

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.¹

Chapter 11

**Case No. 12-51502-659
(Jointly Administered)**

Re: Docket Nos. 7, 1386

**ORDER ESTABLISHING CERTAIN NOTICE,
CASE MANAGEMENT AND ADMINISTRATIVE PROCEDURES**

Upon the motion (the “**Motion**”)² of Patriot Coal Corporation and its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”) for an order authorizing the Debtors to establish certain notice, case management and administrative procedures [ECF No. 1386], as more fully described in the Motion; and upon consideration of the Declaration of Mark N. Schroeder, Patriot Coal Corporation’s Senior Vice President and Chief Financial Officer [ECF No. 4], filed in support of the Debtors’ first-day pleadings; and upon the Order of the United States Bankruptcy Court for the Southern District of New York (the “**SDNY Bankruptcy Court**”) entered December 19, 2012 transferring these Chapter 11 cases to this Court [ECF No. 1789] (the “**Transfer Order**”)³; and the SDNY Bankruptcy Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C.

¹ The Debtors are the entities listed on Schedule 1 attached to the Motion. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors’ Chapter 11 petitions.

² Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to such term in the Motion.

³ Pursuant to the Transfer Order, all orders previously entered in these Chapter 11 cases remain in full force and effect in accordance with their terms notwithstanding the transfer of venue.

§§ 157 and 1334 and Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.) as amended by Standing Order M-431, dated February 1, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding the SDNY Bankruptcy Court could determine pursuant to 28 U.S.C. § 157(b); and due and proper notice of the Motion having been provided to (a) the Office of the United States Trustee for the Southern District of New York, (b) those creditors holding the five largest secured claims against the Debtors' estates on a consolidated basis, (c) those creditors holding the 50 largest unsecured claims against the Debtors' estates on a consolidated basis, (d) attorneys for the administrative agents for the Debtors' postpetition lenders, (e) the Internal Revenue Service, (f) the Securities and Exchange Commission, (g) the United States Environmental Protection Agency and (h) the United States Attorney's Office for the Southern District of New York; and it appearing that no other or further notice need be provided; and the relief requested in the Motion having been found to be in the best interests of the Debtors and their estates and creditors; and the SDNY Bankruptcy Court having reviewed the Motion and having held a hearing with appearances of parties in interest noted in the transcript thereof (the "**Hearing**"); and the SDNY Bankruptcy Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the SDNY Bankruptcy Court and after due deliberation and sufficient cause appearing therefor having granted the relief set forth in the Motion pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 1015(c) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") (Order Establishing

Certain Notice, Case Management and Administrative Procedures [ECF No. 84]); and this Court having reviewed certain proposed revisions to the Procedures in light of the Transfer Order; and this Court having jurisdiction to consider the proposed revisions pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81-9.01(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Procedures set forth herein are approved and shall govern all aspects of these Chapter 11 cases, except as otherwise ordered by the Court.
2. To the extent the Procedures conflict with the Bankruptcy Rules or the Local Rules of the Bankruptcy Court for the Eastern District of Missouri (the “**Local Bankruptcy Rules**”), the Procedures govern and supersede such rules and shall apply to these Chapter 11 cases.

Filing Court Documents

3. All motions, applications and other matters requiring notice and/or a hearing (collectively, the “**Motions**”), all objections and responses to Motions (the “**Objections**”), all replies to Objections (the “**Replies**”) and all other documents filed with the Court (together with the Motions, the Objections and the Replies, the “**Court Documents**”) by parties represented by an attorney shall be filed electronically with the Court by registered users of the Court’s Electronic Case Filing System (the “**ECF System**”).⁴

⁴ A PACER login and password are needed to file documents on the ECF System and can be obtained at www.pacer.gov.

