

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>	<p>Chapter 11 Case No. 12-51502-659 (Jointly Administered)</p> <p>Hearing Date: April 23, 2013 at 11:00 a.m. (prevailing Central Time)</p> <p>Hearing Location: Courtroom 7 North</p> <p>Re: ECF Nos. 416, 3445, 3446</p>
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**DECLARATION OF AMELIA T.R. STARR IN SUPPORT OF
DEBTORS' OBJECTION TO MOTION OF CERTAIN INTERESTED
SHAREHOLDERS FOR ENTRY OF AN ORDER DIRECTING THE
APPOINTMENT OF AN OFFICIAL COMMITTEE OF EQUITY SECURITY
HOLDERS PURSUANT TO BANKRUPTCY CODE § 1102(a)(2)²**

Amelia T.R. Starr declares pursuant to 28 U.S.C. § 1746:

1. I am an attorney admitted *pro hac vice* to practice before the United States District Court in the Eastern District of Missouri and a partner in the law firm of Davis Polk & Wardwell LLP, counsel for Patriot Coal Corporation (“**Patriot**”) and its affiliated debtors (collectively, the “**Debtors**”).

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

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

2. Following the filing of their motion, the Interested Shareholders issued a series of document requests to the Debtors. Attached hereto as Exhibit A is a true and correct copy of the initial September 13, 2012 document request served by counsel for the Interested Shareholders upon the Debtors. Although the Debtors maintained that extensive discovery was neither necessary nor appropriate in the context of an equity committee motion, the Debtors agreed to produce certain documents to the Interested Shareholders in response to their requests.

3. On November 15, 2012, the parties held a discovery conference before Judge Chapman of the United States Bankruptcy Court for the Southern District of New York to discuss certain additional documents requested by the Interested Shareholders. The conference was held off the record in Judge Chapman's chambers. During that conference, Judge Chapman stated that the operative legal standard requires the Interested Shareholders to demonstrate a substantial likelihood of a meaningful recovery for equity holders *and* that existing constituencies cannot adequately represent the interests of the equity holders. Judge Chapman also observed that the Interested Shareholders' motion was premature and advised them to put off resolution of the motion at least until after the deadline for submission of claims against the Debtors so that the Interested Shareholders could properly account for those claims and potential liabilities in their analysis. Judge Chapman asked that the Debtors produce certain actuarial analyses of the Debtors' obligations to their retirees, and that the Debtors make a witness available for a deposition to assist the Interested Shareholders in understanding the methodology behind some of the coal reserve documentation already provided by the Debtors to the Interested Shareholders.

4. On February 19, 2013, per the direction of Judge Chapman, the Debtors made available Michael D. Day, Patriot's Executive Vice President – Operations, to be interviewed by the Interested Shareholders. The Interested Shareholders interviewed Mr. Day on topics including the Debtors' coal reserves and other background information underlying certain summary coal reserve documents produced by the Debtors.

5. Attached hereto as Exhibit B is a true and correct copy of the letter decision issued by the Office of the United States Trustee for the Southern District of New York on August 24, 2012, rejecting the Interested Shareholders' request for the appointment of an equity committee.

6. Attached hereto as Exhibit C is a true and correct copy of the letter decision issued by the Office of the United States Trustee for the Eastern District of Missouri on January 15, 2013, rejecting the Interested Shareholders' request for an appointment of an equity committee.

7. Attached hereto as Exhibit D is a true and correct copy of the Declaration of Christopher Wu, dated February 27, 2013, and produced to the Debtors on February 28, 2013.

8. Attached hereto as Exhibit E is a true and correct copy of a report prepared by the KLR group entitled "Patriot Coal: Indication of Estimated Value to Existing Equity Holders and Discussion," dated February 2013 and produced to the Debtors on February 28, 2013.

9. Attached hereto as Exhibit F is a true and correct copy of a letter dated February 26, 2013, from Lloyd S. Foight of the Ross Companies to Michael Carney of McKool Smith, produced to the Debtors on February 28, 2013.

10. Attached hereto as Exhibit G is a true and correct copy of Patriot Coal's 2012 Form 10-K, filed on February 22, 2013.

11. Attached hereto as Exhibit H is a true and correct copy of the transcript of the deposition of Jeffrey Stufsky, dated March 13, 2013.

12. Attached hereto as Exhibit I is a true and correct copy of the transcript of the deposition of Christopher Wu, dated March 15, 2013.

13. Attached hereto as Exhibit J is a true and correct copy of the Financial Advisory Agreement between McKool Smith and Carl Marks Advisory Group LLC, dated October 12, 2012.

14. Attached hereto as Exhibit K is a March 25, 2013 Weekly Statistics Report prepared by GCG, the Debtors' Noticing Agent. The Weekly Statistics Report summarizes the Claims Register, a complete version of which is publicly available at patriotcaseinfo.com/maincase.php.

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

Dated: March 29, 2013
New York, New York

/s/ Amelia T.R. Starr

Amelia T.R. Starr

**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)

Hearing Date:
April 23, 2013 at 11:00 a.m.
(prevailing Central Time)

Hearing Location:
Courtroom 7 North

Re: ECF Nos. 416, 3445, 3446

SUMMARY OF EXHIBITS

The following exhibits referenced in the Declaration of Amelia T.R. Starr in Support of Debtors' Objection to Motion of Certain Interested Shareholders for Entry of an Order Directing the Appointment of an Official Committee of Equity Security Holders Pursuant to Bankruptcy Code § 1102(a)(2) (the "**Exhibits**") will be served on the Court, the office of the U.S. Trustee, counsel to the official committee of unsecured creditors, counsel to the administrative agents for the Debtors' postpetition lenders, and counsel to the Interested Shareholders (collectively, the "**Service Parties**"). Copies of the Exhibits will be made available at www.patriotcaseinfo.com/exhibits.php and will be made available for inspection at the hearing.¹

Exhibit A: September 13, 2012 letter from Hugh M. Ray III, Esq. of McKool Smith to Amy Starr of Davis Polk regarding the Interested Shareholders' document request.

¹ Certain of the Exhibits have been redacted to protect the Debtors' confidential information and pursuant to the terms of a confidentiality agreement between the Debtors and the Interested Shareholders. Unredacted copies of these Exhibits will be provided to the Service Parties.

- Exhibit B: August 24, 2012 letter from the Office of the United States Trustee for the Southern District of New York to Hugh M. Ray, III Esq. of McKool Smith.
- Exhibit C: January 15, 2013 letter from the Office of the United States Trustee for the Eastern District of Missouri to Hugh M. Ray Esq. III of McKool Smith.
- Exhibit D: February 27, 2013 Declaration of Christopher Wu of Carl Marks Advisory Group LLC.
- Exhibit E: February 2013 report titled "Patriot Coal: Indication of Estimated Value to Existing Equity Holders and Discussion," prepared by the KLR Group and attached as Exhibit A to the Declaration of Christopher Wu.
- Exhibit F: February 26, 2013 letter from Lloyd S. Foight of the Ross Companies to Michael Carney, Esq. of McKool Smith.
- Exhibit G: Patriot Coal's Form 10-K for 2012, filed on February 22, 2013.
- Exhibit H: Transcript of the deposition of Jeffrey Stufsky, dated March 13, 2013.
- Exhibit I: Transcript of the deposition of Christopher Wu, dated March 15, 2013.
- Exhibit J: October 12, 2012 Financial Advisory Agreement between McKool Smith and Carl Marks Advisory Group LLC.
- Exhibit K: March 25, 2013 Weekly Statistics Report prepared by GCG, the Debtors' Noticing Agent.

Dated: New York, New York
March 29, 2013

By: /s/ Amelia T.R. Starr

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