

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:)	
)	Case No. 12-51502-659
PATRIOT COAL CORPORATION, et al.,)	Chapter 11
)	
Debtors.)	Jointly Administered

**AMENDED ORDER AUTHORIZING RETENTION AND APPOINTMENT OF GCG,
INC. AS CLAIMS AND NOTICING AGENT FOR THE DEBTORS NUNC PRO TUNC
TO THE PETITION DATE**

Upon the application (the “**Application**”)¹ of Patriot Coal Corporation and its subsidiaries that are debtors and debtors in possession (the “**Debtors**”) for an order authorizing the retention and appointment of GCG, Inc. (“**GCG**”) as claims and noticing agent in these Chapter 11 cases *nunc pro tunc* to the Petition Date under 28 U.S.C. §156(c), and section 105(a) of the Bankruptcy Code to, among other things, (i) distribute required notices to parties in interest, (ii) receive, maintain, docket, and otherwise administer the proofs of claim filed in the Debtors’ Chapter 11 cases, and (iii) provide such other administrative services - as required by the Debtors - that would fall within the purview of services to be provided by the Clerk’s Office; and upon the Declaration of Mark N. Schroeder, Patriot Coal Corporation’s Senior Vice President and Chief Financial Officer; and upon the Declaration of Angela Ferrante, Vice President of GCG (the “**Claims and Noticing Agent Declaration**”) submitted in support of the Application; and the Debtors having estimated that there are in excess of 10,000 creditors in these Chapter 11 cases, many of which are expected to file proofs of claim, and it appearing that the full administration of this quantity of proofs of claim would be unduly time consuming and

¹ Capitalized terms not otherwise defined herein have the meanings ascribed to such terms in the Application.

burdensome for the Clerk; and the Court² being authorized under 28 U.S.C. §156(c) to utilize, at the Debtors' expense, outside agents and facilities to provide notices to parties in Title 11 cases and to receive, image, file, maintain, and transmit proofs of claim; and the Court being satisfied that GCG has the capability and experience to provide such services; and the Court being satisfied, based on the representations made in the Application and the Claims and Noticing Agent Declaration, that GCG is "disinterested" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and represents no interest adverse to the Debtors' estates with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the Application and the relief requested therein; and consideration of the Application and the requested relief being a core proceeding that the Court can finally determine pursuant to 28 U.S.C. §157(b); and due and proper notice of the Application having been provided to all necessary parties; and it appearing that no other or further notice need be provided; and the Court having reviewed the Application; and a hearing having been held on the Application; and the Court having determined that sufficient legal and factual bases exist to establish just cause for the relief granted herein; it is therefore

ORDERED that, notwithstanding the terms of the Engagement Agreement attached to the Application, the Application is approved solely as set forth in this Order, and the Debtors are authorized to retain GCG as claims and noticing agent *nunc pro tunc* to the Petition Date under the terms of the Engagement Agreement only to the extent that the terms of the Engagement Agreement do not conflict with the terms of this Order; and it is further

² The Application was originally considered and granted by the United States Bankruptcy Court for the Southern District of New York on July 11, 2012. The Debtors' cases were transferred to this Court by order entered on December 19, 2012.

ORDERED that GCG is authorized and directed to perform noticing services and to receive, maintain, record, and otherwise administer the proofs of claim filed in these Chapter 11 cases, and all related tasks as described in this Order and in any non-conflicting provisions of the Application; and it is further

ORDERED that the Clerk shall perform her normal function as the custodian of Court records and shall maintain the official claims registers for each of these Debtors; and it is further

ORDERED that GCG may maintain a copy of the Court's claims register for each of these Debtors which copy shall conform to the numbering of claims established by the Clerk; and it is further

ORDERED that GCG shall electronically transmit all proofs of claim that GCG has received or will receive in these cases into the Court's Electronic Case Files System as instructed by the Clerk; and it is further

ORDERED that, once these cases have been closed, GCG shall destroy the paper proofs of claim that it has received in these cases and file with the Court a certificate of destruction specifying the method of destruction, the date of destruction and any reference number or other relevant information for the destruction of the paper proofs of claim; and it is further

ORDERED that the Debtors and GCG are authorized to take such other action to comply with this Order and any duties set forth in the Application that do not conflict with any terms set forth in this Order; and it is further

ORDERED that the Debtors are authorized to compensate GCG in accordance with the terms of the Engagement Agreement upon receipt of reasonably detailed invoices setting forth the services provided by GCG and the rates charged for each, and to reimburse GCG for all

reasonable and necessary expenses it may incur, upon the presentation of appropriate documentation, without the need for GCG to file fee applications or otherwise seek Court approval for the compensation of its services and reimbursement of its expenses; and it is further

