

**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)**

**THIRD 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 Third 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, the Supplemental Declaration of Lloyd A. Palans dated February 1, 2013 [Dkt. No. 2660], and the Second Supplemental Declaration of Lloyd A. Palans dated May 24, 2013 [Dkt. No. 4073] (the “Prior

Declarations”). Capitalized terms not defined in this Third Supplemental Declaration have the meanings given thereto in the Application.

3. In the Application, I identified AON Risk, an insurance broker for 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 AON Risk on matters unrelated to the Debtors

4. The Debtors have identified Aramark Uniform Services as an interested party in these cases. Bryan Cave represents Aramark Uniform Services on matters unrelated to the Debtors.

5. In the Application, I identified Duff & Phelps Corporation, a professional in these cases and a party involved in a Rule 2004 examination, as a former client or affiliate of a former client of Bryan Cave. Bryan Cave has been engaged subsequently to represent an affiliate of Duff & Phelps Corporation on matters unrelated to the Debtors.

6. Fairchild International is a creditor in these cases, and the Debtors have filed an objection to certain claims filed by Fairchild International. Bryan Cave represents affiliates of Fairchild International on matters unrelated to the Debtors.

7. Morgan Stanley & Co. LLC has appeared in these cases in connection with a Rule 2004 examination. Bryan Cave represents Morgan Stanley on matters unrelated to the Debtors.

8. 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 July
25, 2013.

/s/ Lloyd A. Palans
Lloyd A. Palans