

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
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PATRIOT COAL CORPORATION, *et al.*, : Case No. 12-12900 (SCC)
: :
Debtors. : Jointly Administered
: :
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**ORDER APPROVING MOTION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS TO (I) ESTABLISH INFORMATION
SHARING PROCEDURES AND (II) GRANT RELATED RELIEF**

Related Docket No. 1393

Upon consideration of the motion (the “**Motion**”),¹ of the Official Committee of Unsecured Creditors (the “**Committee**”) to (i) establish Information Sharing Procedures and (ii) grant related relief; and due and proper notice of the Motion having been provided; and the Court having reviewed the Motion and there being no opposition to the requested relief; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and this Court having jurisdiction to order the relief provided herein in accordance with 28 U.S.C. §§ 157 and 1334 and Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, Acting C.J.); and this being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been given, and no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors’ estates, and that the legal and factual bases set

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor:

IT IS HEREBY FOUND ORDERED THAT:

1. The Motion is hereby granted to the extent provided herein.

2. The Information Sharing Procedures for the Committee's dissemination of information and compliance with the requirements set forth in section 1102(b) of the Bankruptcy Code are hereby approved.

3. In full satisfaction of the Committee's obligations to provide general unsecured creditors with access to information pursuant to Bankruptcy Code section 1102(b)(3)(A) and (B), the Committee is authorized, until the earliest to occur of: dissolution of the Committee, dismissal or conversion of these Chapter 11 Cases, or a further order of this Court, to establish and maintain the following Information Sharing Procedures, if necessary and appropriate:

- a) Establish and maintain the Committee Website at <http://www.patriotcoalcommittee.com> that provides, without limitation:
 - i. General information regarding the Chapter 11 Cases;
 - ii. A general overview of the chapter 11 process;
 - iii. Contact information for the Debtors (and any information hotlines that they establish), the Debtors' counsel and the Committee's counsel;
 - iv. The date by which unsecured creditors must file their proofs of claim;
 - v. The voting deadline with respect to any chapter 11 plan of reorganization filed in the Chapter 11 Cases;
 - vi. The claims docket, as established by the Debtors;
 - vii. The Debtors' monthly operating reports;

- viii. A list of upcoming omnibus hearing dates and the calendar of matters on such hearing dates;
 - ix. Answers to frequently asked questions;
 - x. Links to other relevant websites (e.g., the Debtors' corporate website, the website of the Debtors' notice, claims and soliciting agent, Garden City Group, Inc., the Bankruptcy Court website and the website of the United States Trustee); and
 - xi. Maintain an electronic inquiry form for creditors to submit questions and comments.
- b) Respond to creditor inquiries via telephone, letter, email, facsimile or otherwise, as appropriate, and related services; and
 - c) Coordinate with the Debtors to provide a link to the Committee website on the Debtors' public website hosted by Garden City Group, Inc.

4. In addition to the Committee Website, if a general unsecured creditor (the "**Requesting Creditor**") makes a written request to the Committee by email or otherwise (the "**Information Request**") seeking the disclosure of additional information, the Committee will, within fifteen (15) calendar days of receiving the Information Request, respond to the Requesting Creditor through the means deemed most reasonable under the circumstances, either providing access to the information requested (or stating that the Committee will do so) or the reasons for the Committee being unable to comply with the Information Request.

5. The Committee shall not be required to provide or disclose to its non-member constituents, without further order of the Court: (i) information or documents generated by the Committee, or by any of the Committee's professionals, or by any Committee member or counsel to any Committee member for the use of the Committee (collectively, "**Privileged Information**") and communications among Committee members in their capacity as such and communications among Committee professionals and the Committee, including information regarding specific positions taken by Committee members (collectively, "**Committee**");

Communications,” and together with Privileged Information, **“Confidential Committee Material”**); (ii) any other information covered by an applicable confidentiality agreement with the Committee (including its members or professionals), including, without limitation, the Confidentiality Agreement and any other confidentiality agreement with the Debtors; (iii) any other information whose disclosure would constitute a breach or violation under any agreement or contract to which the Committee (including its members or professionals) are parties, including, without limitation, the Confidentiality Agreement and any other confidentiality agreement with the Debtors; or (iv) any other information the disclosure of which would constitute a waiver of any applicable privilege, including, without limitation, attorney-client privilege and work-product privilege ((i), (ii), (iii) and (iv), collectively, **“Confidential Material”**).²

6. The Committee shall not be required or authorized to provide or disclose to any third party or its non-member constituents any Debtor Confidential Material.

