

THOMAS PERSINGER PLLC
P. O. Box 2828
Charleston, WV 25330-2828
Telephone: (304) 343-0850
Facsimile: (304) 343-1677
E: mtplaw@frontier.com
Thomas Persinger,
Pro hac vice

Counsel for Southern Land
Company Limited Partnership,
et al.

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

NOTICE OF WITHDRAWAL OF SOUTHERN LAND COMPANY LIMITED PARTNERSHIP, DICKINSON PROPERTIES LIMITED PARTNERSHIP, ET AL. LIMITED OBJECTION TO DEBTORS' MOTION PURSUANT TO BANKRUPTCY RULE 9019 FOR ORDER APPROVING GLOBAL SETTLEMENT AGREEMENT WITH THE OHIO VALLEY ENVIRONMENTAL COALITION, THE SIERRA CLUB AND THE WEST VIRGINIA HIGHLANDS CONSERVANCY

PLEASE TAKE NOTICE THAT Southern Land Company Limited Partnership, a West Virginia limited partnership ("Southern"), Dickinson Properties Limited Partnership, a West Virginia limited partnership ("Dickinson"), Chesapeake Mining Company, a West Virginia corporation ("Chesapeake"), The Imperial Coal Company, a West Virginia corporation ("Imperial"), Quincy Coal Company, a West Virginia corporation ("Quincy Coal"), Branch Banking & Trust Company, a North Carolina banking corporation, Nelle Ratrie Chilton and Charles C. Dickinson,

III, Successor Trustees of the Charles C. Dickinson Testamentary Trust U/W of Charles C. Dickinson dtd. 02.28.59 (“C. C. Dickinson Testamentary Trust”), Horse Creek Land & Mining Company, a West Virginia corporation (“Horse Creek”), and Payne-Gallatin Company, a West Virginia corporation (“Payne-Gallatin,” and with Southern, Dickinson, Chesapeake, Imperial, Quincy Coal, C. C. Dickinson Testamentary Trust, and Horse Creek hereinafter collectively, “these Lessors”), by their undersigned Counsel, hereby withdraw their Limited Objection to Debtors’ Motion Pursuant To Bankruptcy Rule 9019 For Order Approving Global Settlement Agreement With The Ohio Valley Environmental Coalition, The Sierra Club And The West Virginia Highlands Conservancy [Doc 1687 & 1689] (the “Limited Objection”).

These Lessors’ withdrawal of their Limited Objection is conditioned upon submission by the Debtors, and entry by the Court, of the revised proposed Order Approving Global Settlement Agreement With The Ohio Valley Environmental Coalition, The Sierra Club And The West Virginia Highlands Conservancy, in the form and content of the black line version attached hereto as Exhibit A, or its substantive equivalent.

Dated: December 14th, 2012

Charleston, West Virginia

Respectfully submitted,

/s/ Thomas Persinger

Thomas Persinger, Esq.
THOMAS PERSINGER PLLC
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Charleston, WV 25330-2828
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Telecopier number: (304) 343-1677
E: mtplaw@frontier.com
Pro hac vice

Counsel for Southern Land Company Limited Partnership, Dickinson Properties Limited Partnership, Chesapeake Mining Company, The Imperial Coal Company, Quincy Coal Company, Branch Banking & Trust Company, a North Carolina banking corporation, et al. Successor Trustees of the Charles C. Dickinson Testamentary Trust, Horse Creek Land & Mining Company, and Payne-Gallatin Company

EXHIBIT A

**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 GLOBAL SETTLEMENT AGREEMENT WITH THE
OHIO VALLEY ENVIRONMENTAL COALITION, THE SIERRA CLUB AND
THE WEST VIRGINIA HIGHLANDS CONSERVANCY**

Upon the motion (the “**Motion**”)² of Patriot Coal Corporation and its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”) for entry of an order (the “**Order**”) pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019; and the 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 the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b); and due and proper notice of the Motion having been provided in

¹ The Debtors are the entities listed on Schedule 1 attached to the Motion. 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 Motion.

accordance with the Case Management Order; and it appearing that no other or further notice need be provided; and the relief requested in the Motion being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Motion [and the responses and objections filed in relation thereto](#); [and having held a hearing with appearances of parties in interest noted in the transcript thereof (the “**Hearing**”)]; 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

ORDERED that the relief requested in the Motion is hereby granted as set forth herein; and it is further

ORDERED that the Global Settlement Agreement is in the best interests of the Debtors and their estates; and it is further

ORDERED that the Debtors’ entry into the Global Settlement Agreement and the terms and conditions of the Global Settlement Agreement are hereby approved pursuant to Bankruptcy Rule 9019 [as set forth herein](#); and it is further

ORDERED that the Debtors are authorized to take and perform such other actions as may be necessary or appropriate to implement and effectuate the Global Settlement Agreement; and it is further

ORDERED that, for the avoidance of doubt, nothing in the Global Settlement Agreement shall be construed to extend any obligation of any of the Defendants to each other or to any other Debtor or subsidiary, including with respect

to performing any selenium treatment or other environmental compliance obligations;
and it is further

ORDERED that, for the avoidance of doubt, the relief granted in the *Order Pursuant to 11 U.S.C. § 362(d) Authorizing Limited Relief from the Automatic Stay* [ECF Doc. 1208], allowing the Parties to file and prosecute pleadings with respect to the Motion to Modify and allowing the West Virginia District Court to determine whether to modify, and to order the modification of, the Prepetition Orders, shall continue to apply to allow the Parties to file the joint motion to amend the Hobet 22 Order and the Modified Consent Decree, and allow the West Virginia District Court to enter the order amending the Hobet 22 Order and the Modified Consent Decree; and it is further

ORDERED, that for the avoidance of doubt, nothing in the Global Settlement Agreement should be construed as waiving or releasing any claims or rights that the Debtors may have against any third party; and it is further

ORDERED that neither this Order, the Global Settlement Agreement or any other order or decree entered in connection with or in relation to the Motion or the Global Settlement Agreement (collectively, the “GSA Approvals”) shall be deemed to impair, bar or estop a lessor/landowner (“Lessor”) of any of the Debtors from exercising its rights (i) available to such Lessor pursuant to the Bankruptcy Code or non-bankruptcy law or (ii) set forth in or arising from a coal lease, sublease, amendments, assignments, royalty agreements, consents, land use instruments or any other document that would be classified as a non-residential real property lease or executory contract under section 365 of the Bankruptcy Code (collectively, “Coal

Lease”), including, but not limited to, a Lessor’s right to claim a default under a Coal Lease, assert a claim for damages or other relief available under law or equity, and prosecute such claim; and it is further

ORDERED that the GSA Approvals shall not be deemed as a waiver by any Lessor of its rights under each Lessor’s respective Coal Lease or a consent to the relief sought in the Motion or the GSA Approvals and all parties in interest are hereby barred from contending that the GSA Approvals estop or otherwise hinder or prevent a Lessor from exercising its rights under a Coal Lease, the Bankruptcy Code or applicable non-bankruptcy law, including with respect to, inter alia, the effect of the GSA Approvals; and it is further

ORDERED that, notwithstanding the possible applicability of Bankruptcy Rules 4001(d), 6006(d), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the terms of the Global Settlement Agreement are to be complied with by all parties thereto as soon as this Order becomes final and non-appealable; and it is further

ORDERED that this Court retains jurisdiction (i) to interpret, implement and enforce the terms and provisions of the Global Settlement Agreement and (ii) with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York

2012 _____,

THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

CERTIFICATE OF SERVICE

I hereby certify that on December 14, 2012, a true and correct copy of the foregoing Notice of Withdrawal Of Southern Land Company Limited Partnership, Dickinson Properties Limited Partnership, Et Al. Limited Objection To Debtors' Motion Pursuant To Bankruptcy Rule 9019 For Order Approving Global Settlement Agreement With The Ohio Valley Environmental Coalition, The Sierra Club And The West Virginia Highlands Conservancy was served by (i) the Electronic Case Filing system for the United States Bankruptcy Court for the Southern District of New York on those parties that have consented to such service in these cases, (ii) FedEx to the chambers of the Honorable Shelly C. Chapman, Judge of the USBC (SDNY) 100 Bowling Green, New York, NY 10004-1406, and (iii) United States mail, first class postage prepaid, on the parties and or counsel listed below:

- (a) Counsel to the Debtors:
Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY
10017, Attn: Marshall S. Huebner, Brian M. Resnick, and
Michelle M. McGreal
- (b) Conflicts counsel to the Debtors:
Curtis, Mallet-Prevost, Colt & Mosle LLP, 101 Park Avenue, New York,
NY 10178, Attn: Steven J. Reisman and Michael A. Cohen
- (c) The Office of the United States Trustee for the Southern District of
New York, 33 Whitehall Street, Suite 2100, New York, NY 10004, Attn:
Elisabetta G. Gasparini and Paul K. Schwartzberg
- (d) Counsel for the Official Committee of Unsecured Creditors:
Kramer Levin Naftalis & Frankel LLC, 1177 Avenue of the Americas,
New York, NY 10036
- (e) The Debtors' authorized claims and noticing agent:
Patriot Coal Corporation, c/o GCG, Inc., P.O. Box 9898, Dublin, OH
43017-5798
- (f) Counsel for the administrative agents for the Debtors' proposed
postpetition lenders:
 - (i) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153,
Attn: Marcia Goldstein and Joseph Smolinsky and
 - (ii) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019,
Attn: Margot B. Schonholtz and Ana Alfonso

- (g) Counsel to the United Mine Workers of America:
Kennedy, Jennik & Murray, P.C., 113 University Place, 7th Floor, New
York, NY 10003 Attn: Susan M. Jennik
- (h) Counsel to the Argonaut Insurance Company, Indemnity National Insurance
Company, US Specialty Insurance , and Westchester Fire Insurance Company:
Stites & Harbison, PLLC, 250 West Main Street, Suite 2300, Lexington, KY
40507, Attn: Chrisandrea L. Turner; and
- (i) Counsel to The Ohio Valley Environmental Coalition, et al.:
Joseph M. Lovett, Esq.
Derek O. Teaney, Esq.
P. O. Box 507
Lewisburg, WV 24901

/s/Thomas Persinger

Thomas Persinger, Esq.

THOMAS PERSINGER PLLC

P. O. Box 2828

Charleston, WV 25330-2828

Telephone number: (304) 343-0850

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E: mtplaw@frontier.com

Admission *pro hac vice*

Counsel for Southern Land Company

Limited Partnership, Dickinson Properties

Limited Partnership, Chesapeake Mining

Company, The Imperial Coal Company,

Quincy Coal Company, Branch Banking &

Trust Company, Nelle Ratrie Chilton, and

Charles C. Dickinson, III, Successor

Trustees of the C. C. Dickinson

Testamentary Trust, Horse Creek Land &

Mining Company, and Payne-Gallatin

Company