

**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)**

**FIFTH SUPPLEMENTAL DECLARATION OF LLOYD A. PALANS
IN SUPPORT OF APPLICATION TO EMPLOY BRYAN CAVE LLP AS LOCAL
RESTRUCTURING COUNSEL AND CORPORATE COUNSEL FOR THE DEBTORS**

I, Lloyd A. Palans, hereby state and declare as follows:

1. I am an attorney and partner in the law firm of Bryan Cave LLP (“Bryan Cave”).

Our firm maintains offices for the practice of law at One Metropolitan Square, 211 N. Broadway, St. Louis, Missouri and in more than 20 other locations in the United States, Europe, and Asia. I am familiar with the matters set forth herein.

2. I submit this Fifth Supplemental Declaration pursuant to Section 329(a) of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014(a) and 2016(b) in further support of the Application for Authority to Employ Bryan Cave LLP as Local Restructuring Counsel and Corporate Counsel for the Debtors [Dkt. No. 1992] (the “Application”). This Fifth Supplemental Declaration updates and supplements the Declaration of Lloyd A. Palans dated January 15, 2013, which was attached as Exhibit A to the Application, the Supplemental Declaration of Lloyd A. Palans dated February 1, 2013 [Dkt. No. 2660], the Second Supplemental Declaration of Lloyd A. Palans dated May 24, 2013 [Dkt. No. 4073], the Third Supplemental Declaration of Lloyd A. Palans dated July 25, 2013 [Dkt. No. 4374], and the

Fourth Supplemental Declaration of Lloyd A. Palans dated October 3, 2013 [Dkt. No. 4741] (the “Prior Declarations”). Capitalized terms not defined in this Fifth Supplemental Declaration have the meanings given thereto in the Application.

3. In the Application, I identified BancorpSouth Equipment Finance, a lessor of equipment to the Debtors, as a former client or affiliate of a former client of Bryan Cave. Bryan Cave has been engaged subsequently to represent BancorpSouth, Inc. on matters unrelated to the Debtors.

4. In the Application, I identified Berkley Insurance, an insurer of the Debtors, as a former client or affiliate of a former client of Bryan Cave. Bryan Cave has been engaged subsequently to represent Berkley Aviation and one of its insureds on a matter unrelated to the Debtors.

5. Drummond Coal Sales, Inc. is an unsecured creditor of the Debtors, with a claim arising from the rejection of an executory contract. Bryan Cave represented an affiliate of Drummond Coal Sales, Inc. in the past on matters unrelated to the Debtors.

6. In the Application, I identified DTE Energy, a customer of the Debtors, as a former client or affiliate of a former client of Bryan Cave. Bryan Cave has been engaged subsequently to represent DTE Energy on matters unrelated to the Debtors.

7. In the Application, I identified Travelers Casualty and Surety Company, an issuer of surety bonds and a beneficiary of a letter of credit issued for the Debtors’ account, as a former client or affiliate of a former client of Bryan Cave. Bryan Cave has been engaged subsequently to represent Travelers Casualty and Surety Company of America on matters unrelated to the Debtors.

8. The facts in this Declaration are stated to the best of my knowledge, information, and belief, my personal knowledge of Bryan Cave's practices and representation of the Debtors, information learned from my review of relevant documents and/or information supplied to me by other members and employees of Bryan Cave and the results of searches of Bryan Cave's conflict-check database, which system is described in greater detail in the Prior Declarations.

I declare under penalty of perjury that the foregoing is true and correct. Executed on
December 9, 2013.

/s/ Lloyd A. Palans
Lloyd A. Palans