

DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 607-7983
Marshall S. Huebner
Damian S. Schaible
Elliot Moskowitz
James I. McClammy

*Counsel to the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 12-12900 (SCC)

(Jointly Administered)

**DECLARATION OF MARK N. SCHROEDER IN OPPOSITION TO (i) MOTION OF
THE UNITED MINE WORKERS OF AMERICA TO TRANSFER THE CASE TO THE
SOUTHERN DISTRICT OF WEST VIRGINIA, (ii) SURETIES' MOTION TO
TRANSFER JOINTLY ADMINISTERED CASES TO SOUTHERN DISTRICT OF
WEST VIRGINIA, AND (iii) MOTION OF THE UNITED STATES TRUSTEE TO
TRANSFER IN THE INTEREST OF JUSTICE**

Mark N. Schroeder declares pursuant to 28 U.S.C. § 1746:

1. I am the Senior Vice President and Chief Financial Officer of Patriot Coal Corporation (“**Patriot**”). I have been employed in this position by Patriot since Patriot’s creation in October 2007. Prior to that, I held several management positions with Patriot’s former parent company, Peabody Energy Corporation (“**Peabody**”), including President of Peabody China, LLC and Vice President of Materials Management, Vice President of Business Development and Vice President and Controller of Peabody. I am familiar with the general day-to-day operations,

business, and financial affairs of Patriot and those of its subsidiaries that are debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”).

2. I submit this declaration in opposition to: (i) the Motion of the United Mine Workers of America Pursuant to 28 U.S.C. § 1412 and Rule 1014 to Transfer the Case to the Southern District of West Virginia [Dkt. Nos. 116, 127]; (ii) the Sureties’ Motion to Transfer Jointly Administered Cases to Southern District of West Virginia [Dkt. No. 287]; (iii) the United States Trustee’s Motion to Transfer Venue of These Cases in the Interest of Justice [Dkt. Nos. 406, 407]; and (iv) three joinders and one notice of support for the transfer of these cases to the Southern District of West Virginia [Dkt. Nos. 178, 390, 392, 423] (together, the “**Motions**”). I have reviewed the Motions and supporting documents filed therewith, or have otherwise had their contents explained to me.

3. Except as otherwise indicated, all facts set forth in this declaration are based upon my personal knowledge, my review of relevant documents, information provided to me by employees working under my supervision, information provided to me by the Debtors’ administrative agent, or my opinion based upon experience, knowledge and information concerning the operations of the Debtors and the coal industry as a whole. If called upon to testify, I would testify competently to the facts set forth in this declaration. Unless otherwise indicated, the financial information contained herein is unaudited and provided on a consolidated basis.

I. The Debtors' Business

A. Overview

4. The Debtors supply different qualities of coal to a diverse base of domestic and international customers, including electricity generators, industrial users, and steel and coke producers in various countries across North America, Europe, South America and Asia, including Belgium, Bosnia and Herzegovina, Brazil, Canada, China, France, Hungary, Italy, Japan, Mexico, South Korea, Spain, Sweden, the Ukraine, and the United Kingdom, and various states in the United States, including Florida, Georgia, Illinois, Indiana, Kentucky, Maryland, Michigan, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Tennessee, West Virginia, and Wisconsin.

5. Prior to October 31, 2007, Patriot and a number of its subsidiaries were wholly-owned subsidiaries of Peabody, the world's largest private-sector coal company, and their operations were a part of Peabody's. On October 31, 2007, Patriot was spun off from Peabody through a dividend of all outstanding shares of Patriot. The agreements relating to the spin-off included a Delaware choice of law provision.

6. On July 23, 2008, Patriot acquired Magnum Coal Company. The acquisition agreements included a Delaware choice of law provision. Prior to its acquisition by Patriot, Magnum acquired certain assets of Arch Coal, Inc. This earlier acquisition was pursuant to agreements that included a New York choice of law provision.

7. Ninety-nine entities filed for chapter 11 relief. Of those ninety-nine entities, only thirty-seven were formed in West Virginia; the vast majority were formed in other states, including fifty in Delaware, five in Virginia, four in Kentucky, two in New York, and one in Indiana.

