

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION**

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In re:	)	Chapter 11
	)	
PATRIOT COAL CORPORATION, <i>et al.</i> ,	)	Case No. 12-51502-659
	)	
Debtors.	)	Jointly Administered

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**SECOND SUPPLEMENTAL VERIFIED STATEMENT PURSUANT TO  
RULE 2019 OF FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Kirkland & Ellis LLP (“K&E”) hereby makes the following second supplemental verified statement (the “Second Supplemental Verified Statement”) under Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) in connection with K&E’s representation of certain creditors (the “Ad Hoc Group”) in the above-captioned chapter 11 cases of Patriot Coal Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”).

1. On April 19 and April 22, 2013, verified statements under Bankruptcy Rule 2019 were filed on behalf of the Ad Hoc Group by counsel other than K&E.<sup>1</sup>

2. On July 22, 2013, K&E filed its notice of appearance on behalf of the Ad Hoc Group [ECF No. 4346]. On July 24, 2013, K&E filed an amended notice of appearance on behalf of the Ad Hoc Group [ECF No. 4366].

3. On October 10, 2013, K&E filed a *Supplemental Verified Statement Pursuant to Rule 2019 of Federal Rules of Bankruptcy Procedure* [ECF No. 4765].

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<sup>1</sup> See *Verified Statement of Robbins, Russell, Englert, Orseck, Untereiner & Sauber LLP Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure* [ECF No. 3751]; *Verified Statement of Goldstein & Pressman, P.C. Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure* [ECF No. 3782].

4. In accordance with Bankruptcy Rule 2019, K&E hereby files this Second Supplemental Verified Statement to update the claims held by the Ad Hoc Group.

5. The present members of the Ad Hoc Group hold claims or manage or advise certain funds that hold claims against the Debtors' estates arising from either the 8.25% Senior Notes due 2018 (the "Senior Notes") and that certain Superpriority Secured Debtor-in-Possession Credit Agreement, dated as of July 9, 2012 (the "First Out DIP Facility"). Pursuant to Bankruptcy Rule 2019, attached hereto as **Exhibit A** is a list of the names, addresses, and "the nature and amount of all disclosable economic interests" held by each present member of the Ad Hoc Group in relation to the Debtors as of the date of this Second Supplemental Verified Statement.

6. K&E holds administrative expense claims against the Debtors in connection with this Court's *Order Authorizing and Approving the Payment of Fees and Reimbursement of Expenses of Potential Rights Offering Backstop Parties*, entered on July 26, 2013 [ECF No. 4385] and this Court's *Order Pursuant to 11 U.S.C. §§ 363(b)(1) and 105(a) (i) Authorizing Entry into a Backstop Purchase Agreement, (ii) Authorizing the Debtors to Conduct the Rights Offerings in Connection with the Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and (iii) Approving Rights Offerings Procedures*, entered on November 7, 2013 [ECF No. 4967]. Upon information and belief formed after due inquiry, K&E does not hold any equity interests in the Debtors.

7. Each member of the Ad Hoc Group separately has requested that K&E serve as its counsel in connection with this representation. Each member of the Ad Hoc Group is aware of and has consented to K&E's simultaneous representation of each other member in these chapter 11 cases.

8. Nothing contained in this Second Supplemental Verified Statement (or **Exhibit A**) shall be construed as a limitation upon, or waiver of, any rights of any Ad Hoc Group member to assert, file and/or amend its claims in accordance with applicable law and any orders entered in these chapter 11 cases.

9. K&E will amend or supplement this Second Supplemental Verified Statement as necessary to comply with Bankruptcy Rule 2019.

I verify under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information and belief.

Dated: November 8, 2013

*/s/ Stephen E. Hessler*

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**EXHIBIT A**

<b>Party and Address</b>	<b>Nature and Amount of Holdings</b>
Knighthead Capital Management, LLC 1140 Avenue of the Americas, 12th Floor New York, NY 10036	\$70,356,000 of Senior Notes
Davidson Kempner Capital Management LLC 65 East 55th Street, 19th Floor New York, NY 10022	\$13,000,000 of Senior Notes \$35,000,000 of First Out DIP Facility

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a copy of the foregoing Second Supplemental Verified Statement Pursuant to Rule 2019 of Federal Rules of Bankruptcy Procedure was filed on November 8, 2013 using the Court's CM/ECF system, which sent a copy to all parties receiving electronic notices in this case.

/s/ Stephen E. Hessler

Stephen E. Hessler