

KRAMER LEVIN NAFTALIS & FRANKEL LLP

Thomas Moers Mayer

Adam C. Rogoff

Gregory G. Plotko

1177 Avenue of the Americas

New York, New York 10036

Telephone: (212) 715-9100

Facsimile: (212) 715-8000

*Proposed Counsel for the Official Committee of
Unsecured Creditors of Patriot Coal Corporation, et al.*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
PATRIOT COAL CORPORATION, <i>et al.</i> ,	:	Case No. 12-12900 (SCC)
	:	
	:	
Debtors.	:	Jointly Administered
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**NOTICE OF APPLICATION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF PATRIOT COAL CORPORATION,
ET AL., FOR AN ORDER AUTHORIZING AND APPROVING
THE EMPLOYMENT AND RETENTION OF KRAMER LEVIN
NAFTALIS & FRANKEL LLP AS COUNSEL, *NUNC PRO TUNC* TO JULY 18, 2012**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On August 15, 2012 the Official Committee of Unsecured Creditors (the “**Committee**”) of the above captioned debtors and debtors-in-possession filed the attached Application of the Official Committee of Unsecured Creditors of Patriot Coal Corporation, *et al.* for an Order Authorizing and Approving the Employment and Retention of Employ Kramer Levin Naftalis & Frankel LLP as Counsel, *Nunc Pro Tunc*, to July 18, 2012 (the “**Application**”).

2. A hearing (the “**Hearing**”) to consider the Application shall be held before the Honorable Shelley C. Chapman, United States Bankruptcy Judge, in Room 610 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York, 10004, on **September 11, 2012 at 1:30 p.m.** (prevailing Eastern time).

3. Any objections to the Application must be made in writing, filed with the Court (with a copy to Chambers) and served in accordance with the Order Establishing Certain Notice, Case Management and Administrative Procedures entered on July 16, 2012 [Docket No. 84] (the “**Case Management Order**”), so as to be received no later than **August 25, 2012 at 4:00 p.m.** (prevailing Eastern Time) (the “**Objection Deadline**”).

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UNITED STATES BANKRUPTCY COURT
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In re:	:	Chapter 11
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PATRIOT COAL CORPORATION, <i>et al.</i> ,	:	Case No. 12-12900 (SCC)
	:	
	:	
Debtors.	:	Jointly Administered
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APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF PATRIOT COAL CORPORATION, ET AL., FOR AN ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF KRAMER LEVIN NAFTALIS & FRANKEL LLP AS COUNSEL, NUNC PRO TUNC TO JULY 18, 2012

The Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtors and debtors-in-possession (the “**Debtors**”)¹ hereby makes this application (the

¹ In addition to Patriot Coal Corporation, the Debtors are as follows: (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, LLC; (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;

“**Application**”) for entry of an order, pursuant to sections 328(a) and 1103(a) of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), authorizing it to retain Kramer Levin Naftalis & Frankel LLP (“**Kramer Levin**”) as counsel for the Committee in connection with the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), *nunc pro tunc* to July 18, 2012. In support of this Application, the Committee submits the Declaration of Adam C. Rogoff (the “**Rogoff Declaration**”), attached hereto as **Exhibit A**. In further support of this Application, the Committee respectfully represents as follows:

BACKGROUND

6. On July 9, 2012, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses as debtors and debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

7. On July 18, 2012, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”), pursuant to section 1102 of the Bankruptcy Code, appointed the Committee to represent the interests of all unsecured creditors in these Chapter 11 Cases. The members of the Committee are: (i) Wilmington Trust Company; (ii) U.S. Bank National

(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, LP; (67) Patriot Coal Sales LLC; (68) Patriot Coal Services LLC; (69) Patriot Leasing Company LLC; (70) Patriot Midwest Holdings, LLC; (71) Patriot Reserve Holdings, LLC; (72) Patriot Trading LLC; (73) PCX Enterprises, Inc.; (74) Pine Ridge Coal Company, LLC; (75) Pond Creek Land Resources, LLC; (76) Pond Fork Processing LLC; (77) Remington Holdings LLC; (78) Remington II LLC; (79) Remington LLC; (80) Rivers Edge Mining, Inc.; (81) Robin Land Company, LLC; (82) Sentry Mining, LLC; (83) Snowberry Land Company; (84) Speed Mining LLC; (85) Sterling Smokeless Coal Company, LLC; (86) TC Sales Company, LLC; (87) The Presidents Energy Company LLC; (88) Thunderhill Coal LLC; (89) Trout Coal Holdings, LLC; (90) Union County Coal Co., LLC; (91) Viper LLC; (92) Weatherby Processing LLC; (93) Wildcat Energy LLC; (94) Wildcat, LLC; (95) Will Scarlet Properties LLC; (96) Winchester LLC; (97) Winifrede Dock Limited Liability Company; and (98) Yankeetown Dock, LLC. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors’ chapter 11 petitions.

Association; (iii) the United Mine Workers of America; (iv) the United Mine Workers of America 1974 Pension Plan and Trust; (v) Gulf Coast Capital Partners, LLC; (vi) Cecil Walker Machinery; and (vii) American Electric Power.

8. At a meeting of the Committee held on July 18, 2012, the Committee selected Kramer Levin to serve as its lead counsel.

JURISDICTION AND VENUE

9. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue of these Chapter 11 Cases is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

RELIEF REQUESTED

10. This Application is made by the Committee for an order, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014, authorizing it to retain Kramer Levin as its counsel, *nunc pro tunc* to July 18, 2012.

BASIS FOR RELIEF REQUESTED

11. The Committee has selected Kramer Levin to serve as its counsel and to perform all of the services necessary and desirable in these Chapter 11 Cases on behalf of the Committee. The Committee selected Kramer Levin primarily because Kramer Levin's corporate restructuring and bankruptcy department has extensive experience in the fields of bankruptcy and creditors' rights and, in particular, has represented official creditors' committees in some of the largest and most complex chapter 11 bankruptcy cases of recent years, including WP Steel Venture, L.L.C., Residential Capital, L.L.C., Hostess Brands, Inc., AES Eastern Energy, L.P., Evergreen Solar, Inc., Chrysler LLC (n/k/a Old Carco LLC), General Motors Corporation (n/k/a Motors Liquidation Company), Dura Automotive Systems, Inc., Capmark Financial Group, Inc.,

Magna Entertainment Corporation, Smurfit-Stone Container Corporation, and Dana Corporation, among others. Furthermore, Kramer Levin's broad-based practice, which includes expertise in the areas of corporate and commercial law, litigation, tax, environmental, intellectual property, employee benefits/ERISA and real estate, will enable it to represent fully the interests of the Committee in an efficient and effective manner.

SERVICES TO BE RENDERED

12. Kramer Levin is expected to render any legal services that the Committee may request in order to discharge the Committee's responsibilities and further the interests of the Committee's constituents in these cases. In addition to acting as primary spokesman for the Committee, it is expected that Kramer Levin's services will include, without limitation, assisting, advising and representing the Committee with respect to the following matters:

- a. The administration of these cases and the exercise of oversight with respect to the Debtors' affairs, including all issues in connection with the Debtors, the Committee and/or these Chapter 11 Cases;
- b. The preparation on behalf of the Committee of necessary applications, motions, memoranda, orders, reports, and other legal papers;
- c. Appearances in Court and at statutory meetings of creditors to represent the interests of the Committee;
- d. The negotiation, formulation, drafting and confirmation of a plan or plans of reorganization and matters related thereto;
- e. The negotiation and formulation of any proposed sale of any of the Debtors' assets, including pursuant to section 363 of the Bankruptcy Code;
- f. Any investigation directed by the Committee of, among other things, prepetition liens and claims, the assets, liabilities, financial condition, and sale of any of the Debtors' businesses, the prosecution of any ensuing avoidance, recharacterization, and similar lawsuits, and operating issues concerning the Debtors that may be relevant to these Chapter 11 Cases;

- g. Communications with the Committee's constituents in furtherance of its responsibilities, including, but not limited to, communications required under section 1102 of the Bankruptcy Code; and
- h. The performance of all of the Committee's duties and powers under the Bankruptcy Code and the Bankruptcy Rules and the performance of such other services as are in the interests of those represented by the Committee.