B. Corporate Headquarters, Executive Office, and Management

8. The Debtors' corporate headquarters and executive offices are located in St. Louis, Missouri. Many of the Debtors' key corporate functions, including those most related to the Debtors' bankruptcy proceedings, are based in St. Louis. These include the following departments: Accounting, Accounts Payable, Accounts Receivable, Financial Reporting, Treasury, Tax, Internal Audit, Legal, Sales and Market Research, Contract Management, Payroll, Corporate Development, Planning, Information Services, Human Resources, and Benefits.

9. The corporate headquarters and executive offices house, among other things: the Legal, Information Services, Accounting, Financial Reporting, and Tax functions, which include the preparation of financial statements, Securities and Exchange Commission filings, and tax returns; the Treasury, Accounts Payable, and Accounts Receivable functions, which manage payroll, cash disbursements, billing, financing activities, and cash receipts; the financial planning function; the Internal Audit function, which reports directly to the Audit Committee of the Board of Directors of Patriot ("**Board**"); the Sales and Market Research, Contract Management, and Credit functions; the Human Resources function, which administers compensation and benefits; and the Corporate Development function, which is responsible for domestic and international M&A activity.

10. There are six members of Patriot's executive management team: Irl F. Engelhardt, Chairman and Chief Executive Officer; Bennett K. Hatfield, President and Chief Operating Officer; Robert W. Bennett, Senior Vice President and Chief Marketing Officer; Charles A. Ebetino, Jr., Senior Vice President – Global Strategy and Corporate Development; Joseph W. Bean, Senior Vice President of Law and Administration, General Counsel, and Assistant Secretary; and me.

11. Three members of the executive management team – Mr. Engelhardt, Mr. Bean, and me – work in St. Louis, Missouri and reside in Missouri or Illinois. As noted above, Mr. Engelhardt is Patriot’s Chief Executive Officer and is charged by the Board with responsibility for managing and executing Patriot’s day-to-day business and strategies. A fourth member of the executive management team, Mr. Ebetino, resides in Ohio and has an office in Patriot’s corporate headquarters in St. Louis, Missouri and an office in Charleston, West Virginia. The two remaining members of the executive management team, Mr. Hatfield and Mr. Bennett, reside in West Virginia and have offices in Charleston, West Virginia and in Patriot’s corporate headquarters in St. Louis, Missouri.

C. Board of Directors

12. There are eight directors on the Board: J. Joe Adorjan; Bobby R. Brown; Mr. Engelhardt; Michael P. Johnson; Janiece M. Longoria; John E. Lushefski; Michael M. Scharf; and Robert O. Viets.

13. None of the eight directors on the Board reside in West Virginia. The directors reside in Arkansas, Florida, Illinois, Missouri, New Jersey, Oklahoma, and Texas.

14. There have been approximately fifty-five meetings of the Board following Patriot’s spinoff from Peabody in October 2007. Of Patriot’s fifty-five Board meetings, only one was held in West Virginia. Thirty-two of the fifty-five meetings were held in person, including twenty-nine in Missouri, one in West Virginia, one in Texas, and one in Florida. The remaining twenty-three meetings were conducted telephonically.

D. Operations

15. As of the Petition Date, the Debtors conduct mining operations at twelve active mining complexes consisting of nineteen surface and underground mines in the Appalachia and the Illinois Basin coal regions. The Debtors' operations include company-operated mines, contractor-operated mines, coal preparation facilities, and train, barge, and truck loading facilities. The Debtors also export coal under various throughput arrangements through ship loading terminals located in: Baltimore, Maryland; Hampton Roads, Virginia; Newport News, Virginia; and New Orleans, Louisiana.

16. In 2011, the Debtors sold a total of 31.1 million tons of coal. Nearly ninety-five percent of this coal was sold to customers outside of West Virginia. More coal was sold to customers in each of Kentucky, Ohio, Pennsylvania, and Tennessee than to customers in West Virginia. Additionally, roughly 1 million tons of coal – or approximately 3 percent of total sales volume – were sold to customers in New York and an additional 29 percent of the total sales volume were exported to international customers.

17. Approximately 78 percent of the Debtors' 2011 coal sales were under term (one year or longer) coal supply agreements that specify the coal sources, quality and technical specifications, shipping arrangements, pricing, force majeure, and other provisions unique to agreements reached with each purchaser.

18. New York law governs forty-one of the Debtors' sixty-five sales contracts, almost two-thirds of the total. These contracts represent approximately 43 percent of the Debtors' committed sales. By contrast, only two of the Debtors' sales contracts are governed by West Virginia law, amounting to just 5 percent of the Debtors' committed sales volume.

19. The Debtors have entered into a master equipment lease with each of their twenty equipment lessors. The twenty equipment lessors are headquartered in at least a dozen states, including California, Connecticut, Illinois, and New Jersey. None of the equipment lessors is headquartered in West Virginia. Additionally, of the twenty master leases, four are governed by New York law. None is governed by West Virginia law.

20. The Debtors entered into indemnity agreements with sureties that issue surety bonds on the Debtors' behalf. The indemnity agreement that governs the relationship between the Debtors and Westchester Fire Insurance Company – one of the four sureties that has moved to transfer venue from New York – is governed by New York law and includes a New York forum selection clause. Not one of the other three indemnity agreements is governed by West Virginia law.

21. The Debtors have been involved in lawsuits in many jurisdictions around the country, and have been named as defendants in cases commenced in Illinois, Indiana, Kentucky, Louisiana, Missouri, New York, North Carolina, and Pennsylvania.

22. The key business information of Patriot and its subsidiaries has been hosted at a data center located in Rochester, New York since shortly after Patriot's spin-off from Peabody in October 2007. Patriot owns servers at that New York location and contracts with a vendor for related information technology services there.

E. Pre-Petition Capital Structure

23. Nearly all of the Debtors' pre-petition debt is governed by New York law.

24. Patriot, as borrower, and substantially all of the other Debtors, as guarantors, were parties to that certain \$427.5 million Amended and Restated Credit Agreement, dated as of May 5, 2010 (as amended, supplemented, modified, or amended and restated from time to time, the

“**Credit Facility**”) by and among substantially all of the Debtors, Bank of America, N.A., as administrative agent, and the lenders party thereto. The Credit Facility provided for the issuance of letters of credit and direct borrowings, was governed by New York law, and included a New York forum selection clause.¹

25. Pursuant to an assumption agreement, effective as of June 1, 2012, PCX Enterprises, Inc. (“**PCX**”) became a guarantor of Patriot’s obligations under the Credit Facility. Pursuant to an assumption agreement, effective as of June 14, 2012, Patriot Beaver Dam Holdings, LLC (“**Patriot Beaver Dam**”) became a guarantor of Patriot’s obligations under the Credit Facility.

26. Pursuant to a pledge supplement, effective as of June 1, 2012, PCX granted a security interest in all of its right, title and interest in and to all of its personal property to secure its guarantee obligations. Pursuant to a pledge supplement, effective as of June 14, 2012, Patriot Beaver Dam granted a security interest in all of its right, title and interest in and to all of its personal property to secure its guarantee obligations. In connection with these secured guarantees, Bank of America, N.A., as administrative agent of the Credit Facility, filed UCC Financing Statements in June 2012 that cover “all of the assets . . . whether now existing or hereafter arising” of PCX and Patriot Beaver Dam.

27. Patriot was also party to a \$125 million accounts receivable securitization program, which provided for the issuance of letters of credit and direct borrowings. The operative agreement, dated as of March 2, 2010, was governed by New York law and included a New York forum selection clause.

¹ The Credit Facility has been replaced by Debtor-in-Possession (“**DIP**”) facilities, which are described in further detail in paragraphs 48 through 54 below.

28. Patriot has issued two series of unsecured notes: (a) \$250 million in 8.25% senior unsecured notes due 2018 (“**Senior Bonds**”); and (b) \$200 million in 3.25% unsecured convertible notes due 2013 (“**Convertible Bonds**”). The indenture trustees named in these debt instruments are located outside West Virginia and the instruments are governed by New York law.

