

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

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 12-12900 (SCC)

(Jointly Administered)

**ORDER AUTHORIZING THE PAYMENT FOR CERTAIN SERVICES
ON A FIXED FEE BASIS TO JACKSON KELLY PLLC**

Upon the notice of presentment of an order amending the order authorizing the employment and retention of Jackson Kelly PLLC (“**Jackson Kelly**”) as special counsel for the Debtors, dated September 9, 2012 [ECF No. 540] (the “**Original Order**”) to authorize the payment for certain services on a fixed fee basis, dated November 21, 2012 (the “**Notice of Presentment**”); and due and proper notice of the requested amendment having been provided, and it appearing that no other or further notice need be provided; and the relief requested in the Notice of Presentment being in the best interests of the Debtors and their respective estates and creditors; and this Court having reviewed the Notice of Presentment; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Notice of Presentment is hereby granted; and it is further

ORDERED that the Original Order shall remain in full force and effect, except as amended below; and it is further

ORDERED that the Debtors are authorized to compensate Jackson Kelly on a fixed fee basis for the following services, which were generally authorized under paragraph 7(h) of the Original Order:

(a) representing the Debtors before the West Virginia Legislature and its committees; and

(b) interfacing on behalf of the Debtors with the Governor of West Virginia, his Chief of Staff and other elected and appointed officers in relation to the administrative matters affecting the Debtors;

and it is further

ORDERED that Jackson Kelly shall continue to file fee applications for interim and final allowance of compensation and reimbursement of expenses pursuant to the Fee Guidelines (as defined in the Original Order) and any applicable orders of the Court, with allowance of such compensation subject to the Court's review for reasonableness; and it is further

ORDERED that ten business days' notice must be provided by Jackson Kelly to the Debtors, the United States Trustee and any official committee prior to any increase in the rate set forth in the Declaration of Michael T. Cimino, a Member of Jackson Kelly, filed in support of the Notice of Presentment and attached to the Notice of Presentment as Exhibit B, and such notice must be filed with the Court; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order; 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: December 5, 2012
New York, New York

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