PROFESSIONAL COMPENSATION

13. Kramer Levin has indicated its willingness to serve as counsel to the Committee and to receive compensation and reimbursement in accordance with its standard billing practices for services rendered and expenses incurred on behalf of the Committee, in accordance with the provisions of sections 328, 330, and 331 of the Bankruptcy Code, or as otherwise ordered by the Court. Kramer Levin's billing practices and rates are summarized below and are consistent with those generally governing the firm's representation of its other clients. The hourly billing rates of Kramer Levin's partners currently range from \$675 to \$1,025,² the hourly billing rates of Kramer Levin's counsel currently range from \$725 to \$1,065, the hourly billing rates of Kramer Levin's special counsel currently range from \$700 to \$780, the hourly billing rates of Kramer Levin's associates currently range from \$375 to \$765, and the hourly billing rates of Kramer Levin's legal assistants currently range from \$180 to \$310. Kramer Levin's hourly fees are comparable to those charged by attorneys of similar experience and expertise for engagements of similar scope and complexity to these Chapter 11 Cases.

14. Kramer Levin's hourly billing rates are subject to periodic adjustments to reflect annual associate step-ups and economic and other conditions. Prior to any increases in

² With respect to Kramer Levin's billing rates for 2012, Kramer Levin has elected to reduce the hourly rate of Thomas Moers Mayer, Esq to \$990 for services rendered to the Committee.

the rates set forth herein, Kramer Levin will give ten (10) business days' notice to the Committee, the Debtors, and the U.S. Trustee, which notice will be filed with the Court.

15. Kramer Levin's hourly billing rates for professionals are not intended to cover out-of-pocket expenses and certain elements of overhead that are typically billed separately. Accordingly, Kramer Levin regularly charges its clients for the expenses and disbursements incurred in connection with clients' cases, including, inter alia, word processing, secretarial time, telecommunications, photocopying, postage and package delivery charges, court fees, transcript costs, travel expenses, expenses for "working meals" and computer-aided research.

DISINTERESTEDNESS OF PROFESSIONALS

16. To the best of the Committee's knowledge, except as stated in the Rogoff Declaration, (i) Kramer Levin is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, (ii) neither Kramer Levin nor its professionals have any connection with the Debtors, the creditors or any other party-in-interest, and (iii) Kramer Levin does not hold or represent any interest adverse to the Committee in the matters for which it is to be retained.

NOTICE

17. In accordance with the Order Establishing Certain Notice, Case Management and Administrative Procedures (as it may be amended from time to time, the "**Case Management Order**") [Docket No. 84] entered in these Chapter 11 Cases, notice of this Application has been given to all parties listed on the Service List (as defined in the Case Management Order). Because of the nature of the relief requested, the Committee submits that

such notice is sufficient and that no further notice of the relief requested in the Application need be provided.

NO PRIOR REQUEST

18. No prior request for the relief sought herein has been made to this or any other Court.

WHEREFORE, the Committee respectfully requests that the Court enter an order, substantially in form attached as **Exhibit B** hereto, (a) authorizing and approving the retention and employment of Kramer Levin as its counsel to the Committee effective as of July 18, 2012, (b) authorizing the payment and reimbursement of Kramer Levin's fees and disbursements, subject to interim and final allowance thereof in accordance with sections 330 and 331 of the Bankruptcy Code or as otherwise ordered by the Court, and (c) granting such other and further relief as may be just and proper.

Dated: New York, New York
August 14, 2012

**THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF PATRIOT COAL CORPORATION, et al.**

By: /s/ Steven Cimalore

Steven Cimalore, on behalf of *Wilmington Trust Company*
Chairperson of The Official Committee of Unsecured Creditors
of Patriot Coal Corporation, et al.

EXHIBIT A

ROGOFF DECLARATION

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re: : Chapter 11
: :
PATRIOT COAL CORPORATION, *et al.*, : Case No. 12-12900 (SCC)
: :
: :
Debtors. : Jointly Administered
----- x

**DECLARATION OF ADAM CHARLES ROGOFF IN SUPPORT
OF APPLICATION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF PATRIOT COAL CORPORATION,
ET AL., FOR AN ORDER AUTHORIZING AND APPROVING THE
EMPLOYMENT AND RETENTION OF KRAMER LEVIN NAFTALIS &
FRANKEL LLP AS ITS COUNSEL, NUNC PRO TUNC TO JULY 18, 2012**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure, ADAM CHARLES ROGOFF, declares the following:

1. I am an attorney at law admitted to practice in the State of New York and am a member of the law firm of Kramer Levin Naftalis & Frankel LLP ("**Kramer Levin**"), which is located at 1177 Avenue of the Americas, New York, New York 10036. I make this declaration (the "**Declaration**") in support of the application (the "**Application**") of the duly-appointed Official Committee of Unsecured Creditors (the "**Committee**") in the chapter 11 cases (the "**Chapter 11 Cases**") of the above-captioned debtors and debtors-in-possession (the "**Debtors**") seeking an order authorizing the retention of Kramer Levin as counsel to the Committee, *nunc pro tunc* to July 18, 2012, in compliance with sections 328(a) and 1103(a) of title 11 of the United States Code (the "**Bankruptcy Code**") and to provide the disclosure required under Rule 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") and Rule 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York (the "**Local Rules**"). Unless otherwise stated in this Declaration, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires

subsequent amendment or modification upon Kramer Levin's completion of further analysis or as additional creditor information becomes available, one or more supplemental declarations will be submitted to the Court.

Kramer Levin's Disclosure Procedures

2. In preparing this Declaration, I relied on the following procedures developed by Kramer Levin to ensure compliance with the requirements of the Bankruptcy Code and the Bankruptcy Rules regarding the retention of professionals under the Bankruptcy Code.

- a. Kramer Levin relied on the schedule of potential parties-in-interest to these Chapter 11 Cases (the "**Conflict Checklist**") we obtained from the Debtors' counsel who may have contacts with the Debtors ("**Contact Parties**"). According to the Conflict Checklist, the Contact Parties include, but are not limited to: (a) current and recent officers and directors; (b) affiliations of the officers and directors; (c) the Debtors and their subsidiaries; (d) five percent and greater shareholders and beneficial owners; (e) significant business partners; (f) professionals and financial advisors; (g) significant financial institutions; (h) significant equipment lessors; (i) significant landlords and lessors; (j) unions; (k) surety bond providers and beneficiaries; (l) significant taxing authorities; (m) significant regulators; (n) significant suppliers, shippers, warehousemen, customers, and vendors; (o) parties to significant litigation; (p) insurers; (q) the Office of the United States Trustee for the Districts of New York, Connecticut, and Vermont, (r) top five secured creditors; (s) 50 largest unsecured creditors; (t) utilities; and (u) professionals retained by any of the foregoing. A copy of the Conflict Checklist is attached hereto as Schedule 2. Using the Conflict Checklist and additional parties identified by Kramer Levin (including names of the Committee members), Kramer Levin assembled a list of names of entities who may be parties-in-interest to these Chapter 11 Cases (the "**Potential Parties-In-Interest**").
- b. Kramer Levin's conflicts department compared the Potential Parties-In-Interest to the names that Kramer Levin has compiled in its conflict check database (the "**Conflict Database**"). The Conflict Database is comprised of the names of the entities for which any attorney time charges have been billed and includes the name of each current or former client, the name of the parties who are or were related or adverse to such current or former client, and the names of the Kramer Levin personnel who are or were responsible for current or former matters for such client. It is the policy of Kramer Levin that no new matter may be accepted or opened within Kramer Levin without completing and submitting to those charged with maintaining the conflict check system and adverse party index the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse

parties. Accordingly, the database is regularly updated for new matters undertaken by Kramer Levin. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a matter.

