

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

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.

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

**SECOND SUPPLEMENTAL DECLARATION OF LLOYD A. PALANS
IN SUPPORT OF APPLICATION TO EMPLOY BRYAN CAVE LLP AS LOCAL
RESTRUCTURING COUNSEL AND CORPORATE COUNSEL FOR THE DEBTORS**

I, Lloyd A. Palans, hereby state and declare as follows:

1. I am an attorney and partner in the law firm of Bryan Cave LLP (“Bryan Cave”).

Our firm maintains offices for the practice of law at One Metropolitan Square, 211 N. Broadway, St. Louis, Missouri and in more than 20 other locations in the United States, Europe, and Asia. I am familiar with the matters set forth herein.

2. I submit this Second Supplemental Declaration pursuant to Section 329(a) of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014(a) and 2016(b) in further support of the Application for Authority to Employ Bryan Cave LLP as Local Restructuring Counsel and Corporate Counsel for the Debtors [Dkt. No. 1992] (the “Application”). This Second Supplemental Declaration updates and supplements the Declaration of Lloyd A. Palans dated January 15, 2013, which was attached as Exhibit A to the Application, and the Supplemental Declaration of Lloyd A. Palans dated February 1, 2013 [Dkt. No. 2660] (the “Prior Declarations”). Capitalized terms not defined in this Second Supplemental Declaration have the meanings given thereto in the Application.

3. In the Application, I identified Macquarie Corporate and Asset Funding, Inc., a lessor of equipment to the Debtors, as a former client or affiliate of a former client of Bryan Cave. Bryan Cave has been engaged subsequently to represent an affiliate of Macquarie Corporate and Asset Funding, Inc. on matters unrelated to the Debtors.

4. The facts in this Declaration are stated to the best of my knowledge, information, and belief, my personal knowledge of Bryan Cave's practices and representation of the Debtors, information learned from my review of relevant documents and/or information supplied to me by other members and employees of Bryan Cave and the results of searches of Bryan Cave's conflict-check database, which system is described in greater detail in the Prior Declarations.

I declare under penalty of perjury that the foregoing is true and correct. Executed on
May 24, 2013.

/s/ Lloyd A. Palans
Lloyd A. Palans