

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

Mar 15, 2013

Kathy A. Surratt - States

KATHY A. SURRATT-STATES
Chief United States Bankruptcy Judge

In re

PATRIOT COAL CORPORATION, *et al.*,

Debtors.¹

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

**MOTION FOR LEAVE TO FILE THE DEBTORS' MOTION TO REJECT
COLLECTIVE BARGAINING AGREEMENTS AND TO MODIFY RETIREE
BENEFITS PURSUANT TO 11 U.S.C. §§ 1113, 1114 UNDER SEAL**

Patriot Coal Corporation and its affiliated debtors (collectively, “**Patriot**” or the “**Debtors**”) respectfully move, pursuant to section 107(b) of title 11 of the United States Code (the “**Bankruptcy Code**”), for leave to file the Debtors’ (i) Motion to Reject Collective Bargaining Agreements and to Modify Retiree Benefits Pursuant to 11 U.S.C. §§ 1113, 1114 (the “**Motion**”); (ii) Memorandum in Support of the Debtors’ Motion to Reject Collective Bargaining Agreements and to Modify Retiree Benefits Pursuant to 11 U.S.C. §§ 1113, 1114 (the “**Memorandum**”); and (iii) declarations and exhibits filed in support thereof (the “**Supporting Papers**”) under seal (the “**Sealing Motion**”).

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.

BACKGROUND AND JURISDICTION

1. On July 9, 2012 (the “**Petition Date**”), each Debtor commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ cases are being jointly administered pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure and the Joint Administration Order entered on July 10, 2012 [ECF No. 30].

2. On November 28, 2012, the United States Bankruptcy Court for the Southern District of New York (the “**SDNY Bankruptcy Court**”) issued a memorandum decision transferring venue of the Debtors’ jointly-administered chapter 11 cases and associated adversary proceedings (the “**Cases**”) to the United States Bankruptcy Court for the Eastern District of Missouri. On December 19, 2012, the SDNY Bankruptcy Court entered an order transferring the Cases, effective as of that date [ECF No. 1789].²

3. This Court has subject matter jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b) and may be heard and determined by the Bankruptcy Court. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

² Pursuant to the Transfer Order, all orders previously entered in the Cases remain in full force and effect in accordance with their terms notwithstanding the transfer of venue.

REQUESTED RELIEF

4. The Debtors have contemporaneously filed their Motion, Memorandum and Supporting Papers, seeking relief from certain collective bargaining agreements and retiree benefit obligations pursuant to §§ 1113 and 1114 of the Bankruptcy Code.

5. The Debtors are among the leading producers and marketers of coal in the United States and they participate in a competitive market.

6. The Debtors' Motion, Memorandum and Supporting Papers contain certain highly confidential and sensitive information, including information about the Debtors' liquidity, near-term financial outlook and business plan (the "**Confidential Information**"), all of which constitutes "confidential . . . commercial information" under § 107(b)(1) of the Bankruptcy Code.

7. Disclosure of the Confidential Information would cause significant harm to the Debtors' commercial relationships and competitive position. It is essential that the relief requested herein be granted to avoid any harm to the Debtors' estates which may be caused by disclosure of the Confidential Information.

8. The Debtors have previously shared the Confidential Information with the United Mine Workers of America ("**UMWA**"), subject to conditions set forth in the Stipulated Protective Order Under 11 U.S.C. §§ 1113(d)(3) and 1114(k)(3) (the "**Stipulated Protective Order**") [ECF No. 1040], executed by the parties. Under the Stipulated Protective Order, the parties specifically assented to filing Confidential Information under seal.

9. Due to the sensitivity of the Confidential Information, the Debtors request that this Court grant leave for the Debtors to file the Motion, Memorandum and Supporting Papers under seal.

10. In connection with this filing, the Debtors will undertake to:
- (a) contemporaneously with the filing of this Sealing Motion, provide unredacted versions of the Motion, Memorandum and Supporting Papers to counsel for the United States Trustee;
 - (b) contemporaneously with service to the foregoing party, provide unredacted versions of the Motion, Memorandum and Supporting Papers to counsel for the United Mine Workers of America (the “**UMWA**”); counsel for the United Mine Workers of America 1992 Benefit Plan, the United Mine Workers of America 1993 Benefit Plan, the United Mine Workers of America 1974 Pension Trust, and the United Mine Workers of America Combined Benefit Fund (together, the “**UMWA Funds**”); counsel to the agents for the Debtors’ postpetition lenders; and counsel for the Official Committee of Unsecured Creditors, each of whom has executed a confidentiality agreement with the Debtors;
 - (c) contemporaneously with service to the foregoing parties, file redacted versions of the Motion, Memorandum, and certain Supporting Papers via ECF;
 - (d) provide unredacted versions of the Motion, Memorandum and Supporting Papers to the Court for filing under seal and as a courtesy to the Court within 24 hours of filing this Sealing Motion;
- and

- (e) file redacted versions of all other Supporting Papers via ECF on or before Monday, March 18, 2013.

11. This Court has authority to grant this Sealing Motion pursuant to 11 U.S.C. § 107(b)(1) and Rule 9018(1) of the Federal Rules of Bankruptcy Procedure.

NOTICE

12. Consistent with the Order Granting Debtors' Motion for an Order Establishing Certain Notice, Case Management and Administrative Procedures entered on October 18, 2012 [ECF No. 1386] (as may be amended, the "**Case Management Order**"), the Debtors will serve notice of this Motion on (a) the Core Parties and (b) the Non-ECF Service Parties (as those terms are defined in the Case Management Order). All parties who have requested electronic notice of filings in these cases through the Court's ECF system will automatically receive notice of this motion through the ECF system no later than the day after its filing with the Court. A copy of this Motion and any order approving it will also be made available on the Debtors' Case Information Website (located at www.patriotcaseinfo.com).

WHEREFORE the Debtors respectfully request that the Court grant the Debtors' Motion for leave to file their Notice of the Debtors' Motion to Reject Collective Bargaining Agreements and to Modify Retiree Benefits Pursuant to 11 U.S.C. §§ 1113, 1114, their Memorandum in Support of the Debtors' Motion to Reject Collective Bargaining Agreements and to Modify Retiree Benefits Pursuant to 11 U.S.C. §§ 1113, 1114, and the declarations and exhibits filed in support thereof, under seal.

Dated: March 14, 2013
New York, New York

Respectfully submitted,

/s/ Elliot Moskowitz

DAVIS POLK & WARDWELL LLP

Marshall S. Huebner
Benjamin S. Kaminetzky
Elliot Moskowitz
Jonathan D. Martin
Lara Samet

450 Lexington Avenue
New York, New York 10017
(212) 450-4000
Fax: (212) 607-7983

*Counsel to the Debtors
and Debtors in Possession*

-and-

BRYAN CAVE LLP

Lloyd A. Palans, #22650MO
Brian C. Walsh, #58091MO
Laura Uberti Hughes, #60732MO
One Metropolitan Square

211 N. Broadway, Suite 3600
St. Louis, MO 63102
(314) 259-2000
Fax: (314) 259-2020

*Local Counsel to the Debtors
and Debtors in Possession*

SCHEDULE 1
(Debtor Entities)

1. Affinity Mining Company
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