

RESTRUCTURING TRANSACTIONS

As referenced in Section 5.6(c) of the Plan, on or after the Effective Date, including after the cancellation and discharge of all Claims pursuant to the Plan and before the issuance of the New Common Stock, the Reorganized Debtors may engage in or take such actions as may be necessary or appropriate to effect corporate restructurings of their respective businesses, including actions necessary to simplify, reorganize and rationalize the overall reorganized organizational structure of the Reorganized Debtors (together, the “**Restructuring Transactions**”). The Restructuring Transactions may include (a) dissolving companies or creating new companies (including limited liability companies), (b) merging, dissolving, transferring assets or otherwise consolidating any of the Debtors in furtherance of the Plan, or engaging in any other transaction in furtherance of the Plan, (c) executing and delivering appropriate agreements or other documents of merger, consolidation, restructuring, conversion, disposition, transfer, dissolution, liquidation, domestication, continuation or reorganization containing terms that are consistent with the terms of the Plan and that satisfy the requirements of applicable law; (d) executing and delivering appropriate instruments of transfer, assignment, assumption or delegation of any property, right, liability, debt or obligation on terms consistent with the terms of the Plan; (e) filing appropriate certificates or articles of merger, consolidation or dissolution or other filings or recordings pursuant to applicable state law; and (f) taking any other action reasonably necessary or appropriate in connection with such organizational restructurings. In each case in which the surviving, resulting or acquiring Entity in any of these transactions is a successor to a Reorganized Debtor, such surviving, resulting or acquiring Entity will perform the obligations of the applicable Reorganized Debtor pursuant to the Plan, including with respect to the DIP Agents and the DIP Lenders, and paying or otherwise satisfying the Allowed Claims to be paid by such Reorganized Debtor. Implementation of any Restructuring Transactions shall not affect any performance obligations, distributions, discharges, exculpations, releases or injunctions set forth in the Plan.

In an effort to emerge from chapter 11 with a more simplified organizational structure reflecting the functional and/or operational characteristics of each Reorganized Debtor, rather than the prior ownership of such Reorganized Debtor, the Debtors propose to eliminate, by liquidation or merger into a surviving Reorganized Debtor, each of the Reorganized Debtors set forth on Schedule 2 hereto. Further, the names of the following two Reorganized Debtors will change: (i) Trout Coal Holdings, LLC will change to Patriot Coal Holdings I LLC and (ii) New Trout Coal Holdings II, LLC will change to Patriot Coal Holdings II LLC. The foregoing will be effectuated through the “**Step Plan**” set forth on Schedule 1 hereto. Schedule 3 reflects the organizational structure of the Reorganized Debtors at the completion of this Step Plan, and Schedule 4 lists the names of the Reorganized Debtors to be retained through the Step Plan.

SCHEDULE 1

STEP PLAN

Step 1 – Liquidate Patriot Coal Receivables (SPV), Ltd.¹

Step 2 – Merge the following entities into Dodge Hill Mining Company, LLC:

- Dixon Mining Company, LLC
- Dodge Hill Holding JV, LLC
- Dodge Hill of Kentucky, LLC
- Indian Hill Company LLC
- Union County Coal Co., LLC

Step 3 – Merge the following entities into Kanawha Eagle Coal, LLC:

- Big Eagle LLC
- Big Eagle Rail, LLC
- Coventry Mining Services, LLC
- Kanawha River Ventures I, LLC
- KE Ventures, LLC
- Snowberry Land Company
- Winifrede Dock Limited Liability Company

Step 4 – Merge Newtown Energy, Inc. into Emerald Processing, L.L.C.

Step 5 – Merge Ohio County Coal Company, LLC into Grand Eagle Mining, LLC

Step 6 – Merge the following entities into Midwest Coal Resources II, LLC:

- Bluegrass Mine Services, LLC
- Sentry Mining, LLC

Step 7 – Merge the following entities into Patriot Reserve Holdings, LLC:

- Beaver Dam Coal Company, LLC
- Cleaton Coal Company
- Patriot Beaver Dam Holdings, LLC
- Patriot Trading LLC
- PCX Enterprises, Inc.

Step 8 – Merge Cook Mountain Coal Company, LLC into Eastern Royalty, LLC

¹ This step was completed as of November 7, 2013.

Step 9 – Merge the following entities into Black Stallion Coal Company, LLC:

- Black Walnut Coal Company
- Jarrell's Branch Coal Company
- Logan Fork Coal Company

Step 10 – Merge the following entities into Eastern Coal Company, LLC:

- Interior Holdings, LLC
- North Page Coal Corp.