- c. Any matches between the Conflict Database and the list of Potential Parties-In-Interest were identified, together with the names of the respective Kramer Levin personnel responsible for current or former matters for the identified entities. Obvious name coincidences, as well as individuals or entities that were adverse to Kramer Levin's clients in both this matter and the matter referenced on the list were deleted. The remaining client connections with regard to which Kramer Levin had represented the client within the last two years were compiled for purposes of this Declaration.
- d. In addition, a general inquiry to all Kramer Levin attorneys was sent by electronic mail to determine if any attorney is aware of any representation or client relationship that would present a conflict of interest with respect to Kramer Levin's representation of the Committee in these cases.

3. Based on the Conflicts Report, it appears that Kramer Levin (i) does not hold or represent an interest that is adverse to the Debtors' estates, (ii) does not hold or represent any interest adverse to and has no connection with (subject to the disclosures set forth below) the Debtors, their creditors, the United States Trustee for the Districts of New York, Connecticut, and Vermont, or any party-in-interest herein in the matters upon which Kramer Levin is to be retained, and (iii) is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, subject to the material disclosures set forth in the next paragraph as well as in the disclosures contained in Schedule 1 hereto. Unless specifically noted, fees collected from each of the parties identified herein and in Schedule 1 hereto that is a client of Kramer Levin did not comprise more than 1% of Kramer Levin's revenue for fiscal year 2011 and year-to-date 2012. In addition, the descriptions of the relationships between the Potential Parties-in-Interests and the Debtors contained herein are based on the descriptions contained in the Conflict Checklist.

4. Set forth below are certain material disclosures with respect to Kramer Levin's current or former representations of certain Potential Parties-in-Interest. As more fully

set forth below, Kramer Levin believes that these representations have not affected and will not affect its representation of the Committee in these Chapter 11 Cases. To the extent that Kramer Levin's representation of the following parties (or any parties identified going forward) creates a future conflict in its representation of the Committee in these Chapter 11 Cases, the Committee will be retaining conflicts counsel to represent its interests in those instances.¹

- a. The debtors' schedules in In re AES Eastern Energy, L.P., et al. (Bankr. D. Del.), identify the Debtors as the holders of prepetition unsecured claims against AES Eastern Energy ("**AES**"). In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents the official committee of unsecured creditors of AES.
- b. Bank of America Corporation, Bank of America, N.A., and Bank of America Leasing (collectively, "**Bank of America**") are, respectively, identified on the Conflict Checklist as a professional of the Debtors, a significant financial institution, a letter of credit provider, one of the Debtors top five secured creditors, and a significant equipment lessor. In addition, Merrill Lynch Capital and Merrill Lynch (collectively, "**Merrill Lynch**") are listed as financial advisors and significant equipment lessors, respectively, on the Conflict Checklist. Merrill Lynch is a wholly owned subsidiary of Bank of America Corporation. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents or formerly represented Bank of America, Merrill Lynch, and/or certain of their affiliates in connection with litigation, real estate, corporate and litigation matters and as agent or participant in various bank groups.
- c. Barclays Bank is identified on the Conflict Checklist as a financial advisor of the Debtors and Barclays PLC, the UK based parent of Barclays (collectively, "**Barclays**") is a debtor-in-possession lender, joint lead arranger, joint bookrunner, syndication agent, and acting through its New York branch, letter of credit issuer of the Debtors. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents or formerly represented Barclays or certain of its affiliates, including Barclays Capital, in corporate and employment litigation matters, bankruptcy, and employment litigation matters.
- d. Chartis is identified on the Conflict Checklist as an underwriter. This entity is a subsidiary of American International Group or certain of its affiliates ("**AIG**"). In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents or formerly represented AIG and/or certain of its affiliates in connection with certain corporate, litigation, real

¹ Except for the disclosures set forth in paragraphs 4.a-4.q, the disclosures contained in this Declaration and in the attached Schedule 1 are limited to client relationships with respect to which Kramer Levin has performed work within the past two years.

estate tax, and insurance matters. AIG currently serves as a member of the official committee of unsecured creditors of Residential Capital, L.L.C., to which Kramer Levin serves as counsel.

- e. Citibank, N.A. is identified on the Conflict Checklist as debtor-in-possession lender and joint lead arranger of the Debtors. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents or formerly represented Citibank or certain of its affiliates (collectively, "**Citibank**") with respect to various bankruptcy, corporate, litigation, tax, land use, intellectual property and ERISA matters. Kramer Levin also uses Citibank, N.A. as its principal commercial bank.
- f. Computershare is identified on the Conflict Checklist as an attorney, professional, or financial advisor of the Debtors. Computershare also served on the official committee of unsecured creditors in the chapter 11 cases of Evergreen Solar. Kramer Levin represented the committee in the Evergreen Solar chapter 11 case.
- g. General Electric Capital Corp. is listed on the Conflict Checklist as a significant equipment lessor and one of the Debtors' top five secured creditors. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin represents or formerly represented GE Capital and/or certain of its affiliates ("**GE Capital**") in connection with certain real estate matters. Furthermore, GE Capital is or has been a member of one or more bank groups whose agent was represented by Kramer Levin.
- h. Goldman Sachs and certain affiliated entities are identified on the Conflict Checklist as bondholders of the Debtors. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents or formerly represented Goldman Sachs or certain of its affiliates (collectively "**Goldman Sachs**") in various litigation, immigration or bankruptcy engagements.
- i. PNC Bank, National Association and PNC Capital Markets, LLC (collectively, "**PNC Bank**") are listed on the Conflict Checklist as a financial advisor, significant financial institution, and letter of credit provider of the Debtors. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin represents or has represented PNC Bank and/or certain of its affiliates in connection with various corporate matters.
- j. Siemens Industry Inc. is identified on the Conflict Checklist as a significant equipment lessor of the Debtors. Siemens also served on the official committee of unsecured creditors in the chapter 11 cases of Evergreen Solar and WP Steel Venture, L.L.C. Kramer Levin represents the committees in these chapter 11 cases.
- k. UBS Investment Bank ("**UBS**") is identified on the Conflict Checklist as a financial advisor and significant financial institution to the Debtors. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents or formerly represented UBS and/or certain of its

affiliates and board members in connection with certain corporate, restructuring, tax, land use, and litigation matters.