Service of Court Documents

4. Each Court Document shall be served, which service may be accomplished through filing on the ECF System, on (a) counsel to the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Marshall S. Huebner and Brian M. Resnick, (b) conflicts counsel to the Debtors, Curtis, Mallet-Prevost, Colt & Mosle LLP, 101 Park Avenue, New York, NY 10178, Attn: Steven J. Reisman and Michael A. Cohen, (c) local counsel to the Debtors, Bryan Cave, 211 North Broadway, Suite 3600, St. Louis, MO 63102, Attn: Lloyd A. Palans and Brian C. Walsh, (d) the Office of the United States Trustee for the Eastern District of Missouri, 111 South 10th Street, Suite 6.353, St. Louis, MO 63102, Attn: Leonora S. Long and Paul A. Randolph (the “**U.S. Trustee**”), (e) Kramer, Levin, Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036, Attn: Thomas Moers Mayer, Adam C. Rogoff and Gregory G. Plotko, counsel to the Official Committee of Unsecured Creditors in these cases (the “**Committee**”), (f) local counsel to the Committee, Carmody MacDonald P.C., 120 South Central Avenue, St. Louis, MO, 63105-1705, Attn: Gregory D. Willard and Angela L. Schisler; (g) the Debtors’ authorized claims and noticing agent, Patriot Coal Corporation, c/o GCG, Inc., P.O. Box 9898, Dublin, OH 43017-5798 and (h) the attorneys for the administrative agents for the Debtors’ postpetition lenders, (1) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attn: Marcia Goldstein and Joseph Smolinsky and (2) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019, Attn: Margot B. Schonholtz and Ana Alfonso (collectively, the “**Core Parties**”).

5. The Debtors shall maintain a service list of all Core Parties (the “**Core Parties List**”), which shall be updated monthly, filed with the Court and posted on the Case Information Website and shall include names, addresses and facsimile numbers (but not e-mail addresses) for the Core Parties. A Court Document shall be deemed served on all Core Parties if it is served on the parties on the most recent Core Parties List that has been filed with the Court and posted on the Case Information Website as of the day prior to the date of service.

6. Each Court Document shall also be served on each person, entity and governmental agency with a particularized interest in such Court Document (each, a “**Particularized Interest Party**”). Core Parties (and no other parties) shall be authorized to serve all Court Documents by e-mail on any relevant Particularized Interest Party if the Particularized Interest Party either is represented by an attorney that receives notice of Court Documents through the ECF System or consents via e-mail or other writing. All other parties shall serve Court Documents on Particularized Interest Parties in accordance with this Order, the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

7. All Court Documents served by a Core Party by e-mail other than through the ECF System shall include access to an attached file or files containing the entire Court Document, including the proposed form of order and any exhibits and attachments, in PDF format. Notwithstanding the foregoing, if a Court Document cannot be annexed to an e-mail (because of size, technical difficulties or otherwise), the serving party may, in its sole discretion, (a) serve the entire Court Document by U.S. mail, hand delivery, overnight delivery or facsimile, including the proposed form of order and any exhibits,

attachments and other relevant materials or (b) e-mail a notice stating that the Court Document cannot be attached but is available on the Court's ECF System (and, if the Court Document is being served by the Debtors, on the Case Information Website) and will be mailed only if requested by the party receiving the notice.

8. Service by e-mail on a party shall be effective as of the date the Court Document (or a notice stating that the Court Document cannot be attached but is available on the Court's ECF System or the Case Information Website) is transmitted by e-mail to the address provided by such party.

9. Upon the filing of any Court Document, other than a Motion seeking emergency or expedited relief, the filing party shall file with the Court either an Affidavit of Service or a Certificate of Service (each, a "**Proof of Service**") in accordance with the Local Bankruptcy Rules and this Order within three business days of the filing of the related Court Document. In the case of a Motion seeking emergency or expedited relief, a Proof of Service must be filed within 24 hours of the filing of the related Motion. Proofs of Service need not be served on any party. A Proof of Service is not required in connection with (i) the exchange of information pursuant to 11 U.S.C. §§ 1113 or 1114 or (ii) discovery requests or responses that pre-date the entry of this Case Management Order.

10. Notice and service accomplished in accordance with the provisions set forth in the Case Management Order shall be deemed adequate in all respects pursuant to the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

Scheduling of Hearings and Deadlines for Filing Court Documents

11. The Debtors shall be authorized to schedule, in cooperation with the Court, periodic Status Hearing dates (“**Status Hearing(s)**”) at which Motions and other requests for relief shall be heard. At least five days before a Status Hearing, the Debtors shall file with the Court a preliminary agenda letter setting forth each matter to be heard at such hearing, and, at least two business days before a Status Hearing, the Debtors shall file with the Court an agenda letter, which letter may be updated or amended from time to time thereafter to the extent necessary. In the event that the agenda letter needs to be updated or amended thereafter, the Debtors shall file a revised agenda letter by 12:00 pm (prevailing Central Time) the day before the Status Hearing, or as soon thereafter as reasonably practicable. The matters listed on the agenda letter shall be limited to matters of substance and shall not include administrative filings, such as notices of appearance and Proofs of Service.

12. Unless otherwise ordered by the Court, the following guidelines shall apply to all Status Hearings:

(a) Motions shall not be considered by the Court unless filed and served in accordance with these Procedures at least 21 days before the next available Status Hearing.

