

**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 MATTHEW A. MAZZUCCHI IN
SUPPORT OF APPLICATION TO EMPLOY HOULIHAN LOKEY CAPITAL, INC. AS
FINANCIAL ADVISOR AND INVESTMENT BANKER FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

MATTHEW A. MAZZUCCHI, makes this declaration under 28 U.S.C. § 1746, and states the following:

1. I am a Managing Director of Houlihan Lokey Capital, Inc. (“**Houlihan Lokey**”) and I am duly authorized to make this third supplemental declaration (“**Third Supplemental Declaration**”) on behalf of Houlihan Lokey.

2. I submit this Third Supplemental Declaration in support of Houlihan Lokey’s retention application (the “**Houlihan Lokey Retention Application**”)¹ filed in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) and in furtherance of Houlihan Lokey’s ongoing disclosure obligations under Rule 2014 of the Federal Rules of Bankruptcy Procedure

¹ Application of the Official Committee of Unsecured Creditors of Patriot Coal Corporation, *et al.*, for an Order Authorizing and Approving the Employment and Retention of Houlihan Lokey Capital Inc. as Financial Advisor and Investment Banker, *Nunc Pro Tunc* to July 24, 2012, ECF No. 819. Capitalized terms used and not defined herein shall have the meanings ascribed to such terms in the Houlihan Lokey Retention Application.

and pursuant to that certain Order of the Court² authorizing the employment of Houlihan Lokey as Financial Advisor and Investment Banker for the Official Committee of Unsecured Creditors (the “**Committee**”) of the above captioned debtors and debtors-in-possession (collectively, the “**Debtors**”).³ This Third Supplemental Declaration supplements the disclosures provided in the declarations in support of the Houlihan Lokey Retention Application dated September 27, 2012, December 13, 2012 and September 5, 2013 (the “**Prior Declarations**”).

3. Unless otherwise stated in this Third Supplemental Declaration, I have personal knowledge of the facts hereinafter set forth.

4. Since the filing of the Prior Declarations, Brody Mining, LLC and Patriot Ventures LLC (the “**New Debtors**”) commenced Chapter 11 cases on September 23, 2013. On September 26, 2013, the Court granted Debtors’ Motion for Joint Administration of Brody Mining, LLC, Case No. 13-48727 and Patriot Ventures LLC, Case No. 13-48728 with Lead Case No. 12-51502.⁴

5. In connection with the filing of the New Debtors’ petitions, using the procedures described in the Prior Declarations, Houlihan Lokey conducted a search of its conflicts database using the names listed on a list provided by the Debtors of the principal parties in interest in the New Debtors’ Chapter 11 cases which were not already searched for in Houlihan Lokey’s most

² Order Authorizing and Approving the Retention and Employment of Houlihan Lokey Capital Inc. as Financial Advisor and Investment Banker to the Official Committee of Unsecured Creditors of Patriot Coal Corporation, *et al.*, Effective *Nunc Pro Tunc* to July 24, 2012, Dec. 18, 2012, ECF No. 1773.

³ In addition to Patriot Coal Corporation, there are 100 other Debtors in these jointly administered proceedings. A complete list of the Debtors in these Chapter 11 Cases may be found attached hereto as Exhibit B. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors’ chapter 11 petitions.

⁴ See Case No. 13-48727, ECF No. 16 and Case No. 13-48728, ECF No. 16.

recent conflicts check, the results of which were included in the Declaration of Matthew A. Mazzucchi dated September 5, 2013 (incremental names are listed on Exhibit A hereto).

6. The search described above revealed no connections requiring disclosure.

7. As part of its practice, Houlihan Lokey advises in numerous cases and transactions involving many different professionals, including accountants, attorneys, financial consultants and investment bankers, some of whom may represent claimants and parties-in-interest in the Debtors' chapter 11 case. In addition, Houlihan Lokey has in the past, and will likely in the future, work with or against other professionals involved in this case in matters unrelated to this case. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these business relations constitute interests materially adverse to the Committee, the Debtors, the New Debtors, or their estates.

8. Based on the foregoing, insofar as I have been able to ascertain after diligent inquiry, I continue to believe that Houlihan Lokey does not hold or represent an interest adverse to the Committee, the Debtors, the New Debtors, or their estates in the matters upon which Houlihan Lokey is employed, and Houlihan Lokey remains "disinterested" as such term is defined in section 101(14) of title 11 of the United States Code.

