

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.¹

Chapter 11
Case No. 12-51502-659
(Jointly Administered)

**THE DEBTORS' OBJECTION TO THE EMERGENCY MOTION
OF THE UNITED MINE WORKERS OF AMERICA 1974 PENSION TRUST AND THE
UNITED MINE WORKERS OF AMERICA 1993 BENEFIT PLAN TO EXTEND THE
TIME TO RESPOND TO THE DEBTORS' MOTION
FOR AUTHORITY TO IMPLEMENT COMPENSATION PLANS**

Patriot Coal Corporation (“**Patriot**”) and its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”) respectfully submit this objection to the Emergency Motion of the United Mine Workers of America 1974 Pension Trust (the “**1974 Plan**”) and the United Mine Workers of America 1993 Benefit Plan (the “**1993 Plan**,” and together with the 1974 Plan, the “**UMWA Plans**”) to Extend the Time to Respond to the Debtors’ Motion for Authority to Implement Compensation Plans [ECF. No. 2854] (the “**Extension Motion**”).

PRELIMINARY STATEMENT AND BACKGROUND

1. The UMWA Plans’ Extension Motion should be denied. Long before filing the Motion for Authority to Implement Compensation Plans [ECF No. 2819] (the “**Compensation Plan Motion**”), the Debtors notified the official committee of unsecured creditors (the

¹ The Debtors are the entities listed on Schedule 1 attached hereto. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors’ chapter 11 petitions.

“**Creditors’ Committee**”) – of which the 1974 Plan is a member – and solicited the Committee’s views. The United Mine Workers of America (the “**Union**”) – also a member of the Creditors’ Committee – while opposed to the Compensation Plan Motion, reached out to the Debtors before the filing of the Compensation Plan Motion to begin discussions regarding discovery and scheduling. By the afternoon of February 13, the Debtors and the Union had already negotiated an agreed discovery schedule which would allow the Union all the discovery it requested well before the February 26 hearing. Instead of adopting a similar, cooperative approach to discovery, the UMWA Plans sat idle before the motion was filed and remained silent nearly two full days after it was filed. Having thus failed to plan for the objection that they claim was obvious to all (See Email Correspondence, attached as Exhibit A to the Declaration of Benjamin S. Kaminetzky, attached hereto as Exhibit 1 (“**Kaminetzky Decl.**”)), the UMWA Plans demanded an extension of the Debtors’ long-disclosed schedule for the Compensation Plan Motion and propounded discovery requests of breathtaking scope – many of which bear no connection whatsoever to the Compensation Plan Motion. The Debtors have complied with the operative Order Establishing Case Management and Administrative Procedures [ECF No. 1386] (the “**Case Management Order**”) in scheduling the Compensation Plan Motion, and the UMWA Plans has obtained all the discovery necessary thanks to the Debtors’ discovery agreement with the Union. The UMWA Plans’ manufactured claims of an “emergency” and prejudice should therefore be denied.

2. The Debtors’ successful reorganization depends on their employees’ investment of extraordinary amounts of time, dedication, patience, and effort in the face of the uncertainty inherent in chapter 11 reorganizations – all while receiving significantly reduced compensation and benefits. The Debtors have already lost a number of key employees and, in the days since

the Compensation Plan Motion was filed, the Debtors have learned that yet another key employee and participant in the AIP, a mine superintendent at one of the Debtors' largest mines, Federal No. 2, would be resigning. The Debtors cannot afford to risk broad-based departures at this critical point in their reorganization. Accordingly – and consistent with (but more modest than) the Debtors' prepetition compensation practices – Patriot management, with oversight from its board of directors, developed the 2013 AIP and the CERP to motivate and encourage the retention of critical employees and to focus their attention on achieving important business objectives. (See Compensation Plan Motion ¶¶ 5-8.)

3. The Debtors shared initial drafts of the plans with the Creditors' Committee months before the filing of the Compensation Plan Motion, and attempted to accommodate the views of the Creditors' Committee and its professionals. This collaborative effort led to the Creditors' Committee supporting the final form of the Proposed Compensation Plans as a reasonable exercise of the Debtors' business judgment. (Compensation Plan Motion ¶ 9.)

4. The 1974 Plan, as a member of the Creditors' Committee, had actual notice of the proposed timing of the Compensation Plan Motion and the substance of the Proposed Compensation Plans for over a week before the Debtors ultimately filed the motion on February 12. Even before the filing of the Compensation Motion, the Union and the Debtors worked to discuss the scope of discovery appropriate to the Compensation Plan Motion. And immediately after the filing of the motion, the Debtors began to produce documents and schedule the requested depositions of the declarants supporting the Compensation Plan Motion.

5. Although the UMWA Plans had precisely the same notice of the Compensation Plan Motion as the Union, the Debtors heard nothing from the UMWA Plans until receiving – nearly two days after the motion was filed – the UMWA Plans' ultimatum that unless the

Debtors agree to adjourn the Compensation Plan Motion the UMWA Plans would file the Extension Motion. (Kaminetzky Decl. Ex. A.) Later that night, the UMWA Plans served the Debtors with three deposition notices – two of which were duplicative of depositions already scheduled under the Debtors’ agreement with the Union – and truly massive discovery requests comprised of forty-nine separate requests for production and nine interrogatories. Upon the Debtors’ refusal to delay the long-discussed schedule for the Compensation Plan Motion and agreed discovery timetable (and despite the fact that the Debtors immediately produced to the UMWA Plans all of the discovery they produced to the Union and invited the UMWA Plans to attend the scheduled depositions), the UMWA Plans filed the instant motion.

ARGUMENT

No Extension of Time is Warranted or Appropriate

A. The Current Schedule Provides Ample Time for All Appropriate Discovery

6. No extension of the deadline to respond to the Debtors’ Compensation Plan Motion is warranted, as the schedule established by the Case Management Order affords all parties in interest – including the UMWA Plans – the opportunity to conduct any discovery necessary to evaluate the Debtors’ exercise of business judgment in implementing these plans. The Compensation Plan Motion seeks critical, time-sensitive relief: the Debtors’ employees are the engine of their reorganization. As shown by the announced departure of yet another critical employee in the days since the filing of the Compensation Plan Motion, every day that passes without the Debtors’ implementation of incentive and retention plans risks further attrition and loss of essential business knowledge. Yet, as essential as they are, the Proposed Compensation Plans are but a modest, ordinary-course part of the Debtors’ complex chapter 11 cases, with a maximum aggregate cost of only \$6.9 million. (*See generally* Compensation Plan Motion ¶¶ 20-

30.) Appropriate discovery into whether the plans are truly ordinary-course in comparison to the Debtors' past practices, or into whether they are a valid exercise of the Debtors' business judgment, can and will be conducted in time for the February 26 hearing. The UMWA Plans have not shown any reason why the discovery already underway will not give them everything they need to file a fully-informed objection on the deadline set out by the Case Management Order.