7. Any information received (formally or informally) by the Committee from any entity in connection with an examination pursuant to Bankruptcy Rule 2004 or in connection with any formal or informal discovery in any contested matter, adversary proceeding, or other litigation shall not be governed by the terms of this proposed Order but, rather, by any order or agreement governing such discovery.

8. Any information received by the United Mine Workers of America, in its

² For the avoidance of doubt, Confidential Material shall not include any information or portions of information that are or become generally available to the public, or are or become available to any member of the Committee on a non-confidential basis, but in any such case, only to the extent such information became available to the applicable parties' knowledge without violation of a contractual, legal, or fiduciary obligation to the Debtors or any of their respective affiliates or representatives of which such parties are aware. Confidential information shall also not include information that was, to the applicable parties' knowledge, in the possession of, obtained by, or available to the Committee on a non-confidential basis from a source which is not bound by a confidentiality agreement with the Debtors or any other contractual, fiduciary, or other legal obligation of confidentiality to the Debtors.

capacity as a representative under 11 U.S.C. §§ 1113 or 1114, shall not be governed by the terms of this Order but, rather, by the *Stipulated Protective Order under 11 U.S.C. §§ 1113(d)(3) and 1114(k)(3)* [Docket No. 1040].

9. Without further order of the Court, the Committee shall not be required to provide access to information to any entity that has not demonstrated to the satisfaction of the Committee that it holds claims of the kind described in section 1102(b)(3) of the Bankruptcy Code, nor shall the Committee be required to satisfy an Information Request, which, in its judgment, is unduly burdensome.

10. If the Requesting Creditor is a competitor or prospective competitor of the Debtors and the information requested may impair the Debtors' business in any material way, no information will be disclosed unless the Court orders such disclosure after notice and a hearing. The determination that a Requesting Creditor is a competitor or prospective creditor is reviewable by the Court.

11. If the Committee denies the Information Request, then the Requesting Creditor must make a good-faith effort to meet and confer with an authorized representative of the Committee regarding the Information Request. If no consensual resolution is reached through such efforts, then the Requesting Creditor may file a motion to compel disclosure for cause, which must be served, and will be heard, in accordance with the rules of the Court and the Case Management Order, as it may be amended from time to time. The hearing on such motion shall be noticed and scheduled by the Court.

12. To the extent an order of the Court provides that the Committee is required to provide or disclose Confidential Material, the Committee shall require any Requesting Creditor to enter into a confidentiality agreement reasonably acceptable to the

Debtors and the Committee (a “**Creditor Confidentiality Agreement**”), and the Requesting Creditor shall enter into trading restrictions with respect to such Confidential Material and represent that such trading restrictions and any information-screening process complies with applicable securities laws and will reasonably protect the confidentiality of such information; provided, however, that the Committee shall have no responsibility for the Requesting Creditor’s compliance with, or liability for violation of, applicable securities or other laws.

13. Nothing herein shall preclude the Requesting Creditor from requesting (i) the Court to conduct an *in camera* review of the Information Request, or (ii) the Committee to prepare a log or other index of information the Requesting Creditor believes is responsive to the Information Request, but which the Committee believes to be Confidential Material. In addition, nothing herein shall preclude the Committee from objecting to such requests.

14. The Committee shall not have or incur any liability to any entity (including the Debtors) for acts taken or omitted as long as the Committee has acted in compliance with the Information Sharing Procedures set forth herein and with any by-laws adopted by the Committee. However, the foregoing shall not preclude or curtail the right of any general unsecured creditor or any entity to move the Court for an order requiring the production of other or further information, to the extent available.

15. Nothing in this Order shall diminish or otherwise modify the obligations of the Committee or its members under the Committee’s by-laws or the Confidentiality Agreement.

16. The Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

17. The terms and conditions of this Order shall be immediately effective and

enforceable upon its entry.

18. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

19. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation and implementation of this Order.

Dated: November 15, 2012
New York, New York

/s/ Shelley C. Chapman
HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE