

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI

Case No. 12-51502

- - - - -x

In the Matter of:

PATRIOT COAL CORPORATION, et al.,

Debtors.

- - - - -x

United States Bankruptcy Court
111 South 10th Street
4th Floor
St. Louis, Missouri

April 17, 2013
9:13 AM

B E F O R E:
HON. KATHY A. SURRETT-STATES
U.S. BANKRUPTCY JUDGE

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

Emergency Motion to Quash Subpoena for Deposition by Witness
Irl F. Engelhardt (Hamby, Stephen) (3654)

Transcribed by: Penina Wolicki
eScribers, LLC
700 West 192nd Street, Suite #607
New York, NY 10040
(973)406-2250
operations@escribers.net

1 A P P E A R A N C E S :

2

3 DAVIS POLK & WARDWELL LLP

4 Attorneys for Debtors and Debtors-in-Possession

5 450 Lexington Avenue

6 New York, NY 10017

7

8 BY: MICHAEL J. RUSSANO, ESQ. (TELEPHONICALLY)

9

10

11 KRAMER LEVIN NAFTALIS & FRANKEL LLP

12 Attorneys for Official Creditors' Committee

13 1177 Avenue of the Americas

14 New York, NY 10036

15

16 BY: P. BRADLEY O'NEILL, ESQ. (TELEPHONICALLY)

17

18

19 CARMODY MACDONALD P.C.

20 Attorneys for Official Creditors' Committee

21 120 South Central Avenue

22 Suite 1800

23 St. Louis, MO 63105

24

25 BY: GREGORY D. WILLARD, ESQ. (TELEPHONICALLY)

1 UNITED STATES DEPARTMENT OF JUSTICE

2 Office of the United States Trustee

3 111 South 10th Street

4 Suite 6.353

5 St Louis, MO 63102

6

7 BY: LEONORA S. LONG, ESQ.

8

9

10 ARMSTRONG TEASDALE LLP

11 Attorneys for Peabody Energy Corporation

12 7700 Forsyth Boulevard

13 Suite 1800

14 St. Louis, MO 63105

15

16 BY: STEVEN N. COUSINS, ESQ. (TELEPHONICALLY)

17

18

19 WILLKIE FARR & GALLAGHER LLP

20 Attorneys for Bank of America, N.A.

21 as Pre-Petition Agent and Second Out DIP Agent

22 787 Seventh Avenue

23 New York, NY 10019

24

25 BY: ANA M. ALFONSO, ESQ. (TELEPHONICALLY)

1 HUSCH BLACKWELL LLP

2 Attorneys for Citibank N.A., First Out DIP Agent

3 190 Carondelet Plaza

4 Suite 600

5 St. Louis, MO 63105

6

7 BY: MARSHALL C. TURNER, ESQ. (TELEPHONICALLY)

8

9

10 WEIL, GOTSHAL & MANGES LLP

11 Attorneys for Citibank N.A., First Out DIP Agent

12 767 Fifth Avenue

13 New York, NY 10153

14

15 BY: ANDREA C. SAAVEDRA, ESQ. (TELEPHONICALLY)

16

17

18 THE PREVIAANT LAW FIRM S.C.

19 Attorneys for United Mine Workers of America

20 1555 North River Center Drive

21 Suite 202

22 Milwaukee, WI 53212

23

24 BY: JOE HARLEY, ESQ. (TELEPHONICALLY)

25 YINGTAO HO, ESQ. (TELEPHONICALLY)

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

MORGAN LEWIS & BOCKIUS, LLP
Attorneys for 1974 Pension Trust 1993 Benefit Plan
1701 Market Street
Philadelphia, PA 19103

BY: RACHEL J. MAUCERI, ESQ. (TELEPHONICALLY)
VANESSA R. BROWN, ESQ. (TELEPHONICALLY)

MOONEY, GREEN, SAINDON, MURPHY & WELCH, P.C.
Attorneys for 1974 Pension Trust 1993 Benefit Plan
1920 L Street, N.W.
Suite 400
Washington, DC 20036

BY: JOHN R. MOONEY, ESQ. (TELEPHONICALLY)
RICHARD C. WELCH, ESQ. (TELEPHONICALLY)

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

CAPES, SOKOL, GOODMAN & SARACHAN, P.C.