29. The Debtors have received data from GCG, Inc. (“**GCG**”), the Debtors’ administrative agent in these cases, that reflect the residence of many of the holders of the Senior Bonds and the Convertible Bonds as of July 11, 2012. A true and correct copy of the data is attached hereto as **Exhibit A**.²

30. The data that the Debtors received from GCG indicate the state of residence of the holders of \$154.1 million of the Senior Bonds. Of these known holders, New York entities appear to hold the largest amount – \$48.4 million – which represents approximately 31 percent of the known total and 19 percent of the face amount of the Senior Bonds. West Virginia entities appear to hold only \$69,000 worth of the Senior Bonds, less than one percent of the known total.

31. The data that the Debtors received from GCG indicate the state of residence of the holders of \$125.2 million of the Convertible Bonds. Of these known holders, New York entities appear to hold the largest amount – \$49.9 million – which represents approximately 40 percent of the known total and 25 percent of the face amount of the Convertible Bonds. West Virginia entities appear to hold only \$104,000 worth of the Convertible Bonds, again less than one percent of the known total.

² The CUSIP that corresponds to the Senior Bonds is 70336TAA2 and the CUSIP that corresponds to the Convertible Bonds is 70336TAC8.

32. Pursuant to the Fourth Supplemental Indenture, dated as of June 22, 2012, PCX and Patriot Beaver Dam are guarantors of the obligations of Patriot, as issuer, to pay the principal of, premium, if any, and interest on the Senior Bonds.

33. In 2005, one of the debtors, Cleaton Coal Company, issued unsecured promissory notes in conjunction with an exchange transaction involving the acquisition of Illinois Basin coal reserves. The promissory notes and related interest are payable in annual installments of \$1.7 million and mature in January 2017. These instruments are governed by Kentucky law.

F. Property Ownership and Leaseholds

34. The Debtors own, lease, or hold under other arrangement coal reserves, surface property, and other real estate interests in various counties in many states, including in Illinois, Indiana, Kentucky, Missouri, Ohio, Pennsylvania, and West Virginia.

35. Even though the Debtors operate a number of coal mines in West Virginia, nine of the largest fifteen lessors from whom they lease these properties, measured by coal reserves, are headquartered outside West Virginia, in states such as Tennessee, Virginia, Kentucky, Pennsylvania, and Missouri.

II. The Debtors' Current and Former Employees

36. Collectively, the Debtors employ more than 4,000 people in active status, working in both full-time and part-time positions. These employees include miners, engineers, truck drivers, mechanics, electricians, administrative support staff, managers, directors and executives. Approximately 42 percent of these employees are unionized and are represented by the United Mine Workers of America (the "UMWA") under collective bargaining agreements.

37. Only twenty-two of the ninety-nine Debtors have employees. The remaining seventy-seven Debtors, including PCX Enterprises and Patriot Beaver Dam, do not have employees.

38. Nine of the ninety-nine chapter 11 debtors are signatories to collective bargaining agreements. The nine debtors are: Highland Mining Company, LLC; Hobet Mining, LLC; Apogee Coal Company, LLC; Heritage Coal Company LLC; Pine Ridge Coal Company, LLC; Mountain View Coal Company, LLC; Colony Bay Coal Company; Eastern Associated Coal, LLC; and Gateway Eagle Coal Company, LLC.

39. There are approximately 11,860 retirees covered as primary insureds under benefit plans administered by the Debtors as of July 2012 (“**Retirees**”). The Retirees reside in 41 different states, with approximately 62 percent living somewhere other than West Virginia. Approximately 50 percent of the Retirees live in the Illinois Basin coal region, which includes Illinois, Indiana, and Kentucky.

40. Of the 11,860 Retirees, 10,388 were union members. These 10,388 unionized Retirees reside in 39 different states, with approximately 61 percent living somewhere other than West Virginia. Approximately 50 percent of the unionized Retirees live in the Illinois Basin coal region.

III. The Debtors’ Creditors and Claimholders

41. None of the Debtors’ five largest secured creditors is located in West Virginia. According to the “List of Creditors Holding 5 Largest Secured Claims” [Dkt. No. 4, Schedule A], they are located in California, Illinois, Missouri, New Jersey, and Ohio. Several of these creditors have offices and operations across the country and throughout the world.

