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UNITED STATES BANKRUPTCY COURT

EASTERN DISTRICT OF MISSOURI

Case No. 12-51502

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In the Matter of:

PATRIOT COAL CORPORATION, et al.,

Debtors.

- - - - -x

United States Bankruptcy Court

111 South 10th Street

4th Floor

St. Louis, Missouri

April 2, 2013

1:39 PM

B E F O R E:

HON. KATHY A. SURRETT-STATES

U.S. BANKRUPTCY JUDGE

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Emergency Motion to Intervene and for Emergency Hearing Thereon
Filed by Creditors United Mine Workers of America 1974 Pension
Trust, United Mine Workers of America 1993 Benefit Plan (3444)
+ Response - Joinder of The Ohio Valley Coal Company and The
Ohio Valley Transloading Company (3479)

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P R O C E E D I N G S

THE CLERK: Please rise. The United States Bankruptcy Court for the Eastern District of Missouri is now in session. The Honorable Kathy A. Surratt-States presiding.

THE COURT: Good morning -- good afternoon. Please be seated.

MS. LONG: Good afternoon, Your Honor.

THE COURT: All right. This is in the Patriot Coal matter. We have the emergency motion to intervene that was filed by the United Mine Workers of America 1974 Pension Trust and the 1999 (sic) Benefit Plans. And also, there's been correspondence regarding participation at the 1113 and 1114 motion hearing that we'll take up this afternoon. But let me first start by getting appearances in the courtroom first, please.

MR. WALSH: Good afternoon, Your Honor. Brian Walsh of Bryan Cave on behalf of the debtors. My colleague, Lloyd Palans, is on the phone and Brian Resnick of the Davis Polk firm is on the phone as well.

THE COURT: All right. Good afternoon.

MR. WILLARD: Good afternoon, Your Honor. May it please the Court, Greg Willard from Carmody McDonald on behalf of the official unsecured creditors' committee. Also on the phone is Tom Mayer and Brad O'Neill from the Kramer Levin firm, my co-counsel. And also, I'd like to introduce by phone, Mr.

1 Eric Schnabel of the Dorsey firm. Mr. Schnabel represents U.S.
2 Bank as indenture trustee and he will be filing a pro hac
3 shortly. But I wanted to introduce him to the Court. Thank
4 you.

5 THE COURT: All right. Thank you.

6 MS. LONG: Good afternoon, Your Honor. Leonora Long
7 on behalf of the United States Trustee.

8 THE COURT: Good afternoon.

9 MR. GOLDSTEIN: Good afternoon, Your Honor. Steve
10 Goldstein, Goldstein and Pressman, for Aurelius Capital
11 Management, LP and Knighthead Capital Management, LLC. Also
12 appearing by phone is Mr. Allen Strasser of the Robbins Russell
13 firm in Washington, DC. A motion for pro hac vice admission
14 has been filed for Mr. Strasser, Mr. Robbins and two others.

15 THE COURT: All right. Thank you. All right. And
16 then on the telephone, Mr. Resnick on behalf of the debtors?

17 MR. RESNICK: Yes, good afternoon, Your Honor.

18 THE COURT: Good afternoon. And Mr. Palans on behalf
19 of the debtors?

20 MR. PALANS: Yes. Good afternoon, Your Honor.

21 THE COURT: Good afternoon. Then Mr. Perillo on
22 behalf of the United Mine Workers Association?

23 MR. PERILLO: Yes. Good afternoon, Your Honor.

24 THE COURT: Good afternoon.

25 And then Mr. Mayer and Mr. O'Neill are there, as well,

1 on behalf of the creditors' committee?

2 MR. O'NEILL: Yes, we are. Good afternoon, Your
3 Honor.

4 THE COURT: Good afternoon. All right. Mr.
5 Goodchild, Mr. Hillyer and Mr. Welch on behalf of the funds.

6 MR. GOODCHILD: Yes, Your Honor. Good afternoon.

7 THE COURT: Good afternoon.

8 MR. WELCH: Good afternoon.

9 THE COURT: All right. And Ms. Schonholtz and Ms.
10 Alfonso on behalf of Bank of America?

11 MS. SCHONHOLTZ: We're here. Good afternoon, Your
12 Honor.

13 THE COURT: Good afternoon. And Mr. Smolinsky on
14 behalf of Citibank and Mr. Turner, as well?

15 MR. SMOLINSKY: Good afternoon.

16 MR. TURNER: Good afternoon, Your Honor.

17 THE COURT: Good afternoon. Paul Silverstein and
18 Jonathan Levine on behalf of Wilmington Trust Company?

19 MR. SILVERSTEIN: Yes, Your Honor, thank you and we
20 appreciate your having this hearing by phone.

21 THE COURT: All right.

22 MR. SILVERSTEIN: Thanks again.

23 THE COURT: You're welcome. Good afternoon. Len
24 Marsico and Mark Freedlander and Bonnie Clair on behalf of the
25 Ohio Valley Coal Company?

1 MR. FREEDLANDER: That's right. We're here, Your
2 Honor. Thanks very much.

3 THE COURT: Thank you. Ms. Clair, are you with us as
4 well?

5 MS. CLAIR: Yes, Your Honor. Good afternoon.

6 THE COURT: Good afternoon. All right. And Jason
7 Alter on behalf of Alice Wright, et al.? Yes? No?

8 MR. ALTER: Good afternoon, Your Honor.

9 THE COURT: Good afternoon. All right. And Mr.
10 Cousins on behalf of Peabody Energy?

11 MR. COUSINS: Yes. Good afternoon, Your Honor.

12 THE COURT: Good afternoon. And Mr. Strasser on
13 behalf Aurelius Capital Management.

14 MR. STRASSER: Good afternoon, Your Honor. We also
15 represent Knighthood Capital.

16 THE COURT: All right. Thank you. And then, sorry,
17 when I was doing the funds, Mr. Crowe, you are with us on the
18 phone as well?

19 MR. CROWE: I am, thank you, Your Honor. It's good to
20 be back.

21 THE COURT: All right. Thank you. All right, then.

22 All right. I have reviewed the letter and the other
23 pleadings regarding participation in the hearing on the 1113
24 and 1114 motion and I am well aware of everyone's position.
25 Therefore, I will enter the following orders: All parties

1 other than the debtors, the UMWA and the funds may file a brief
2 in support of their position regarding the 1113 and 1114 motion
3 of fifteen pages or less, on or before April 12th, 2013 at 4
4 p.m. Central Daylight Time. The debtors, the UMWA and the
5 funds may, if they choose, file a reply to such briefs of
6 fifteen pages or less on or before April the 23rd, 2013, at 4
7 p.m. Central Daylight Time. Please keep in mind, I don't need
8 a recitation of the facts in this case stated again. You
9 should state what your legal arguments are and that's what I'll
10 take up, then.

11 All parties other than the debtors, the UMWA and the
12 funds may participate in depositions related to the 1113 and
13 1114 motions after the debtors, the UMWA and the funds have
14 completed all of their questions. At the hearing on the 1113
15 and 1114 motion, all parties, other than the debtors, the UMWA
16 and the funds, may make an opening statement of ten minutes or
17 less, and a closing argument of twenty minutes or less. They
18 may not conduct any cross-examination of any witnesses and they
19 may not present any witnesses.

20 I will grant the motion to intervene filed by the
21 funds and the funds may file a brief in support of their
22 position regarding the 1113 and 1114 motion of twenty-five
23 pages or less on or about April the 12th, 2013 at 4 p.m.
24 Central Daylight Time. The debtors and the UMWA may, if they
25 choose, file a reply to any such brief filed by the funds of

1 fifteen pages or less on or before April the 23rd, 2013 at 4
2 p.m. Central Daylight Time.

3 At the hearing on the 1113 and 1114 motions, the fund
4 may make an opening statement and a closing argument and they
5 may conduct cross-examination of witnesses and may present no
6 more than two witnesses. Those two witnesses must be disclosed
7 as soon as possible but no later than April the 4th, 2013 at 4
8 p.m. Central Daylight Time, and they must be available for
9 depositions during the week of April the 8th, 2013, which I
10 believe is the week that the other depositions are taking
11 place.

12 And I'd also like the UMWA -- the fund must file
13 declarations of their two witnesses by April the 12th, 2013 at
14 4 p.m. Central Daylight Time, which will be accepted as direct
15 examination.

16 And I will deny the joinder of Ohio Valley Coal in the
17 funds' motion to intervene.

18 With that said, are there any other requests? Then
19 let me start first with the debtors. Mr. Walsh, Mr. Resnick,
20 Mr. Palans?

21 MR. WALSH: Your Honor, Brian Walsh, for the record.
22 I'm looking at my notes. Your Honor, I don't believe so,
23 subject to Mr. Resnick's weighing in, perhaps. I think there
24 are some logistical issues that we can take up with the parties
25 and make sure we're all on the same page and get things running

1 smoothly in light of Your Honor's ruling. But thank you for
2 having us here today, Your Honor.

3 THE COURT: All right. And certainly, that's what I
4 took into consideration because I think, with the declarations,
5 that was my understanding that the live hearing will be cross-
6 examination.

7 MR. WALSH: That's correct and perhaps a bit of
8 redirect, witness-by-witness, Your Honor.

9 THE COURT: All right.

10 MR. WALSH: That is our expectation; that's correct.

11 THE COURT: All right. Then anything else, Mr.
12 Resnick or Mr. Palans?

13 MR. RESNICK: No, Your Honor.

14 THE COURT: All right. Thank you. Mr. Perillo,
15 anything else on behalf of the UMWA?

16 MR. PERILLO: No. Thank you for your ruling, Your
17 Honor.

18 THE COURT: All right. Thank you. Mr. Willard, Mr.
19 Mayer or Mr. O'Neill on behalf of the creditors' committee?

20 MR. O'NEILL: The committee has nothing, Your Honor;
21 thank you.

22 THE COURT: All right.

23 MR. WILLARD: No, Your Honor. Thank you very much.

24 THE COURT: All right. Ms. Long, anything else on
25 behalf of the UST?

1 MS. LONG: No, thank you, Your Honor.

2 THE COURT: All right. Thank you. All right. Mr.
3 Goodchild, Ms. Hillyer, Mr. Welch or Mr. Crowe on behalf of the
4 funds?

5 MR. CROWE: We have nothing further, Your Honor. We
6 appreciate the Court's time.

7 THE COURT: All right. Thank you. All right. Ms.
8 Schonholtz or Ms. Alfonso, anything on behalf of Bank of
9 America?

10 MS. SCHONHOLTZ: Nothing here, Your Honor, thank you.

11 THE COURT: All right. Mr. Smolinsky or Mr. Turner on
12 behalf of Citibank?

13 MR. SMOLINKSY: No, Your Honor. We didn't burden the
14 Court with another letter but we do intend to file a short
15 brief when the time is right.

16 THE COURT: All right. Thank you. I appreciate that.
17 Mr. Silverstein or Mr. Levine, anything on behalf of Wilmington
18 Trust Company?

19 MR. SILVERSTEIN: No, Your Honor, not in light of your
20 ruling. Thank you.

21 THE COURT: Thank you. All right, Mr. Marsico or Mr.
22 Freedlander or Ms. Clair on behalf of Ohio Valley Coal Company?

23 MR. MARSICO: Only to confirm that Your Honor's denial
24 of Ohio Valley's motion to join is subject to the participation
25 she's allowed at the onset.

1 THE COURT: Correct.

2 MR. MARSICO: Thank you, Judge.

3 THE COURT: Thank you. All right. Mr. Alter for
4 Alice Wright, et al.

5 MR. ALTER: No, thank you, Your Honor.

6 THE COURT: All right. Thank you. Mr. Cousins for
7 Peabody Energy?

8 MR. COUSINS: Nothing, but thank you very much, Your
9 Honor.

10 THE COURT: All right. Thank you. And Mr. Strasser
11 or Mr. Goldstein on behalf of Aurelius Capital Management and
12 Knighthead Capital Management.

13 MR. STRASSER: Your Honor, this is Alan Strasser. I
14 don't expect so but I -- if there are other matters, we can
15 take them up with the parties and try to get it resolved
16 without any need for the Court to intervene.

17 THE COURT: All right. And then Mr. Schnabel on
18 behalf of U.S. Bank?

19 MR. SCHNABEL: Your Honor, no questions from me. We
20 understand. Thank you.

21 THE COURT: All right. Thank you. And certainly, I
22 would encourage the parties to work anything out additionally
23 but if that cannot be done, just contact Mr. Howley and we'll
24 all get on the phone again.

25 MR. RESNICK: Your Honor, this is Brian Resnick. I

1 apologize for not jumping in sooner, but if I may just have one
2 clarification.

3 THE COURT: Certainly.

4 MR. RESNICK: On the page limits for reply, it sounds
5 like there may be many parties filing objections.

6 THE COURT: Um-hum.

7 MR. RESNICK: And I know other parties are limited in
8 their pages -- the number of pages, in terms of their
9 objections. But we may have lots of objections to reply to.

10 THE COURT: Yes.

11 MR. RESNICK: So I'm just not sure I'm clear on what
12 sort of page limit you're setting, if any, with respect to our
13 replies to those multiple objections we may have to --

14 THE COURT: All right. You can file fifteen pages.
15 Now, because you're the debtor, you can file fifteen pages to
16 every one of those objections if you want to or you can group
17 them together, if some of the objections are similar. But
18 whatever you file, it should be fifteen pages or less. You
19 know, we got a lot of paper on this issue that we are combing
20 through in my chambers.

21 MR. RESNICK: Sure. I understand and I appreciate
22 that. I guess -- it's possible that we'll get, for example --
23 I mean, we may get -- if we get thirty objections, that gives
24 us sort of half a page per objection? It might be a little bit
25 challenging. I'm wondering if there's any way Your Honor might

1 give us a little bit more leeway there.

2 THE COURT: Oh, I'm sorr -- no, I'm sorry, Mr.
3 Resnick. You didn't understand me. If you get thirty
4 objections, you can -- although that's not what my law clerk
5 wants -- you can file thirty replies of fifteen pages each. My
6 preference would be if certain objections kind of go together,
7 that maybe you file one fifteen-page reply to, maybe, the five
8 objections that all deal with one issue and you file another
9 one. But, no, you can file fifteen pages times thirty, if you
10 liked.

11 MR. RESNICK: Oh. That's very helpful, Your Honor.

12 THE COURT: Okay.

13 MR. RESNICK: I appre --

14 THE COURT: I just don't want -- I just don't want
15 like thirty pages in reply to each one of them.

16 MR. RESNICK: Got it. I understand that.

17 THE COURT: Okay.

18 MR. RESNICK: And to make it easier for the parties, I
19 mean, if we file one omnibus objection but take into account
20 the aggregate page limit, I think that might be easier for all
21 the parties. If we just file one omnibus objection but are
22 able to keep it to fifteen pages per section of it that deals
23 with any specific objection.

24 THE COURT: Okay.

25 MR. RESNICK: It just might be more difficult for the

1 Court if we were to file multiple replies. But we're happy to
2 do it either way.

3 THE COURT: I don't know.

4 MR. WALSH: Your Honor, Brian Walsh. We can take that
5 up with --

6 THE COURT: All right.

7 MR. WALSH: -- with your chambers if it looks like
8 that is going to result in fewer pages overall.

9 THE COURT: All right.

10 MR. WALSH: But we'll discuss that with your chambers
11 and --

12 THE COURT: All right.

13 MR. WALSH: -- clear that with you.

14 THE COURT: All right.

15 MR. RESNICK: And thank you very much, Your Honor.

16 THE COURT: All right. Thank you. All right.

17 Then hearing nothing else, we'll be in recess until --

18 MS. CLAIR: Judge?

19 THE COURT: Yes?

20 MS. CLAIR: I apologize for interrupting. This is
21 Bonnie Clair. May I have a point of clarification?

22 THE COURT: Yes, ma'am.

23 MS. CLAIR: My understanding, Judge, is that there
24 have been a number of formal and informal memoranda circulated
25 that set out items such as the deposition schedule and similar

1 items. Going forward, will those be circulated to all of the
2 participants on the call?

3 THE COURT: Yes. They will be. Because -- what?

4 MR. RESNICK: Yes, we can circulate that.

5 THE COURT: Yes.

6 MS. CLAIR: Excellent, Judge. And in that vein then,
7 so if there are issues about the procedural matters which we
8 assure the Court we are inclined to resolve as much as
9 possible, those, in addition, will be circulated to the group?
10 We just don't want to have a situation where one party is
11 raising an issue and other parties are not aware that that's
12 out there and we would like to avoid as much duplication as
13 possible. I said that backwards. We would like to avoid
14 duplication as much as possible.

15 MR. WALSH: Your Honor, Brian Walsh for the record.
16 If the question is are parties going to bring issues to the
17 Court for resolution without including this group in that
18 proceeding, the answer is no; we would include the parties on
19 this call.

20 MR. PERILLO: I think -- with all due respect, I mean,
21 I think this is the UMWA and the debtors are going to sort of
22 drive the bus on scheduling and, you know, we're happy to
23 circulate a scheduling for all the parties just to see but it
24 can't really turn into a twenty-seven-party circus, in our
25 view. With all due respect.

1 THE COURT: Correct. I don't think -- I think Ms.
2 Clair just wants to know what the scheduling is and, likewise,
3 I think Ms. Clair, your second question was, for example, if --
4 I don't know, one of the -- if Mr. Willard's client raised an
5 issue and it is being discussed or it is resolved, you want to
6 know what the resolution of that is?

7 MS. CLAIR: Precisely, Your Honor. That way we can
8 avoid retreading the same path.

9 THE COURT: All right. Then I don't imagine that'll
10 be a problem. As these things come up, I think the parties
11 will all be circulating things around and --

12 MR. WALSH: Your Honor, Brian Walsh for the record,
13 again. There will be some challenges but we will do our best
14 to make sure that nobody's left out of any relevant
15 discussions.

16 THE COURT: All right. Thank you.

17 All right. Is there anything else? All right.

18 MS. CLAIR: No. Thank you, Judge.

19 THE COURT: All right. Thank you. All right. Is
20 there anything else from any of the other parties on the phone?

21 All right. Then hearing none and the parties in the
22 courtroom are all nodding their heads no, that they have no
23 other requests, we'll be in recess until Thursday morning at 10
24 a.m. Thank you.

25 MR. WALSH: Thank you, Your Honor.

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THE COURT: THANK YOU.

UNIDENTIFIED SPEAKER: Thank you.

(Whereupon these proceedings were concluded at 1:56 PM)

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I N D E X

RULINGS

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C E R T I F I C A T I O N

I, Zipporah Geralnik, certify that the foregoing transcript is
a true and accurate record of the proceedings.



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Date: April 3, 2013

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UNITED STATES BANKRUPTCY COURT
Eastern District of Missouri
Thomas F. Eagleton U.S. Courthouse
111 South Tenth Street, Fourth Floor
St. Louis, MO 63102

In re: Debtor(s):
Patriot Coal Corporation

Case No.: 12-51502 -A659

CHAPTER 11

Notice of Filing of Transcript and of Deadlines Related to Restriction and Redaction

To: All Persons of Record at Hearing

A transcript of the proceeding held on April 2, 2013 was filed on April 3, 2013.

The following deadlines apply:

If you wish to have personal data identifiers redacted from the transcript, a *Request for Transcript Redaction* must be filed within 7 days of the date of this notice: April 10, 2013. Personal data identifiers **include: social security numbers, financial account numbers, names of minor children, and dates of birth**. If no such request is filed within the allotted time, the Court will presume redaction of personal data identifiers is not necessary.

Any party seeking redaction shall file a *Statement of Transcript Redactions* identifying the location of the personal data identifiers sought to be redacted within 21 days of the date of this notice: April 24, 2013. The party filing the statement shall serve it by regular mail upon all parties at the hearing and shall include a Certificate of Service listing the date and parties served. The *Statement of Transcript Redactions* event will be restricted from public view and cannot be served electronically through the CM/ECF system. If no *Statement of Transcript Redactions* is filed within the allotted time, the Court will presume redaction of personal identifiers is not necessary.

Any party may file a response in opposition to the Statement within 7 days of the date the Statement is filed using the *Response to Statement of Transcript Redactions* event. If a response in opposition to the Statement is filed, the Court will rule on the matter. If a hearing is needed, the Court will send notice of hearing.

If a request for redaction is filed, the redacted transcript is due within 31 days of the date of this notice: May 6, 2013.

The transcript may be made available for remote electronic access upon expiration of the restriction period, which is 90 days from the date of filing of the transcript: July 2, 2013, unless extended by court order. However, during this 90-day period the transcript is available for viewing only during normal business hours at the Clerk's office.

Any questions regarding the transcript process should be directed to Matt Parker, Director of Courtroom Services, at (314) 244-4801.

FOR THE COURT:

/s/Dana C. McWay
Clerk of Court

Dated: 4/3/13

Copies Mailed To:

Brian C. Walsh, Bryan Cave LLP, 211 N. Broadway, Suite 3600, St. Louis, MO. 63102

Rev. 12/10