Step 11 – Convert Colony Bay Coal Company from a West Virginia general partnership to a West Virginia limited liability company, Colony Bay Coal Company LLC

Step 12 - Merge the following entities into Eastern Associated Coal, LLC:

- Affinity Mining Company
- Charles Coal Company, LLC
- Sterling Smokeless Coal Company, LLC

Step 13 – Merge the following entities into Heritage Coal Company LLC:

- Coal Properties, LLC
- Coal Reserve Holding Limited Liability Company No. 2
- Dakota LLC
- Day LLC
- Martinka Coal Company, LLC
- Pond Creek Land Resources, LLC
- Yankeetown Dock, LLC

Step 14 – Distribute EACC Camps, Inc. from Eastern Associated Coal, LLC to Heritage Coal Company LLC

Step 15 – Distribute the following entities from Heritage Coal Company LLC to Eastern Coal Company, LLC:

- EACC Camps, Inc.
- Eastern Associated Coal, LLC
- Mountain View Coal Company, LLC

Step 16 – Distribute the following entities from Eastern Coal Company, LLC to Patriot Coal Corporation:

- Appalachia Mine Services, LLC
- EACC Camps, Inc.
- Eastern Royalty, LLC

Step 17 – Distribute Corydon Resources LLC from Central States Coal Reserves of Kentucky, LLC to Patriot Coal Corporation

Step 18 – Contribute the following entities from Patriot Coal Corporation to Magnum Coal Company LLC:

- Corydon Resources LLC
- Dodge Hill Mining Company, LLC
- Kanawha Eagle Coal, LLC
- Midwest Coal Resources II, LLC

Step 19 – Merge Eastern Coal Company, LLC into Magnum Coal Company LLC

Step 20 – Merge Viper LLC into Patriot Coal Holdings II LLC

Step 21 – Distribute Catenary Coal Company, LLC from Patriot Coal Holdings II LLC to Magnum Coal Company LLC

Step 22 – Contribute the following entities from Magnum Coal Company LLC to Patriot Coal Holdings II LLC:

- Eastern Associated Coal, LLC
- Heritage Coal Company LLC
- Highland Mining Company, LLC
- Mountain View Coal Company, LLC
- Rivers Edge Mining, Inc.

Step 23 – Distribute Patriot Coal Holdings II LLC from Magnum Coal Company LLC to Patriot Coal Corporation

Step 24 – Merge the following entities into Patriot Coal Holdings I LLC:

- Brook Trout Coal, LLC
- Infinity Coal Sales, LLC
- IO Coal LLC
- Magnum Coal Company LLC
- Magnum Coal Sales LLC
- Remington Holdings LLC

- TC Sales Company, LLC
- Weatherby Processing LLC

Step 25 – Merge the following entities into Panther LLC:

- Cub Branch Coal Company LLC
- Kanawha River Ventures II, LLC
- Remington II LLC
- The Presidents Energy Company LLC
- Winchester LLC

Step 26 – Distribute the following entities from Panther LLC to Patriot Coal Holdings I LLC:

- Kanawha River Ventures III, LLC
- Midland Trail Energy LLC

Step 27 – Merge Pond Fork Processing LLC into Thunderhill Coal LLC

Step 28 – Merge Coal Clean LLC into Speed Mining LLC

Step 29 – Contribute Thunderhill Coal LLC from Patriot Coal Holdings I LLC to Jupiter Holdings LLC

Step 30 – Contribute Wildcat Energy LLC from Patriot Coal Holdings I LLC to Catenary Coal Company, LLC

Step 31 – Contribute Speed Mining LLC from Patriot Coal Holdings I LLC to Panther LLC

Step 32 – Contribute the following entities from Patriot Coal Holdings I LLC to Coyote Coal Company LLC:

- Midland Trail Energy LLC
- Remington LLC

Step 33 – Distribute the following entities from Patriot Coal Holdings I LLC to Patriot Coal Corporation:

- Kanawha River Ventures III, LLC
- Robin Land Company, LLC

Step 34 – Contribute the following entities from Patriot Coal Corporation to Patriot Reserve Holdings, LLC:

- Central States Coal Reserves of Kentucky, LLC
- EACC Camps, Inc.