(b) Hearings in connection with claims objections and pre-trial conferences and trials related to adversary proceedings may be scheduled for dates other than the regular Status Hearing dates. However, initial pre-trial conferences scheduled in connection with adversary proceedings shall be set on

the next available Status Hearing date that is at least 45 days after the filing of the complaint, except as otherwise ordered by the Court.

(c) Unless the Court directs otherwise, if a Court Document purports to set a hearing date that is inconsistent with the Procedures, the hearing shall be scheduled, without the necessity of Court order, for the next available Status Hearing in accordance with these Procedures, and the Debtors shall provide the movant with notice of these Procedures.

(d) Subject to Local Bankruptcy Rule 9013-2(C) and (D), if a movant or applicant other than the Debtors intends to seek emergency or expedited relief, the movant or applicant shall be required to first contact (i) the Debtors' attorneys and (ii) the attorneys for the Committee, by telephone to request that the motion or application be considered on an expedited basis. If the Debtors intend to seek emergency or expedited relief, they shall use reasonable efforts to notify the Committee in advance and to provide the Committee the maximum notice practicable. If the Debtors or the Committee disagree with the movant or applicant's request for emergency or expedited relief, the movant or applicant shall arrange for a chambers conference, telephonic or in-person, to be held among the Court, the Debtors' attorneys, the Committee's attorneys and the movant or applicant, to discuss the request. If the Court determines expedited consideration is appropriate, the Court shall direct the requisite notice and shall set a time and date for the hearing.

13. The three-day extension for additional time after service by mail as set forth in Local Bankruptcy Rule 9006(A) shall not apply to parties served by facsimile or

electronic transmission. Notwithstanding any other Local Bankruptcy Rule, the deadline for any party to file an Objection (the “**Objection Deadline**”) to any Motion, other than a Motion seeking relief from the automatic stay filed by a party other than the Debtors, shall be the date that is seven days before the date of the hearing on such Motion. The Objection Deadline may be extended with the consent of the movant or applicant. No Objection shall be considered timely unless filed with the Court and served on or before the applicable Objection Deadline.

14. A Motion that has been set for hearing may be granted without a hearing, provided that, after the passage of the Objection Deadline, an attorney for the entity who filed the Motion files a declaration pursuant to 28 U.S.C. § 1746 indicating that no Objection has been filed or served in accordance with these Procedures. Unless otherwise notified by the Court, the movant shall still appear at the hearing prepared to go forward with the hearing on the Motion.

15. If an Objection is filed, then unless otherwise ordered by the Court, any Reply shall be filed with the Court and served in accordance with these Procedures on or before 12:00 p.m. (prevailing Central Time) on the date that is two days before the date of the applicable hearing (the “**Reply Deadline**”).

16. Any joinder or statement of support shall be filed with the Court and served in accordance with these Procedures on or before the Reply Deadline.

17. If a Motion to extend the time for the Debtors to take any action is filed consistent with this Order before the expiration of the period prescribed by the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules or the provisions of any order entered by this Court, the time shall be extended by Order of the Court.

18. Unless otherwise ordered by the Court, the Procedures shall not supersede the requirements for notice of the proceedings described in Bankruptcy Rule 2002(a)(1), (a)(4)–(a)(5) and (a)(7)–(a)(8), Bankruptcy Rule 2002(b), Bankruptcy Rule 2002(d) and Bankruptcy Rule 2002(f).

Motions for Relief from the Automatic Stay

19. Notwithstanding anything contained herein, a motion for relief from the automatic stay (a “**Stay Relief Motion**”) filed by parties other than the Debtors pursuant to section 362 of the Bankruptcy Code shall be noticed for consideration at a Status Hearing that is at least 21 days after such Motion is filed and served, and the Objection Deadline for such Motion shall be seven days before the scheduled hearing.

20. Notwithstanding section 362(e) of the Bankruptcy Code, if a scheduled Stay Relief Motion with respect to a request for relief by a party other than the Debtors under section 362(d) of the Bankruptcy Code is adjourned upon the consent of the Debtors and the moving party to a date that is on or after the 30th day after the moving party’s request for relief was made, the moving party shall be deemed to have consented to the continuation of the automatic stay in effect pending the conclusion of, or as a result of, a final hearing and determination under section 362(d) of the Bankruptcy Code, and shall be deemed to have waived its right to assert the termination of the automatic stay under section 362(e) of the Bankruptcy Code.

Form of Court Documents

21. Notwithstanding Local Bankruptcy Rule 2004, the Debtors or the Committee may file motions for examination under Bankruptcy Rule 2004 prior to

conferring with the individual or entity to be examined. Such motions need not include the statements otherwise required by Local Bankruptcy Rule 2004(C)(4).

22. Notwithstanding section 342(c) of the Bankruptcy Code and Bankruptcy Rule 2002(n), notices given by the Debtors shall not be required to contain the address and taxpayer identification numbers of the Debtors.

23. Nothing in these Procedures shall prejudice the right of any party to move the Court to request relief under section 107(b) of the Bankruptcy Code or Bankruptcy Rule 9018 to protect any entity with respect to a trade secret or confidential research, development, or commercial information or to protect a person with respect to scandalous or defamatory matter contained in a Court Document filed in these cases. If the Debtors seek approval of or authorization from the Court to assume, reject, enter into, approve, honor or assign any agreement, including contracts, leases, financing agreements, settlement agreements, consent orders and any other arrangement or instrument of any kind, or if the Debtors are otherwise required to refer to the terms or provisions of any such instrument in a Court Document, and such instrument contains confidential or proprietary information, the Debtors need not file such instrument with the Court unless requested to do so by the Court or a party in interest, and the Debtors shall be entitled at the time of such request, and before filing such instruments, to seek relief under section 107(b) of the Bankruptcy Code or Bankruptcy Rule 9018 with respect to such instrument.

Proposed Orders

24. A proposed order relating to any Court Document (a “**Proposed Order**”) may be e-mailed to patriotproposedorders@gcg.com immediately after the filing of the applicable Court Document for posting on the Debtors’ Case Information Website. The

e-mail shall attach the Proposed Order and the as-filed Court Document in PDF format, and the subject line of the e-mail message shall include the title and ECF docket number of the applicable Court Document. The applicable Court Document that seeks entry of such Proposed Order shall include the following statement:

“A copy of the proposed order granting the relief requested herein may be found at www.PatriotCaseInfo.com/orders.php.

Proposed Orders that have been properly submitted in accordance herewith will be posted on the Debtors’ Case Information Website at www.PatriotCaseInfo.com/orders.php.

25. The title of any Proposed Order shall describe the Court Document to which it relates by title and shall indicate whether the order grants or denies the requested relief. The caption of the Proposed Order shall include the date and time of hearing on the related Court Document, unless such information is contained in the Court Document. The text of the Proposed Order shall (i) be sufficiently descriptive to clearly state the relief granted, including a description of any property subject to the order; and (ii) contain the name and address of the person who prepared the order. Parties shall also e-mail the final version of the Proposed Order to the Court at StatesOrders@moeb.uscourts.gov. Filing and serving a Proposed Order in accordance with these Procedures will be deemed to satisfy the requirements of Local Bankruptcy Rules 9050 and 9061(E). Final orders entered in these cases shall be served on Core Parties and Particularized Interest Parties by the party submitting the Proposed Order.

Telephonic Appearances

26. If a party wishes to participate in a hearing by telephone, such party must request permission and dial-in information from the Courtroom Deputy, John Howley, Jr., at (314) 244-4808, and notify attorneys for the Debtors, at least three days

prior to the scheduled hearing, or as soon thereafter as reasonably practicable. Those participating by phone may not use speakerphones, unless first authorized by the Court. Persons participating by phone (and especially by speakerphone) must put their phones on “mute” except when they need to be heard. Persons so participating are not to put their phones on “hold” under any circumstances.

Noticing Agent and Case Information Web Site

27. The Debtors, in cooperation with GCG, Inc. (the “**Noticing Agent**”), are hereby authorized to create and maintain an independent Case Information Website for the posting of certain information regarding these Chapter 11 cases, including, in the Debtors’ sole discretion, certain orders, decisions or other Court Documents filed in these Chapter 11 cases. The Court’s website, *www.moeb.uscourts.gov*, may include a link to the Case Information Website.

28. The Case Information Website shall display a disclaimer substantially similar to the following:

This website is created and maintained by GCG, Inc. (“GCG”), the claims and noticing agent for Patriot Coal Corporation and certain of its subsidiaries (collectively the “Debtors”). The information contained on this website is provided for informational purposes only and should not be construed as legal, financial or other professional advice or, unless expressly stated, as the Debtors’ or GCG’s official position on any subject matter. Users of this website should not take or refrain from taking any action based upon content included in the website without seeking legal counsel on the particular facts and circumstances at issue from a licensed attorney.

The Debtors and GCG do not guarantee or warrant the accuracy, completeness or currency of the information that is provided herein, and shall not be liable to you for any loss or injury arising out of, or caused in whole or in part by, the acts, errors or omissions of the Debtors or GCG, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information contained on this website. The Debtors and GCG expressly do not

undertake any obligation to update, modify, revise or re-categorize the information provided herein, or to notify you or any third party, should the information be updated, modified, revised or re-categorized. In no event shall the Debtors or GCG be liable to you or any third party for any direct, indirect, incidental, consequential or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors, or damages to business reputation, lost business or lost profits), whether foreseeable or not and however caused, even if the Debtors or GCG are advised of the possibility of such damages. This website should not be relied on as a substitute for financial, legal or other professional advice.

It is your sole obligation to maintain accurate records of the documents filed in the chapter 11 cases, based on the Court's dockets relating to the Debtors' chapter 11 cases, which can be accessed through the Court's website at www.moeb.uscourts.gov (a PACER login and password are needed to view these documents and can be obtained at <http://pacer.psc.uscourts.gov>). The Debtors' website is being made available merely as a convenience to interested parties and the public.

Electronic mail or other communications through this website, or otherwise, to the Debtors, their counsel, or GCG in connection with these, or other, matters will not be treated as privileged or confidential. Transmission and receipt of the information in this website and/or communication with the Debtors or Debtors' counsel via e-mail is not intended to solicit or create, and does not create, an attorney-client relationship between Debtors' counsel and any person or entity. The Debtors and GCG do not endorse or warrant, and are not responsible for, any third-party content that may be accessed from this website.

The Debtors and GCG make no claim to original U.S. Government works. None of the Debtors, or any of their respective directors, officers, employees, members, attorneys, consultants, advisors or agents (acting in such capacity), including GCG (collectively, the "Exculpated Parties"), shall have or incur any liability to any entity, (all references to "entity" herein shall be as defined in section 101(15) of the Bankruptcy Code, "Entity"), for any act taken or omitted to be taken in connection with the preparation, dissemination or implementation of this website; provided however, that the foregoing shall not affect the liability of any Exculpated Party protected pursuant to this paragraph that otherwise would result from any such act or omission to the extent that such act or omission, is determined in a final, non-appealable order to have constituted a breach of fiduciary duty, gross negligence or willful misconduct, including, without limitation, fraud and criminal misconduct, or the breach of any confidential agreement or order. Without limiting the foregoing, the

exculpation provided in this paragraph shall be coextensive with any Exculpated Party's qualified immunity under applicable law.

29. The Debtors are authorized to use the Noticing Agent to distribute Court Documents filed in these Chapter 11 cases to any requesting party at costs not to exceed those designated by 28 U.S.C. § 1930. The Debtors shall not be charged for this service. Parties seeking to obtain Court Documents from the Noticing Agent may call (877) 600-6531.

30. The Noticing Agent shall maintain a master list containing the name and address of each creditor (the "**Creditor Matrix**"). The Debtors shall file with the Court the Creditor Matrix along with any amendments thereto in accordance with applicable Local Rules and Orders entered in these jointly administered cases.

Amendments and Notice of Order

31. The Debtors or the Committee (after consultation with the Debtors) may seek to amend the Procedures occasionally throughout these Chapter 11 cases and shall present such amendments to the Court by Motion in accordance with this Order.

32. The Debtors shall make this Order available on the Case Information Website, and, within three days after its entry, serve it by U.S. mail, hand delivery, facsimile or e-mail on the Core Parties and all parties that, prior to the date of the entry of this Order, have requested notice pursuant to Bankruptcy Rule 2002.

Time


33. Any time period prescribed or allowed by these Procedures shall be computed in accordance with Bankruptcy Rule 9006.

34. Nothing in these Procedures shall prejudice the right of any party to move the Court to request an enlargement or reduction of any time period under Bankruptcy Rules 9006(b) and 9006(c).

35. All deadlines referenced in all other previously entered orders in these Chapter 11 cases shall henceforth be scheduled as prevailing Central Time, notwithstanding any previous reference to “prevailing Eastern Time”.

36. Any reference to the “Office of the United States Trustee” or “U.S. Trustee” in all other previously entered orders in these Chapter 11 cases shall henceforth be defined as the Office of the United States Trustee for the Eastern District of Missouri, 111 South 10th Street, Suite 6.353, St. Louis, Missouri 63102, Attn: Leonora S. Long and Paul A. Randolph.

SO ORDERED


KATHY A. SURRATT-STATES
Chief United States Bankruptcy Judge

DATED: March 22, 2013
St. Louis, Missouri
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