- l. U.S. Bank N.A. ("**U.S. Bank**") is a member of the Committee. In addition, U.S. Bank is identified on the Conflict Checklist as one of the Debtors' top 50 unsecured creditors. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents U.S. Bank in bankruptcy matters. In addition, U.S. Bank currently serves or has previously served as a member of the official committee of unsecured creditors of Residential Capital, L.L.C., Cooper-Standard Automotive, Inc. and Dura Automotive Systems, Inc., and Kramer Levin currently represents or formerly represented these committees.
- m. Wilmington Trust Company ("**Wilmington**") is a member of the Committee. In addition, it is identified on the Conflict Checklist as a financial advisor and top 50 unsecured creditor. In matters unrelated to the Debtors' cases, Kramer Levin has represented Wilmington in corporate and bankruptcy matters. Wilmington also currently serves or has previously served on the official committee of unsecured creditors in the chapter 11 cases of Residential Capital, L.L.C., Cooper-Standard Holdings, Inc., General Motors, Capmark Financial Group, Inc., and Smurfit-Stone. Kramer Levin represents or represented the committees in their chapter 11 cases.
- n. Prior to the commencement of the bankruptcy case, Kramer Levin provided sporadic advice to one or more clients, based entirely on public information, as to the likelihood that the Debtors and convertible bondholders would reach an agreement on a rescue financing or consensual restructuring. Kramer Levin did not advise any of the convertible bondholders in connection with such potential refinancing.
- o. As part of Kramer Levin's corporate restructuring and bankruptcy practice, Kramer Levin represents agent banks, bank groups, shareholder groups, bondholders, bondholder groups and creditors' committees in connection with restructuring, bankruptcy and corporate matters unrelated to these Chapter 11 Cases. Such groups may include one or more parties listed in the Conflict Checklist or other parties-in-interest that are creditors of or otherwise connected with the Debtors. The Debtors have numerous creditors and other parties-in-interest. In addition, because the Debtors' bonds are publicly traded and widely held, some of the beneficial holders of such bonds may be clients of Kramer Levin, although Kramer Levin has not provided advice to such bondholders related to Patriot Coal. Kramer Levin may have in the past represented, and may presently or in the future represent or be deemed adverse to, creditors or parties-in-interest in addition to those specifically disclosed herein in matters unrelated to these Chapter 11 Cases. Kramer Levin believes that its representation of such creditors or other parties in such other matters has not affected and will not affect its representation of the Committee in these Chapter 11 Cases.

- p. Kramer Levin's corporate restructuring and bankruptcy practice also involves representing holders of debt and equity securities issued by financially distressed businesses and buyers and sellers of distressed debt and securities. One or more clients of the firm may now own or later purchase secured or unsecured claims against the Debtors. Kramer Levin believes that its representation of such parties in matters unrelated to these Chapter 11 Cases will have no effect on its representation of the Committee in these Chapter 11 Cases.
- q. In addition to its corporate restructuring and bankruptcy practice, Kramer Levin is a full service law firm with active real estate, intellectual property, corporate and litigation practices. Kramer Levin appears in cases, proceedings and transactions involving many different attorneys, accountants, financial consultants and investment bankers, some of whom now or may in the future represent claimants or parties-in-interest in this case.
- r. Based upon an email inquiry made of all Kramer Levin attorneys and staff, and the lack of any affirmative replies to such inquiry, it is my understanding that no Kramer Levin attorney or their respective immediate family members own Patriot Coal Corporation's stock (Ticker Symbol "PCX") or are creditors of the Debtors and that the Debtors' stock has been on Kramer Levin's "restricted list" since July 31, 2012. Kramer Levin attorneys invest in a broad array of mutual funds and ETFs, some number of which either currently or may in the future own securities of Patriot Coal Corporation or some of its creditors.

5. Kramer Levin does not and will not represent any entities other than the Committee in matters directly related to these Chapter 11 Cases.

6. To the extent any employee of Kramer Levin has a relationship that in its view could give rise to an actual or potential conflict, an ethical screen will be put in place to ensure that such employee does not have access to information related to Kramer Levin's representation of the Committee.

KRAMER LEVIN'S RATES AND BILLING PRACTICES

7. I have advised the Committee of Kramer Levin's willingness to serve as its general bankruptcy counsel and to accept compensation and reimbursement of expenses in accordance with its standard billing practices and subject to this Court's approval in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and Orders of the Court.

8. Effective as of January 1, 2012, Kramer Levin's standard hourly rates, as charged to bankruptcy and non-bankruptcy clients, are as follows:

Partners	\$675 - \$1,025 ²
Counsel	\$725 - \$1065
Special Counsel	\$700 - \$780
Associates	\$375 - \$765
Legal Assistants	\$180 - \$310

Kramer Levin's hourly billing rates are subject to periodic adjustments to reflect annual associate step-ups and economic and other conditions. Prior to any increases in the rates set forth herein, Kramer Levin will give ten (10) business days' notice to the Committee, the Debtors, and the United States Trustee for the Southern District of New York, which notice will be filed with the Court.

9. Kramer Levin regularly charges its clients for expenses incurred by it in connection with representation of a client in a given matter. Such expenses include, without limitation, travel costs, telecommunications, express or overnight mail, messenger service, photocopying costs, document processing, overtime meals, LEXIS, Westlaw and other computer research related expenses, court fees, transcript costs and, in general, all identifiable expenses that would not have been incurred except for representation of a particular client. Kramer Levin will abide by the rules and regulations relating to such matters which have been adopted by this Court and by the Office of the United States Trustee for the State of New York.

KRAMER LEVIN'S DISINTERESTEDNESS

10. In conclusion, insofar as I have been able to ascertain based upon the procedures utilized by Kramer Levin as described above, and subject to the disclosures herein contained, neither Kramer Levin nor any member, counsel or associate thereof, represents any interest materially adverse to the Debtors, their estates, or any class of creditors or equity

² With respect to Kramer Levin's billing rates for 2012, Kramer Levin has elected to reduce the hourly rate of Thomas Moers Mayer, Esq to \$990 for services rendered to the Committee.

security holders with respect to the matters upon which Kramer Levin is to be engaged. Accordingly, I believe Kramer Levin is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code.

11. No agreement exists, nor will any be made, to share any compensation received by Kramer Levin for its services on behalf of the Committee with any other person or firm.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
August 15, 2012

/s/ Adam Charles Rogoff
Adam Charles Rogoff

TO THE ROGOFF DECLARATION

**SCHEDULE OF POTENTIAL PARTIES IN INTEREST THAT
KRAMER LEVIN NAFTALIS & FRANKEL LLP
CURRENTLY REPRESENTS AND/OR HAS FORMERLY REPRESENTED¹**

<u>INTERESTED PARTY</u>	<u>RELATIONSHIP TO DEBTORS</u>	<u>DESCRIPTION OF RELATIONSHIP</u>
ACE American Insurance Company	Underwriter/Surety Issuer	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' Chapter 11 Cases.
AlixPartners	Attorney, professional, or financial advisors	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' Chapter 11 Cases. In addition, AlixPartners was hired by Kramer Levin to assist a client in matters unrelated to the Debtors' Chapter 11 Cases, with no work being done after 2009.
Allied World Assurance Company Allied World National Assurance Company	Underwriters	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
AON Risk	Brokers	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
AT&T AT&T Mobility AT&T Teleconference Services	Utilities	Kramer Levin served as an arbitrator in a dispute involving AT&T Mobility in a matter unrelated to the Debtors' Chapter 11 Cases.
Bank of the West	Significant Equipment Lessors/Top Five Secured Creditors/To 50 Unsecured Creditors	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
Bayer Cropscience LP	Significant Suppliers, Shippers, Warehousemen, Customers and Vendors	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
Branch Banking & Trust Company	Party Filing Notice of Appearance	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
Centerpoint Energy, Inc	Director Affiliations	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
Claren Road	Bondholder	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
CNA Surety CNA	Underwriters/Surety Issuers	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.

¹ Kramer Levin believes that its representation of the Potential Parties in Interest listed herein have not and will not affect its representation of the Committee in the Debtors' Chapter 11 Cases.