42. There are seven members of the Official Committee of Unsecured Creditors (“**Creditors’ Committee**”). The members, who were appointed on July 18, 2012, are: (1) Wilmington Trust Company, located in Wilmington, Delaware; (2) U.S. Bank National Association, located in Boston, Massachusetts; (3) United Mine Workers of America, located in Triangle, Virginia; (4) United Mine Workers of America 1974 Pension Plan and Trust, located in Washington, D.C.; (5) Gulf Coast Capital Partners, LLC, located in Naples, Florida; (6) Cecil Walker Machinery, located in Louisville, Kentucky; and (7) American Electric Power, located in Columbus, Ohio.

43. No member of the Creditors’ Committee is located in West Virginia.

44. The Debtors’ fifty largest unsecured creditors hold approximately \$507 million in liquidated claims. This total does not include the value of unliquidated claims.

45. Of the unsecured creditors on the fifty largest list, ten are based in West Virginia, and their claims account for approximately \$9.6 million of the more than \$507 million in liquidated claims against the Debtors, or 1.89 percent of the total amount of liquidated claims against the Debtors. The remaining forty unsecured creditors are from seventeen other states.

46. The Debtors’ largest unsecured creditor from West Virginia ranks 13th on their list of the largest unsecured claims, with an unliquidated claim estimated at less than \$3.2 million. By contrast, the Debtors’ largest unsecured creditor, Wilmington Trust Company, which is located in Wilmington, Delaware, has a \$250 million claim – almost 80 times larger than the largest West Virginia claim.

47. Based on company data, the twenty top vendors of the Debtors for the first six months of 2012 have headquarters in twelve different states, with two located in New York.

IV. DIP Financing

48. All of the DIP Agents and Joint Lead Arrangers are based outside of West Virginia, with three of these five lenders headquartered in New York.

49. Citibank, N.A. is the DIP Agent for the First Out Facility and is located in New York.

50. Bank of America is the DIP Agent for the Second Out Facility and is not based in New York but has offices in New York.

51. There are three Joint Lead Arrangers of the DIP financing: Citigroup Global Markets Inc., which is located in New York; Barclays Bank, PLC, which is not based in New York but has offices in New York; and Merrill Lynch, Pierce, Fenner & Smith Incorporated, which is located in New York.

52. Both DIP agreements contain a New York forum selection clause.

53. Pursuant to the Amended and Restated Superpriority Secured Debtor-in-Possession Credit Agreement, dated as of July 11, 2012 (“**Second Out DIP Agreement**”), and the Final Order (I) Authorizing Debtors (A) To Obtain Post-Petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e), and (B) To Utilize Cash Collateral Pursuant to 11 U.S.C. § 363 and (II) Granting Adequate Protection to Prepetition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364 (Dkt. No. 275), dated August 3, 2012, the DIP agents have superpriority liens on the assets of PCX and Patriot Beaver Dam.

54. As reflected on Schedule 2.01 to the Second Out DIP Agreement, three of the four Sureties are beneficiaries of letters of credit in the outstanding principal amount of \$32.4 million.

Under the Second Out DIP Agreement, each second out DIP lender agreed to make advances to reimburse the issuers of those letters of credit for amounts, if any, drawn by the Sureties.

V. Professionals Retained in Connection with the Case

A. Professionals Retained by Debtors

55. Virtually all of the professionals retained by the Debtors are located in New York or have substantial offices there.

56. The Debtors' reorganization counsel, Davis Polk & Wardwell LLP ("**Davis Polk**"), is located in New York. Davis Polk has also provided legal counsel to Patriot since its creation in October 2007. Davis Polk does not have an office in West Virginia.

57. The Debtors' conflicts counsel, Curtis, Mallet-Prevost, Colt & Mosle LLP ("**Curtis Mallet**"), is located in New York. Curtis Mallet does not have an office in West Virginia.

58. The Debtors' investment banker, the Blackstone Group ("**Blackstone**"), is located in New York. Blackstone does not have an office in West Virginia.

59. The Debtors' financial advisors, AP Services, LLC ("**APS**" or "**AlixPartners**"), have an office in New York and the team of advisors retained in this case includes individuals from the Chicago, Atlanta, Detroit, Dallas, and St. Louis offices of the company. AlixPartners does not have an office in West Virginia.

B. Professionals Retained by Creditors and DIP Lenders

60. Many other professionals are located in New York, including counsel to key creditors and the DIP lenders.

61. Counsel to the indenture trustees for the Senior Bonds and the Convertible Bonds – Dorsey & Whitney LLP and Andrews Kurth LLP – are located in New York. Neither law firm has an office in West Virginia.

62. Citibank, N.A., the DIP Agent for the First Out Facility, is represented by Weil, Gotshal & Manges LLP (“**Weil Gotshal**”), which is located in New York. Weil Gotshal does not have an office in West Virginia.

63. Bank of America, the DIP Agent for the Second Out Facility, is represented by Willkie Farr & Gallagher LLP (“**Willkie Farr**”), which is located in New York. Willkie Farr does not have an office in West Virginia.

64. The three Joint Lead Arrangers of the DIP financing are represented by New York legal advisors: Citigroup Global Markets, Inc. is represented by Weil Gotshal; Barclays Bank, PLC is represented by Weil Gotshal; and Merrill Lynch, Pierce, Fenner & Smith Incorporated is represented by Willkie Farr.

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

Dated: New York, New York
August 27, 2012

/s/ Mark N. Schroeder
Mark N. Schroeder
Senior Vice President and
Chief Financial Officer

EXHIBIT A

CUSIP-9	FUND NAME	STATE	SHARES	NO OF ACCTS
70336TAA2	PATRIOT COAL CORP	**	9530000	12
70336TAA2	PATRIOT COAL CORP	AL	315000	8
70336TAA2	PATRIOT COAL CORP	AR	50000	3
70336TAA2	PATRIOT COAL CORP	AZ	87000	3
70336TAA2	PATRIOT COAL CORP	CA	18461300	730
70336TAA2	PATRIOT COAL CORP	CO	136000	4
70336TAA2	PATRIOT COAL CORP	CT	5585000	16
70336TAA2	PATRIOT COAL CORP	DC	50000	1
70336TAA2	PATRIOT COAL CORP	DE	594000	43
70336TAA2	PATRIOT COAL CORP	FL	1522000	27
70336TAA2	PATRIOT COAL CORP	GA	110000	5
70336TAA2	PATRIOT COAL CORP	IA	40000	1
70336TAA2	PATRIOT COAL CORP	ID	10000	1
70336TAA2	PATRIOT COAL CORP	IL	912000	48
70336TAA2	PATRIOT COAL CORP	IN	40000	2
70336TAA2	PATRIOT COAL CORP	KS	25000	1
70336TAA2	PATRIOT COAL CORP	MA	500000	18
70336TAA2	PATRIOT COAL CORP	MD	26048000	21
70336TAA2	PATRIOT COAL CORP	MI	435000	14
70336TAA2	PATRIOT COAL CORP	MN	517000	28
70336TAA2	PATRIOT COAL CORP	MO	83000	3
70336TAA2	PATRIOT COAL CORP	NC	8755000	6
70336TAA2	PATRIOT COAL CORP	ND	30000	1
70336TAA2	PATRIOT COAL CORP	NH	50000	2
70336TAA2	PATRIOT COAL CORP	NJ	1120700	30
70336TAA2	PATRIOT COAL CORP	NM	10000	1
70336TAA2	PATRIOT COAL CORP	NV	2171000	7
70336TAA2	PATRIOT COAL CORP	NY	49853000	67
70336TAA2	PATRIOT COAL CORP	OH	1929000	24
70336TAA2	PATRIOT COAL CORP	OR	155000	3
70336TAA2	PATRIOT COAL CORP	PA	531000	20
70336TAA2	PATRIOT COAL CORP	RI	20000	2
70336TAA2	PATRIOT COAL CORP	SC	25000	1
70336TAA2	PATRIOT COAL CORP	SD	132000	5
70336TAA2	PATRIOT COAL CORP	TN	378000	60
70336TAA2	PATRIOT COAL CORP	TX	2594000	18
70336TAA2	PATRIOT COAL CORP	VA	62000	2
70336TAA2	PATRIOT COAL CORP	VT	10000	1
70336TAA2	PATRIOT COAL CORP	WA	1530000	4
70336TAA2	PATRIOT COAL CORP	WI	186000	8
70336TAA2	PATRIOT COAL CORP	WV	104000	9
70336TAA2	CUSIP TOTAL	==	134696000	1260
70336TAB0	PATRIOT COAL CORP	NJ	0	1
70336TAB0	CUSIP TOTAL	==	0	1
70336TAC8	PATRIOT COAL CORP	**	23116000	48
70336TAC8	PATRIOT COAL CORP	AK	35000	4