7. In the first instance, the UMWA Plans' indolence in the period leading up to the filing of the Compensation Plan Motion and days-long silence following its filing belie their breathless assertion that an "emergency" extension is needed. No emergency exists. As a member of the Creditors' Committee, the 1974 Plan was fully apprised of the content of the Proposed Compensation Plans and the timing of the Compensation Plan Motion's filing. Presumably, the UMWA Plans fully understood that they would object to the Compensation Plan Motion – indeed, they have told the Debtors that their "objection to the AIP/CERP Motion certainly should not come as any surprise." (Kaminetzky Decl. Ex. A.) Nonetheless, the UMWA Plans never approached the Debtors to discuss the scope and timing of discovery prior to the filing of the motion. Even more tellingly, the UMWA Plans remained silent for nearly two full days following the Debtors' filing of the motion. Such behavior is entirely inconsistent with their supposed emergent need for massive discovery and an extended briefing schedule.

8. In any event, the UMWA Plans have obtained all the discovery needed to file an informed objection, thanks to the cooperative efforts of the Debtors and the Union. Like the UMWA Plans, the Union's objection to the motion does not "come as any surprise." But in stark contrast to the UMWA Plans, the Union worked cooperatively with the Debtors to negotiate a reasonable discovery program and schedule depositions. As a result of this effort, the Debtors

have already produced documents responsive to all of the Union's requests – which the Debtors have provided to the UMWA Plans – and conducted the depositions of Bennett Hatfield and Nick Bubnovich on Monday, February 18. This discovery allowed the UMWA Plans to fully evaluate the only subjects of discovery actually identified in their Motion: “(i) the statutory thresholds applicable to the Proposed Compensation Plans . . . and (ii) whether or not the AIP/CERP Motion demonstrates that the Proposed Compensation Plans have satisfied those statutory burdens.” (Extension Motion, ¶ 8.) Four representatives of the UMWA Plans attended the depositions and were afforded a full opportunity to question both Nick Bubnovich and Bennett Hatfield.

9. That the UMWA Plans have obtained all documents produced to the Union and have conducted the depositions of Mr. Hatfield and Mr. Bubnovich, reveals that the true purpose of their Extension Motion is simply to burden the Debtors' Estates with unnecessary delay and the costs of complying with the UMWA Plans' unreasonable and unduly burdensome discovery requests. By way of example only, among other material irrelevant to the Compensation Plan Motion, these requests seek:

- The Debtors' proposals regarding contributions and obligations to the UMWA 1974 Pension Plan and the UMWA 1993 Benefit Plan (Kaminetzky Decl, Ex. A, Request No. 5);
- All documents sufficient to identify the compensation and benefits for any and all non-union employees of Patriot, including but not limited to hourly employees, non-union labor mine employees, managers, and corporate employees (Kaminetzky Decl, Ex. C, Request No. 16-17);
- All documents sufficient to identify the Debtors' estimates of coal prices from 2007 to 2012 and comparisons to actual coal prices (Kaminetzky Decl, Ex. C, Request No. 42); and
- All documents related to the Debtors' five-year financial plan and/or current reorganization financial model that account for Patriot's 2.5% across the board salary reduction, including but not limited to documents sufficient to show projections of the following:

- Operating assumptions and results for each of the Debtors' mining complexes;
- Consolidated balance sheets and support for non-current asset valuations and liability valuations, including but not limited to environmental and selenium obligations, asset retirement obligations, and workers' compensation obligations. (Kaminetzky Decl, Ex. C, Request No. 36).

These requests – and many other of the UMWA Plans' 49 requests – seek information that has absolutely no bearing on the Proposed Compensation Plans.² In tacit admission of this fact, the Extension Motion does not even attempt to explain why the Compensation Plan Motion should be put off to allow the UMWA Plans to engage in such broad-ranging discovery. Indeed, the UMWA Plans have not identified any deficiency in the discovery the Debtors have willingly provided to the Union and the UMWA Plans. Accordingly, the UMWA Plans should not be allowed to delay hearing of the Compensation Plan Motion while they engage in unrelated, exploratory discovery of every aspect of the Debtors' operations.

B. The Debtors' Schedule for the Compensation Plan Motion Complies with the Operative Case Management Order.

10. The hearing schedule for the Compensation Plan Motion complies with the operative Case Management Order and should not be modified to accommodate a single party's dilatory tactics. The UMWA Plans do not dispute that the Debtors filed the Compensation Plan Motion in strict compliance with Paragraph 20(a) of the Case Management Order which provides that motions must be filed and served "at least 14 days before the next available Omnibus Hearing." (Case Management Order, § 20(a).) Nor do the UMWA Plans contest that Judge Chapman's order transferring the Debtors' cases to this District provides that "all orders previously entered in the Cases shall remain in full force and effect in accordance with their

² Ironically, the UMWA Plans already have access to much of the requested material through the data room established in connection with the Debtors' 1113 process (a fact that the UMWA Plans had an obligation to consider before propounding these requests).

terms notwithstanding the transfer of venue.” (Order Transferring Venue of the Cases to the United States Bankruptcy Court for the Eastern District of Missouri [ECF No. 1789].) Rather, the UMWA Plans argue that the Court’s statement that the Case Management Order would at some point be amended in an unspecified manner means that the Case Management Order is entirely superseded. That view defies logic. Of course, the new case management order will control when it is entered; until then, absent contrary direction from this Court, the Case Management Order controls.

11. In any event, the UMWA Plans’ position that even the 21 days provided by Standing Order No. 1 would be insufficient for the Plans to “develop a fully informed view of the Proposed Compensation Plans” (Extension Motion, ¶ 8) shows that their procedural arguments regarding the Case Management Order ring hollow. Even with 21 days’ notice, the UMWA Plans declare that they would seek an extension, as their true goal is to delay the Compensation Plan Motion and force the Debtors to expend tremendous amounts of money, resources, and time responding to irrelevant, overbroad, and unduly burdensome discovery requests, all while employees critical to a successful reorganization continue to depart.

