

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

UNITED STATES BANKRUPTCY COURT

DISTRICT OF MISSOURI

Case No. 12-51502

- - - - -x

In the Matter of:

PATRIOT COAL CORPORATION, et al.,

Debtors.

- - - - -x

United States Bankruptcy Court

111 South 10th Street

4th Floor

St. Louis, Missouri

July 23, 2013

10:36 AM

B E F O R E:

HON. KATHY A. SURRETT-STATES

U.S. BANKRUPTCY JUDGE

1

2 Motion for Authorization to (i) Assume or (ii) Reject Unexpired
3 Leases of Nonresidential Real Property by Debtor (1995) -
4 CONTINUED TO 8/20/13

5 - Objection by Interested Party STB Ventures, Inc (2061)

6 - Objection by Creditor Arch Coal, Inc (2068)

7

8 Third Omnibus Objection to Claims by Debtor (3992) - CONTINUED
9 TO 8/20/13

10

11 Motion of the Debtors for an Order Authorizing and Approving
12 the Payment of Fees and Reimbursement of Expenses of Potential
13 Rights Offering Backstop Parties Filed by Debtor (4164) -

14

15 Objection by US Trustee (4300) - [Order submitted]

16

17 Fifth Omnibus Objection to Claims 19 and others Filed by Debtor
18 (4181)

19 - Response by Creditor State of Michigan, Department of
20 Treasury, Revenue Division, Lansing (4236)

21 - Response by Creditor Hawthorn Bank (4247)

22 - Response by Creditor Hawthorn Bank (4248)

23 - Response by Creditor Hawthorn Bank (4249)

24 - Response by Creditor Hawthorn Bank (4250)

25 - Response by Creditor Hawthorn Bank (4251)

- 1 - Response by Creditor Hawthorn Bank (4252)
- 2 - Response by Creditor Bulldog Excavating, LLC (4272)
- 3 - Response and Objection by Creditor Somerset Capital Group,
- 4 Ltd. (4291)
- 5 - Response by Creditor Electro-Mechanical Corp (4301)
- 6 - Response by Creditor C & A Cutterhead, Inc (4305)
- 7 - Response by Creditor Continental Bank (4312)
- 8 - Response by Creditor David Cox (4313)
- 9
- 10
- 11 Sixth Omnibus Objection to Claims 1295 and others Filed by
- 12 Debtor (4182)
- 13
- 14 Seventh Omnibus Objection to Claims 1211 and others by Debtor
- 15 (4192)
- 16
- 17 Eighth Omnibus Objection to Claims 3948 and others Filed by
- 18 Debtor (4195)
- 19
- 20 Ninth Omnibus Objection to Claims 267,2975 by Debtor (4201)
- 21
- 22 Application to Employ Gordon & Gordon P.S.C. as Special Counsel
- 23 for the Debtors Effective August 1, 2013 Filed by Debtor (4259)
- 24 - [Order submitted]
- 25

1

2 Application to Employ Veritas Consulting, LLC as Special
3 Counsel for the Debtors Effective August 15, 2013 Filed by
4 Debtor (4260) - [Order submitted]

5

6 12-04354 Magnum Coal Company LLC VS Royaltyco, LLC 12-51502
7 Motion to Dismiss Adversary Proceeding or, in the alternative,
8 for a more definite statement filed by Defendant (10)
9 - Memorandum of Law in Opposition by Plaintiff (12)

10 [Continued]

11

12

13

14

15

16

17

18

19

20 Transcribed by: Linda Ferrara

21 eScribers, LLC

22 700 West 192nd Street, Suite #607

23 New York, NY 10040

24 (973)406-2250

25 operations@escribers.net

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

A P P E A R A N C E S :

BRYAN CAVE LLP

Attorneys for Debtors and Debtors-in-Possession

One Metropolitan Square

211 North Broadway

Suite 3600

St. Louis, MO 63102

BY: BRIAN C. WALSH, ESQ.

LAURA HUGHES, ESQ.

CARMODY MACDONALD P.C.

Attorneys for Official Creditors' Committee

120 South Central Avenue

Suite 1800

St. Louis, MO 63105

BY: GREGORY D. WILLARD, ESQ.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

HUSCH BLACKWELL LLP

Attorneys for Citibank N.A., First Out DIP Agent

190 Carondelet Plaza

Suite 600

St. Louis, MO 63105

BY: MATTHEW GARTNER, ESQ.

WEIL, GOTSHAL & MANGES LLP

Attorneys for Citibank N.A., First Out DIP Agent

767 Fifth Avenue

New York, NY 10153

BY: ANDREA C. SAAVEDRA, ESQ. (TELEPHONICALLY)

UNITED STATES DEPARTMENT OF JUSTICE

Office of the United States Trustee

111 South 10th Street

Suite 6.353

St Louis, MO 63102

BY: LEONORA S. LONG, ESQ.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

ARMSTRONG TEASDALE LLP

Attorneys for Peabody Energy Corporation

7700 Forsyth Boulevard

Suite 1800

St. Louis, MO 63105

BY: SUSAN EHLERS, ESQ.

LATHROP & GAGE LLP

Attorneys for Caterpillar Entities

7701 Forsyth Boulevard

Suite 500

St. Louis, MO 63105

BY: DANIEL D. DOYLE, ESQ.

LATHROP & GAGE LLP

Attorneys for Agent for Second Out DIP Lender

7701 Forsyth Boulevard

Suite 500

St. Louis, MO 63105

BY: RANDY SCHERK, ESQ.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

WILLKIE FARR & GALLAGHER LLP

Attorneys for Bank of America, N.A.
as Pre-Petition Agent and Second Out DIP Agent
787 Seventh Avenue
New York, NY 10019

BY: ANA M. ALFONSO, ESQ. (TELEPHONICALLY)

SCHUCHAT COOK & WERNER

Attorneys for United Mine Workers of America
1221 Locust Street
Second Floor
St. Louis, MO 63103

BY: MATTHEW LEPPERT, ESQ.

DAVIS POLK & WARDWELL LLP

Attorneys for Debtors and Debtors-in-Possession
450 Lexington Avenue
New York, NY 10017

BY: MARSHALL S. HUEBNER, ESQ. (TELEPHONICALLY)

BRIAN RESNICK, ESQ. (TELEPHONICALLY)

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

STITES HARBISON, PLLC

Attorneys for Argonaut Insurance

400 West Market Street

Suite 1800

Louisville, KY 40202

BY: BRIAN MELDRUM, ESQ. (TELEPHONICALLY)

KIRKLAND & ELLIS

Attorneys for Ad Hoc Group of Noteholders

601 Lexington Avenue

New York, New York 10022-4611

BY: STEPHEN HESSLER, ESQ. (TELEPHONICALLY)

PATRIOT COAL CORPORATION, ET AL

1 P R O C E E D I N G S

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

5 THE COURT: Good morning. Please be seated.

6 IN UNISON: Good morning, Your Honor.

7 THE COURT: Good morning. I apologize for the delay
8 in the telephone. We will resolve those issues. Thank you,
9 Mr. Walsh for the use of the Bryan Cave conference line this
10 morning. We'll have all those issues resolved prior to our
11 next hearing. Counsel on the phone, you may receive --

12 (Recorded Telephonic Operator Interruption)

13 THE COURT: Counsel on the phone, you may receive some
14 e-mails from Mr. Halley if there is an attempt to recreate
15 this, so that we can figure out what's going on with our
16 conference line. All right. That being said, let me get
17 appearances in the courtroom first, please.

18 MS. HUGHES: Good morning, Your Honor. Laura Hughes
19 and Brian Walsh of Bryan Cave, local counsel for the debtors.

20 THE COURT: Good morning.

21 MR. WILLARD: Good morning, Your Honor, may it please
22 the Court, Greg Willard from Carmody MacDonald on behalf of the
23 unsecured creditors committee. With me on the telephone is my
24 co-counsel from Kramer Levin, Steve Blank and with me in the
25 courtroom is my John Willard, who is a summer associate with

PATRIOT COAL CORPORATION, ET AL

1 us.