70336TAC8	PATRIOT COAL CORP	AL	102000	9
70336TAC8	PATRIOT COAL CORP	AR	113000	7
70336TAC8	PATRIOT COAL CORP	AZ	472000	19
70336TAC8	PATRIOT COAL CORP	CA	8040000	231
70336TAC8	PATRIOT COAL CORP	CO	727000	39
70336TAC8	PATRIOT COAL CORP	CT	7985000	51
70336TAC8	PATRIOT COAL CORP	DC	57000	2
70336TAC8	PATRIOT COAL CORP	DE	48000	3
70336TAC8	PATRIOT COAL CORP	FL	15539000	147
70336TAC8	PATRIOT COAL CORP	GA	903000	34
70336TAC8	PATRIOT COAL CORP	HI	55000	4
70336TAC8	PATRIOT COAL CORP	IA	43000	4
70336TAC8	PATRIOT COAL CORP	IL	6087000	71
70336TAC8	PATRIOT COAL CORP	IN	189000	13
70336TAC8	PATRIOT COAL CORP	KS	155000	5
70336TAC8	PATRIOT COAL CORP	KY	40000	3
70336TAC8	PATRIOT COAL CORP	LA	208000	12
70336TAC8	PATRIOT COAL CORP	MA	1266000	34
70336TAC8	PATRIOT COAL CORP	MD	10433000	35
70336TAC8	PATRIOT COAL CORP	MI	779000	31
70336TAC8	PATRIOT COAL CORP	MN	21957000	21
70336TAC8	PATRIOT COAL CORP	MO	941000	25
70336TAC8	PATRIOT COAL CORP	MS	43000	2
70336TAC8	PATRIOT COAL CORP	MT	185000	3
70336TAC8	PATRIOT COAL CORP	NC	5573000	242
70336TAC8	PATRIOT COAL CORP	ND	222000	6
70336TAC8	PATRIOT COAL CORP	NE	167000	11
70336TAC8	PATRIOT COAL CORP	NH	101000	5
70336TAC8	PATRIOT COAL CORP	NJ	5066000	122
70336TAC8	PATRIOT COAL CORP	NM	311000	14
70336TAC8	PATRIOT COAL CORP	NV	411000	16
70336TAC8	PATRIOT COAL CORP	NY	48402000	146
70336TAC8	PATRIOT COAL CORP	OH	298000	22
70336TAC8	PATRIOT COAL CORP	OK	1138000	44
70336TAC8	PATRIOT COAL CORP	OR	168000	20
70336TAC8	PATRIOT COAL CORP	PA	2117000	134
70336TAC8	PATRIOT COAL CORP	RI	1760000	23
70336TAC8	PATRIOT COAL CORP	SC	241000	20
70336TAC8	PATRIOT COAL CORP	SD	356000	2
70336TAC8	PATRIOT COAL CORP	TN	426000	17
70336TAC8	PATRIOT COAL CORP	TX	9014000	169
70336TAC8	PATRIOT COAL CORP	UT	210000	12
70336TAC8	PATRIOT COAL CORP	VA	1056000	53
70336TAC8	PATRIOT COAL CORP	WA	350000	24
70336TAC8	PATRIOT COAL CORP	WI	197000	12
70336TAC8	PATRIOT COAL CORP	WV	69000	9
70336TAC8	PATRIOT COAL CORP	WY	61000	4