CONCLUSION

12. For the foregoing reasons, the Debtors respectfully request that the Extension Motion be denied in full, and that the Compensation Plan Motion proceed according to the schedule established under the Debtors' Case Management Order.

Dated: February 19, 2013
New York, New York

Respectfully submitted,

DAVIS POLK & WARDWELL LLP

/s/ Elliot Moskowitz

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Elliot Moskowitz
Brian M. Resnick
Michael Russano
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*Counsel to the Debtors
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-and-

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SCHEDULE 1
(Debtor Entities)

1. 1 Affinity Mining Company
2. 2 Apogee Coal Company, LLC
3. Appalachia Mine Services, LLC
4. Beaver Dam Coal Company, LLC
5. Big Eagle, LLC
6. Big Eagle Rail, LLC
7. Black Stallion Coal Company, LLC
8. Black Walnut Coal Company
9. Bluegrass Mine Services, LLC
10. Brook Trout Coal, LLC
11. Catenary Coal Company, LLC
12. Central States Coal Reserves of Kentucky, LLC
13. Charles Coal Company, LLC
14. Cleaton Coal Company
15. Coal Clean LLC
16. Coal Properties, LLC
17. Coal Reserve Holding Limited Liability Company No. 2
18. Colony Bay Coal Company
19. Cook Mountain Coal Company, LLC
20. Corydon Resources LLC
21. Coventry Mining Services, LLC
22. Coyote Coal Company LLC
23. Cub Branch Coal Company LLC
24. Dakota LLC
25. Day LLC
26. Dixon Mining Company, LLC
27. Dodge Hill Holding JV, LLC
28. Dodge Hill Mining Company, LLC
29. Dodge Hill of Kentucky, LLC
30. EACC Camps, Inc.
31. Eastern Associated Coal, LLC
32. Eastern Coal Company, LLC
33. Eastern Royalty, LLC
34. Emerald Processing, L.L.C.
35. Gateway Eagle Coal Company, LLC
36. Grand Eagle Mining, LLC
37. Heritage Coal Company LLC
38. Highland Mining Company, LLC
39. Hillside Mining Company
40. Hobet Mining, LLC
41. Indian Hill Company LLC
42. Infinity Coal Sales, LLC
43. Interior Holdings, LLC
44. IO Coal LLC
45. Jarrell's Branch Coal Company
46. Jupiter Holdings LLC
47. Kanawha Eagle Coal, LLC
48. Kanawha River Ventures I, LLC
49. Kanawha River Ventures II, LLC
50. Kanawha River Ventures III, LLC
51. KE Ventures, LLC
52. Little Creek LLC
53. Logan Fork Coal Company
54. Magnum Coal Company LLC
55. Magnum Coal Sales LLC
56. Martinka Coal Company, LLC
57. Midland Trail Energy LLC
58. Midwest Coal Resources II, LLC
59. Mountain View Coal Company, LLC
60. New Trout Coal Holdings II, LLC
61. Newtown Energy, Inc.
62. North Page Coal Corp.
63. Ohio County Coal Company, LLC
64. Panther LLC
65. Patriot Beaver Dam Holdings, LLC
66. Patriot Coal Company, L.P.
67. Patriot Coal Corporation
68. Patriot Coal Sales LLC
69. Patriot Coal Services LLC
70. Patriot Leasing Company LLC
71. Patriot Midwest Holdings, LLC
72. Patriot Reserve Holdings, LLC
73. Patriot Trading LLC
74. PCX Enterprises, Inc.
75. Pine Ridge Coal Company, LLC
76. Pond Creek Land Resources, LLC
77. Pond Fork Processing LLC
78. Remington Holdings LLC
79. Remington II LLC
80. Remington LLC
81. Rivers Edge Mining, Inc.
82. Robin Land Company, LLC
83. Sentry Mining, LLC
84. Snowberry Land Company
85. Speed Mining LLC
86. Sterling Smokeless Coal Company, LLC
87. TC Sales Company, LLC
88. The Presidents Energy Company LLC
89. Thunderhill Coal LLC
90. Trout Coal Holdings, LLC
91. Union County Coal Co., LLC
92. Viper LLC
93. Weatherby Processing LLC
94. Wildcat Energy LLC
95. Wildcat, LLC
96. Will Scarlet Properties LLC
97. Winchester LLC
98. Winifrede Dock Limited Liability Company
99. Yankeetown Dock, LLC

EXHIBIT 1

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

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.

**Chapter 11
Case No. 12-51502-659
(Jointly Administered)**

**DECLARATION OF BENJAMIN S. KAMINETZKY
IN SUPPORT OF THE DEBTORS' OBJECTION TO THE EMERGENCY
MOTION OF THE UNITED MINE WORKERS OF AMERICA 1974 PENSION
TRUST AND THE UNITED MINE WORKERS OF AMERICA 1993 BENEFIT
PLAN TO EXTEND THE TIME TO RESPOND TO THE DEBTORS' MOTION
FOR AUTHORITY TO IMPLEMENT COMPENSATION PLANS**

1. I am an attorney admitted to practice before the United States District Court for the Southern District of New York and a partner in the law firm of Davis Polk & Wardwell LLP, counsel for Patriot Coal Corporation and its subsidiaries that are debtors and debtors in possession in these proceedings.