2 THE COURT: Good morning.

3 MR. J. WILLIARD: Good morning, Your Honor.

4 MR. BLANK: Good morning.

5 THE COURT: Good morning.

6 MR. GARTNER: Good morning, Your Honor. Matthew
7 Gartner of Husch Blackwell on behalf of Citi, the first DIP
8 agent. With me as well in the courtroom is Justin Fezy (ph.),
9 also a summer associate with our law firm. And on the phone of
10 Weil, Gotshal & Manges, Andrea Saavedra.

11 THE COURT: Thank you. Good morning.

12 MS. LONG: Leonora Long on behalf of the United States
13 Trustee. Good morning, Your Honor.

14 MS. EHLERS: Good morning, Your Honor. Susan Ehlers
15 of Armstrong Teasdale on behalf of Peabody Energy Corp.

16 THE COURT: Good morning.

17 MR. DOYLE: Good morning, Your Honor. Dan Doyle,
18 Lathrop & Gage on behalf of Caterpillar Financial Services
19 Corporation and Caterpillar Global Mining.

20 THE COURT: Good morning.

21 MR. SCHERK: Good morning, Your Honor. Randy Scherck
22 on behalf of Bank of America as agent for the Second Out DIP
23 Lender. On the phone is co-counsel is Ana Alfonso of Willkie
24 Farr & Gallagher.

25 THE COURT: Good morning.

PATRIOT COAL CORPORATION, ET AL

1 MR. SCHERCK: Good morning.

2 MR. LEPPERT: Good morning, Your Honor. Matthew
3 Leppert with Schuchart Cook & Warner on behalf of
4 United Mine Workers of America.

5 THE COURT: Good morning. All right. And then on the
6 phone, we have Mr. Huebner and Mr. Resnick on behalf of the
7 debtors.

8 MR. HEUBNER: Yes, Your Honor. We're here.

9 THE COURT: Do you know what? Call Don D'Agostino
10 now.

11 UNIDENTIFIED SPEAKER: Your Honor, I think it's the
12 last person that called in. I didn't hear an echo recently
13 until that last party called in. I don't --

14 THE COURT: Apparently the last party seems to be the
15 problem. I hear most of the time.

16 UNIDENTIFIED SPEAKER: I think it may be a hardware
17 issue, rather than a conference line issue.

18 MR. HEUBNER: And, Your Honor, whoever just jumps off
19 is part of the problem; so whoever you are, please leave your
20 phone muted. Do not come back on under any circumstance. It
21 sounds like we're in business now, Your Honor.

22 THE COURT: They're back again though it sounds like.
23 All right. Let me see who -- okay. So that's Mr. Huebner and
24 Mr. Resnick are there on behalf of the debtors.

25 Mr. Blank is on the phone on behalf of the creditors

PATRIOT COAL CORPORATION, ET AL

1 committee. Yes? No? All right.

2 Ms. Alfonso on behalf of Bank of America?

3 MS. ALFONSO: Yes, Your Honor, I'm on; good morning.

4 THE COURT: All right. Good morning.

5 Ms. Saavedra on behalf of Citibank.

6 MS. SAAVEDRA: Yes, Your Honor, I'm on; good morning.

7 THE COURT: Good morning. Mr. Meldrum on behalf of
8 Argonaut Insurance.

9 MR. MELDRUM: I'm here, Judge. Thank you.

10 THE COURT: All right. Good morning. Thank you. And
11 Mr. Hessler on behalf of the ad hoc group of noteholders.

12 MR. HESSLER: That's correct. Good morning, Your
13 Honor.

14 THE COURT: Good morning. Okay. We'll see if we can
15 make it through the morning then. All right.

16 Then let me call the docket in the order that it
17 appears. I won't call the matters that have already been
18 continued. There's the motion of the debtors for order
19 authorizing and approving payment of fees and reimbursement of
20 expenses of potential rights offering backstop parties.

21 Mr. Resnick or Mr. Huebner, I think are presenting
22 that this morning.

23 MR. HEUBNER: Yes, Your Honor. With the indulgence of
24 the Court, I'll ask Mr. Resnick to present it and always, I
25 will again note and hopefully to the Court's pleasure that we

PATRIOT COAL CORPORATION, ET AL

14

1 avoided a trip to St. Louis and the associated travel time and
2 expense. We've resolved the matter after quite extensive
3 negotiations with all parties and I hope that the Court
4 appreciates that we did not travel as we normally, to see the
5 Court in person but we are trying to watch every dollar we can
6 and herein thus, we'll be presenting the motion telephonically
7 given that it is resolved.

8 THE COURT: All right. Thank you, Mr. Huebner. And
9 Mr. Resnick?

10 MR. RESNICK: Good morning, Your Honor. For the
11 record it's Brian Resnick of Davis, Polk & Wardwell on behalf
12 of the debtors.

13 As Your Honor knows, these Chapter 11 cases are at a
14 critical juncture and we are continuing to work on a consensual
15 resolution of the 1113, 1114 issues with the UMWA and the next
16 major goal, is of course to obtain exit financing and pursue
17 confirmation of a plan of reorganization which we are hard at
18 work at and hope to accomplish as soon as possible.

19 Knighthead and Aurelius, two significant bondholders
20 of the debtors have devoted a substantial amount of time and
21 resources conducting financial and legal due diligence and
22 structuring a proposal to backstop a rights offering that the
23 debtors anticipate would provide them with hundreds of millions
24 of dollars of emergent financing.

25 The debtors have determined at this juncture that it

PATRIOT COAL CORPORATION, ET AL

15

1 is in their best interest to pay Knighthead interrelated
2 counsel fees and expenses incurred solely in connection with
3 the negotiation of the terms and definitive documentation of
4 this rights offering and the performance of legal and due
5 diligence related thereto.

6 The United States Trustee filed an objection to the
7 motion and we received comments from the creditors committee,
8 as well. And since then the debtors have been working
9 cooperatively with the U.S. Trustee and the committee to
10 resolve their issues and as Mr. Huebner mentioned, we're happy
11 to report that the objections have been resolved.

12 The resolution is reflected in the revised proposed
13 order that was sent to chambers and posted yesterday on the
14 debtors' case information Web site. In essence, Your Honor,
15 the proposed order now has a cap of two million dollars. The
16 cap may be increased by agreement between the debtors and the
17 committee with a twenty day notice and objection period for the
18 U.S. Trustee and the DIP agent or upon further order of the
19 Court.

20 As has always been the case since the motion was
21 filed, the debtors may issue a stop work order. It
22 discontinues the accrual of reimbursable fees at any time.
23 There are also now a clawback mechanism in the order whereby if
24 Knighthead and Aurelis do not commit to funding the debtors'
25 exit from Chapter 11 and the debtors do not go forward with a

PATRIOT COAL CORPORATION, ET AL

16

1 different proposal from one or more other investors, the U.S.
2 Trustee make seek disgorgement or non-payment of up to ten
3 percent of the fees and expenses that are covered by the order.

4 And finally, Your Honor, we think it is important that
5 the order not be viewed as any indication that the debtors are
6 talking only to Knighthood and Aurelis. We are talking to
7 other parties and invite other parties to come forward with
8 credible financing proposals. We have agreed to keep the
9 committee informed of any proposals that are made to us because
10 that's where a competing bidder insists on confidentiality.

11 We think the order represents the best outcome for all
12 interested parties and unless Your Honor has any questions, the
13 debtors would request entry of the order, though I believe Mr.
14 Willard may wish to make a statement on behalf of the creditors
15 committee.

16 THE COURT: All right. Mr. Willard?

17 MR. WILLARD: Thank you, Judge. Greg Willard for the
18 committee.

19 Sort of in the category of we've seen this movie
20 before, Judge, the committee did not support the original
21 reimbursement proposal as was set forth in the motion.
22 However, as we've done in the past, the committee engaged in
23 significant discussions and negotiations with the debtors and
24 their professionals, both as to the amount of reimbursement and
25 the need to move these cases, hopefully to a consensual plan.

