), any holder of a claim against one or more of the Debtors who is required, but fails, to timely file a proof of such claim in appropriate form in accordance with the terms of this Order shall be forever barred, estopped and enjoined from asserting such claim against the Debtors (or filing a proof of claim with respect thereto) and such holder shall not be permitted to vote to accept or reject any plan of reorganization filed in these chapter 11 cases, or participate in any distribution in the Debtors' chapter 11 cases on account of such claim or to receive further notices regarding such claim; and it is further

ORDERED that the Bar Date Notice is approved and shall be deemed adequate and sufficient if a copy is served by first-class mail at least 35 days prior to the General Bar Date on:

- (a) the United States Trustee;
- (b) counsel to the official committee of unsecured creditors appointed in these chapter 11 cases as of the date hereof (the “**Committee**”);
- (c) all persons or entities that have requested notice of the proceedings in the chapter 11 cases as of the date hereof;
- (d) all persons or entities that have filed claims as of the date hereof;
- (e) all known holders of prepetition claims listed on the Schedules at the addresses stated therein;
- (f) all counterparties to the Debtors’ executory contracts and unexpired leases listed on the Schedules at the addresses stated therein;
- (g) all parties to litigation with the Debtors as of the date hereof;
- (h) the Internal Revenue Service, the Securities and Exchange Commission, the United States Environmental Protection Agency, the United States Attorney’s Office for the Southern District of New York and any other required governmental units;
- (i) the Core Parties and the Non-ECF Service Parties (each as defined in the Case Management Order); and
- (j) such additional persons and entities as deemed appropriate by the Debtors;

and it is further

ORDERED that, if the Debtors amend or supplement the Schedules subsequent to the date hereof but prior to service of the Bar Date Notice, then service of the personalized Proof of Claim Form attached to the Bar Date Notice and posting such supplement and amended Schedules, marked to show the impact of the supplement or amendment, on the independent website *www.PatriotCaseInfo.com* shall be good and sufficient notice under Bankruptcy Rule 1009(a), and no other notice of amendment of the Schedules shall be required; *provided, however,* that if the Debtors become aware of any litigation commenced against any current



officer, director or employee of the Debtors that could give rise to a claim based on indemnification, contribution, or reimbursement, the Debtors shall notify counsel to the Committee of such litigation; and it is further

ORDERED that, if the Debtors amend or supplement the Schedules subsequent to the service of the Bar Date Notice in a manner that would add a new claim, reduce the undisputed, non-contingent or liquidated amount of a claim, or change the nature or classification of a claim, then the Debtors shall (1) post the supplement and amended Schedules, marked to show the impact of the supplement or amendment, on the independent website *www.PatriotCaseInfo.com* and (2) give notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall be required to file a proof of claim by the later of (i) the applicable Bar Date and (ii) 30 days after such claimant is served with notice that the Debtors have amended their Schedules in a manner that affects such creditor as described in this paragraph, or be barred from doing so; *provided, however*, that if the Debtors become aware of any litigation commenced against any current officer, director or employee of the Debtors that could give rise to a claim based on indemnification, contribution, or reimbursement, the Debtors shall notify counsel to the Committee of such litigation; and it is further

ORDERED that, pursuant to Bankruptcy Rule 2002(l), the Debtors shall publish notice of the Bar Dates substantially in the form of the Publication Notice once in each of *The Wall Street Journal, National Edition, St. Louis Post Dispatch*, a St. Louis, Missouri newspaper, *Charleston Gazette/Charleston Daily Mail*, a Charleston, West Virginia newspaper, *Gleaner*, a Henderson County, Kentucky newspaper, *Evansville Courier and Press*, a Union County, Kentucky newspaper, *The Dominion Post*, a Morgantown, West Virginia newspaper, *The Register Herald*, a Beckley, West Virginia newspaper, *Times West Virginian*, a Fairmont, West Virginia

newspaper and *The Southern Illinoisan*, a Carbondale, Illinois newspaper, in each case at least 28 days prior to the General Bar Date, and shall also post a copy of the Publication Notice and the Proof of Claim Form on [www.PatriotCaseInfo.com](http://www.PatriotCaseInfo.com), which Publication Notice is hereby approved and shall be deemed good, adequate and sufficient notice of the Bar Dates; and it is further

ORDERED that the Notice Procedures are hereby approved and shall be deemed good, adequate and sufficient notice for all relevant purposes; and it is further

ORDERED that the Debtors are authorized to mail the letter (and attachment thereto), substantially in the form of Exhibit E to the Motion, to the Debtors' employees and retirees and shall have no liability to any employee, retiree or other party arising solely from the Debtors' mailing of such letter (and attachment thereto); and it is further

ORDERED that the Debtors and GCG are authorized to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED that nothing in this Order shall prejudice the right of any party in interest to object to any proof of claim, whether filed or scheduled, on any grounds, or to dispute or assert offsets or defenses to any claim reflected on the Schedules or any amendments thereto, as to amount, liability, classification or otherwise or to subsequently designate any claim as disputed, contingent, unliquidated or undetermined; and it is further

ORDERED that entry of this Order is without prejudice to the right of the Debtors to seek a further order of the Court fixing a date by which holders of claims or interests not subject to the Bar Dates established herein must file such proofs of claim or interest or be barred from doing so; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.

Dated: October 18, 2012  
New York, New York

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