2. Attached hereto are true and correct copies of the following documents:

- Exhibit A: Email correspondence between Rachel Jaffe Mauceri and Benjamin S. Kaminetzky, dated February 14-15, 2013.
- Exhibit B: UMWA 1974 Pension Trust's and UMWA 1993 Benefit Plan's First Set of Interrogatories Regarding Debtors' Motion for Authority to Implement Compensation Plans.
- Exhibit C: UMWA 1974 Pension Trust's and UMWA 1993 Benefit Plan's Requests for the Production of Documents Regarding Debtors' Motion for Authority to Implement Compensation Plans

3. I declare under penalty of perjury that the foregoing are true and correct.

Executed on February 19, 2013
in New York, New York

/s/ Benjamin S. Kaminetzky
Benjamin S. Kaminetzky

EXHIBIT A

From: Mauceri, Rachel Jaffe [mailto:rmauceri@morganlewis.com]

Sent: Friday, February 15, 2013 4:44 PM

To: Kaminetzky, Benjamin S.; Huebner, Marshall S.; Resnick, Brian M.; Russano, Michael J.; lapalans@bryancave.com; brian.walsh@bryancave.com; laura.hughes@bryancave.com

Cc: Goodchild, III, John C.; Lechner, Stanley F.; pgreen@mooneygreen.com; jmooney@mooneygreen.com; James E. Crowe, III; edowd@dowdbennett.com; Hillyer, Rebecca J.; Forte, Melina R.; Loss, Daniel M.; Libby, Angela; Vora, Amit

Subject: RE: In re: Patriot Coal Corporation et al. (12-51502-659)

Ben,

The UMWA Plans disagree with the Debtors' characterization of the UMWA Plans' conduct, as well as the Debtors' view of the appropriate procedural guidelines for this matter, including without limitation the proposed timing of and limitations on discovery that violate applicable law.

The UMWA Plans have previously stated their view, consistent with the Bankruptcy Court's comments at the hearing on January 29, that the Case Management Order entered by the SDNY Bankruptcy Court is no longer applicable to these proceedings. Your citation to the Transfer order – also entered by the SDNY Bankruptcy Court – does not change that. Consistent with the procedures in place in the Bankruptcy Court for the Eastern District of Missouri, including Standing Order No. 1, the AIP/CERP Motion should be heard on no less than 21 days' notice, with commensurate response deadlines.

Furthermore, the Debtors scheduled depositions without any notice to the UMWA Plans, whose objection to the AIP/CERP Motion certainly should not come as any surprise. The UMWA Plans disagree that the requested discovery is "baseless" and note that the very limited information being made available does not comply with the Federal Rules. For example, Fed. R. Civ. P 30(d) (made applicable by Fed. R. Bankr. P. 7030(d)) gives seven hours to conduct a deposition, with additional time available if need to fairly examine the deponent. The time allotted to examine Messrs. Bubnovich and Hatfield does not satisfy this statutory minimum.

Accordingly, the UMWA Plans today are moving the Bankruptcy Court for emergency relief in connection with this AIP/CERP Motion, and the UMWA Plans reserve all rights with respect to the foregoing.

Nevertheless, in light of the current proposed schedule, the UMWA Plans will participate in the depositions of Messrs. Bubnovich and Hatfield on Monday in St. Louis. The following individuals will attend on behalf of the UMWA Plans:

Rebecca J. Hillyer, Morgan, Lewis & Bockius LLP

Richard C. (Rick) Welch, Mooney, Green, Saindon, Murphy & Welch, P.C.

Wayne Elggren, Navigant Consulting, Inc.

Please continue to provide us with copies of the materials that are being produced to the UMWA.

Please feel free to contact me with any questions.

Regards,

Rachel

Rachel Jaffe Mauceri

Morgan, Lewis & Bockius LLP

1701 Market Street | Philadelphia, PA 19103-2921

Direct: 215.963.5515 | Main: 215.963.5000 | Fax: 215.963.5001

rmauceri@morganlewis.com | www.morganlewis.com

Assistant: Linda Troiani | 215.963.4856 | ltroiani@morganlewis.com

From: Kaminetzky, Benjamin S. [<mailto:ben.kaminetzky@davispolk.com>]

Sent: Friday, February 15, 2013 11:39 AM

To: Mauceri, Rachel Jaffe; Huebner, Marshall S.; Resnick, Brian M.; Russano, Michael J.; lapalans@bryancave.com; brian.walsh@bryancave.com; laura.hughes@bryancave.com
Cc: Goodchild, III, John C.; Lechner, Stanley F.; pgreen@mooneygreen.com; jmooney@mooneygreen.com; James E. Crowe, III; edowd@dowdbennett.com; Hillyer, Rebecca J.; Forte, Melina R.; Loss, Daniel M.; Libby, Angela; Amit R. Vora
Subject: RE: In re: Patriot Coal Corporation et al. (12-51502-659)

Rachel,

We are in receipt of your email of last night (7:44pm) regarding your demand to continue the February 26 hearing as well as your discovery requests sent later in the evening (9:37pm) containing three deposition notices, 49 document requests and 6 interrogatories all pertaining to small, ordinary course retention and incentive plans for certain critical non-insiders of the Debtors. This correspondence was the first time you reached out to the Debtors in connection with the AIP/CERP Motion filed on February 12.

The Debtors do not consent to the UMWA Plans' request to continue the AIP/CERP Motion. Contrary to your assertions, the Debtors are in full compliance with the applicable rules and orders in seeking a hearing on 14-days notice. Paragraph 20(a) of the Case Management Order (attached here for convenience) clearly provides for a 14-day notice period, and the Venue Transfer Order (also attached) makes clear that all prior Orders, including the Case Management Order, remain in full force and effect.

Moreover, we are surprised to receive your email and discovery requests nearly two full days after the filing of the motion. As a member of the Creditors' Committee, you were well aware of the substance and timing of the AIP/CERP Motion for weeks. In stark contrast to the UMWA Plans' conduct, counsel for the UMWA contacted me even before the filing of the Motion, and since that time we have been working constructively and cooperatively. Indeed, we have already agreed to the scope of discovery, produced most of the requested documents and scheduled depositions -- all without jeopardizing the scheduled February 26 hearing date. We would of course be happy to produce to you immediately and under the same terms all of the documents and information produced to the UMWA and you are invited to attend the depositions of Nick Bubnovich and Ben Hatfield on Monday, February 18 at the Company's headquarters (12312 Olive Boulevard, Creve Coeur MO, 4th floor) at 9am and 3pm, respectively. Please let me know who will be attending from your side.

Perhaps more disturbing than your baseless demand for a continuance are your discovery requests. The sheer breadth and irrelevant nature of many of the requests make clear, once again, that the UMWA Plans' primary interest is to litigate for the sake of litigating and to burden the estates with needless expense and unwarranted delay. Indeed, if we were to take your unfettered discovery requests seriously, we would be forced to expend on legal fees a good portion of the total maximum amounts that could be earned by employees under the proposed incentive and retention plans.

In sum, we do not consent to any adjournment of the hearing that was scheduled in accordance with the Case Management Order. You are invited to join the constructive effort and to participate in the discovery that is already afoot.

I am available to discuss any of the above at your convenience.