- Eastern Royalty, LLC
- Kanawha River Ventures III, LLC
- Robin Land Company, LLC

Step 35 – Contribute Appalachia Mine Services, LLC to Patriot Coal Services LLC

Step 36 – Convert Hillside Mining Company from a West Virginia Corporation to a West Virginia limited liability company, Hillside Mining Company LLC

Step 37 – Convert Rivers Edge Mining, Inc. from a Delaware Corporation to a Delaware limited liability company, Rivers Edge Mining LLC

Schedule 2

Reorganized Debtors Eliminated in the Step Plan

1. Affinity Mining Company
2. Beaver Dam Coal Company, LLC
3. Big Eagle LLC
4. Big Eagle Rail, LLC
5. Black Walnut Coal Company
6. Bluegrass Mine Services, LLC
7. Brook Trout Coal, LLC
8. Charles Coal Company, LLC
9. Cleaton Coal Company
10. Coal Clean LLC
11. Coal Properties, LLC
12. Coal Reserve Holding Limited Liability Company No. 2
13. Cook Mountain Coal Company, LLC
14. Coventry Mining Services, LLC
15. Cub Branch Coal Company LLC
16. Dakota LLC
17. Day LLC
18. Dixon Mining Company, LLC
19. Dodge Hill Holding JV, LLC
20. Dodge Hill of Kentucky, LLC
21. Eastern Coal Company, LLC
22. Indian Hill Company LLC
23. Infinity Coal Sales, LLC
24. Interior Holdings, LLC
25. IO Coal LLC
26. Jarrell's Branch Coal Company
27. Kanawha River Ventures I, LLC
28. Kanawha River Ventures II, LLC
29. KE Ventures, LLC
30. Logan Fork Coal Company
31. Magnum Coal Company LLC
32. Magnum Coal Sales LLC
33. Martinka Coal Company, LLC
34. Newtown Energy, Inc.
35. North Page Coal Corp.
36. Ohio County Coal Company, LLC
37. Patriot Beaver Dam Holdings, LLC
38. Patriot Coal Receivables (SPV), Ltd.
39. Patriot Trading LLC
40. PCX Enterprises, Inc.
41. Pond Creek Land Resources, LLC
42. Pond Fork Processing LLC
43. Remington Holdings LLC
44. Remington II LLC
45. Sentry Mining, LLC
46. Snowberry Land Company
47. Sterling Smokeless Coal Company, LLC
48. TC Sales Company, LLC
49. The Presidents Energy Company LLC
50. Union County Coal Co., LLC
51. Viper LLC
52. Weatherby Processing LLC
53. Winchester LLC
54. Winifrede Dock Limited Liability Company
55. Yankeetown Dock, LLC

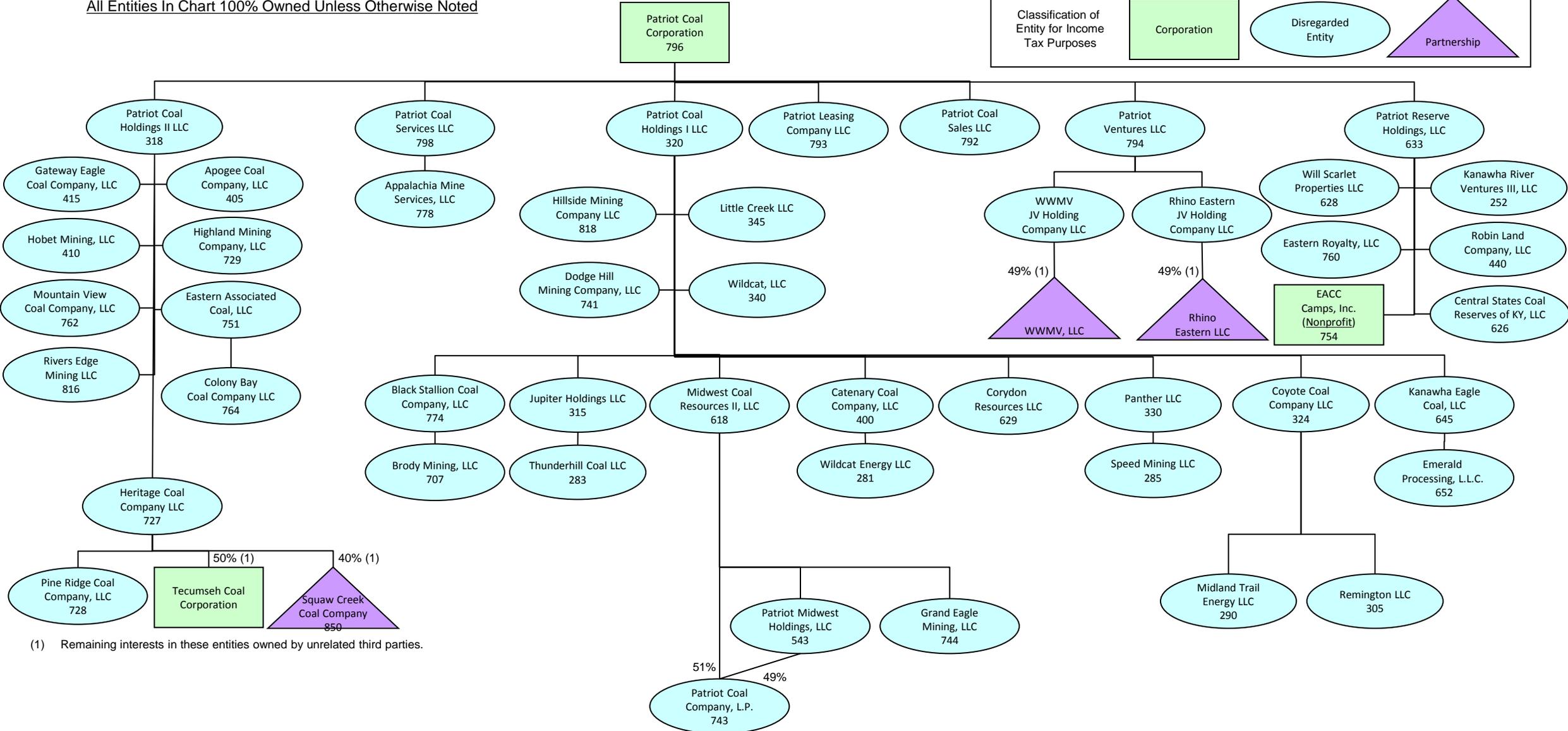
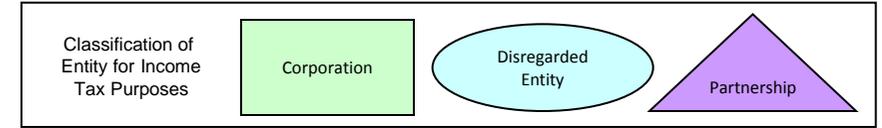
Schedule 3

Post-Step Plan Organizational Chart

Patriot Coal Corporation and Subsidiaries Organizational Chart – Post-Reorganization



All Entities In Chart 100% Owned Unless Otherwise Noted



(1) Remaining interests in these entities owned by unrelated third parties.

Schedule 4

Reorganized Debtors Retained through the Step Plan

1. Apogee Coal Company, LLC
2. Appalachia Mine Servies, LLC
3. Black Stallion Coal Company, LLC
4. Brody Mining, LLC
5. Catenary Coal Company, LLC
6. Central States Coal Reserves of Kentucky, LLC
7. Colony Bay Coal Company LLC
8. Corydon Reserouces LLC
9. Coyote Coal Company LLC
10. Dodge Hill Mining Company, LLC
11. EACC Camps, Inc.
12. Eastern Associated Coal, LLC
13. Eastern Royalty, LLC
14. Emerald Processing, L.L.C.
15. Gateway Eagle Coal Company, LLC
16. Grand Eagle Mining, LLC
17. Heritage Coal Company LLC
18. Highland Mining Company, LLC
19. Hillside Mining Company LLC
20. Hobet Mining, LLC
21. Jupiter Holdings LLC
22. Kanawha Eagle Coal, LLC
23. Kanawha River Ventures III, LLC
24. Little Creek LLC
25. Midland Trail Energy LLC
26. Midwest Coal Resources II, LLC
27. Mountain View Coal Company, LLC
28. Panther LLC
29. Patriot Coal Company, L.P.
30. Patriot Coal Corporation
31. Patriot Coal Holdings I LLC¹
32. Patriot Coal Holdings II LLC²
33. Patriot Coal Sales LLC
34. Patriot Coal Services LLC
35. Patriot Leasing Company LLC
36. Patriot Midwest Holding, LLC
37. Patriot Reserve Holdings, LLC
38. Patriot Ventures LLC
39. Pine Ridge Coal Company, LLC
40. Remington LLC
41. Rhino Eastern JV Holding Company LLC
42. Rhino Eastern LLC [49%]
43. Rivers Edge Mining LLC
44. Robin Land Company, LLC
45. Speed Mining LLC
46. Squaw Creek Coal Company [40%]
47. Tecumseh Coal Corporation [50%]
48. Thunderhill Coal LLC
49. Wildcat Energy LLC
50. Wildcat, LLC
51. Will Scarlet Properties LLC
52. WWMV JV Holding Company LLC
53. WWMV, LLC [49%]

¹ f.k.a. Trout Coal Holdings, LLC

² f.k.a. New Trout Coal Holdings II, LLC