9. To the extent that any information disclosed herein requires subsequent amendment or modification upon Houlihan Lokey's completion of further analysis or if any new, material, relevant facts or relationships are discovered, one or more supplemental declarations on behalf of Houlihan Lokey will be submitted to the Court reflecting such amended or modified information.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true
and correct to the best of my knowledge.

Dated: Dallas, Texas
October 23, 2013


Matthew A. Mazzuechi

EXHIBIT A

Incremental Parties in Interest

Subsidiaries

Rhino Eastern JV Holding Company LLC
WWMV JV Holding Company LLC

Former Officers, Directors, and Affiliates

The Brody Trust
Anthony Cline
Clayton Cline
Danny Robinette
Brian Rowe

Largest Unsecured Creditors

Analabs, Inc.
Industrial Design Products, Inc.
United Bank, Inc.

Former Joint-Venture Parties

Ralph L. Ballard, III
Shawn P. George
Andrew A. Payne, III
James K.T. Payne

EXHIBIT B

(Debtor Entities)

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. Brody Mining, LLC
11. Brook Trout Coal, LLC
12. Catenary Coal Company, LLC
13. Central States Coal Reserves of Kentucky, LLC
14. Charles Coal Company, LLC
15. Cleaton Coal Company
16. Coal Clean LLC
17. Coal Properties, LLC
18. Coal Reserve Holding Limited Liability Company No. 2
19. Colony Bay Coal Company
20. Cook Mountain Coal Company, LLC
21. Corydon Resources LLC
22. Coventry Mining Services, LLC
23. Coyote Coal Company LLC
24. Cub Branch Coal Company LLC
25. Dakota LLC
26. Day LLC
27. Dixon Mining Company, LLC
28. Dodge Hill Holding JV, LLC
29. Dodge Hill Mining Company, LLC
30. Dodge Hill of Kentucky, LLC
31. EACC Camps, Inc.
32. Eastern Associated Coal, LLC
33. Eastern Coal Company, LLC
34. Eastern Royalty, LLC
35. Emerald Processing, L.L.C.
36. Gateway Eagle Coal Company, LLC
37. Grand Eagle Mining, LLC
38. Heritage Coal Company LLC
39. Highland Mining Company, LLC
40. Hillside Mining Company
41. Hobet Mining, LLC
42. Indian Hill Company LLC
43. Infinity Coal Sales, LLC
44. Interior Holdings, LLC
45. IO Coal LLC
46. Jarrell's Branch Coal Company
47. Jupiter Holdings LLC
48. Kanawha Eagle Coal, LLC
49. Kanawha River Ventures I, LLC
50. Kanawha River Ventures II, LLC
51. Kanawha River Ventures III, LLC
52. KE Ventures LLC
53. Little Creek LLC
54. Logan Fork Coal Company
55. Magnum Coal Company LLC
56. Magnum Coal Sales LLC
57. Martinka Coal Company, LLC
58. Midland Trail Energy LLC
59. Midwest Coal Resources II, LLC
60. Mountain View Coal Company, LLC
61. New Trout Coal Holdings II, LLC
62. Newtown Energy, Inc.
63. North Page Coal Corp.
64. Ohio County Coal Company, LLC
65. Panther LLC
66. Patriot Beaver Dam Holdings, LLC
67. Patriot Coal Company, L.P.
68. Patriot Coal Corporation
69. Patriot Coal Sales LLC
70. Patriot Coal Services LLC
71. Patriot Leasing Company LLC
72. Patriot Midwest Holdings, LLC
73. Patriot Reserve Holdings, LLC
74. Patriot Trading LLC
75. Patriot Ventures LLC
76. PCX Enterprises, Inc.
77. Pine Ridge Coal Company, LLC
78. Pond Creek Land Resources, LLC
79. Pond Fork Processing LLC
80. Remington Holdings LLC
81. Remington II LLC
82. Remington LLC
83. Rivers Edge Mining, Inc.
84. Robin Land Company, LLC
85. Sentry Mining, LLC
86. Snowberry Land Company
87. Speed Mining LLC
88. Sterling Smokeless Coal Company, LLC
89. TC Sales Company, LLC
90. The Presidents Energy Company LLC
91. Thunderhill Coal LLC
92. Trout Coal Holdings, LLC
93. Union County Coal Co., LLC
94. Viper LLC
95. Weatherby Processing LLC
96. Wildcat Energy LLC
97. Wildcat, LLC
98. Will Scarlet Properties LLC
99. Winchester LLC
100. Winifrede Dock Limited Liability Company
101. Yankeetown Dock, LLC