TO THE ROGOFF DECLARATION

<u>INTERESTED PARTY</u>	<u>RELATIONSHIP TO DEBTORS</u>	<u>DESCRIPTION OF RELATIONSHIP</u>
Delta Trust & Bank	Director Affiliations	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
Duff and Phelps Corporation	Attorney, professional, or financial advisors	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
Duke Energy Carolinas LLC Duke Energy Commercial Asset Management Duke Energy Kentucky, Inc.	Significant Suppliers, Shippers, Warehousemen, Customers and Vendors	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
Ernst & Young	Attorney, professional, or financial advisors	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
Greenberg Traurig LLP	Attorney, professional, or financial advisors	Kramer Levin has previously represented the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Hiscox	Underwriters	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
ICON Investments ICON Magnum, LLC	Significant Equipment Lessors	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
ILVA Spa	Significant Suppliers, Shippers, Warehousemen, Customers and Vendors	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
KPMG LLP	Attorney, professional, or financial advisors	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' Chapter 11 Cases .
Liberty Liberty International Underwriters Liberty Mutual Insurance Europe Limited	Surety Issuers/Underwriters	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
Marsh USA	Broker	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
Mercer	Attorney, professional, or financial advisors	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
National Fire Insurance Company of Hartford	Surety Issuer/Underwriter	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' Chapter 11 Cases .
Natixis Securities Americas LLC Natixis, New York Branch (Issuing Bank)	Significant Financial Institutions/ Attorney, professional, or financial advisors	Kramer Levin currently represents and has previously represented the interested parties and/or certain of their affiliates in matters unrelated to the Debtors' Chapter 11 Cases.
Nuveen	Bondholder	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
RBS Citizens, National Association	Other Counterparties to Servicing Agreements	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.

TO THE ROGOFF DECLARATION

<u>INTERESTED PARTY</u>	<u>RELATIONSHIP TO DEBTORS</u>	<u>DESCRIPTION OF RELATIONSHIP</u>
Renaissance Capital Alliance	Significant Equipment Lessors	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
Santander Investment Securities	Attorney, professional, or financial advisors	Kramer Levin represents or has represented the interested party and/or certain affiliates of the interested party in matters wholly unrelated to the Debtors' Chapter 11 Cases .
Santander Investment Securities, Inc	Attorney, professional, or financial advisors	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Sierra Club	Parties to Significant Litigation	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
Societe Generale (SocGen)	Significant Financial Institutions	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
Sovereign Bank	Significant Financial Institutions	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
State Street Corporation	Five Percent or Greater Shareholder or Beneficial Owner	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Third Point	Bondholder	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
ThyssenKrupp CSA Siderurgica	Significant Suppliers, Shippers, Warehousemen, Customers and Vendors	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
Time Warner Cable	Utilities	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Travelers Casualty	Letter of Credit Beneficiaries	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
XL XL UK XL Specialty	Underwriter	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.
Zurich	Underwriter	Kramer Levin represents or has represented the interested party or related affiliate(s) in matters unrelated to the Debtors' Chapter 11 Cases.

TO THE ROGOFF DECLARATION

CONFLICT CHECKLIST

PATRIOT COAL: PARTIES IN INTEREST

Officers and Directors (2009 to Present) (includes non-executive officers and general managers of subsidiaries)

Adorjan, J. Joe
Bean, Joseph W.
Bennett, Robert W.
Brandt, Philip A.
Brown, B. R.
Day, Michael D.
Ebetino, Charles A.
Engelhardt, Irl F.
Hartsog, Kent E.
Hatfield, Bennett K.
Hudson, Terry G.
Johnson, Michael P.
Jones, Jacquelyn A.
Jones, John R.
Longoria, Janeice M.
Lucha, Dale F.
Lushefski, John E.
Magro, James N.
Mead, Robert L.
Millburg, Lawrence J.
Scharf, Michael M.
Schnapp, Paul A.
Schroeder, Mark N.
Viets, Robert O.

Affiliations of Directors (Board Memberships, Charitable Organizations, etc.)

Adven Capital
Bates Sales Company
Beaucoup Farms LLC
Buffalo Wild Wings, Inc.
CenterPoint Energy, Inc.
Delta Trust & Bank
Engelhardt Family Foundation
Foundation for Pinckneyville, Illinois
Freedom Group, Inc.
Friends of KWMU
Galveston Bay Foundation
Greater Houston Partnership
Gulf Coast Health Services Steering
Committee
Healthcare Service Corporation
Heritage Society
The Hungary-Missouri Educational
Partnership

Illinois Rural Heritage Museum
J&A Group
MD Anderson Services Corporation
Ogden, Gibson, Broocks, Longoria & Hall L.L.P.
Oklahoma Conference for Community & Justice
Phillips Theological Seminary
Port of Houston Authority
QuikTrip Corporation
Ranken Technical College
Remington Arms Company, Inc.
Renewable Energy Group, Inc.
The Rumson Country Day School
RLI Corp.
Saint Louis University
Texas Medical Center
Tiger Woods Foundation
UTIMCO
White Walnut Farms LLC

Debtor

Patriot Coal Corporation

Subsidiaries

Affinity Mining Company
Apogee Coal Company, LLC
Appalachia Mine Services, LLC
Beaver Dam Coal Company, LLC
Big Eagle LLC
Big Eagle Rail, LLC
Black Stallion Coal Company, LLC
Black Walnut Coal Company
Bluegrass Mine Services, LLC
Brook Trout Coal, LLC
Catenary Coal Company, LLC
Central States Coal Reserves of Kentucky, LLC
Charles Coal Company, LLC
Cleaton Coal Company
Coal Clean LLC
Coal Properties, LLC
Coal Reserve Holding Limited Liability Company
No. 2
Colony Bay Coal Company
Cook Mountain Coal Company, LLC
Corydon Resources LLC
Coventry Mining Services, LLC
Coyote Coal Company LLC
Cub Branch Coal Company LLC
Dakota LLC
Day LLC
Dixon Mining Company, LLC

Dodge Hill Holding JV, LLC
Dodge Hill Mining Company, LLC
Dodge Hill of Kentucky, LLC
EACC Camps, Inc.
Eastern Associated Coal, LLC
Eastern Coal Company, LLC
Eastern Royalty, LLC
Emerald Processing, L.L.C.
Gateway Eagle Coal Company, LLC
Grand Eagle Mining, LLC
Heritage Coal Company LLC
Highland Mining Company, LLC
Hillside Mining Company
Hobet Mining, LLC
Indian Hill Company LLC
Infinity Coal Sales, LLC
Interior Holdings, LLC
IO Coal LLC
Jarrell's Branch Coal Company
Jupiter Holdings LLC
Kanawha Eagle Coal, LLC
Kanawha River Ventures I, LLC
Kanawha River Ventures II, LLC
Kanawha River Ventures III, LLC
KE Ventures, LLC
Little Creek LLC
Logan Fork Coal Company
Magnum Coal Company LLC
Magnum Coal Sales LLC
Martinka Coal Company, LLC
Midland Trail Energy LLC
Midwest Coal Resources II, LLC
Mountain View Coal Company, LLC
Newtown Energy, Inc.
New Trout Coal Holdings II, LLC
North Page Coal Corp.
Ohio County Coal Company, LLC
Panther LLC
Patriot Beaver Dam Holdings, LLC
Patriot Coal Company, L.P.
Patriot Coal Receivables (SPV), Ltd.
Patriot Coal Sales LLC
Patriot Coal Services LLC
Patriot Leasing Company LLC
Patriot Midwest Holdings, LLC
Patriot Reserve Holdings, LLC
Patriot Trading LLC
Patriot Ventures LLC
PCX Enterprises, Inc.
Pine Ridge Coal Company, LLC
Pond Creek Land Resources, LLC
Pond Fork Processing LLC
Remington Holdings LLC

Remington II LLC
Remington LLC
Rhino Eastern LLC
Rivers Edge Mining, Inc.
Robin Land Company, LLC
Sentry Mining, LLC
Snowberry Land Company
Speed Mining LLC
Squaw Creek Coal Company
Sterling Smokeless Coal Company, LLC
TC Sales Company, LLC
Tecumseh Coal Corporation
The Presidents Energy Company LLC
Thunderhill Coal LLC
Trout Coal Holdings, LLC
Union County Coal Co., LLC
Viper LLC
Weatherby Processing LLC
White Stallion Coal, LLC
Wildcat, LLC
Wildcat Energy LLC
Will Scarlet Properties LLC
Winchester LLC
Winifrede Dock Limited Liability Company
WWMV, LLC
Yankeetown Dock, LLC

***Five Percent and Greater Shareholders and
Beneficial Owners (as of March 15, 2012)***

BlackRock, Inc.
State Street Corporation
The Vanguard Group, Inc.