PATRIOT COAL CORPORATION, ET AL

17

1 Certainly, we want to encourage the efforts of
2 Knighthead and Aurelis but in so doing, we did not and we do
3 not want to discourage any other possible funding sources or
4 investors.

5 As Your Honor knows, each of the committee members,
6 and they've been in court, and each of the committee
7 professionals we take our duties to Your Honor and this case
8 very seriously. And one of those duties, Your Honor, is to
9 make certain that this process is a competitive process with a
10 level playing field that is critically important to us. And
11 that level playing field should be designed to maximize
12 recoveries to my constituents, the unsecured creditors.

13 After the series of negotiations and as Mr. Resnick
14 said, the proposed order that was submitted to chambers, we
15 think it strikes -- Your Honor that proposed order, we think it
16 strikes an appropriate balance. And as we've talked before, so
17 much of this is about balance.

18 I want to point out a couple of things that I think
19 it's important for Your Honor to know sort of pulling back the
20 curtain on this side of the podium. A particular concern that
21 we had and I think the U.S. Trustee had with the original
22 request was expressly -- is now expressly addressed in the
23 order. We did not want even the appearance in the process,
24 Judge, that Knighthead and Aurelis were perceived as receiving
25 some form of special treatment with the payment or their fees

PATRIOT COAL CORPORATION, ET AL

18

1 or worse yet, the appearance that other interested parties
2 would not be treated fairly and would not be welcomed into this
3 courtroom to be part of the process.

4 Paragraph 6 of the order now unequivocally states,
5 "Nothing in this order shall prejudice the debtors' rights to
6 seek similar relief from the Court with respect to a competing
7 exit financing bid or bidder."

8 We're confident, Judge, that the plan process that
9 Messrs. Huebner and Resnick just referenced will be handled
10 fairly and competitively and that we will be informed of offers
11 as provided in the proposed order to Your Honor. And as Your
12 Honor well knows, my co-counsel and I have not and we will not
13 be bashful in communicating with the Court or the United States
14 Trustee if any unexpected stonewalling or favoritism is shown.

15 Therefore, Your Honor, we are pleased to announce this
16 morning that the committee supports entry of the order as
17 proposed. I think Mrs. Long has some additional comments.

18 THE COURT: All right. Thank you.

19 MR. WILLARD: Thank you, Judge.

20 THE COURT: Thank you. Mrs. Long?

21 MS. LONG: Thank you, Your Honor. One point that
22 wasn't mentioned is the review process with regard to the fees.

23 THE COURT: Thank you. That was going to be my
24 question.

25 MS. LONG: I guess everyone would understand when all

PATRIOT COAL CORPORATION, ET AL

19

1 of us who are the people who are charged with the
2 responsibility to review the fee say oh, great, another fee
3 application to review but got to do our job. So, we have asked
4 for and been provided with a sample of the kind of fees that
5 would be sent to certain parties including the United States
6 Trustee, the kind of fee application and the time entries and I
7 think I can live with it. I think I will do a -- be able to do
8 my review with regard to the appropriateness of those fees
9 based on the kind -- the sample that was sent to me yesterday.
10 It doesn't follow the eastern district guidelines as far as
11 tenth of an hour billing but remembering that these aren't a
12 professional employed by the case, but rather an expense that's
13 allowed to these potential backstop offerors, I think I am
14 going to be able to do an appropriate review and if there needs
15 to be some tweaking or additional information, I am sure Mr.
16 Hessler, who has been gracious from Kirkland & Ellis in
17 providing the answers to questions that I've had, will provide
18 me the additional information and I believe will be able to
19 resolve any questions that I might have with regard to the time
20 entries. Thank you.

21 THE COURT: All right. Thank you. And Mr. Resnick, I
22 guess that's -- Ms. Long answered part of my question that
23 there will be some fee applications of sorts that would be I
24 guess filed and reviewed. That's my question is what's the
25 process for this? Is it that --

PATRIOT COAL CORPORATION, ET AL

20

1 MR. RESNICK: Sure, Your Honor. The fee will be
2 provided on thirty days' notice, except for the first fees that
3 will be -- which will be forty-five days' notice. It will be
4 provided to the debtors, the committee on a professional live-
5 only basis and to the United States Trustee and if no
6 objections are filed within the thirty or forty-five day
7 period, then the debtors will promptly pay the fees and
8 expenses. This is set forth in paragraph 3 of the order.

9 THE COURT: All right.

10 MR. RESNICK: Yes, just like the deadline is, Your
11 Honor, we felt it as a post-petition party here. The Court
12 does not need to see the fees unless there's actually an issue
13 raised by one of the notice parties.

14 THE COURT: All right. Ms. Long?

15 MS. LONG: Just if there are any other questions, Your
16 Honor, that's my understanding as well.

17 THE COURT: All right. All right, then -- all right,
18 are there any other parties that wish to be heard on this
19 motion? All right. Then hearing nothing else, then I will
20 grant the debtors' motion and enter the revised proposed order
21 that's been provided.

22 Next is the fifth omnibus objections to claims. Ms.
23 Hughes?

24 MS. HUGHES: Yes, thank you, Your Honor. In fact, set
25 for hearing today are the fifth through ninth omnibus

PATRIOT COAL CORPORATION, ET AL

21

1 objections but it's the fifth that probably requires the most
2 explanation.

3 This objection involves the debtors' books and records
4 but specifically it's objections that were related to claims
5 that were filed but named the wrong debtor, named an incorrect
6 priority or the wrong amount and the exhibits to the objection
7 are separated by each of those classifications or a combination
8 thereof. So, for example, Exhibit A, I think lists claims
9 where just the wrong debtor is identified but Exhibit D is a
10 combination of the wrong debtor and the wrong priority. So
11 there are Exhibits A through H outlining each of those types of
12 objections.

13 We received several responses to this objection and
14 they are noted on pages 2 and 3 of the agenda, as well as the
15 Court's printout of matters on the docket today. The agenda is
16 document 4342 on the docket, if the Court would -- has that in
17 front of her.

18 THE COURT: I do.

19 MS. HUGHES: In addition, a few other creditors
20 contacted us informally in response to the objection. The
21 relief that we're requesting today is similar to the relief
22 that we requested to the third omnibus objection which is that
23 many of the objections raised either formally or informally
24 have since been resolved. Others that still require additional
25 negotiation, we would ask for the Court to continue to August

PATRIOT COAL CORPORATION, ET AL

1 20.

2 THE COURT: All right.

3 MS. HUGHES: So, the relief that we're requesting is
4 that the Court enter an order sustaining in part the objection
5 as to those where no response was filed or raised or to the
6 extent that something has been resolved between the parties but
7 as to a few remaining creditors, we would ask that that be
8 continued.

9 And those creditors whose claims remain to be
10 negotiated are listed on the agenda but also if the Court would
11 permit it, I think it might be helpful just to read for the
12 record the names of those creditors.

13 THE COURT: Certainly, certainly.

14 MS. HUGHES: And each of those creditors has either
15 been contacted via e-mail or phone through counsel just to
16 confirm that everything has been continued but nonetheless,
17 those creditors are Guyan Service Company (ph.), C&A
18 Cutterhead, the State of Michigan, Department of Treasury,
19 Alpha Records Management, Hawthorn Bank, Robert Johns, trustee
20 for Panther Branch, the Ohio Department of Jobs and Family
21 Services, Houlan H. Hook, Jr., Electro Mechanical Corporation,
22 David Cox, Continental Bank and Tire Centers, LLC.

23 And I believe that many of those parties are not even
24 on the phone today because they know that nothing is going
25 forward with regard to those objections.

PATRIOT COAL CORPORATION, ET AL

1 THE COURT: All right.

2 MS. HUGHES: If the Court has any specific questions
3 about any of the objections, I would be happy to address them.

4 THE COURT: No, I do not. Thank you.

5 MS. HUGHES: Okay, thank you. And so we would -- I
6 would propose that we submit an order just as I described,
7 which would sustain in part the objections and then continue
8 the ones that I just mentioned --

9 THE COURT: All right.

10 MS. HUGHES: -- to the next omnibus hearing date.
11 Thank you.

12 THE COURT: Thank you. All right. Then I will like
13 enter an order, then sustain in part those claim objections to
14 which there's been no response or it has been settled that the
15 objection would be sustained and then I'll continue those
16 matters that you listed to August 20.