Attorneys for Irl Englehardt

7701 Forsyth Boulevard

12th Floor

St. Louis, MO 63105

BY: S. TODD HAMBY, ESQ. (TELEPHONICALLY)

JOHN MEYER, ESQ. (TELEPHONICALLY)

MAYER BROWN, LLP

Attorneys for Irl Englehardt

71 South Wacker

Chicago, IL 60606

BY: WILLIAM MICHAEL, JR., ESQ. (TELEPHONICALLY)

MICHAEL FRISCH, ESQ. (TELEPHONICALLY)

MISSOURI DEPARTMENT OF REVENUE

BY: CHRIS CONWAY (TELEPHONICALLY)

1 P R O C E E D I N G S

2 THE CLERK: Please rise.

3 MR. MEYER: All right. May it please the Court, Your
4 Honor, this is John Meyer of Capes, Sokol, Goodman & Sarachan
5 firm, and I'm with my law clerk Todd Hamby, whom you know. And
6 appearing with us as our co-counsel from the Mayer Brown firm
7 of Chicago, by motion pro hac vice, are Bill Michael and
8 Michael Frisch. And we are the attorneys for Irl Englehardt
9 the movant in today's matter.

10 THE COURT: All right. Good morning, Mr. Meyer.

11 MR. MEYER: Good morning.

12 THE COURT: All right. Let me go through and see who
13 else I have on the phone for the record, then. Mr. Russano is
14 appearing on behalf of the debtor.

15 MR. RUSSANO: Yes, good morning, Your Honor.

16 THE COURT: Good morning. And Mrs. Long, you're in
17 the courtroom on behalf of the U.S. Trustee, this morning?

18 MS. LONG: Good morning, Your Honor. Yes, I am.

19 THE COURT: Good morning. All right. And then for
20 the creditors' committee I have Mr. Willard and Mr. O'Neill?

21 MR. WILLARD: Good morning, Judge.

22 MR. O'NEILL: Good morning, Your Honor.

23 THE COURT: Good morning. On behalf of the United
24 Mine Workers of America, I have Mr. Harley.

25 MR. HARLEY: Yes, Your Honor. And also Yingtao Ho.

1 THE COURT: All right. Good morning. On behalf of
2 United Mine Workers of America Trust, or call them the Fund, I
3 have Ms. Mauceri, Mr. Mooney and Mr. Welch?

4 MR. MOONEY: Good morning.

5 MS. MAUCERI: Good morning, Your Honor. This is
6 Rachel Mauceri. And with me is my colleague, Vanessa Brown.

7 THE COURT: All right, thank you. All right, and then
8 on behalf of Bank of America, I have Ms. Alfonso?

9 MS. ALFANZO: Yes, Your Honor, good morning.

10 THE COURT: Good morning. On behalf of Citibank, I
11 have Mr. Turner and Ms. Saaverdra?

12 MS. SAAVEDRA: Yes, Your Honor.

13 MR. TURNER: Good morning, Your Honor.

14 THE COURT: Good morning. And on behalf of Peabody, I
15 have Mr. Cousins?

16 MR. COUSINS: Yes, indeed. Good morning, Your Honor.

17 THE COURT: Good morning. And then on behalf of the
18 Missouri Department of Revenue, I have Mr. Conway?

19 MR. CONWAY: Good morning, Your Honor.

20 THE COURT: Good morning.

21 All right, now, Mr. Meyer and Mr. Michael, Mr. Hamby,
22 I have read your motion and I know what your arguments are.
23 Let me summarize my views about it. You believe that there's
24 not been enough time to prepare Mr. Engelhardt for the
25 deposition. You believe that Mr. Engelhardt might be asked

1 questions about privileged information in regards to Patriot
2 and Peabody. You believe that Mr. Engelhardt may not have any
3 relevant information, and you have concerns about the debtors'
4 and committee's motion for the 2004 exam of Peabody, and a
5 question of what is the burden that's reasonable under the
6 circumstances to make Mr. Engelhardt available on such short
7 notice.

