

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re

PATRIOT COAL CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 12-51502-659

(Jointly Administered)

Objection Deadline:

November 5, 2013 at 9:00 a.m.

(prevailing Central Time)

Proposed Hearing Date:

November 6, 2013 at 10:00 a.m.

(prevailing Central Time)

Re: ECF No. 4905

**MOTION TO EXPEDITE DEBTORS' MOTION FOR AN ORDER
AUTHORIZING THE DEBTORS TO (I) ENTER INTO DOCUMENTS IN
CONNECTION WITH EXIT FINANCING, (II) INCUR AND PAY ASSOCIATED
FEES, COSTS AND EXPENSES AND (III) FURNISH RELATED INDEMNITIES**

Patriot Coal Corporation and its subsidiaries that are debtors and debtors in possession in these proceedings respectfully seek a waiver of paragraph 12(a) of the Court's Order Establishing Certain Notice, Case Management and Administrative Procedures [ECF No. 3361] (the "**Case Management Order**") with respect to the *Debtors' Motion for an Order Authorizing the Debtors to (i) Enter into Documents in Connection with Exit Financing, (ii) Incur and Pay Associated Fees, Costs and Expenses and (iii) Furnish Related Indemnities* [ECF No. 4905] (the "**Motion**")² and scheduling

¹ The Debtors are the entities listed on Schedule 1 attached hereto. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors' chapter 11 petitions.

² Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to such term in the Motion.

the Motion for hearing at the Debtors' scheduled hearing on November 6, 2013 at 10:00 a.m. (prevailing Central Time).

BACKGROUND AND JURISDICTION

1. On July 9, 2012 (the "**Petition Date**"), each Debtor other than Brody Mining, LLC and Patriot Ventures LLC (collectively, the "**Initial Debtors**") commenced with the United States Bankruptcy Court for the Southern District of New York (the "**SDNY Bankruptcy Court**") a voluntary case under chapter 11 of the Bankruptcy Code. On December 19, 2012, the SDNY Bankruptcy Court entered an order transferring the Initial Debtors' chapter 11 cases to this Court (the "**Transfer Order**") [ECF No. 1789]. Subsequently, Brody Mining, LLC and Patriot Ventures LLC (together, the "**New Debtors**") each commenced its chapter 11 case by filing a petition for voluntary relief with this Court on September 23, 2013. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Initial Debtors' cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the Joint Administration Order entered on July 10, 2012 [ECF No. 30], and the New Debtors' cases are being jointly administered with the Initial Debtors' cases pursuant to Bankruptcy Rule 1015(b) and the Order Directing Joint Administration of Chapter 11 Cases entered by this Court on September 27, 2013 in each of the New Debtors' chapter 11 cases.

2. By the Motion, the Debtors seek entry of an order authorizing the Debtors to: (a) enter into (i) an engagement letter (the "**Facilities Engagement Letter**") with Barclays Bank PLC ("**Barclays**"), Deutsche Bank AG New York Branch ("**DBNY**") and Deutsche Bank Securities Inc. (collectively with DBNY and Barclays, the "**Facilities**

Parties”), (ii) a fee letter with the Facilities Parties (the “**Facilities Fee Letter**” and together with the Facilities Engagement Letter, the “**Facilities Engagement Documents**”), (iii) an engagement letter (the “**L/C Engagement Letter**”) with Barclays (Barclays, in its capacity as an engagement party under the L/C Engagement Letter and its other capacities described therein, together with the Facilities Parties, the “**Engagement Parties**”) and (iv) a fee letter with Barclays (collectively with the Facilities Fee Letter, Facilities Engagement Documents and the L/C Engagement Letter, the “**Engagement Documents**”); (b) incur and pay associated fees and expenses in connection with the Engagement Documents and (c) furnish related indemnities.

3. This Court has subject matter jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b) and may be heard and determined by this Court. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

BASIS FOR RELIEF

4. The Debtors are now well-positioned to complete the last critical step of their restructuring plan: securing senior exit financing in order to fund the Debtors’ obligations under the *Debtors’ Second Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code* [ECF No.4870] (as may be amended or modified from time to time, the “**Plan**”) and provide sufficient working capital to the reorganized Debtors upon emergence from chapter 11. During the past several weeks, the Debtors have engaged in an extensive process to obtain exit financing commitments from financial institutions. After reviewing multiple proposals and negotiating with various parties, the Debtors have selected the Engagement Parties to structure, arrange and syndicate: (a) an exit senior secured term loan facility in an aggregate principal amount

of \$250,000,000 (the “**Term Loan Facility**”); (b) an exit senior secured asset-based revolving credit facility in an aggregate principal amount of \$125,000,000 (the “**ABL Facility**”); and (c) a letter of credit facility in an aggregate amount not to exceed \$200 million (the “**L/C Facility**” and, together with the Term Loan Facility and the ABL Facility, the “**Exit Facilities**”).

5. Exit financing is the last essential component for the Debtors’ successful reorganization and emergence from bankruptcy. Moreover, obtaining the financing contemplated by the Exit Facilities is a condition to the consummation of the Rights Offerings (as defined in the Plan) and the effectiveness of the Debtors’ settlement with Peabody, both of which are cornerstones of the Plan and the Debtors’ successful restructuring. Delaying consideration of the Motion may jeopardize the Debtors’ ability to successfully emerge from chapter 11. The Debtors submit that no party in interest will be prejudiced by shortening the otherwise applicable objection period to 4 days, with a hearing to be held on November 6, 2013 at 10:00 a.m. (prevailing Central Time). Further, the Debtors will forgo any opportunity to file a reply to any objection to the Motion. Accordingly, cause exists to grant the expedited relief requested herein.

NOTICE

6. Consistent with the Case Management Order, the Debtors will serve notice of this motion on the Core Parties and the Backstop Parties. All parties who have requested electronic notice of filings in these cases through the Court’s ECF system will automatically receive notice of this motion through the ECF system no later than the day after its filing with the Court. A copy of this motion and any order approving it will also be made available on the Debtors’ Case Information Website (located at www.patriotcaseinfo.com).

WHEREFORE the Debtors respectfully request that the Court enter an order scheduling the Motion for hearing on an expedited basis at the Debtors' hearing scheduled for November 6, 2013 at 10:00 a.m. (prevailing Central Time).

Dated: October 31, 2013
New York, New York

Respectfully submitted,

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SCHEDULE 1
(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