17 MS. HUGHES: Thank you.

18 THE COURT: Thank you.

19 MS. HUGHES: As to the sixth omnibus objection, it
20 addresses claims that were insufficiently documented. There
21 are nineteen claims at issue on this objection and the
22 insufficient documentation means that the debtors simply could
23 not ascertain the nature or validity of the claim. No
24 responses to this objection were filed and we would ask that
25 the Court simply sustain the objection as to all nineteen

PATRIOT COAL CORPORATION, ET AL

1 claims today.

2 THE COURT: All right. Then I will sustain that claim
3 objection.

4 MS. HUGHES: Thank you.

5 THE COURT: Thank you.

6 MS. HUGHES: The seventh omnibus objection involves
7 beneficial plan participant claims. There are fourteen claims
8 involved in this objection and again, no responses have been
9 filed. The basis for the objection here is that these claims
10 relate to qualified benefit plans and the claims that were
11 filed are payable by the plans, not by the debtors' bankruptcy
12 estates.

13 Again, we would ask that the Court sustain the
14 objection today, please.

15 THE COURT: All right. Then I will sustain that
16 objection.

17 MS. HUGHES: Thank you. The eighth omnibus objection
18 are for amended and superseded claims and this is not the first
19 amended and superseded claim objection that we have filed
20 today. There are twelve claims at issue and the basis for the
21 objection is noted on -- probably most clearly on the exhibit
22 to the objection showing the original claim in its information
23 and then the superseded claim with almost matching information
24 except for small changes in most cases but otherwise showing
25 that -- we would ask that the Court disallow the original claim

PATRIOT COAL CORPORATION, ET AL

1 and allow the superseding claim, the subsequently filed claim
2 to govern. No responses have been filed to this objection.

3 THE COURT: All right. Then I will sustain the eighth
4 objection.

5 MS. HUGHES: Thank you.

6 THE COURT: Thank you.

7 MS. HUGHES: And then finally, the ninth omnibus
8 objection is duplicate claims. So here, it's similar to the
9 previous objection, amended and superseded except that an
10 inspection of the claims show that they really are absolutely
11 duplicative. There's no difference between the original and
12 subsequently filed claim. Again, we received no objections.
13 There are only two claims at issue here and we would ask that
14 the Court just sustain the objection as to those two claims.

15 THE COURT: All right. Then I'll sustain the ninth
16 omnibus objection.

17 MS. HUGHES: Thank you, Your Honor.

18 THE COURT: Thank you. Next on the docket is the
19 application to employ Gordon & Gordon as special counsel.

20 MS. HUGHES: Yes, Your Honor, I believe that a
21 proposed order has already been submitted on that issue.

22 THE COURT: All right. And there have been no
23 objections, so I will approve that application.

24 MS. HUGHES: Thank you.

25 THE COURT: Thank you. And then there's the

PATRIOT COAL CORPORATION, ET AL

1 application to employee Veritas Consulting, LLC, as special
2 counsel.

3 MS. HUGHES: Again, we received no responses and a
4 proposed order has been submitted.

5 THE COURT: All right. Then I will approve that
6 application. And then on page 2, it's the Magnum Cole Company
7 versus Royalty Co. There's a motion to dismiss the adversary
8 for more definite statement. What are we doing with that one,
9 continuing that? All right. I believe that matter should be
10 continued to the August date. All right. Then I will continue
11 that to August 20th. All right. That is everything on the
12 printed docket.

13 Mr. Huebner, Mr. Resnick, Ms. Hughes, Mr. Walsh,
14 anything else then this morning on behalf of the debtors?

15 MR. HEUBNER: Your Honor, nothing from this end.
16 We're delighted to have given you yet another uncontested
17 hearing and we hope to continue the pattern.

18 THE COURT: All right. And I hope the process
19 continues, as well for the plan of reorganization and moving
20 forward with these cases. All right.

21 Then are there any other requests by any of the other
22 parties on the telephone? All right. Hearing none, are there
23 any other requests by any of the parties in the courtroom? All
24 right. Then hearing none, we'll be in recess. Thank you.

25 (Whereupon these proceedings were concluded at 10:58 AM)

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

I N D E X

RULINGS

	Page	Line
Application to employ Gordon & Gordon	25	24
approved		
Application to employ Veritas Consulting;	26	7
approved		
Debtors motion to approve payment to	20	21
backstop parties; granted		
Fifth Omnibus objections	23	14
sustained in part and granted in part as		
outlined on the record.		
Sixth omnibus objection sustained.	24	4
Seventh omnibus objection sustained.	24	17
Eighth omnibus objection sustained.	25	5
Ninth omnibus objection sustained	25	17

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

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

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

Linda Ferrara

July 24, 2013

LINDA FERRARA

DATE

AAERT Certified Electronic Transcriber CET**D 656

eScribers

700 West 192nd Street, Suite #607

New York, NY 10040

A	<p>announce (1) 18:15</p> <p>answered (1) 19:22</p> <p>anticipate (1) 14:23</p> <p>apologize (1) 10:7</p> <p>Apparently (1) 12:14</p> <p>appearance (2) 17:23;18:1</p> <p>appearances (1) 10:17</p> <p>appears (1) 13:17</p> <p>application (6) 19:3,6;25:19,23; 26:1,6</p> <p>applications (1) 19:23</p> <p>appreciates (1) 14:4</p> <p>appropriate (2) 17:16;19:14</p> <p>appropriateness (1) 19:8</p> <p>approve (2) 25:23;26:5</p> <p>approving (1) 13:19</p> <p>Argonaut (2) 9:4;13:8</p> <p>ARMSTRONG (2) 7:2;11:15</p> <p>ascertain (1) 23:23</p> <p>associate (2) 10:25;11:9</p> <p>associated (1) 14:1</p> <p>attempt (1) 10:14</p> <p>Attorneys (10) 6:3,11;7:3,11,19; 8:3,11,19;9:4,12</p> <p>August (4) 21:25;23:16;26:10, 11</p> <p>Aurelis (4) 15:24;16:6;17:2,24</p> <p>Aurelius (1) 14:19</p> <p>authorizing (1) 13:19</p> <p>Avenue (4) 6:12;8:5,20;9:13</p> <p>avoided (1) 14:1</p>	<p>12:20,22;17:19</p> <p>backstop (3) 13:20;14:22;19:13</p> <p>balance (2) 17:16,17</p> <p>Bank (5) 8:3;11:22;13:2; 22:19,22</p> <p>Bankruptcy (2) 10:2;24:11</p> <p>based (1) 19:9</p> <p>bashful (1) 18:13</p> <p>basis (3) 20:5;24:9,20</p> <p>behalf (17) 10:22;11:7,12,15, 18,22;12:3,6,24,25; 13:2,5,7,11;14:11; 16:14;26:14</p> <p>beneficial (1) 24:7</p> <p>benefit (1) 24:10</p> <p>best (2) 15:1;16:11</p> <p>bid (1) 18:7</p> <p>bidder (2) 16:10;18:7</p> <p>billing (1) 19:11</p> <p>BLACKWELL (2) 6:2;11:7</p> <p>Blank (3) 10:24;11:4;12:25</p> <p>bondholders (1) 14:19</p> <p>books (1) 21:3</p> <p>both (1) 16:24</p> <p>Boulevard (3) 7:4,12,20</p> <p>Branch (1) 22:20</p> <p>BRIAN (4) 8:24;9:9;10:19; 14:11</p> <p>Bryan (2) 10:9,19</p> <p>business (1) 12:21</p>	<p>can (4) 10:15;13:14;14:5; 19:7</p> <p>cap (2) 15:15,16</p> <p>Carmody (1) 10:22</p> <p>Carondelet (1) 6:4</p> <p>case (4) 15:14,20;17:7; 19:12</p> <p>cases (4) 14:13;16:25;24:24; 26:20</p> <p>category (1) 16:19</p> <p>Caterpillar (3) 7:11;11:18,19</p> <p>Cave (2) 10:9,19</p> <p>Centers (1) 22:22</p> <p>certain (2) 17:9;19:5</p> <p>Certainly (3) 17:1;22:13,13</p> <p>chambers (2) 15:13;17:14</p> <p>changes (1) 24:24</p> <p>Chapter (2) 14:13;15:25</p> <p>charged (1) 19:1</p> <p>circumstance (1) 12:20</p> <p>Citi (1) 11:7</p> <p>Citibank (3) 6:3,11;13:5</p> <p>claim (10) 23:13,23;24:2,19, 22,23,25;25:1,1,12</p> <p>claims (17) 20:22;21:4,8;22:9; 23:20,21;24:1,7,7,9, 10,18,20;25:8,10,13, 14</p> <p>classifications (1) 21:7</p> <p>clawback (1) 15:23</p> <p>clearly (1) 24:21</p> <p>CLERK (1) 10:2</p> <p>Co (1) 26:7</p> <p>co-counsel (3) 10:24;11:23;18:12</p> <p>Cole (1) 26:6</p>	<p>combination (2) 21:7,10</p> <p>comments (2) 15:7;18:17</p> <p>commit (1) 15:24</p> <p>committee (14) 10:23;13:1;15:7,9, 17;16:9,15,18,20,22; 17:5,6;18:16;20:4</p> <p>communicating (1) 18:13</p> <p>Company (2) 22:17;26:6</p> <p>competing (2) 16:10;18:6</p> <p>competitive (1) 17:9</p> <p>competitively (1) 18:10</p> <p>concern (1) 17:20</p> <p>concluded (1) 26:25</p> <p>conducting (1) 14:21</p> <p>conference (3) 10:9,16;12:17</p> <p>confident (1) 18:8</p> <p>confidentiality (1) 16:10</p> <p>confirm (1) 22:16</p> <p>confirmation (1) 14:17</p> <p>connection (1) 15:2</p> <p>consensual (2) 14:14;16:25</p> <p>constituents (1) 17:12</p> <p>Consulting (1) 26:1</p> <p>contacted (2) 21:20;22:15</p> <p>Continental (1) 22:22</p> <p>continue (5) 21:25;23:7,15; 26:10,17</p> <p>continued (4) 13:18;22:8,16; 26:10</p> <p>continues (1) 26:19</p> <p>continuing (2) 14:14;26:9</p> <p>COOK (2) 8:10;12:3</p> <p>cooperatively (1) 15:9</p> <p>Corp (1)</p>
B	<p>back (3)</p>	<p>C</p> <p>C&A (1) 22:17</p> <p>Call (3) 12:9;13:16,17</p> <p>called (2) 12:12,13</p>		