8 Mr. Meyer or Mr. Hamby or Mr. Michael, is there
9 anything else, briefly -- and what I mean by briefly, five
10 minutes or less -- that you want me to know?

11 MR. MICHAEL: Judge, thank you very much. This is Mr.
12 Michael on behalf of Mr. Engelhardt. And we very much
13 appreciate the Court setting this as quickly as the Court did
14 to address it.

15 Generally, Judge, I think you are right. I think very
16 briefly what I would tell the Court is from reading the brief
17 filed by the union as well, the union identified Mr. Engelhardt
18 back on March 28th as someone that they wanted to take the
19 deposition of, but they waited until April 10th to even attempt
20 service on him.

21 Mr. Engelhardt was at his farm, farming -- he owns
22 several thousand acres -- and was certainly available. He was
23 ultimately served on the 13th for the deposition on the 19th.
24 We immediately, the very next business day, Monday the 15th,
25 reached out to counsel for the union to determine whether or

1 not we could resolve this without court intervention.

2 Certainly, Mr. Engelhardt served both as chairman of
3 Peabody before the spinoff, and then later chairman, and even
4 later CEO of Patriot, after the spinoff. And we had no idea of
5 the topics -- that's a six-plus-year time frame -- with at that
6 point four business days to prepare him. And he was no longer
7 working for either company.

8 Certainly these issues lend themselves to potential,
9 future, significant litigation, some of which we anticipate Mr.
10 Engelhardt will be a necessary witness in. And he certainly
11 has not objected to providing testimony. The concern is
12 providing unprepared testimony. He has a right to be
13 adequately prepared before giving a deposition and to have his
14 personal counsel adequately prepared in order to provide him
15 with legal advice.

16 Those issues are actually different than just the
17 issues related to the privilege concerns and confidentiality
18 concerns that also implicate both Peabody, as a result of his
19 time at Peabody, and also Patriot, as a result of his time at
20 Patriot, as both of them have the right to have him adequately
21 prepared, if his deposition will be addressing issues -- and
22 I'm sure the parties will attempt to use those statements
23 against those entities.

24 So in essence, what we did was attempt to determine
25 whether we could resolve this absent court intervention by

1 either first, you know, picking a date that was reasonable, and
2 secondly, limiting the subject matters to an area that we
3 could, in fact, prepare him for adequately in this short
4 notice. Even April 25th, that the union's agreed to, is only
5 eight business days, three of which I'm scheduled to be out of
6 town on. And so we would need to obtain documents to
7 adequately refresh Mr. Engelhardt's recollection, et cetera.

8 They chose not to limit their topics. We understand
9 from the Court's rulings in this case, that if the union
10 concludes its depo, and that there is sufficient time, other
11 creditors could also ask him questions. That obviously raises
12 the specter of a very broad number of topics that he is subject
13 to being asked questions under oath on.

14 Accordingly, we believe that there is just absolutely
15 no way, with the inability to limit these topics as the union
16 has, to adequately prepare him, based on what needs to be done
17 both with respect to his own recollection, his personal
18 counsel's preparation, and the additional logistics and
19 coordination of both companies' counsel.

20 Accordingly, Judge, we just see absolutely no way that
21 we could prepare him. Even the union's brief lists nine
22 different topics, and says, "without citing to every possible
23 relevance of his testimony," and so they really don't even
24 limit it to those nine topics.

25 We have immediately upon receipt of the subpoena,

1 coordinated with both Patriot and Peabody, to attempt to obtain
2 whatever materials we believe are necessary, although at that
3 time we had no idea of the scope or the topics that the union
4 or other creditors might intend to ask him questions about. We
5 still don't know the limitations, so that we really don't have
6 an adequate listing of the topics that we need to prepare him
7 for.