Regards,

Ben

Benjamin S. Kaminetzky

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017

212 450 4259 tel
212 701 5259 fax
ben.kaminetzky@davispolk.com

Davis Polk

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From: Mauceri, Rachel Jaffe [<mailto:rmauceri@morganlewis.com>]
Sent: Thursday, February 14, 2013 7:44 PM
To: Huebner, Marshall S.; Kaminetzky, Benjamin S.; Resnick, Brian M.; Russano, Michael J.; lapalans@bryancave.com; brian.walsh@bryancave.com; laura.hughes@bryancave.com
Cc: Goodchild, III, John C.; Lechner, Stanley F.; pgreen@mooneygreen.com; jmooney@mooneygreen.com; James E. Crowe, III; edowd@dowdbennett.com; Hillyer, Rebecca J.; Forte, Melina R.
Subject: In re: Patriot Coal Corporation et al. (12-51502-659)

Dear Counsel:

As you know, we represent the United Mine Workers of America 1974 Pension Trust (the "1974 Plan") and the United Mine Workers of America 1993 Benefit Plan (the "1993 Plan", and together with the 1974 Plan, the "UMWA Plans") in connection with the above-referenced Chapter 11 proceedings.

Substantially contemporaneously herewith, the UMWA Plans are serving discovery on the Debtors relating to the *Debtors' Motion for Authority to Implement Compensation Plans* (the "AIP/CERP Motion"). We are writing to request that the Debtors continue the AIP/CERP Motion, and instead agree to a briefing schedule. In the absence of your agreement, the UMWA Funds will move the Bankruptcy Court tomorrow for a continuance and seek an emergency hearing.

The UMWA Plans object to the Debtors' proposed timing in connection with the AIP/CERP Motion. Specifically, the UMWA Funds believe that seeking a hearing on less than 21 days' notice is a violation of the applicable local rules. Pursuant to the Procedures Manual for the Bankruptcy Court for the Eastern District of Missouri (the "Procedures Manual"), deadlines for filing are governed by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and the Local Rules governing the Court. See Procedures Manual at 7. Accordingly, motions seeking authority to use, sell or lease property of the estate outside the ordinary course of business must be heard on 21 days' notice, unless the Court for cause shown shortens that time period. Fed. R. Bankr. P. 2002(a)(2); see also form of Standing Order No. 1 of the United States Bankruptcy Court for the Eastern District of Missouri (Establishing Notice and Motion Procedures) at 15.

Moreover, parties in interest in these cases will be entitled to discovery should they file an objection to the AIP/CERP Motion. See Fed. R. Bankr. P. 9014(c) (making Fed. R. Bankr. P. 7026 and 7028-37 applicable to contested matters). A scheduling order would eliminate the necessity that parties in interest must consider filing protective objections before engaging in discovery. The Debtors' proposed compressed schedule leaves no time to conduct meaningful discovery, which the UMWA Plans need in order to determine their position as to both (i) the statutory thresholds applicable to the Proposed Compensation Plans (as defined in the AIP/CERP Motion) under the Bankruptcy Code and (ii) whether or not the AIP/CERP Motion demonstrates that the Proposed Compensation Plans have satisfied those statutory burdens.

Please confirm by **noon tomorrow (Friday, February 15), Eastern Time** the Debtors' agreement to adjourn the AIP/CERP Motion, and to meet and confer on a reasonable scheduling order. Absent a response, the UMWA Funds will seek appropriate relief from the Bankruptcy Court.

Regards,

Rachel

Rachel Jaffe Mauceri

Morgan, Lewis & Bockius LLP

1701 Market Street | Philadelphia, PA 19103-2921

Direct: 215.963.5515 | Main: 215.963.5000 | Fax: 215.963.5001

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EXHIBIT B

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

In re:)	
)	Case No. 12-51502
Patriot Coal Corporation <i>et al.</i>,)	
)	Chapter 11
Debtors.)	
)	Jointly Administered

**UMWA 1974 PENSION TRUST’S AND UMWA 1993 BENEFIT PLAN’S
FIRST SET OF INTERROGATORIES REGARDING DEBTORS’ MOTION FOR
AUTHORITY TO IMPLEMENT COMPENSATION PLANS**

Pursuant to Federal Rules of Bankruptcy Procedure 7026 and 7033, and Federal Rules of Civil Procedure 26 and 33, the UMWA 1974 Pension Trust and UMWA 1993 Benefit Plan, creditors and parties in interest in the above-captioned Chapter 11 cases, by and through undersigned counsel, hereby propounds the following Interrogatories, to be answered separately and under oath, by Patriot Coal Corporation and its affiliated debtors and debtors-in-possession subsidiaries (as further defined herein, the “Debtors”), within three (3) days.

For purposes of these Interrogatories, the following definitions and instructions shall apply:

Definitions

1. “Motion” shall mean and refer to the Debtors’ Motion for Authority to Implement Compensation Plans, as filed at Docket No. 2819 in the above-captioned Chapter 11 cases.
2. The term “Debtors” means and refers to Patriot Coal Corporation and its affiliated debtors and debtors-in-possession, as set forth in Schedule 1 to the Motion, and includes any of their predecessors or successors in interest, parents, subsidiaries, affiliates, divisions, departments, officers, and any present or former officers, directors, executives, trustees,

employees, agents, attorneys, representatives, and any other person(s) acting or purporting to act on their behalf.

3. The term “CERP” means and refers to the Critical Employee Retention Program that the Debtors seek authority to implement in the Motion.

4. The term “AIP” means and refers to the 2013 Annual Incentive Plan that the Debtors seek authority to implement in the Motion.

5. The term “Proposed Plan Participants” means and refers to the Debtors’ employees who are participants in the AIP and CERP, and shall have the same meaning as set forth on page 1 of the Motion.

6. The term “person” or “persons” shall mean all individuals and entities, including natural persons, representative persons, public or private corporations, companies, unincorporated associations, partnerships, organizations, government entities, or groups, plus an divisions, departments, or units thereof.

7. The singular includes the plural, and vice versa.

8. The past tense of a verb includes the present, and vice versa.

Instructions

1. In answering these Interrogatories, furnish all information that is available to you, including but not limited to information in the possession of anyone acting on your behalf, and not merely such information known of your own personal knowledge.

2. If you cannot answer the Interrogatories in full after exercising due diligence to secure the information to do so, so state and answer to the extent possible.