<p>11:15 Corporation (3) 7:3;11:19;22:21 Counsel (7) 10:11,13,19;15:2; 22:15;25:19;26:2 couple (1) 17:18 course (1) 14:16 Court (65) 10:3,5,7,13,20,22; 11:2,5,11,16,20,25; 12:5,9,14,22;13:4,7, 10,14,24;14:3,5,8; 15:19;16:16;17:6; 18:6,13,18,20,23; 19:21;20:9,11,14,17; 21:16,18,25;22:2,4, 10,13;23:1,2,4,9,12, 18,25;24:2,5,13,15, 25;25:3,6,14,15,18, 22,25;26:5,18 courtroom (5) 10:17,25;11:8; 18:3;26:23 Court's (2) 13:25;21:15 covered (1) 16:3 Cox (1) 22:22 credible (1) 16:8 creditors (11) 10:23;12:25;15:7; 16:14;17:12;21:19; 22:7,9,12,14,17 critical (1) 14:14 critically (1) 17:10 curtain (1) 17:20 Cutterhead (1) 22:18</p>	<p>days' (2) 20:2,3 deadline (1) 20:10 debtor (3) 21:5,9,10 Debtors (20) 8:19;10:19;12:7, 24;13:18;14:12,20, 23,25;15:8,16,21,25; 16:5,13,23;20:4,7; 23:22;26:14 debtors' (6) 15:14,24;18:5; 20:20;21:3;24:11 Debtors-in-Possession (1) 8:19 definite (1) 26:8 definitive (1) 15:3 delay (1) 10:7 delighted (1) 26:16 DEPARTMENT (3) 6:17;22:18,20 described (1) 23:6 designed (1) 17:11 determined (1) 14:25 devoted (1) 14:20 difference (1) 25:11 different (1) 16:1 diligence (2) 14:21;15:5 DIP (7) 6:3,11;7:19;8:4; 11:7,22;15:18 disallow (1) 24:25 discontinues (1) 15:22 discourage (1) 17:3 discussions (1) 16:23 disgorgement (1) 16:2 dismiss (1) 26:7 District (2) 10:3;19:10 docket (5) 13:16;21:15,16; 25:18;26:12 document (1) 21:16</p>	<p>documentation (2) 15:3;23:22 documented (1) 23:20 dollar (1) 14:5 dollars (2) 14:24;15:15 Don (1) 12:9 done (1) 16:22 DOYLE (3) 7:16;11:17,17 due (2) 14:21;15:4 duplicate (1) 25:8 duplicative (1) 25:11 duties (2) 17:7,8</p>	<p>enter (3) 20:20;22:4;23:13 Entities (1) 7:11 entries (2) 19:6,20 entry (2) 16:13;18:16 ESQ (12) 6:8,15,23;7:8,16, 23;8:8,16,23,24;9:9, 16 essence (1) 15:14 estates (1) 24:12 even (2) 17:23;22:23 everyone (1) 18:25 example (1) 21:8 except (3) 20:2;24:24;25:9 Exhibit (3) 21:8,9;24:21 exhibits (2) 21:6,11 exit (3) 14:16;15:25;18:7 expense (2) 14:2;19:12 expenses (4) 13:20;15:2;16:3; 20:8 explanation (1) 21:2 expressly (2) 17:22,22 extensive (1) 14:2 extent (1) 22:6</p>	<p>19:4,8;20:2,7,12 felt (1) 20:11 few (2) 21:19;22:7 Fezy (1) 11:8 field (2) 17:10,11 Fifth (4) 6:12;20:22,25;21:1 figure (1) 10:15 filed (13) 15:6,21;19:24; 20:6;21:5;22:5; 23:24;24:9,11,19; 25:1,2,12 finally (2) 16:4;25:7 Financial (2) 11:18;14:21 financing (4) 14:16,24;16:8;18:7 firm (1) 11:9 First (6) 6:3,11;10:17;11:7; 20:2;24:18 Floor (1) 8:13 follow (1) 19:10 form (1) 17:25 formally (1) 21:23 Forsyth (3) 7:4,12,20 forth (2) 16:21;20:8 forty-five (2) 20:3,6 forward (4) 15:25;16:7;22:25; 26:20 fourteen (1) 24:7 front (1) 21:17 funding (2) 15:24;17:3 further (1) 15:18</p>
<p>D</p> <p>D'Agostino (1) 12:9 Dan (1) 11:17 DANIEL (1) 7:16 date (2) 23:10;26:10 David (1) 22:22 DAVIS (2) 8:18;14:11 day (2) 15:17;20:6</p>	<p>E</p> <p>Eastern (2) 10:3;19:10 echo (1) 12:12 efforts (1) 17:1 EHLERS (3) 7:8;11:14,14 eighth (2) 24:17;25:3 either (2) 21:23;22:14 Electro (1) 22:21 ELLIS (2) 9:11;19:16 else (2) 20:19;26:14 e-mail (1) 22:15 e-mails (1) 10:14 emergent (1) 14:24 employ (1) 25:19 employed (1) 19:12 employee (1) 26:1 encourage (1) 17:1 end (1) 26:15 Energy (2) 7:3;11:15 engaged (1) 16:22</p>	<p>F</p> <p>fact (1) 20:24 fairly (2) 18:2,10 Family (1) 22:20 far (1) 19:10 FARR (2) 8:2;11:24 favoritism (1) 18:14 fee (5) 19:2,2,6,23;20:1 fees (11) 13:19;15:2,22; 16:3;17:25;18:22;</p>	<p>G</p> <p>GAGE (3) 7:10,18;11:18 GALLAGHER (2) 8:2;11:24 GARTNER (3) 6:8;11:6,7</p>	

<p>given (2) 14:7;26:16 Global (1) 11:19 goal (1) 14:16 Good (30) 10:5,6,7,18,20,21; 11:2,3,4,5,6,11,13,14, 16,17,20,21,25;12:1, 2,5;13:3,4,6,7,10,12, 14;14:10 Gordon (2) 25:19,19 GOTSHAL (2) 6:10;11:10 govern (1) 25:2 gracious (1) 19:16 grant (1) 20:20 great (1) 19:2 Greg (2) 10:22;16:17 Group (2) 9:12;13:11 guess (3) 18:25;19:22,24 guidelines (1) 19:10 Guyan (1) 22:17</p>	<p>9:16;13:11,12; 19:16 HEUBNER (4) 12:8,18;13:23; 26:15 Hoc (2) 9:12;13:11 Honor (39) 10:6,18,21;11:3,6, 13,14,17,21;12:2,8, 11,18,21;13:3,6,13, 23;14:10,13;15:14; 16:4,12;17:5,7,8,15, 19;18:11,12,15,21; 20:1,11,16,24;25:17, 20;26:15 Honorable (1) 10:4 Hook (1) 22:21 hope (4) 14:3,18;26:17,18 hopefully (2) 13:25;16:25 Houlan (1) 22:21 hour (1) 19:11 HUEBNER (8) 8:23;12:6,23; 13:21;14:8;15:10; 18:9;26:13 HUGHES (22) 10:18,18;20:23,24; 21:19;22:3,14;23:2,5, 10,17,19;24:4,6,17; 25:5,7,17,20,24;26:3, 13 hundreds (1) 14:23 HUSCH (2) 6:2;11:7</p>	<p>information (5) 15:14;19:15,18; 24:22,23 informed (2) 16:9;18:10 insists (1) 16:10 inspection (1) 25:10 insufficient (1) 23:22 insufficiently (1) 23:20 Insurance (2) 9:4;13:8 interest (1) 15:1 interested (2) 16:12;18:1 interrelated (1) 15:1 Interruption (1) 10:12 into (1) 18:2 investors (2) 16:1;17:4 invite (1) 16:7 involved (1) 24:8 involves (2) 21:3;24:6 issue (8) 12:17,17;15:21; 20:12;23:21;24:20; 25:13,21 issues (4) 10:8,10;14:15; 15:10</p>	<p>11:8 K Kathy (1) 10:4 keep (1) 16:8 kind (3) 19:4,6,9 KIRKLAND (2) 9:11;19:16 Knighthood (6) 14:19;15:1,24; 16:6;17:2,24 knows (3) 14:13;17:5;18:12 Kramer (1) 10:24 KY (1) 9:7</p>	<p>local (1) 10:19 Locust (1) 8:12 LONG (10) 6:23;11:12,12; 18:17,20,21,25; 19:22;20:14,15 Louis (7) 6:6,21;7:6,14,22; 8:14;14:1 Louisville (1) 9:7</p>
H			L	M
<p>Halley (1) 10:14 handled (1) 18:9 happy (2) 15:10;23:3 HARBISON (1) 9:3 hard (1) 14:17 hardware (1) 12:16 Hawthorn (1) 22:19 hear (2) 12:12,15 heard (1) 20:18 hearing (7) 10:11;20:19,25; 23:10;26:17,22,24 helpful (1) 22:11 herein (1) 14:6 HESSLER (4)</p>	<p style="text-align: center;">I identified (1) 21:9 important (3) 16:4;17:10,19 including (1) 19:5 incorrect (1) 21:5 increased (1) 15:16 incurred (1) 15:2 indication (1) 16:5 indulgence (1) 13:23 informally (2) 21:20,23</p>	<p style="text-align: center;">J job (1) 19:3 Jobs (1) 22:20 John (1) 10:25 Johns (1) 22:19 Jr (1) 22:21 Judge (6) 13:9;16:17,20; 17:24;18:8,19 jumps (1) 12:18 junction (2) 14:14,25 JUSTICE (1) 6:17 Justin (1)</p>	<p>last (3) 12:12,13,14 LATHROP (3) 7:10,18;11:18 Laura (1) 10:18 law (1) 11:9 leave (1) 12:19 legal (2) 14:21;15:4 Lender (2) 7:19;11:23 LEONORA (2) 6:23;11:12 LEPPERT (3) 8:16;12:2,3 level (2) 17:10,11 Levin (1) 10:24 Lexington (2) 8:20;9:13 line (3) 10:9,16;12:17 listed (2) 22:10;23:16 lists (1) 21:8 live (1) 19:7 live- (1) 20:4 LLC (2) 22:22;26:1 LLP (7) 6:2,10;7:2,10,18; 8:2,18</p>	<p>MacDonald (1) 10:22 Magnum (1) 26:6 major (1) 14:16 Management (1) 22:19 MANGES (2) 6:10;11:10 many (2) 21:23;22:23 Market (1) 9:5 MARSHALL (1) 8:23 matching (1) 24:23 matter (2) 14:2;26:9 matters (3) 13:17;21:15;23:16 MATTHEW (4) 6:8;8:16;11:6;12:2 maximize (1) 17:11 may (7) 10:11,13,21;12:16; 15:16,21;16:14 means (1) 23:22 Mechanical (1) 22:21 mechanism (1) 15:23 MELDRUM (3) 9:9;13:7,9 members (1) 17:5 mentioned (3) 15:10;18:22;23:8 Messrs (1) 18:9 Michigan (1) 22:18 might (2) 19:19;22:11</p>

<p>million (1) 15:15</p> <p>millions (1) 14:23</p> <p>Mine (2) 8:11;12:4</p> <p>Mining (1) 11:19</p> <p>Missouri (1) 10:3</p> <p>MO (6) 6:6,21;7:6,14,22; 8:14</p> <p>more (2) 16:1;26:8</p> <p>morning (35) 10:5,6,7,10,18,20, 21;11:2,3,4,5,6,11,13, 14,16,17,20,21,25; 12:1,2,5;13:3,4,6,7, 10,12,14,15,22; 14:10;18:16;26:14</p> <p>most (4) 12:15;21:1;24:21, 24</p> <p>motion (8) 13:18;14:6;15:7, 20;16:21;20:19,20; 26:7</p> <p>move (1) 16:25</p> <p>movie (1) 16:19</p> <p>moving (1) 26:19</p> <p>Mrs (2) 18:17,20</p> <p>much (1) 17:17</p> <p>muted (1) 12:20</p>	<p>6:13;8:6,21;9:14, 14</p> <p>next (5) 10:11;14:15;20:22; 23:10;25:18</p> <p>nineteen (2) 23:21,25</p> <p>ninth (3) 20:25;25:7,15</p> <p>none (2) 26:22,24</p> <p>nonetheless (1) 22:16</p> <p>non-payment (1) 16:2</p> <p>normally (1) 14:4</p> <p>note (1) 13:25</p> <p>noted (2) 21:14;24:21</p> <p>Noteholders (2) 9:12;13:11</p> <p>notice (4) 15:17;20:2,3,13</p> <p>NY (3) 6:13;8:6,21</p>	<p>only (3) 16:6;20:5;25:13</p> <p>Operator (1) 10:12</p> <p>order (25) 13:16,18;15:13,15, 18,21,23;16:3,5,11, 13;17:14,15,23;18:4, 5,11,16;20:8,20;22:4; 23:6,13;25:21;26:4</p> <p>original (5) 16:20;17:21;24:22, 25;25:11</p> <p>Others (1) 21:24</p> <p>otherwise (1) 24:24</p> <p>Out (7) 6:3,11;7:19;8:4; 10:15;11:22;17:18</p> <p>outcome (1) 16:11</p> <p>outlining (1) 21:11</p>	<p>17:24</p> <p>percent (1) 16:3</p> <p>performance (1) 15:4</p> <p>period (2) 15:17;20:7</p> <p>permit (1) 22:11</p> <p>person (2) 12:12;14:5</p> <p>ph (2) 11:8;22:17</p> <p>phone (9) 10:11,13;11:9,23; 12:6,20,25;22:15,24</p> <p>plan (5) 14:17;16:25;18:8; 24:7;26:19</p> <p>plans (2) 24:10,11</p> <p>playing (2) 17:10,11</p> <p>Plaza (1) 6:4</p> <p>Please (6) 10:2,5,17,21; 12:19;24:14</p> <p>pleased (1) 18:15</p> <p>pleasure (1) 13:25</p> <p>PLLC (1) 9:3</p> <p>podium (1) 17:20</p> <p>point (2) 17:18;18:21</p> <p>POLK (2) 8:18;14:11</p> <p>possible (2) 14:18;17:3</p> <p>posted (1) 15:13</p> <p>post-petition (1) 20:11</p> <p>potential (2) 13:20;19:13</p> <p>prejudice (1) 18:5</p> <p>Pre-Petition (1) 8:4</p> <p>present (1) 13:24</p> <p>presenting (2) 13:21;14:6</p> <p>presiding (1) 10:4</p> <p>previous (1) 25:9</p> <p>printed (1) 26:12</p> <p>printout (1)</p>	<p>21:15</p> <p>prior (1) 10:10</p> <p>priority (2) 21:6,10</p> <p>probably (2) 21:1;24:21</p> <p>problem (2) 12:15,19</p> <p>proceedings (1) 26:25</p> <p>process (8) 17:9,9,23;18:3,8, 22;19:25;26:18</p> <p>professional (2) 19:12;20:4</p> <p>professionals (2) 16:24;17:7</p> <p>promptly (1) 20:7</p> <p>proposal (3) 14:22;16:1,21</p> <p>proposals (2) 16:8,9</p> <p>propose (1) 23:6</p> <p>proposed (9) 15:12,15;17:14,15; 18:11,17;20:20; 25:21;26:4</p> <p>provide (2) 14:23;19:17</p> <p>provided (5) 18:11;19:4;20:2,4, 21</p> <p>providing (1) 19:17</p> <p>pulling (1) 17:19</p> <p>pursue (1) 14:16</p>
N	O	P		Q
<p>NA (3) 6:3,11;8:3</p> <p>named (2) 21:5,5</p> <p>names (1) 22:12</p> <p>nature (1) 23:23</p> <p>need (2) 16:25;20:12</p> <p>needs (1) 19:14</p> <p>negotiated (1) 22:10</p> <p>negotiation (2) 15:3;21:25</p> <p>negotiations (3) 14:3;16:23;17:13</p> <p>New (5)</p>	<p>objection (29) 15:6,17;21:3,6,13, 20,22;22:4;23:15,19, 21,24,25;24:3,6,8,9, 14,16,17,19,21,22; 25:2,4,8,9,14,16</p> <p>objections (13) 15:11;20:6,22; 21:1,4,12,23;22:25; 23:3,7,13;25:12,23</p> <p>obtain (1) 14:16</p> <p>off (1) 12:18</p> <p>offering (3) 13:20;14:22;15:4</p> <p>offerors (1) 19:13</p> <p>offers (1) 18:10</p> <p>Office (1) 6:18</p> <p>Ohio (1) 22:20</p> <p>omnibus (9) 20:22,25;21:22; 23:10,19;24:6,17; 25:7,16</p> <p>one (5) 16:1;17:8;18:21; 20:13;26:8</p> <p>ones (1) 23:8</p>	<p>page (1) 26:6</p> <p>pages (1) 21:14</p> <p>Panther (1) 22:20</p> <p>Paragraph (2) 18:4;20:8</p> <p>part (6) 12:19;18:3;19:22; 22:4;23:7,13</p> <p>participant (1) 24:7</p> <p>particular (1) 17:20</p> <p>parties (13) 13:20;14:3;16:7,7, 12;18:1;19:5;20:13, 18;22:6,23;26:22,23</p> <p>party (3) 12:13,14;20:11</p> <p>past (1) 16:22</p> <p>pattern (1) 26:17</p> <p>pay (2) 15:1;20:7</p> <p>payable (1) 24:11</p> <p>payment (2) 13:19;17:25</p> <p>Peabody (2) 7:3;11:15</p> <p>people (1) 19:1</p> <p>perceived (1)</p>	<p>qualified (1) 24:10</p> <p>quite (1) 14:2</p>	R
				<p>raised (3) 20:13;21:23;22:5</p> <p>RANDY (2) 7:23;11:21</p> <p>rather (2) 12:17;19:12</p> <p>read (1) 22:11</p> <p>really (1) 25:10</p> <p>receive (2) 10:11,13</p>

<p>received (4) 15:7;21:13;25:12; 26:3</p> <p>receiving (1) 17:24</p> <p>recently (1) 12:12</p> <p>recess (1) 26:24</p> <p>record (2) 14:11;22:12</p> <p>Recorded (1) 10:12</p> <p>records (2) 21:3;22:19</p> <p>recoveries (1) 17:12</p> <p>recreate (1) 10:14</p> <p>referenced (1) 18:9</p> <p>reflected (1) 15:12</p> <p>regard (4) 18:22;19:8,19; 22:25</p> <p>reimbursable (1) 15:22</p> <p>reimbursement (3) 13:19;16:21,24</p> <p>relate (1) 24:10</p> <p>related (2) 15:5;21:4</p> <p>relief (4) 18:6;21:21,21;22:3</p> <p>remain (1) 22:9</p> <p>remaining (1) 22:7</p> <p>remembering (1) 19:11</p> <p>reorganization (2) 14:17;26:19</p> <p>report (1) 15:11</p> <p>represents (1) 16:11</p> <p>request (2) 16:13;17:22</p> <p>requested (1) 21:22</p> <p>requesting (2) 21:21;22:3</p> <p>requests (2) 26:21,23</p> <p>require (1) 21:24</p> <p>requires (1) 21:1</p> <p>RESNICK (14) 8:24;12:6,24; 13:21,24;14:9,10,11;</p>	<p>17:13;18:9;19:21; 20:1,10;26:13</p> <p>resolution (2) 14:15;15:12</p> <p>resolve (3) 10:8;15:10;19:19</p> <p>resolved (6) 10:10;14:2,7; 15:11;21:24;22:6</p> <p>resources (1) 14:21</p> <p>respect (1) 18:6</p> <p>response (3) 21:20;22:5;23:14</p> <p>responses (5) 21:13;23:24;24:8; 25:2;26:3</p> <p>responsibility (1) 19:2</p> <p>review (5) 18:22;19:2,3,8,14</p> <p>reviewed (1) 19:24</p> <p>revised (2) 15:12;20:20</p> <p>right (34) 10:16;12:5,23; 13:1,4,10,15;14:8; 16:16;18:18;19:21; 20:9,14,17,17,19; 22:2;23:1,9,12;24:2, 15;25:3,15,22;26:5,9, 10,11,18,20,22,24</p> <p>rights (4) 13:20;14:22;15:4; 18:5</p> <p>rise (1) 10:2</p> <p>Robert (1) 22:19</p> <p>Royalty (1) 26:7</p>	<p>16:2;18:6</p> <p>seems (1) 12:14</p> <p>sent (3) 15:13;19:5,9</p> <p>separated (1) 21:7</p> <p>series (1) 17:13</p> <p>seriously (1) 17:8</p> <p>Service (1) 22:17</p> <p>Services (2) 11:18;22:21</p> <p>session (1) 10:3</p> <p>set (3) 16:21;20:8,24</p> <p>settled (1) 23:14</p> <p>Seventh (2) 8:5;24:6</p> <p>several (1) 21:13</p> <p>shall (1) 18:5</p> <p>show (1) 25:10</p> <p>showing (2) 24:22,24</p> <p>shown (1) 18:14</p> <p>side (1) 17:20</p> <p>significant (2) 14:19;16:23</p> <p>similar (3) 18:6;21:21;25:8</p> <p>simply (2) 23:22,25</p> <p>site (1) 15:14</p> <p>sixth (1) 23:19</p> <p>small (1) 24:24</p> <p>solely (1) 15:2</p> <p>soon (1) 14:18</p> <p>Sort (2) 16:19;17:19</p> <p>sorts (1) 19:23</p> <p>sounds (2) 12:21,22</p> <p>sources (1) 17:3</p> <p>South (1) 6:19</p> <p>SPEAKER (2) 12:11,16</p>	<p>special (3) 17:25;25:19;26:1</p> <p>specific (1) 23:2</p> <p>specifically (1) 21:4</p> <p>St (7) 6:6,21;7:6,14,22; 8:14;14:1</p> <p>State (1) 22:18</p> <p>statement (2) 16:14;26:8</p> <p>STATES (9) 6:17,18;10:2; 11:12;15:6;18:4,13; 19:5;20:5</p> <p>STEPHEN (1) 9:16</p> <p>Steve (1) 10:24</p> <p>still (1) 21:24</p> <p>STITES (1) 9:3</p> <p>stonewalling (1) 18:14</p> <p>stop (1) 15:21</p> <p>Street (3) 6:19;8:12;9:5</p> <p>strikes (2) 17:15,16</p> <p>structuring (1) 14:22</p> <p>submit (1) 23:6</p> <p>submitted (3) 17:14;25:21;26:4</p> <p>subsequently (2) 25:1,12</p> <p>substantial (1) 14:20</p> <p>Suite (6) 6:5,20;7:5,13,21; 9:6</p> <p>summer (2) 10:25;11:9</p> <p>superseded (4) 24:18,19,23;25:9</p> <p>superseding (1) 25:1</p> <p>support (1) 16:20</p> <p>supports (1) 18:16</p> <p>sure (2) 19:15;20:1</p> <p>Surratt-States (1) 10:4</p> <p>SUSAN (2) 7:8;11:14</p> <p>sustain (9)</p>	<p>23:7,13,25;24:2,13, 15;25:3,14,15</p> <p>sustained (1) 23:15</p> <p>sustaining (1) 22:4</p> <hr/> <p style="text-align: center;">T</p> <hr/> <p>talked (1) 17:16</p> <p>talking (2) 16:6,6</p> <p>TEASDALE (2) 7:2;11:15</p> <p>telephone (3) 10:8,23;26:22</p> <p>Telephonic (1) 10:12</p> <p>TELEPHONICALLY (7) 6:15;8:8,23,24;9:9, 16;14:6</p> <p>ten (1) 16:2</p> <p>tenth (1) 19:11</p> <p>terms (1) 15:3</p> <p>Therefore (1) 18:15</p> <p>thereof (1) 21:8</p> <p>thereto (1) 15:5</p> <p>third (1) 21:22</p> <p>thirty (2) 20:2,6</p> <p>though (2) 12:22;16:13</p> <p>thus (1) 14:6</p> <p>Tire (1) 22:22</p> <p>today (7) 20:25;21:15,21; 22:24;24:1,14,20</p> <p>travel (2) 14:1,4</p> <p>Treasury (1) 22:18</p> <p>treated (1) 18:2</p> <p>treatment (1) 17:25</p> <p>trip (1) 14:1</p> <p>Trustee (11) 6:18;11:13;15:6,9, 18;16:2;17:21;18:14; 19:6;20:5;22:19</p> <p>trying (1) 14:5</p>
---	--	--	---	---

tweaking (1) 19:15	12:3	10th (1) 6:19	
twelve (1) 24:20	watch (1) 14:5	11 (2) 14:13;15:25	7
twenty (1) 15:17	Web (1) 15:14	111 (1) 6:19	767 (1) 6:12
two (4) 14:19;15:15;25:13, 14	WEIL (2) 6:10;11:10	1113 (1) 14:15	7700 (1) 7:4
types (1) 21:11	welcomed (1) 18:2	1114 (1) 14:15	7701 (2) 7:12,20
U	WERNER (1) 8:10	1221 (1) 8:12	787 (1) 8:5
	West (1) 9:5	1800 (2) 7:5;9:6	
UMWA (1) 14:15	what's (2) 10:15;19:24	190 (1) 6:4	
uncontested (1) 26:16	whereby (1) 15:23	2	
under (1) 12:20	Whereupon (1) 26:25	2 (2) 21:14;26:6	
unequivocally (1) 18:4	whose (1) 22:9	20 (2) 22:1;23:16	
unexpected (1) 18:14	WILLARD (8) 10:21,22,25;16:14, 16,17,17;18:19	20th (1) 26:11	
UNIDENTIFIED (2) 12:11,16	WILLIARD (1) 11:3	3	
UNISON (1) 10:6	WILLKIE (2) 8:2;11:23	3 (2) 20:8;21:14	
UNITED (10) 6:17,18;8:11;10:2; 11:12;12:4;15:6; 18:13;19:5;20:5	wish (2) 16:14;20:18	4	
unless (2) 16:12;20:12	within (1) 20:6	400 (1) 9:5	
unsecured (2) 10:23;17:12	work (3) 14:14,18;15:21	40202 (1) 9:7	
up (1) 16:2	Workers (2) 8:11;12:4	4342 (1) 21:16	
upon (1) 15:18	working (1) 15:8	450 (1) 8:20	
use (1) 10:9	worse (1) 18:1	5	
V	Y	500 (2) 7:13,21	
validity (1) 23:23	yesterday (2) 15:13;19:9	6	
Veritas (1) 26:1	York (5) 6:13;8:6,21;9:14, 14	6 (1) 18:4	
versus (1) 26:7	1	6.353 (1) 6:20	
via (1) 22:15	10:58 (1) 26:25	600 (1) 6:5	
viewed (1) 16:5	10017 (1) 8:21	601 (1) 9:13	
W	10019 (1) 8:6	63102 (1) 6:21	
Walsh (3) 10:9,19;26:13	10022-4611 (1) 9:14	63103 (1) 8:14	
WARDWELL (2) 8:18;14:11	10153 (1) 6:13	63105 (4) 6:6;7:6,14,22	
Warner (1)			

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

In re: Debtor(s):
Patriot Coal Corporation

Case No.: 12-51502 -A659

CHAPTER 11

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

To: All Persons of Record at Hearing

A transcript of the proceeding held on July 23, 2013 was filed on July 24, 2013.

The following deadlines apply:

If you wish to have personal data identifiers redacted from the transcript, a *Request for Transcript Redaction* must be filed within 7 days of the date of this notice: July 31, 2013. Personal data identifiers **include: social security numbers, financial account numbers, names of minor children, and dates of birth**. If no such request is filed within the allotted time, the Court will presume redaction of personal data identifiers is not necessary.

Any party seeking redaction shall file a *Statement of Transcript Redactions* identifying the location of the personal data identifiers sought to be redacted within 21 days of the date of this notice: August 14, 2013. The party filing the statement shall serve it by regular mail upon all parties at the hearing and shall include a Certificate of Service listing the date and parties served. The *Statement of Transcript Redactions* event will be restricted from public view and cannot be served electronically through the CM/ECF system. If no *Statement of Transcript Redactions* is filed within the allotted time, the Court will presume redaction of personal identifiers is not necessary.

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

If a request for redaction is filed, the redacted transcript is due within 31 days of the date of this notice: August 26, 2013.

The transcript may be made available for remote electronic access upon expiration of the restriction period, which is 90 days from the date of filing of the transcript: October 22, 2013, unless extended by court order. However, during this 90-day period the transcript is available for viewing only during normal business hours at the Clerk's office.

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

FOR THE COURT:

/s/Dana C. McWay
Clerk of Court

Dated: 7/24/13

Copies Mailed To:

Brian C. Walsh, Bryan Cave LLP, 211 N. Broadway Suite 3600, St. Louis, MO. 63102
Rev. 12/10