8 All of that kind of shoe-horns into what was
9 originally four business days, now is eight business days, of
10 again, three of which I'm unavailable. And we just think that
11 Rule 45 dictates that under those circumstances, the Court must
12 quash the subpoena. We perfectly well understand that at the
13 appropriate time, with appropriate notice, Mr. Engelhardt will
14 be providing his testimony on these subjects and likely many
15 more. And Judge, I think I'm close to my five minutes, so I
16 will conclude with that.

17 THE COURT: All right. Thank you. All right, then
18 Mr. Harley on behalf of the United Mine Workers of America, I
19 have -- my file says your by response -- and I read that to be
20 that you all believe that Mr. Engelhardt has relevant
21 information, there's protections in place to address
22 confidentiality issues raised by Mr. Engelhardt's counsel, and
23 that Peabody is able to attend the deposition and could address
24 the privilege issues.

25 Anything else, briefly, that you want me to know?

1 MR. HO: Yes, Your Honor. This is Yingtao Ho.
2 Regarding the timing of the deposition, the union was not sure
3 whether Patriot would agree to produce Mr. Engelhardt, until
4 around April 10th. And as soon as the union realized that
5 Patriot would not agree to produce Engelhardt as former CEO,
6 they took action immediately. They tried to serve him nine
7 times over the next four days.

8 And then after we served him, we agreed to April 25th
9 as a deposition date. That is the latest possible day we can
10 possibly have this deposition in order for his transcript to be
11 useful on the first day of the 1113/1114 proceedings. So we
12 have given Mr. Engelhardt as much time as possible, given the
13 circumstances of this case, through stopping the subpoena.

14 I also want to make clear to the Court that we have
15 not issued a Rule 30(b)(6) subpoena for Mr. Engelhardt. Mr.
16 Engelhardt is free to say I don't know; I'm not sure; to
17 certain of his questions. We're asking about his recollection,
18 which could be refreshed by certain documents. We're not
19 asking him to know everything about every topic. There's
20 simply no basis for the idea that he has to be fully prepared
21 to answer every topic on a non-Rule 30(b)(6) deposition.

22 It's -- in the same way, there's no obligation to list
23 a list of topics to be considered in a Rule 30(b)(6)
24 deposition.

25 With respect to Mr. Engelhardt's concerns of

1 confidentiality, the Secure Energy case been cited is clear.
2 We're simply talking about information that Peabody considered
3 to be confidential, and not something that's a legally
4 protected privilege. Mr. Engelhardt is not entitled to refrain
5 from testifying on topics. Therefore that's not an issue that
6 he has to prepare for. Those are -- that's the information he
7 has to testify about, especially given the fact that the entire
8 deposition will likely be designated confidential.

9 So that's -- the parties are already protected.
10 There's very little risk, as Engelhardt's counsel contends,
11 that anything Mr. Engelhardt says in his deposition will be
12 used in future proceedings because of the confidentiality
13 designation that will likely attach to his deposition, the same
14 definition that's attached to every other deposition in this
15 case.

16 With respect to the actual legal privileges, it's very
17 clear that attorneys for both Peabody and also Patriot are
18 likely to attend these depositions. They will protect the
19 privileges of those parties. So there's very little need for
20 Mr. Engelhardt to additionally prepare himself and be concerned
21 that his testimony will violate privileges where both Peabody
22 and Patriot does not object to his testimony on those topics.

23 And counsel for Engelhardt has not disputed in any way
24 the relevance of the topics we want to question Mr. Engelhardt
25 about. Ultimately Rule 45 is a balancing test of the relevance

1 of the information versus the burden on the deponent.

2 As we explained, there's no dispute. Information here
3 that we're seeking to inquire, are on narrow topics, the
4 2007/2008 spinoff, which Mr. Engelhardt's can reveal because I
5 think this is very relevant information, as we explained in our
6 1113/1114 brief, to those proceedings.

