

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

In Re:	)	Chapter 11
	)	
Patriot Coal Corporation, <i>et al.</i>	)	Case No. 12-51502-659
	)	Re: Docket No. 1848
Debtors.	)	

**ORDER AUTHORIZING AND APPROVING  
THE RETENTION AND EMPLOYMENT OF CARMODY MACDONALD P.C.  
AS LOCAL COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF PATRIOT COAL CORPORATION, *ET AL.*,  
NUNC PRO TUNC TO DECEMBER 3, 2012**

Upon the Application (the “**Application**”) of the Official Committee of Unsecured Creditors (the “**Committee**”) for entry of an order (the “**Order**”) authorizing the retention of Carmody MacDonald P.C. (“**Carmody MacDonald**”) as attorneys to the Committee effective as of December 3, 2012, as more fully described in the Application; and upon the Declaration of Gregory D. Willard and Statement Pursuant to Bankruptcy Rule 2014 (the “**Willard Declaration**”), attached to the Application as **Exhibit A**; and the Court being satisfied that based on the representations made in the Application and the Willard Declaration that Carmody MacDonald is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code, and that Carmody MacDonald represents no interest adverse to the Committee with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein 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 Application

having been provided; and upon the record of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Application is in the best interests of the Committee and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is GRANTED as provided herein; and it is further

ORDERED that the Committee is authorized to retain Carmody MacDonald as local counsel and conflicts counsel in these Chapter 11 Cases, *nunc pro tunc*, to December 3, 2012, pursuant to Bankruptcy Code §§ 328 and 1103, Bankruptcy Rule 2014(a) and Local Rule 2014, on the terms described in the Application and the Willard Declaration, to perform necessary legal services for the Committee; and it is further

ORDERED that payment of Carmody MacDonald's fees and expenses shall be made pursuant to the terms described in the Application, in accordance with the applicable provisions of the Bankruptcy Code (including Bankruptcy Code §§ 330 and 331), the Federal Rules of Bankruptcy Procedure, and the Local Rules of Bankruptcy Procedure and any other applicable procedures or Orders entered in these Chapter 11 Cases; and it is further

ORDERED that prior to any increase in Carmody MacDonald's rates, as set forth in paragraph 15 of the Application, Carmody MacDonald shall file a notice with the Court and provide ten (10) business days' notice to the Debtors, the United States Trustee, the Committee, and any official committee appointed in these Chapter 11 Cases. The notice shall explain the basis for the requested rate increases in accordance with Section 330(a)(3)(F) of the Bankruptcy Code and state whether the Committee has consented to the rate increase; and it is further

ORDERED that Carmody MacDonald shall use its best efforts to avoid inappropriate duplication of services provided by any of the Committee's other retained professionals in these Chapter 11 Cases; and it is further

ORDERED that where Kramer Levin or the Committee's other counsel, to the extent retained, determines that an actual or potential conflict of interest exists, and that such matters should appropriately be handled by Carmody MacDonald, Carmody MacDonald shall provide timely disclosures identifying such matters. The timeliness of a disclosure pursuant to the foregoing will be assessed based on the facts and circumstances of each particular matter, including whether disclosure would reveal privileged information or hinder or compromise Carmody MacDonald's ability to discharge its duties and perform its responsibilities with respect to representing the Committee in these Chapter 11 Cases. Timeliness shall be as soon as is reasonably practicable under the circumstances; and it is further


ORDERED that Carmody MacDonald shall not withdraw as the Committee's counsel prior to the effective date of any Chapter 11 plan confirmed in these Chapter 11 Cases without prior approval of the Court in accordance with Local Bankruptcy Rule 2091; and it is further

ORDERED that to the extent that there may be any inconsistency between the terms of the Application or the Willard Declaration, and this Order, the terms of this Order shall govern; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Committee is authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

ORDERED that no later than 7 days after the date of this Order, Gregory D. Willard is directed to serve, or cause to be served, a copy of this Order in accordance with the Order Establishing Certain Notice, Case Management and Administrative Procedures entered on October 18, 2012 [ECF No. 1386]. A certificate of service shall be filed no later than 48 hours after service.

  
KATHY A. SURRETT-STATES  
U.S. Bankruptcy Judge

DATED: January 28, 2013  
St. Louis, Missouri 63102  
JH

**Order prepared by:**

Gregory D. Willard  
CARMODY MACDONALD P.C.  
120 S. Central Ave., Suite 1800  
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