70336TAC8	CUSIP TOTAL	==	177232000	1984
70336T104	PATRIOT COAL CORP	**	17008577	2303
70336T104	PATRIOT COAL CORP	AA	446	1
70336T104	PATRIOT COAL CORP	AE	4852	21
70336T104	PATRIOT COAL CORP	AK	182286	134
70336T104	PATRIOT COAL CORP	AL	711456	477
70336T104	PATRIOT COAL CORP	AP	101973	9
70336T104	PATRIOT COAL CORP	AR	202969	268
70336T104	PATRIOT COAL CORP	AZ	1066580	967
70336T104	PATRIOT COAL CORP	CA	8895393	6015
70336T104	PATRIOT COAL CORP	CO	1318321	950
70336T104	PATRIOT COAL CORP	CT	7337328	872
70336T104	PATRIOT COAL CORP	DC	210874	99
70336T104	PATRIOT COAL CORP	DE	125391	143
70336T104	PATRIOT COAL CORP	FL	5163776	3266
70336T104	PATRIOT COAL CORP	GA	1367275	1250
70336T104	PATRIOT COAL CORP	GU	10220	4
70336T104	PATRIOT COAL CORP	HI	261244	237
70336T104	PATRIOT COAL CORP	IA	213112	531
70336T104	PATRIOT COAL CORP	ID	185229	210
70336T104	PATRIOT COAL CORP	IL	4683486	3765
70336T104	PATRIOT COAL CORP	IN	1549336	1361
70336T104	PATRIOT COAL CORP	KS	354971	411
70336T104	PATRIOT COAL CORP	KY	1079773	1291
70336T104	PATRIOT COAL CORP	LA	547501	334
70336T104	PATRIOT COAL CORP	MA	2002345	1483
70336T104	PATRIOT COAL CORP	MD	7030607	1156
70336T104	PATRIOT COAL CORP	ME	112207	168
70336T104	PATRIOT COAL CORP	MI	1217338	1398
70336T104	PATRIOT COAL CORP	MN	1088597	776
70336T104	PATRIOT COAL CORP	MO	3850629	2690
70336T104	PATRIOT COAL CORP	MS	210477	198
70336T104	PATRIOT COAL CORP	MT	185897	226
70336T104	PATRIOT COAL CORP	NC	1000617	1127
70336T104	PATRIOT COAL CORP	ND	99620	91
70336T104	PATRIOT COAL CORP	NE	191357	243
70336T104	PATRIOT COAL CORP	NH	276859	230
70336T104	PATRIOT COAL CORP	NJ	5252424	2384
70336T104	PATRIOT COAL CORP	NM	258214	261
70336T104	PATRIOT COAL CORP	NV	330291	336
70336T104	PATRIOT COAL CORP	NY	9743626	4156
70336T104	PATRIOT COAL CORP	OH	2368246	1889
70336T104	PATRIOT COAL CORP	OK	430737	380
70336T104	PATRIOT COAL CORP	OR	466744	540
70336T104	PATRIOT COAL CORP	PA	5409496	2422
70336T104	PATRIOT COAL CORP	PR	29650	19
70336T104	PATRIOT COAL CORP	RI	177686	187

70336T104	PATRIOT COAL CORP	SC	441415	467
70336T104	PATRIOT COAL CORP	SD	45123	125
70336T104	PATRIOT COAL CORP	TN	1180879	734
70336T104	PATRIOT COAL CORP	TX	4660671	3490
70336T104	PATRIOT COAL CORP	UT	284070	254
70336T104	PATRIOT COAL CORP	VA	1535863	1514
70336T104	PATRIOT COAL CORP	VI	4234	6
70336T104	PATRIOT COAL CORP	VT	83460	86
70336T104	PATRIOT COAL CORP	WA	1877543	1218
70336T104	PATRIOT COAL CORP	WI	699615	976
70336T104	PATRIOT COAL CORP	WV	2330427	1468
70336T104	PATRIOT COAL CORP	WY	255054	457
70336T104	CUSIP TOTAL	==	107714387	58074
	GRAND TOTAL		419642387	61319