Significant Business Partners

American Patriot Mining, LLC
RWMV, LLC
Rhino Energy WV LLC

See Significant Suppliers, Shippers,
Warehousemen, Customers and Vendors for list of
agents.

***Attorneys, Professionals and Financial Advisors
(Including Accountants and Investment Banks)***

Allen Guthrie & Thomas
AlixPartners
Arnold & Porter, LLP
American Stock Transfer & Trust Company, LLC
AST Fund Solutions, LLC
Banc of America Securities LLC

Bank of America Corporation
Barclays Capital Inc.
Boehl, Stopher & Graves
Bowen Engineering Corp.
Bowles Rice McDavid Graff & Love LLP
Broadridge Financial Solutions, Inc.
Buchanan, Ingersoll & Rooney
Bryan Cave, LLP
CH2M Hill Engineers
Citibank, National Association
Citigroup CIB
Citigroup Global Markets, Inc.
Computershare
Davis Polk & Wardwell LLP
Depository Trust and Clearing Corporation
Dinsmore & Shohl LLP
Duff & Phelps Corporation
Ernst & Young LLP
Equity Methods
FBR Capital Markets & Co.
Ferrerri & Fogle
Fifth Third Securities, Inc.
Flaherty, Sensabaugh & Bonasso
GCG Inc.
Georgeson Inc.
Gordon Law Offices, PSC
Greenberg & Traurig
Greensfelder, Hemker & Gale, P.C.
Husch Blackwell
IBM
Jackson Kelly PLLC
Kohn, Shands, Elbert, Gianoulakis & Giljum,
LLP
KPMG LLP
Lewis Glasser Casey & Rollins, PLLC
Mercer
Merrill Lynch
Milliman
Morris, Nichols, Arsht & Tunnell LLP
Natixis Securities Americas LLC
Neal, Gerber & Eisenberg LLP
Ogletree Deakins
Oliver Wyman
PNC Capital Markets, LLC
Protiviti
Robinson & McElwee, PLLC
RR Donnelly
Sandberg Phoenix & Von Gontard P.C.
Santander Investment Securities, Inc.
SG Americas Securities, LLC
Shuman, McCuskey & Slicer, PLLC
Smith Moore Leatherwood LLP
SNR Denton

Sorling, Northrup, Hanna, Cullen & Cochran, Ltd.
Steptoe & Johnson, PLLC
Summit Strategies Group
The Blackstone Group LP
Thompson Coburn
Towers Watson
UBS Investment Bank
Veritas Consulting/Richard Verheij
WebFilings
White & Risse
Wilmington Trust Company
Zenon Environmental Corp d/b/a GE Water
Ziemer, Stayman, Weitzel & Shoulders, LLP

***Significant Financial Institutions (Including
Administrative Agents, Lenders and Equipment
Financing)***

Bank of America, N.A.
Bank of Oklahoma, N.A.
Barclays Bank PLC
Caterpillar Financial Services Corp.
Citigroup Global Markets Inc.
Citicorp North America, Inc.
Comerica
Fifth Third Bank
M&I Bank (Southwest Bank of St Louis)
Natixis, New York Branch
PNC Bank
Raymond James Bank
RZB Bank
Societe Generale (SocGen)
Sovereign Bank
The Private Bank
UBS
United Overseas Bank

Significant Equipment Lessors

AmerCable Incorporated
BancorpSouth Equipment Finance
Bank of America Leasing
Bank of the West
Black Equipment Co, Inc.
BMO Harris Equipment Finance
California First National Bank
Capitalsource Bank
Caterpillar Financial Services Corporation
Cecil I. Walker Machinery Co.
CitiCapital Commercial Leasing Corporation
DBT America Inc.
The Fifth Third Leasing Company
First National Capital Corp.
Fifth Third Bank

First Utah Bank
Flagstar Bank, FSBGelco Corporation DBA
GE Fleet Services
General Electric Capital Corporation
Gibbs Technology Leasing
Hawthorn Bank
The Huntington National Bank
ICON Investments
ICON Magnum, LLC
Joy Technologies Inc.
Key Equipment Finance Inc.
Komatsu Financial Limited Partnership
Macquarie Corporate and Asset Funding,
Inc.
Mazuma Capital Corp
Merrill Lynch Capital
Mitel Leasing, Inc.
Motion Industries, Inc.
Nations Fund I, Inc.
PEC Equipment Company, LLC (Peabody)
People's Capital and Leasing Corp.
Prime Alliance Bank
RBS Asset Finance, Inc.
Relco Finance, Inc.
Renaissance Capital Alliance
Republic Bank, Inc.
Rish Equipment Company
Ritchie Bros. Auctioneers (America) Inc.
Rudd Equipment Company
SG Equipment Finance USA Corp
Siemens Financial Services, Inc.
Somerset Capital Group, LTD
United Leasing, Inc.
Wire Rope Industries Ltd.

Significant Landlords and Lessors

ACIN
Alcoa Fuels, Inc.
Alderson Heirs
Allegheny Land
Ark Land KH
Berwind Land Company
BGK –Integrated TIC Management, LLC
Black King
Blue Eagle
Boone East
Boone East Development
CC Dickinson Testamentary Trust
Central WV Energy
Chesapeake Mining
Cole & Crane
Courtney Co.

David Olliver, Agent
Donald Greenwell
Duke Realty
Elk Run
Federal Coal
Gerald Greenwell
Greenbrier Land Co.
Hoover
Hoover LaFollette
Horse Creek Coal Land Co.
Horse Creek Land and Mining
Imperial Coal Company
Jackson Vinson
James M. Greenwell
Johnny Royster
Kay-Ford-JamesLawson Heirs
Lewis Heirs
Little Coal Land Co.
LRPB
LRPB KE
Mariam Peak
Midwest Coal Reserves of Ky., LLC
Miller-Gilman
Mohler Lumber
Mounts & Dannheiser, LLC
Pardee
Payne Gallatin
Penn Virginia f/k/a Penn Virginia Operating Co.,
LLC
Pocahontas Land
Potter Family, LLC
Potter Grandchildren, LLC
Quincy Center
Rowland Land
Shepard Boone
William H. Shields
Shonk
So. Appalachian
Southern Dickinson
Southern Land Co.
SRIR (Pocahontas Land)
Tennessee Valley Authority
Tommy Long
Ward Heirs
Westvarendrag
WPP LLC

Unions

United Mine Workers of America
Bituminous Coal Operators' Association

Bondholders

Cetus
Pinebridge
Northwestern Mutual
Nuveen
Third Point
Smith Barney
Claren Road
Goldman Sachs

***Letter of Credit and Surety Bond Providers
and Beneficiaries***

Department of Labor
Peabody Energy Corp.

