

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

<p>In re:</p> <p>PATRIOT COAL CORPORATION, <i>et al.</i>,</p> <p>Debtors.¹</p>
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**Chapter 11
Case No. 12-51502-659
(Jointly Administered)
#1776**

**OMNIBUS ORDER APPROVING THE REJECTION
OF CERTAIN EXECUTORY CONTRACTS**

Upon the eighth notice of rejection of Patriot Coal Corporation and its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”) filed on December 18, 2012 [ECF No. 1776] (the “**Notice**”)² pursuant to the Order of the United States Bankruptcy Court for the Southern District of New York entered August 16, 2012 Establishing Procedures for the Rejection of Executory Contracts and Unexpired Leases and for the Abandonment of Personal Property [ECF 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 Rule 9.01(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri; 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

¹ The Debtors are the entities listed on Schedule 1 attached to the Debtors’ Motion for Approval of Procedures for the Rejection of Executory Contracts and Unexpired Leases and for the Abandonment of Personal Property [ECF 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.

and proper notice of the Notice having been provided in accordance with the Rejection Procedures Order; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that no other or further notice need be provided; and the relief requested in the Notice being in the best interests of the Debtors and their respective estates and creditors; and rejecting the Contracts (as defined below) 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 Contracts (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, the Debtors' rejection of the Contracts set forth on Schedule 1 hereto (the "**Contracts**") is hereby approved and shall be effective as of the applicable date set forth on Schedule 1 hereto; and it is further

ORDERED that claims arising out of any rejections effected pursuant to this Order must timely be filed in accordance with the Order Establishing Deadline for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof [ECF No. 1388] on or before the date that is 30 days after the date hereof, and that absent a timely filing such claim shall be irrevocably barred; and it is further

ORDERED that, without further order of this Court, all counterparties to the Contracts are prohibited from setting off or otherwise utilizing any monies deposited by the Debtors with such counterparty as a security deposit or pursuant to another similar arrangement; and it is further

ORDERED that notice of the Notice and the relief requested therein with respect to the Contracts satisfy Bankruptcy Rule 6006; and it is further

ORDERED that the notice procedures set forth in the Notice with respect to the Contracts are good and sufficient notice and satisfy Bankruptcy Rule 9014 by providing the counterparties to the Contracts with notice and an opportunity to object and be heard at a hearing; and it is further

ORDERED that the relief granted herein is without prejudice to the Debtors' rights to reject any Contracts set forth on Schedule A to the Notice that are not set forth on Schedule 1 hereto.

No later than 7 days after the date of this order, Attorney for Debtor is directed to serve a copy of the order on all necessary parties and is directed to file a certificate of service no later than 48 hours after service.


KATHY A. SURRATT-STATES
U.S. Bankruptcy Judge

DATED: January 11, 2013
St. Louis, Missouri 63102
JHH

Order prepared by:
Marshall S. Huebner
Damian S. Schaible
Brian M. Resnick
Michelle M. McGreal
DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017

Schedule 1¹

Counterparties to the Contracts and Leases to be Rejected	Title of Agreement/ Contract Type	Debtors' Contract ID	Debtor Parties to the Contracts and Leases to be Rejected	Date of Contract or Lease	Description and Location of Expendable Property	Rejection Effective Date
Michael V. Altrudo	Employment Agreement (and associated Letter Agreement; Consulting Agreement)	PEA002.36-001	Patriot Coal Corporation	10/31/07, amended 10/31/07	Employment Agreement Location N/A	12/18/12
K. Susan Billiot	Employment Agreement (and associated Termination Letter and General Release)	NCC 705	Patriot Coal Corporation	7/15/08, amended 12/8/08	Employment Agreement Location N/A	12/18/12
Irl F. Engelhardt	Employment Agreement	PEA002.36-004	Patriot Coal Corporation	10/31/07	Employment Agreement Location N/A	12/18/12
Irl F. Engelhardt	Employment Agreement	HR102	Patriot Coal Corporation	05/28/12	Employment Agreement Location N/A	12/18/12
Jiri Nemec	Employment Agreement (and associated Termination Letter)	PEA002.36-005	Patriot Coal Corporation	10/31/07	Employment Agreement Location N/A	12/18/12
Mark N. Schroeder	Employment Agreement	HR104	Patriot Coal Corporation	10/31/07	Employment Agreement Location N/A	12/18/12
Paul H. Vining	Employment Agreement (and associated Letter Agreements)	NCC 704	Patriot Coal Corporation	4/2/2008, amended 11/9/10 and 4/1/11	Employment Agreement Location N/A	12/18/12
Sara E. Wade	Employment Agreement	PEA002.36-007	Patriot Coal Corporation	10/31/07	Employment Agreement Location N/A	12/18/12
Richard M. Whiting	Employment Agreement	PEA002.36-008	Patriot Coal Corporation	10/31/07	Employment Agreement Location N/A	12/18/12

¹ The Agreements listed herein include all addendums, supplements, amendments, modifications and assignments directly related thereto.