ORDERED that GCG shall maintain records of all services showing dates, categories of services, fees charged, and expenses incurred, and shall serve monthly invoices on the Debtors, the office of the United States Trustee, counsel to the Debtors, counsel for any official committee monitoring the expenses of the Debtors, and any party-in-interest who specifically requests service of the monthly invoices; and it is further

ORDERED that the parties shall meet and confer in an attempt to resolve any dispute which may arise relating to the Engagement Agreement or monthly invoices, and that the parties may seek resolution of the matter from the Court if resolution is not achieved; and it is further

ORDERED that, pursuant to section 503(b)(1)(A) of the Bankruptcy Code, the fees and expenses of GCG under this Order (including prior to amendment) shall be an administrative expense of the Debtors' estates; and it is further

ORDERED that GCG may apply its retainer to all prepetition invoices, which retainer shall be replenished to the original retainer amount, and, thereafter, GCG may hold its retainer under the Engagement Agreement during the Chapter 11 cases as security for the payment of fees and expenses incurred under the Engagement Agreement; and it is further

ORDERED that the Debtors shall indemnify GCG under the terms of the Engagement Agreement; and it is further

ORDERED that all requests by GCG for the payment of indemnification as set forth in the Engagement Agreement shall be made by means of an application to the Court and shall be

subject to review by the Court to ensure that payment of such indemnity conforms to the terms of the Engagement Agreement and is reasonable under the circumstances of the litigation or settlement in respect of which indemnity is sought, provided, however, that in no event shall GCG be indemnified in the case of its own bad faith, self-dealing, breach of fiduciary duty (if any), gross negligence, or willful misconduct; and it is further

ORDERED that in the event that GCG seeks reimbursement from the Debtors for attorneys' fees and expenses in connection with the payment of an indemnity claim pursuant to the Engagement Agreement, the invoices and supporting time records for the attorneys' fees and expenses shall be included in GCG's own applications, both interim and final, but determined by this Court after notice and a hearing; and it is further

ORDERED that in the event GCG is unable to provide the services set out in this Order, GCG will immediately notify the Clerk and Debtors' attorney and cause to have all original proofs of claim and computer information turned over to another noticing agent with the advice and consent of the Clerk and Debtors' attorneys; and it is further

ORDERED that the Debtors may submit a separate retention application, pursuant to section 327 of the Bankruptcy Code and/or any applicable law, for work that is to be performed by GCG but is not specifically authorized by this Order; and it is further

ORDERED that, notwithstanding any term in the Engagement Agreement to the contrary, the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order; and it is further

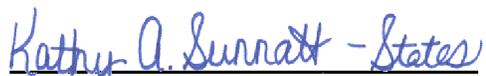
ORDERED that GCG shall not cease providing services authorized by this Order during the Debtors' cases for any reason, including non-payment, without an order of the Court; and it

is further

ORDERED that in the event of any inconsistency between the Engagement Agreement, the Application and this Order, this Order shall govern; and it is further

ORDERED that, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or other Bankruptcy Rules, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that Notice of the Application as provided therein shall be deemed good and sufficient notice of such application, and the requirements of Bankruptcy Rule 6004(a) and the local rules of the Court are satisfied by such notice.


KATHY A. SURRATT-STATES
Chief United States Bankruptcy Judge

DATED: April 12, 2013
St. Louis, Missouri
jjh

In re:
Patriot Coal Corporation
Debtor

Case No. 12-51502-kss
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0865-4

User: klom
Form ID: pdf02

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Total Noticed: 1

Date Rcvd: Apr 12, 2013

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Apr 14, 2013.

aty +Damian Schaible, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017-3982

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Apr 14, 2013

Signature:



District/off: 0865-4

User: klom
Form ID: pdf02

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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on April 12, 2013 at the address(es) listed below:

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Arthur Traynor on behalf of Creditor United Mine Workers of America atraynor@umwa.org
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Ashley B. Osborn on behalf of Creditor Conveying Solutions, LLC moedbknotices@southlaw.com
Barbara J. Grabowski on behalf of Interested Party Commonwealth of Pennsylvania, Department of
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Benjamin S Kaminetzky on behalf of Debtor Patriot Coal Corporation ben.kaminetzky@davispolk.com
Bonnie L. Clair on behalf of Creditor Ohio Valley Coal Company
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Carl E. Black on behalf of Interested Party Peabody Energy Corporation ceblack@jonesday.com
Casey M Cantrell Swartz on behalf of Creditor J.H. Fletcher & Co. cswartz@taftlaw.com
Catherine C Whittaker on behalf of Creditor Blue Eagle Land, LLC cwhittaker@shb.com
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Chrisandrea L. Turner on behalf of Creditor Argonaut Insurance Company clturner@stites.com
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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

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TOTAL: 122