3. If any matter responsive to any of the Interrogatories is withheld based on any claim of privilege, set forth the information necessary for the 1974 Plan to ascertain whether the

privilege properly applies, including but not limited to describing the matter withheld, stating the privilege being relied upon, and identifying all persons or entities who have or had access to said matter.

4. Where you are asked to “identify” a person, the identification or description in your answer should be as complete as you can make it, and include (a) that person’s full name (including any maiden name, prior name, or variation in spelling), and (b) present, or last known, home or business address.

5. These Interrogatories are continuing in nature, and you shall promptly supply, by way of supplemental answer, any additional responsive information that may become known to you or anyone acting on your behalf after your answers have been prepared and served.

6. Unless otherwise stated, all capitalized terms used in these Interrogatories have the same meaning prescribed in the Motion.

Interrogatories

1. Identify each person who is a Proposed Plan Participant and specify whether that person is eligible for the AIP, CERP, or both.

ANSWER:

2. For each person identified in Interrogatory No. 1, further identify:
 - a. Job title;
 - b. Hire date;
 - c. Name of entity through which employee is employed;
 - d. Salaried or hourly worker status;
 - e. Geographic location of primary place of employment;
 - f. Base salary or total hourly wages paid;

- g. Value of all benefits currently available, including but not limited to pensions, 401(k)s, healthcare, insurance, housing allowances, transportation allowances, and moving reimbursements;
- h. Incentive and/or retention payments previously received; and
- i. Minimum and maximum available payments under the AIP and CERP if any and all prerequisites, including but not limited to financial and operational benchmarks and qualitative individual goals, are satisfied.

ANSWER:

3. Identify each person who would have been considered a Proposed Plan Participant, but for post-petition voluntarily terminating his or her employment with the Debtors.

ANSWER:

- 4. For each person identified in Interrogatory No. 2, further identify:
 - a. Job title;
 - b. Hire date;
 - c. Date of termination and the reason(s) given, if any;
 - d. Name of entity through which employee was employed;
 - e. Salaried or hourly worker status;
 - f. Geographic location of primary place of employment;
 - g. Base salary or total hourly wages paid;
 - h. Value of all benefits available, including but not limited to pensions, 401(k)s, healthcare, insurance, housing allowances, transportation allowances, and moving reimbursements;

- i. Incentive and/or retention payments previously received; and
- j. Minimum and maximum payments that would have been available under the AIP and CERP if any and all prerequisites, including but not limited to financial and operational benchmarks and qualitative individual goals, were satisfied.

ANSWER:

5. Identify and fully describe the Debtors' proposals regarding contributions and obligations to the UMWA 1974 Pension Plan and the UMWA 1993 Benefit Plan.

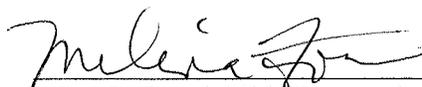
ANSWER:

6. Identify each person who will testify at the hearing in this contested matter and that person's job title.

ANSWER:

Dated: February 14, 2013

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CERTIFICATE OF SERVICE

I, Melina R. Forte, hereby certify that on February 14, 2013, the foregoing Interrogatories were served via electronic and first-class mail on Debtors' counsel:

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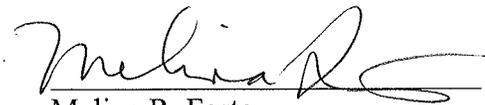

Melina R. Forte

EXHIBIT C

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:)	Case No. 12-51502
)	
Patriot Coal Corporation <i>et al.</i>,)	Chapter 11
)	
Debtors.)	Jointly Administered

**UMWA 1974 PENSION TRUST’S AND UMWA 1993 BENEFIT PLAN’S
REQUESTS FOR THE PRODUCTION OF DOCUMENTS REGARDING DEBTORS’
MOTION FOR AUTHORITY TO IMPLEMENT COMPENSATION PLANS**

Pursuant to Rule 7034 of Federal Rules of Bankruptcy Procedure and Rule 34 of the Federal Rules of Civil Procedure, the UMWA 1974 Pension Trust and UMWA 1993 Benefit Plan, creditors and parties in interest in the above-captioned Chapter 11 cases, by and through undersigned counsel, hereby requests that Patriot Coal Corporation and its affiliated debtors and debtors-in-possession (as further described herein, the “Debtors”) produce within three (3) days the following categories of documents for inspection and copying at the offices of Dowd Bennett LLP, 7733 Forsyth Blvd., Suite 1900, St. Louis, Missouri 63105.

For purposes of these Requests, the following definitions and instructions shall apply:

Definitions

1. “Motion” shall mean and refer to the Debtors’ Motion for Authority to Implement Compensation Plans, as filed at Docket No. 2819 in the above-captioned Chapter 11 cases.
2. The term “Debtors” means and refers to Patriot Coal Corporation and its affiliated debtors and debtors-in-possession, as set forth in Schedule 1 to the Motion, and includes any of their predecessors or successors in interest, parents, subsidiaries, affiliates, divisions, departments, officers, and any present or former officers, directors, executives, trustees,

employees, agents, attorneys, representatives, and any other person(s) acting or purporting to act on their behalf.

3. The term “CERP” means and refers to the Critical Employee Retention Program that the Debtors seek authority to implement in the Motion.

4. The term “AIP” means and refers to the 2013 Annual Incentive Plan that the Debtors seek authority to implement in the Motion.

5. The term “Proposed Plan Participants” means and refers to the Debtors’ employees who are participants in the AIP and CERP, and shall have the same meaning as set forth on page 1 of the Motion.

6. The term “Long-Term Equity Incentive Plan” means and refers to the incentive plan discussed on page 6 of the Motion.

7. “Patriot” means and refers to Patriot Coal Corporation.

8. “Peabody” means and refers to Peabody Energy Corporation and members of its control group.

9. “Magnum” means and refers to Magnum Coal Company.

10. “Pre-petition” means and refers to the period of time before July 9, 2012, when the Debtors commenced a voluntary case under Chapter 11 of the Bankruptcy Code.

11. “Post-petition” means and refers to the time on or after July 9, 2012, when the Debtors commenced a voluntary case under Chapter 11 of the Bankruptcy Code.

12. “Document” or “documents,” as used herein, is intended to encompass the full scope of discoverable material pursuant to the Federal Rules of Civil Procedure, including but not limited to any written, recorded or graphic matter, whether produced, reproduced, published, promulgated, or stored on paper, cards, tapes, films, computer storing devices or any other

media, such as but not limited to the following: paper; books; letters; regulations; notices; statutes; photographs; objects; tangible things; correspondence; telegrams; cables; telex messages; facsimile transmissions; memoranda; notes; notations; work papers; transcripts; minutes; reports and recordings of telephone or other conversations; interviews; conferences or other meetings; affidavits; statements; summaries; opinions; proposals; reports; studies; analyses; evaluations; contracts, agreements; journals; statistical records; desk calendars; appointment books; diaries; lists; tabulations; sound recordings; computer printouts; all records kept by electronic, photographic or mechanical means; and things similar to any of the foregoing, including but not limited to electronic communications, however denominated. When one or more of the foregoing documents is requested by use of the term “document” or “documents,” the request includes, but is not limited to, the original and each and every copy and draft thereof having writing, notations, corrections, or markings unique to each such copy or drafts.

7. The term “person” or “persons” shall mean all individuals and entities, including natural persons, representative persons, public or private corporations, companies, unincorporated associations, partnerships, organizations, government entities, or groups, plus any divisions, departments, or units thereof.

8. The terms “and” as well as “or” shall be construed disjunctively or conjunctively as necessary in order to bring within the scope of the Request all responses that otherwise might be construed as outside of its scope.

9. The singular includes the plural, and vice versa.

10. The past tense of a verb includes the present, and vice versa.

11. “Referring to” or “relating to” mean pertaining to, recording, evidencing, containing, setting forth, reflecting, showing, disclosing, describing, explaining, summarizing, supporting or concerning, whether directly or indirectly.

Instructions

1. In answering these Requests, furnish all documents that are available to you or within your control, including documents in the physical possession of your attorneys or anyone acting on your behalf and documents in the possession of another who will surrender them to you upon request.

2. Documents attached or affixed to each other by any means including, but not limited to, being stapled, clipped, gathered or bound together shall not be separated and shall be produced as they exist or are maintained, whether or not all of the attached material is responsive to these requests.

3. In the event that any document or portion thereof is withheld on the basis of any privilege or otherwise claimed to be protected against production, such document shall be identified in a privilege log to be served with the responses to these Requests by stating: (a) the nature of the privilege or your reason for withholding; (b) the factual basis for your assertion of privilege or your reason for withholding; (c) the type of document (e.g., letter, memorandum, record, etc.); (d) all authors and addressees; (e) all indicated and blind copies; (f) all persons to whom the document was distributed, shown, or explained; (g) the document’s date; (h) a summary description of the document’s subject matter; (i) the number of pages and attachments or appendices comprising the document; and (j) its present custodian.

4. In the event that any document called for by any Request has been destroyed or discarded, such document shall be identified by stating all of the information requested in

subparagraphs (a) through (j) of Instruction No. 3 and, in addition: its date of destruction or discard; the manner of destruction or discard and the reason for the document's destruction or discard; the persons who authorized and carried out such destruction or discard; and whether any copies of the document presently exist and, if so, the name of the custodian of each copy.

5. If you or any of your agents, including your attorney, are aware of the existence of any document within the scope of these Requests that is not within the custody, possession or control of you or your agents, identify any such document in your response to the Requests, and provide the following information: the name, address, and telephone number of the person who has possession, custody or control over the document; a summary of the nature of the information contained in the document; the date the document was created and any drafts of same; and the name of the person who prepared the document.

6. These Requests are continuing in nature, and require that you promptly supply, by way of supplemental answer, any additional responsive information or documents that may become known or available to you or to anyone acting on your behalf after your answers have been prepared or served.

7. Unless otherwise stated, these Requests seek documents from January 1, 2007 to the present.

8. Unless otherwise stated, all capitalized terms used in these Requests have the same meaning prescribed in the Motion.

Document Requests

1. For each Proposed Plan Participant, all documents related to your answer to Interrogatory Nos. 1 and 2.

2. All documents sufficient to show the organization and hierarchy within the Debtors' business of the Proposed Plan Participants.
3. All documents related to the Debtors' selection of Proposed Plan Participants.
4. All documents supporting the Debtors' contention that the employees who are eligible for the CERP are non-insiders. (Motion ¶ 28.)
5. All documents referring to the CERP and AIP, including but not limited to draft versions of each and all documents relating to consultation with third-party professionals to draft and analyze each.
6. All documents listing and describing in detail the benchmarks on which payment under the AIP is contingent.
7. All of the Debtors' Board of Directors meeting minutes and minutes from meetings of the Debtors' management committee and subcommittee meetings, related to the CERP and/or AIP.
8. All documents sufficient to show the provisions of the Debtors' retention plans and/or programs available to their employees, for the years 2007 to 2012, and the amounts and dates of payments issued under these plans and/or programs.
9. All documents sufficient to show the provisions of the Debtors' incentive plans and/or programs available to their employees, for the years 2007 to 2012, and the amounts and dates of payments issued under these plans and/or programs.
10. All documents sufficient to show the provisions of the Debtors' pre-petition Long-Term Equity Incentive Plan, and the amounts and dates of payments issued under it.
11. All documents sufficient to show the provisions of the Prepetition AIP, and the amounts and dates of payment issued under it.

12. All documents sufficient to show the provisions of the Prepetition Retention Programs, and the amounts and dates of payment issued under it.

13. All documents discussing in any manner the changing of or revision to any of Debtors' pre-petition incentive or retention plans.

14. All documents sufficient to show, by year, compensation available and/or paid to the Proposed Plan Participants.

15. All documents sufficient to show, by year, benefits available and/or paid to the Proposed Plan Participants.

16. All documents sufficient to identify the compensation for any and all non-union employees of Patriot, including but not limited to hourly employees, non-union labor mine employees, managers, and corporate employees.

17. All documents sufficient to identify the benefits for any and all non-union employees of Patriot, including but not limited to hourly employees, non-union labor mine employees, managers, and corporate employees.

18. All documents sufficient to show the standard for business in the coal industry and similar industries for retention and/or incentive plans and programs.

19. All documents sufficient to show the standard for businesses in the coal industry and similar industries in the midst of Chapter 11 reorganization or similar proceedings for retention and/or incentive plans and programs.