7 On the other hand, Mr. Engelhardt does not have to
8 have perfect recollection. His privileges are protected, so
9 that there's very little burden on him to attend deposition
10 eleven days after he was served. For those reasons, the
11 subpoena should not be quashed and the deposition should go
12 forward. Thank you.

13 THE COURT: All right. Thank you. All right, and
14 then Mr. Russano, on behalf of the debtors, is there anything
15 that you all wish to say in regards to the motion?

16 MR. RUSSANO: Yes, Your Honor, thank you. I will be
17 very brief.

18 But the debtors support counsel for the witness here
19 and believe that the subpoena should be quashed for two
20 reasons. First, as we describe in detail in our 1113 briefing,
21 we think that the requested examination is completely
22 irrelevant to the upcoming 1113/1114 hearing.

23 You know, one key point to -- that I want to make sure
24 that everyone is aware of, is the fact that Mr. Engelhardt
25 resigned from Patriot in October 2012, which is more than a

1 month before the debtors first made their proposal to the UMWA.
2 He simply has no knowledge of relevant recent events. And any
3 historical knowledge that he may have, which again, I think is
4 irrelevant, either has been or could have been obtained through
5 discovery that has already taken place. There's been an
6 extraordinary amount of discovery that has occurred in
7 connection with these proceedings.

8 And by the time it is complete, thirteen witnesses
9 will have been deposed, and we -- the company will have
10 produced over 50,000 pages of material. So there's just been
11 an extraordinary amount of discovery. And there's nothing that
12 the union can question Mr. Engelhardt about regarding
13 historical facts, that they couldn't have questioned others
14 about.

15 The second reason, Your Honor, is that the debtors are
16 very concerned that if this deposition does go forward, that
17 there is a real risk that it might prejudice important
18 potential estate causes of action. As the Court is acutely
19 aware, the debtors, along with the committee, are in the early
20 stages of an investigation of potential causes of action
21 arising out of the 2007 spinoff of the company from Peabody.
22 And we are approaching that investigation with the care and
23 attention it deserves. And as you know, an important motion
24 regarding that investigation will be decided on the 23rd,
25 regarding our ability to take Rule 2004 discovery from Peabody.

1 It's apparent from the UMWA's papers, from the
2 comments by counsel today, that what this deposition is really
3 about is the union wanting to conduct its own examination, a
4 premature examination into the spinoff, despite that fact that
5 it has no standing and that those issues have no relevance.

6 I fully agree with counsel for the witness that it's
7 certainly possible that there will come a time after discovery
8 is obtained from Peabody and others, when the debtors and the
9 committee will wish to examine Mr. Engelhardt regarding the
10 issues surrounding the spinoff. But as a third party, I am
11 concerned that if this deposition goes forward as demanded by
12 the union, that its counsel might take the position that Mr.
13 Engelhardt should not be subject to a second deposition on
14 similar topics. And if that argument is advanced and if it is
15 successful, that would be extremely prejudicial to the estates.

16 That's all I have, Your Honor. Thank you very much.

17 THE COURT: All right. Thank you.

18 Mr. Cousins, on behalf of Peabody, did you all have
19 anything to add to this?

20 MR. COUSINS: Yes, Your Honor, we do. And that is, we
21 think that the request made by counsel for the witness is a
22 modest one that the Court should accept. We think that clearly
23 Peabody will work with the witness to work through issues.
24 However, keep in mind that there are a lot of complicated
25 issues that are raised in the 2004 papers that the Court will

1 hear in the 23rd, which we wouldn't want to see prejudiced at
2 all, and will require some reflection on the part of the Court.
3 And it does seem to me that the relief that is asked for by the
4 union does attempt to sort of get ahead of that issue that'll
5 be raised and argued on the 23rd and that will be of some
6 consequence.