Surety Issuers

ACE American Insurance Company
American Casualty Company of Reading,
Pennsylvania
Aspen American Insurance Company
Aspen Specialty Insurance Company
Argonaut Insurance Company
Chubb Group of Insurance Companies
Chubb Surety
CNA Surety
Continental Casualty Company
Bond Safeguard
Federal Insurance Company
Firemen's Insurance Company of Newark,
New Jersey
HCC Surety Group
Indemnity Insurance Company of North
America
Indemnity National Insurance Company
Insurance Company of North America
Lexon
Liberty
National Fire Insurance Company of
Hartford
Pacific Employers Insurance Company
Rockwood
St. Paul/Seaboard
St. Paul Fire & Marine
Surety Bonding Company of America
The Continental Insurance Company
Travelers Casualty and Surety Company of
America
US Specialty
Universal Surety Company of America
Westchester Fire Insurance Company
Western Surety Company

Surety Obligees

Henderson County, Kentucky
Illinois Department of Mines and Minerals
Indiana State Agency
Kentucky Dept. for Natural Resources: Division
of Mine Reclamation & Enforcement
Kentucky State Agency
Missouri State Agency
Ohio Department of Natural Resources;
Reclamation Division
West Virginia Department of Natural Resources
West Virginia, Department of Transportation
West Virginia Division of Environmental
Protection
West Virginia State Agency
WV Hwy

Letters of Credit Providers

Bank of America
Fifth Third Bank
PNC

Letters of Credit Beneficiaries

Arch Coal, Inc.
Argonaut Insurance Co
Bond Safeguard/LEXON
CAT Financial Svcs
Clerk of Ct, US Dist Ct for WV
Commonwealth of KY
Commonwealth of PA
Federal Ins Co/CHUBB
First Surety Corp
ILL Workers Comp
Indemnity Natl Ins Co
Ins Commissioner of WV
Kenergy Corp
National Fire Insurance
National Union Fire Ins
Norfolk Southern
Old Republic Insurance
Travelers Casualty
UMWA 1992 Benefit Plan
US Surety Co
Western Surety C.N.A.

Significant Taxing Authorities

Internal Revenue Service
Boone County, WV
Clay County, WV
Commonwealth of Kentucky
Henderson County, KY
Lincoln County, WV

Logan County, WV
Kanawha County, WV
Monongalia County, WV
State of Illinois
State of Indiana
State of Missouri
State of Pennsylvania
State of West Virginia
Union County, KY

Regulatory Agencies (e.g., Department of Interior, Mine Safety Administration, OSHA, and State and Local Regulators)

Environmental Protection Agency
Illinois Department of Natural Resources
Illinois Environmental Protection Agency
Illinois Pollution Control Board
Kentucky Department for Environmental Protection
Kentucky Department for Natural Resources
Kentucky Office of Mine Safety and Licensing
Mine Safety and Health Administration
Occupational Safety and Health Administration
Office of Surface Mining Reclamation and Enforcement
Ohio Department of Natural Resources
Pennsylvania Department of Environmental Protection
U.S. Army Corps of Engineers
U.S. Bureau of Alcohol, Tobacco, and Firearms
U.S. Bureau of Land Management
U.S. Department of Interior
U.S. Department of Labor
West Virginia Department of Environmental Protection
West Virginia Office of Miners' Health Safety & Training

Parties to Significant Litigation

Bridgehouse Capital Limited
Bridgehouse Commodities Trading Limited
Environmental Protection Agency
Keystone Industries, LLC
Sierra Club
Sentrum Holdings Limited
State of Illinois; Illinois Attorney General's Office
State of West Virginia
Ohio Valley Environmental Coalition, Inc.

U.S. Attorney's Office
West Virginia Department of Environmental Protection
West Virginia Highlands Conservancy, Inc.

Significant Suppliers, Shippers, Warehousemen, Customers and Vendors

Alpha Coal Sales Co. LLC
American Electric Power Co., Inc
Anders Williams Resources, Inc.
Appalachian Power Co.
Bayer CropScience LP
Big Rivers Electric Corp.
Blue Cross Blue Shield
Bridgehouse Commodities Trading Limited
Brody Mining, LLC
Carbofer Representacoes Ltda.
Cardinal Operating Company
Caremark
Caterpillar Global Mining America
Cecil I. Walker Machinery Co.
Clay's Trucking
Coal Network Inc.
Constellation Energy Commodities
CSX Transportation, Inc.
Dan River Resources LLC
Dekoven Dock, Incorporated
Drummond Coal Sales, Inc.
DTE Energy Company
Duke Energy Carolinas LLC
Duke Energy Commercial Asset Management
Duke Energy Kentucky, Inc.
E. On Ag
Eagle Valley, Inc.
East Kentucky Power Cooperative
Eastman Kodak Co.
EDF Trading North America, LLC/EDF Trading Limited
Emerald International
GenOn Energy Management, LLC
Gerdau Acominas S.A.
Gulf Power Company
Home Oil & Gas
Hunter Trucking
IBM
ILVA Spa
Jennmar Corporation
JMAC Leasing Inc.
Joy Mining Machinery
Kanawha River Terminals, LLC
Kentucky Utilities Co.

Keystone Industries
Komsa Sarl
Long Branch Energy
Louisville Gas and Electric Comp
Magnum Coal Co.
Mercuria Energy Trading, Inc.
Middletown Coke Company, LLC
Mirant Energy Trading, LLC
Monk Mining
Mountain State Carbon, LLC
Neville Island Fuels Company, LLC
Nelson Brothers LLC
Norfolk Southern Railway Company
Owensboro Municipal Utilities
Peabody COALTRADE, LLC
Peabody Energy Corp.
Peabody Terminals, LLC
Penn Virginia Resource Partners, L.P.
Petroleum Products Inc.
Phillips Machine Service Inc.
PPL EnergyPlus, LLC
PPL Generation, LLC
PowerSouth Energy Cooperative
Production Adjustment
Progress Energy Carolinas, Inc.
Raleigh Mine & Industrial Supply
Reiss Viking Division
Relco Finance, Inc.
Rish Equipment
River Trading Company
RWE Trading Americas Inc.
Sandvik Mining and Construction
Selah Corp.
Shenango Inc.
Shinewarm Resources (HK) Group Limited
Southern Company
SunCoke Energy
Tata Steel UK Limited
ThyssenKrupp CSA Siderurgica
Trafigura AG
United Central Industrial Supply
USIMINAS
U.S. Steel Corp.
The Vanguard Group
Vanomet International AG
Veyance Industrial Services
Vitol, Inc.
Webster Trucking
White River Coal Sales, Inc.
Xcoal Energy & Resources
Zug Island Fuels, LLC

See also Significant Landlords and Lessors,
Significant Attorneys, Professionals and Financial
Advisors and Significant Equipment Lessors

Insurers

Brokers

Aon Risk
Marsh USA
Willis of Tennessee

Underwriters

ACE
AIG
Allied World Assurance Company
Allied World National Assurance Company
Arch Specialty
Argo QS
ARISE Inc.
Aspen Bermuda Ltd
Aspen Specialty Insurance Company
Aspen Insurance UK Limited
Axis Insurance (Bermuda) Ltd
Axis Insurance Company
Axis Surplus Insurance Company
Berkley
Chartis
Chubb
CNA
Endurance American Insurance Company
Hartford
Hiscox
Ironshore
Iron-Starr
HCC
Liberty International Underwriters
Liberty Mutual Insurance Europe Limited
MJB Consulting
RSUI
XL
XL UK
XL Specialty
Zurich

United States Trustee's Office

Office of the United States Trustee for the
Districts of New York, Connecticut & Vermont
Abriano, Victor
Brooks, Catletha
Catapano, Maria
Choy, Danny A.
Crowder, Stephanie B.
Davis, Tracy Hope

Driscoll, Michael
Dub, Elizabeth C.
Felton, Marilyn
Fields, Myrna R.
Gasparini, Elisabetta
Golden, Susan
Khodorovsky, Nazar
Martin, Marylou
Martinez, Anna M.
Masumoto, Brian S.
Mendoza, Ercilia A.
Moroney, Mary V.
Morrissey, Richard C.
Nadkarni, Joseph
Nakano, Serene
Nguyen, Savitri
Porter, Carol A.
Riffkin, Linda A.
Schwartz, Andrea B.
Schwartzberg, Paul K.
Segreto, John
Sharp, Sylvester
Velez-Rivera, Andy
Weston, Jennifer L.
Zipes, Greg M.