20. All documents sufficient to show the total cost to the Debtors of the CERP and AIP.

21. All documents sufficient to show the value of the CERP and AIP as a percentage of the Debtors' total revenue and projected revenue after reorganization.

22. All documents sufficient to show bona fide job offers that another company or organization extended to the Debtors' employees who are eligible to participate in the CERP or AIP.

23. All documents relied on by Towers Watson Delaware Inc. to assess the reasonableness of the AIP and CERP, including but not limited to all documents related to the incentive plans at other companies in the midst of Chapter 11 proceedings and all documents related to the benchmarking analysis.

24. All documents that support the Debtors' contention that the Proposed Plan Participants have experienced a significant reduction in compensation since 2010. (Motion ¶¶ 5-6.)

25. All documents that support the Debtors' contention that the Proposed Plan Participants have experienced cuts in benefits since 2010. (Motion ¶¶ 5-6, 12.)

26. All documents that support the Debtors' contention that the Proposed Plan Participants will continue, post-petition, to experience cuts in compensation and benefits. (Motion ¶¶ 5-6, 12.)

27. All documents that support the Debtors' contention that the CERP and AIP are essential to the survival of the Debtors' business and/or to successful reorganization (*E.g.*, Motion ¶¶ 7, 10.)

28. All documents that support the Debtors' contention that the CERP is necessary for the retention of the Debtors' employees. (*E.g.*, Motion ¶¶ 8, 14, 29.)

29. All documents that support the Debtors' contention that "the Debtors' industry peers almost universally provide incentive and retention compensation opportunities for their similarly-situated employees." (Motion ¶ 35.)

30. All documents that support the Debtors' contention that the Proposed Plan Participants are "shouldering responsibilities that are 'above and beyond' their historical day-to-day duties." (Motion ¶ 13.)

31. All documents that support the Debtors' contention that defection among employees who are eligible for the CERP would "cause the Debtors to incur significant costs in recruiting and attracting qualified replacements." (Motion ¶ 47.)

32. All documents that support the Debtors' contention that, for the employees who are eligible for the CERP, qualified replacements may not be found. (Motion ¶ 47.)

33. All documents that support the Debtors' contention that the benchmarks on which payment under the AIP is contingent are aggressive benchmarks. (Motion ¶ 23.)

34. All documents sufficient to identify the basis for the benchmarks on which payments under the AIP are contingent.

35. All documents sufficient to identify any and all reductions in critical employee headcounts, related to reduced coal production levels and enhanced overhead efficiencies that the Debtors anticipate over the course of the five-year financial plan.

36. All documents related to the Debtors' five-year financial plan and/or current reorganization financial model that account for Patriot's 2.5 percent across the board salary reduction, including but not limited to documents sufficient to show projections of the following:

- a. Operating assumptions and results for each of the Debtors' mining complexes;
- b. Corporate-level and other operating assumptions, expenses and incomes that, together with the complex-level data referred to in Request No. 29(a), consolidate into total projected Patriot Coal results;

- c. Consolidated balance sheets and support for non-current asset valuations and liability valuations, including but not limited to environmental and selenium obligations, asset retirement obligations, and workers' compensation obligations; and
- d. Consolidated cash flows and lender covenant compliance.

37. All documents related to the Debtors' implementation of the 2.5 percent across the board reduction for salaried employees.

38. All documents sufficient to identify the cost savings that Debtors expect to realize, over the course of the five-year financial plan, from any and all planned changes to non-union active employee compensation and benefits, including but not limited to the following changes:

- a. 2.5 percent across the board salary reduction for salaried employees;
- b. Reducing hourly wage rates for non-union job classifications;
- c. Reducing holiday, leave, and vacation time;
- d. Discontinuing the pre-petition Long-Term Equity Incentive Plan;
- e. Eliminating deferred vacation balances from Peabody and Magnum; and
- f. Terminating payments related to the Peabody pension shortfall and the Magnum Defined Contribution Retirement Plan.

39. All documents sufficient to identify the cost savings that Debtors expect to realize, over the course of the five-year financial plan, from terminating or modifying non-union retiree benefits, including but not limited to traditional health plans, the Medical Premium Reimbursement Program, Retiree Choice Accounts, life insurance benefits, and the supplemental 401(k) plan.

40. All documents sufficient to identify any and all Proposed Plan Participants who were subject to the compensation and/or benefit changes referred to in Requests Nos. 38 and 39.

41. All documents sufficient to show quantification of below-market sales contracts acquired by the Debtors.

42. All documents sufficient to identify the Debtors' estimates of coal prices from 2007 to 2012 and comparisons to actual coal prices.

43. All documents sufficient to identify, for the Debtors' union employees, the per capita increase in out-of-pocket costs for health and premiums as a result of any post-petition change in benefits and/or change in benefits included in any proposal by the Debtors' under 11 U.S.C. § 1113.

44. All documents relating to the Debtors' proposed modifications to their current and future contribution obligations and liabilities regarding the UMWA 1974 Pension Plan and the UMWA 1993 Benefit Plan, including but not limited to documents concerning the effect that the Debtors' proposed modifications will have regarding pension withdrawal liability.

45. For all of Debtors' employees with the same or substantially similar job title and/or responsibilities as the Proposed Plan Participants, all documents sufficient to identify, by calendar year through the present (pre- and post-petition), the Debtors' hiring and termination (whether voluntary, involuntary, or retirement) statistics.

46. All documents sufficient to identify, by calendar year through the present (pre- and post-petition), the attrition rates for the Debtors' employees, standing alone and/or in comparison to the attrition rates for business in the coal industry and similar industries.

47. All documents sufficient to identify the rationale for the addition, since November 2012, of employees to the Proposed Plan Participants.

48. All documents sufficient to show the professional fees incurred during the course of preparing and presenting the CERP and AIP.

49. All documents referred to in, or related to, the Debtors' responses to the UMWA 1974 Pension Trust Fund's and UMWA 1993 Benefit Plan's Interrogatories.

Dated: February 14, 2013

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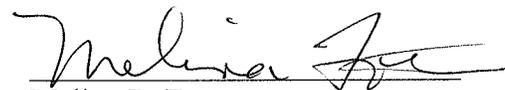
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CERTIFICATE OF SERVICE

I, Melina R. Forte, hereby certify that on February 14, 2013, the foregoing Requests for Production were served via electronic and first-class mail on Debtors' counsel:

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