7 So it does seem to us that the request made by the
8 witness is a modest one. And keep in mind that the union have
9 already -- has already commenced litigation in West Virginia
10 that touches on the spinoff issues. And this just may be
11 another effort to access more information to build up their
12 case which represents pending litigation.

13 THE COURT: All right. Thank you, Mr. Cousins. All
14 right --

15 MR. O'NEILL: Your Honor, Brad O'Neill, on behalf of
16 the committee. Can I be heard?

17 THE COURT: Yes, briefly.

18 MR. O'NEILL: Two points, Your Honor. First, as you
19 know, we're in the middle of an 1113/1114 proceeding, in which
20 the union and the funds are being asked to make enormous
21 concessions for the benefit of the restructuring estates. They
22 believe that discovery is important and related to a central
23 element of their defense of those motions.

24 The committee believes that they will have every
25 opportunity to present a comprehensive defense to the motions,

1 and that this discovery represents a reasonable part of that
2 effort, and should be allowed to proceed.

3 It said that, and the second point is, that this is
4 discovery related to the 1113/1114 proceeding. It does not
5 relate to the 2004 investigation that the debtors and the
6 committee are doing. The committee will not use these
7 depositions in order to advance those investigations and think
8 it's appropriate for this to go forward with the debtors and
9 the committee reserving their rights to take whatever discovery
10 the Court approves and is appropriate in the future relating to
11 the investigation, including potentially, a deposition of Mr.
12 Engelhardt. Thank you.

13 THE COURT: All right. Thank you.

14 MR. MICHAEL: Your Honor, this is Mr. Michael. Could
15 I briefly be heard in rebuttal with respect to the union's
16 points, if I can --

17 THE COURT: Yes.

18 MR. MICHAEL: -- keep it within a minute?

19 THE COURT: Yes.

20 MR. MICHAEL: Thank you. A couple of things very
21 briefly. The union indicated that with respect to the
22 privileged nature of these communications, either regarding
23 Peabody or Patriot, that Mr. Engelhardt could rely upon
24 Patriot's counsel or Peabody's counsel to, in essence, sit
25 there and direct him not to answer, and he, therefore doesn't

1 have to prepare. That completely ignores Mr. Engelhardt's
2 obligations and his right to be adequately prepared on those
3 subjects.

4 And it is completely unfair to believe that Mr.
5 Engelhardt should just simply have to show up, and without
6 having any preparation, rely on one of the two companies'
7 counsel to elbow him and to make an objection in order for him
8 not to answer a question, without having had discussions with
9 them about those topics and understanding that process, and
10 more importantly, also having his personal counsel understand
11 that process as well.

12 And lastly, with respect to the comments made by the
13 union's counsel that Mr. Engelhardt is free to simply show up
14 and say he doesn't recall and that he has no obligation to be
15 fully prepared, again, completely ignores the rights that Mr.
16 Engelhardt has to be adequately prepared. He's the one that's
17 being asked questions under oath. He's the one that's being
18 asked questions about what occurred going back seven years, and
19 about various different things: management's evaluation about
20 the solvency of Patriot; how those played out over time;
21 Patriot -- whether Patriot exacerbated its retiree obligation;
22 Peabody's lessening of legacy liabilities; his impressions or
23 others; Magnum transaction; the reasonableness of coal price
24 projections; issues regarding the DIP financing.

25 You know, those are complicated issues. They extend

1 over a significant amount of time. And to try to obtain those
2 documents, refresh his recollection, and do all those other
3 things, as opposed to simply walk in and say he doesn't recall,
4 is not fair to him. Thank you.

5 THE COURT: All right. Thank you.

6 MR. HO: Your Honor, this is Yingtao Ho. If I may
7 just briefly address Mr. Russano's comments in rebuttal?

8 THE COURT: Briefly. One minute.

9 MR. HO: Thank you, Your Honor. Regarding Mr.
10 Russano's statement that the spinoff is simply not relevant, we
11 cited to you case law in our 1113/1114 materials that if
12 Patriot assumed the Peabody retirees, no way we cannot provide
13 them -- provide for them retiree benefits on a long term basis
14 that goes directly to the equity of the 1114 motion.
15 Therefore, the limited discovery we're seeking to take on the
16 spinoff is directly relevant to the 1113/1114 motion, and that
17 should be considered in the Rule 45 (indiscernible) attached,
18 and it supports permitting the deposition to go forward. Thank
19 you.

20 THE COURT: All right. Thank you. All right, clearly
21 quite an issue in this case, I can find that the burden is
22 reasonable under the circumstances, because the Code under 1113
23 and 1114, have a very compressed schedule for the hearing and
24 consideration by the court, in that the hearing is to be
25 scheduled within fourteen to twenty-one days after the motion

1 is filed, and a ruling must be made within thirty and sixty
2 days from the commencement of the hearing on the 1113 and 1114
3 issues, respectively. Therefore, although there may be complex
4 issues, we are on a tight, compressed schedule.

5 As to the privileged information, if it arises, that's
6 an assertion that must be made to specific questions. As to
7 relevant information, there could be some, in light of Mr.
8 Engelhardt's time at Patriot at the beginning of the debtor's
9 case and just prior to the original offer being made to the
10 union. As to the 2004 examination of Peabody, that's a
11 separate issue that should not be confused with the issues of
12 the 1113 and 1114 motions, and likewise the Virginia litigation
13 is a separate issue as well.

14 Therefore, I will deny the motion to quash. The
15 deposition of Mr. Engelhardt will go forward on April 25th,
16 pursuant to the agreement of counsel for Mr. Engelhardt and the
17 UMWA. However, the deposition of Mr. Engelhardt may not
18 include questions regarding the spinoff of Patriot and Peabody,
19 and may not involve issues regarding the Virginia litigation.

20 The scope of Mr. Engelhardt's deposition, likewise,
21 will be limited to the areas that are identified in the UMWA
22 opposition to the motion to quash. And the only parties that
23 may ask questions of Mr. Engelhardt are the UMWA, the debtor,
24 and the UMWA funds. I will limit and not let other parties ask
25 questions of Mr. Engelhardt.

1 Mr. Michael or Mr. Meyer, can I ask you to prepare a
2 proposed order that covers what I have announced?

3 MR. MICHAEL: Yes, Judge.

4 THE COURT: All right. And circulate it to all the
5 parties. And I will have that entered.

6 All right, Mr. Michael or Mr. Meyer, are there any
7 other requests you have this morning on behalf of Mr.
8 Engelhardt?

9 MR. MICHAEL: No, Judge. Thank you, again, for your
10 time.

11 THE COURT: All right, no problem. Thank you.

12 All right, Mr. Russano, any other requests on behalf
13 of the debtors, this morning?

14 MR. RUSSANO: No, thank you, Your Honor.

15 THE COURT: All right. Mrs. Long, anything on behalf
16 of the U.S. Trustee?

17 MS. LONG: No, thank you, Judge.

18 THE COURT: I'm sorry, did Mrs. Long respond? I can't
19 hear.

20 MS. LONG: No, thank you, Your Honor.

21 THE COURT: All right. Thank you. Mr. Willard or Mr.
22 O'Neill, anything else on behalf of the creditors' committee,
23 this morning?