Top Five Secured Creditors

BancorpSouth Equipment Finance
Bank of America
Bank of America Leasing
Bank of the West
BMO Harris Equipment Finance Company
Caterpillar Financial Services Corp.
Fifth Third Bank
Fifth Third Leasing Company
General Electric Capital Corp.
Key Equipment Finance Inc.
Komatsu Financial Limited Partnership.
People's Capital & Leasing Corp.
SG Equipment Finance
Siemens Financial Services
Somerset Capital Group, Ltd.
United Leasing, Inc.

Top 50 Unsecured Creditors

AFCO
Allegheny Power
Alley Trucking LLC
Alpha Natural Resources, Inc.
Americable Incorporated
American Electric Power
American Freedom Innovations LLC

Bank of the West
Bentley Badgett II and Linda Badgett
CapitalSource Bank
Caterpillar Global Mining
Cecil I. Walker Machinery Co.
Chisler Brothers Contracting LLC
Chisler Inc.
Coalfield Services Inc.
Cogar Manufacturing Inc.
CSX Transportation Inc.
Dayton Power & Light
Environmine Inc
Fifth Third Leasing Company
Flomin Coal Inc.
GE Capital TMS
I.B.M. Corp.
Industrial Supply Solutions Inc.
J. H. Fletcher & Co.
Jabo Supply Corp
Jennmar Corporation
JMAC Leasing Inc
Joy Mining Machinery
Komatsu Financial Limited Partnership
Logan Corp.
Longwall Associates, Inc.
Mine Equipment & Mill Supply Co.
Monk Mining Supply, Inc.
Nelson Brothers LLC
Penn Virginia Operating Co LLC
Phillips 66 Receivable
Powell Construction Co., Inc.
Raleigh Mine & Industrial
RBS Asset Finance, Inc.
Richard Whiting
Rish Equipment Co.
SGS North America Inc.
Shonk Land Company LLC
Somerset Capital Group, Ltd.
Suncrest Resources LC
United Central Industrial Supply
United Leasing, Inc.
U.S. Bank National Association
Wilmington Trust Company

Utilities

Allegheny Power
American Electric Power
Aquis Communications
AT&T
AT&T Mobility
AT&T Teleconference Services
Buffalo Creek PSD

City of Morganfield
City of Uniontown
Citynet, LLC
Clay-Battelle Public Service District
Dish Network
Dominion Hope
Eldon Gas Company
Fiberlink Communications Corp.
Frontier
Henderson County Water District
Huntington Technology Group Inc.
Kanawha Public Service District
Kenergy Corp.
Kentucky Utilities Co
Lumos Networks Inc
Monongahela Power Company
Mountaineer Gas
Ohio Valley Answering Service
Q Wireless LLC
Rea Energy Cooperative Inc
Republic Services
SouthEastern Illinois Electric
Suddenlink
Tangoe Inc
Telemax Services
Time Warner Cable
Union County Water District
US Cellular
Valley Falls Public Service Dist
Verizon
Verizon North
Waste Management of WV, Inc.
West Penn Power Company
West Side Telecommunications
West Virginia American Water Co
Windstream

Notice of Appearance Parties

GE Energy and GE International
United States Steel Corporation
Hanson Aggregates Davon, LLC
Dickinson Properties Limited Partnership
Quincy Coal Company
Branch Banking & Trust Company
Union Pacific Railroad Company
Banc of America Leasing & Capital, LLC
Continental Crushing & Conveying, Inc.
UMWA 1993 Benefit Plan & Trust
UMWA Combined Benefit Fund
Icon Capital Corp.
Wayne Supply Company

Westchester Surplus Lines Insurance Company
Illinois Union Insurance Company
Hope Gas, Inc., d/b/a Dominion Hope
Bridgestone Americas Tire Operations, LLC
Patricia Willits, William G. Parrott, Jr., and the
PPW Royalty Trust
SITEX Corporation
Environmental Resources Management
Consulting Company, LLC
Security America, Inc.
Kanawha Scales & Systems, Inc.

***Professionals Representing Any of the Foregoing
in Relation to Patriot***

Cleary, Gottlieb, Steen & Hamilton LLP
Latham & Watkins LLP
Ogletree, Deakins, Nash, Smoak & Stewart, P.C.
Weil, Gotshal & Manges

Creditors' Committee Members

Wilmington Trust Company
U.S. National Bank Association, N.A.
United Mine Workers of America
UMWA 1974 Pension Plan and Trust
Gulf Coast Capital Partners, LLC
Cecil Walker Machinery
American Electric Power

EXHIBIT B

PROPOSED ORDER

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re: : Chapter 11
: :
PATRIOT COAL CORPORATION, *et al.*, : Case No. 12-12900 (SCC)
: :
: :
Debtors. : Jointly Administered
----- X

**ORDER AUTHORIZING AND APPROVING THE RETENTION AND
EMPLOYMENT OF KRAMER LEVIN NAFTALIS & FRANKEL LLP AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF PATRIOT
COAL CORPORATION, *ET AL.*, EFFECTIVE *NUNC PRO TUNC* TO JULY 18, 2012**

Related Docket No. ___

Upon the Application (the “**Application**”) of the Official Committee of Unsecured Creditors (the “**Committee**”) for entry of an order (the “**Order**”) authorizing the retention of Kramer Levin Naftalis & Frankel LLP (“**Kramer Levin**”) as attorneys to the Committee effective as of July 18, 2012, as more fully described in the Application; and upon the Declaration of Adam C. Rogoff (the “**Rogoff Declaration**”), a partner at Kramer Levin, dated August 14, 2012, attached to the Application as Exhibit A; and the Court being satisfied that based on the representations made in the Application and the Rogoff Declaration that Kramer Levin 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 as required under section 327(a) of the Bankruptcy Code, and that Kramer Levin represents no interest adverse to the Committee 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 in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and the Amended Standing Order M-431 of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York,

dated January 31, 2012 (Preska, Acting C.J.); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided; and a hearing having been held to consider the relief requested in the Application (the “Hearing”); and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Application is in the best interests of the Committee and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is granted as provided herein; and it is further

ORDERED that the Committee is authorized to retain Kramer Levin as counsel in these Chapter 11 Cases, *nunc pro tunc* to July 18, 2012, pursuant to Bankruptcy Code §§ 328 and 1103, Bankruptcy Rule 2014(a) and Local Bankruptcy Rule 2014-1, on the terms described in the Application and the Rogoff Declaration, to perform necessary legal services for the Committee; and it is further

ORDERED that payment of Kramer Levin’s fees and expenses shall be made pursuant to the terms described in the Application and the Rogoff Declaration, in accordance with the applicable provisions of the Bankruptcy Code (including Bankruptcy Code §§ 330 and 331), the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. Section 330, dated January 30, 1996, and any other applicable procedures and orders of this Court; and it is further

ORDERED that prior to any increases in rates as set forth in paragraph 14 of the Application, Kramer Levin shall give ten (10) business days’ notice to the Committee, the

Debtors, and the United States Trustee for the Southern District of New York, which notice shall be filed with the Court; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Committee is authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: _____, 2012
New York, New York

THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE