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*Counsel to Wilmington Trust Company,
as Indenture Trustee for 8.25%
Senior Unsecured Notes Due 2018*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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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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**JOINDER OF WILMINGTON TRUST COMPANY, AS INDENTURE TRUSTEE,
TO DEBTORS' AND OFFICIAL COMMITTEE OF UNSECURED CREDITORS'
OBJECTIONS TO MOTIONS TO TRANSFER VENUE OF DEBTORS' CASES**

TO: THE HONORABLE SHELLEY C. CHAPMAN,
UNITED STATES BANKRUPTCY JUDGE

Wilmington Trust Company ("Wilmington"), as indenture trustee for \$250 million principal amount of 8.25% Senior Unsecured Notes due 2018 (the "Senior Notes") issued by Patriot Coal Corporation ("Patriot") and guaranteed by each of the other above-captioned debtors and debtors in possession (together with Patriot, the "Debtors"),¹ by and through its undersigned

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,

counsel, hereby joins in the Objections (the “Objections”) of the Debtors and Official Committee of Unsecured Creditors (the “Committee”) to (a) the Corrected Motion of the United Mine Workers of America Pursuant to 28 U.S.C. § 1412 and Rule 1014, Fed. R. Bankr. Proc., to Transfer the Case to the Southern District of West Virginia, (b) the Sureties’ Motion to Transfer Jointly Administered Cases to Southern District of West Virginia and (c) the United States Trustee’s Motion, Pursuant to 28 U.S.C. § 1412 and Fed. R. Bankr. P. 1014(A)(1), to Transfer Venue Of These Cases in the Interest of Justice (collectively, the “Venue Motions”). In support thereof, Wilmington respectfully represents:

1. Wilmington, as the indenture trustee for \$250 million principal amount of Senior Notes, is the Debtors’ single largest unsecured creditor. Wilmington is a creditor of each of the Debtors.

2. Wilmington’s principal place of business is located in Wilmington, Delaware. Wilmington routinely appears and otherwise transacts business in New York. Wilmington’s

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; (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.

counsel in these cases is located in New York. New York is the most convenient venue for Wilmington to participate in the above-captioned cases. As described in the Objections, West Virginia is a particularly inconvenient venue for Wilmington and virtually all other parties in interest.

3. The movants seek to transfer these cases to Charleston, West Virginia on the purported basis that such transfer would be “for the convenience of the parties” and in the “interests of justice.” In substance, however, the Venue Motions represent an attempt by certain creditors with claims against a small subset of the Debtors (which do not own the Debtors’ primary assets) to shift inconvenience away from themselves to the vast majority of the other interested parties in these cases (including the Debtors, the Committee, the holders of the bulk of unsecured claims against the Debtors, the vast majority of professionals employed in these cases and, to the extent the location of the Court is genuinely relevant to employees and retirees, the many employees and retirees who do not reside or work in West Virginia). It appears that certain of the movants believe that they will fare better substantively, under applicable law, if the Debtors’ cases are moved to a Court in West Virginia.

4. Moreover, it cannot be in the “interests of justice” to transfer these cases when (i) all parties concede that venue is, in the first instance, proper in this District, (ii) the costs to the Debtors’ estates and their creditors would be material in the event of a transfer of venue to West Virginia, and (iii) the primary interested parties in these cases (including the holders of the bulk of unsecured claims against the Debtors) object to the transfer of venue to West Virginia. The movants’ arguments cannot outweigh the convenience to all parties and the efficiencies presented by allowing these cases to remain in New York, a proper venue under the statute.

5. Wilmington joins in the Debtors' and the Committee's Objections to the Venue Motions. The Venue Motions should be denied for the following, among other, reasons:

- It is undisputed that venue for the above-captioned cases is proper in the Southern District of New York under 28 U.S.C. §§ 1408(1) and 1408(2). Two of the Debtors, Beaver Dam Holdings, LLC and PCX Enterprises, Inc. (the "New York Debtors"), are New York corporations and the remainder of the Debtors are affiliates of the New York Debtors.
- When venue of a chapter 11 case is proper, the debtor's choice of forum should be accorded "great weight and deference." *In re Manville Forest Products, Inc.*, 896 F.2d 1384, 1390-91 (2d Cir 1990); *see also In re Enron Corp.*, 274 B.R. 327, 342 (Bankr. S.D.N.Y. 2002) ("Enron I").
- In determining whether to transfer venue under 28 U.S.C. § 1412, courts will perform a "convenience analysis" that takes into consideration the following six factors: "(1) the proximity of creditors of every kind to the court; (2) the proximity of the bankrupt (debtor) to the court; (3) the proximity of witnesses necessary to administration of the estate; (4) the location of the assets; (5) the economic administration of the estate; [and] (6) the necessity for ancillary administration..." *In re Garden Manor Assocs., L.P.*, 99 B.R. 551, 553 (Bankr. S.D.N.Y. 1988) (internal quotations) omitted); *see also Enron I*, 274 B.R. at 343.
- Of the six "Enron I" factors, the "economic administration of the estate" is the most important. *Id.* Courts place "little emphasis on the location of the assets" and "discount[] the consideration concerning ancillary administration." *See Id.*, at 344; n.14.

- Significantly, the creditors represented by the movants only hold claims against a limited number of the Debtors and do not hold claims against the jointly administered for procedural purposes only Debtors, which own the primary assets - - *i.e.*, the mines. In contrast, Wilmington, as indenture trustee for the Senior Notes, holds claims against all of the Debtors (including the Debtors that own the mines, many of which do not employ union employees).
- New York clearly is more accessible to virtually all of the interested parties in these cases than West Virginia. As this Court has noted:

“New York is one of the world’s most accessible locations. New York is served by three airports with international flights, as well as major rail stations making it accessible to parties in interest located worldwide. It is convenient with respect to both the diversity of locations served and the frequency of service provided.” *Enron I*, 274 B.R. at 339.

- As detailed in the Committee’s Objection, by contrast, there is only one direct flight each day from New York to West Virginia (on a plane with fewer than forty seats) and no direct flights to Charleston from many other cities (including (i) Wilmington, Delaware, where Wilmington is located, (ii) St. Louis, Missouri, where the majority of the Debtors’ executive management team and its corporate headquarters are located, and (iii) many of the cities where other parties in interest, including members of the Creditors’ Committee, are located). The lack of options for travel to and from West Virginia would make participation in hearings impractical for the vast majority of the parties and professionals who will be active in these cases.
- As detailed in the Debtors’ Objection, the Debtors’ and other parties’ ties to West Virginia are minimal. For example: (i) the Debtors’ largest unsecured creditor,

Wilmington, has no ties to West Virginia; (ii) forty of the Debtors' largest unsecured creditors, holding approximately 98% of the Debtors' unsecured claims pool, are located outside of West Virginia; (iii) the Debtors' corporate headquarters and executive offices are located in St. Louis, Missouri; and (iv) virtually all of the Debtors' pre-petition debt instruments, and both of their DIP agreements, which collectively total over \$1.25 billion, are governed by New York law or contain a New York forum selection clause.

- The professionals retained in these cases are concentrated in New York. Virtually every professional engaged by the major parties in these chapter 11 cases, including UMWA's counsel, is located or maintains offices in New York. These professionals are the individuals whose presence is most often necessary or required at court or in business negotiations.
- Potential witnesses, including the Debtors' personnel, would be materially disadvantaged by the proposed transfer of venue to West Virginia. Most of the witnesses (including the Debtors' management) that will appear in these cases are located outside of West Virginia. To the extent any witnesses located outside of New York are needed for a particular hearing in New York, subject to court approval, the witness could be videotaped, or attend via teleconference or videoconference. *See Enron I*, 274 B.R. at 347.
- While a transfer to West Virginia may be more convenient for a limited number of creditors (of a small subset of the Debtors), most of these creditors will likely have little or no active role in court proceedings. The major participant on behalf of the Debtors' present and former employees will not be the individuals, but the

unions to which those individuals belong that are acting as such individuals' representative and exclusive bargaining agents. Significantly, the UMWA is not located in West Virginia.

6. The movants have not met, and cannot meet, their heavy burden to show that it would be more convenient for parties in interest or in the interests of justice to transfer venue out of the Southern District of New York to West Virginia. For the reasons set forth herein and in the Debtors' and the Committee's Objections, among others, the Court should deny the Venue Motions.

WHEREFORE, Wilmington respectfully requests that the Court: (i) deny the Venue Motions; and (ii) grant such other and further relief as the Court deems just and proper.

Dated: August 31, 2012
New York, New York

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