24 MR. O'NEILL: No, thank you, Your Honor.

25 MR. WILLARD: Thanks, Judge.

1 THE COURT: Okay. Thank you. Mr. Harley, anything
2 else on behalf of the United Mine Workers of America?

3 MR. HARLEY: No, Your Honor.

4 THE COURT: All right. Thank you. Anything on behalf
5 of the United Mine Workers Trust, Ms. Mauceri?

6 MS. MAUCERI: No, thank you very much, Your Honor.

7 THE COURT: All right. Thank you. Ms. Alfonso,
8 anything on behalf of Bank of America?

9 MS. ALFONSO: No, Your Honor, thank you.

10 THE COURT: All right. Thank you. Mr. Turner or Ms.
11 Saavedra, anything on behalf of Citibank?

12 MS. SAAVEDRA: No, Your Honor, thank you.

13 THE COURT: All right. Thank you. Mr. Cousins,
14 anything else on behalf of Peabody, this morning?

15 MR. COUSINS: No, Your Honor, thank you very much.

16 THE COURT: All right. And Mr. Conway anything on
17 behalf of the Department of -- Missouri Department of Revenue?

18 MR. CONWAY: No, Your Honor, thank you.

19 THE COURT: All right. Thank you. Then we will be in
20 recess. Thank you.

21 (Whereupon these proceedings were concluded at 9:39 AM)

22

23

24

25

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

I N D E X

RULINGS

	Page	Line
Motion to quash is denied	23	14
Deposition of Mr. Engelhardt will be limited in scope as delineated on the record.	23	17

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

C E R T I F I C A T I O N

I, Penina Wolicki, certify that the foregoing transcript is a true and accurate record of the proceedings.

Penina Wolicki

PENINA WOLICKI

AAERT Certified Electronic Transcriber CET**D-569

eScribers

700 West 192nd Street, Suite #607

New York, NY 10040

Date: April 18, 2013

	<p>19:4 ALFANSO (1) 9:9</p>	<p>attached (2) 15:14;22:17</p>	<p>16:20 briefly (9) 10:9,9,16;13:25; 19:17;20:15,21;22:7, 8</p>	<p>cited (2) 15:1;22:11</p>
<p>A</p>	<p>ALFONSO (4) 4:25;9:8;25:7,9</p>	<p>attempt (5) 10:19;11:22,24; 13:1;19:4</p>	<p>broad (1) 12:12</p>	<p>Citibank (4) 5:2,11;9:10;25:11</p>
<p>ability (1) 17:25</p>	<p>allowed (1) 20:2</p>	<p>attend (3) 13:23;15:18;16:9</p>	<p>BROWN (4) 6:8;7:12;8:6;9:6</p>	<p>citing (1) 12:22</p>
<p>able (1) 13:23</p>	<p>along (1) 17:19</p>	<p>attention (1) 17:23</p>	<p>build (1) 19:11</p>	<p>clear (3) 14:14;15:1,17</p>
<p>absent (1) 11:25</p>	<p>although (2) 13:2;23:3</p>	<p>Attorneys (11) 4:11,20;5:2,11,19; 6:3,12;7:3,13;8:8; 15:17</p>	<p>burden (4) 10:5;16:1,9;22:21</p>	<p>clearly (2) 18:22;22:20</p>
<p>absolutely (2) 12:14,20</p>	<p>America (8) 4:20;5:19;8:24; 9:2,8;13:18;25:2,8</p>	<p>available (2) 10:6,22</p>	<p>business (5) 10:24;11:6;12:5; 13:9,9</p>	<p>CLERK (2) 8:2,5</p>
<p>accept (1) 18:22</p>	<p>amount (3) 17:6,11;22:1</p>	<p>Avenue (2) 4:22;5:12</p>	<p>C</p>	<p>close (1) 13:15</p>
<p>access (1) 19:11</p>	<p>ANA (1) 4:25</p>	<p>aware (2) 16:24;17:19</p>	<p>cal (1) 9:2</p>	<p>coal (1) 21:23</p>
<p>Accordingly (2) 12:14,20</p>	<p>ANDREA (1) 5:15</p>	<p>B</p>	<p>can (7) 14:9;16:4;17:12; 19:16;20:16;22:21; 24:1</p>	<p>co-counsel (1) 8:6</p>
<p>acres (1) 10:22</p>	<p>announced (1) 24:2</p>	<p>back (2) 10:18;21:18</p>	<p>carondelet (1) 5:3</p>	<p>Code (1) 22:22</p>
<p>action (3) 14:6;17:18,20</p>	<p>anticipate (1) 11:9</p>	<p>balancing (1) 15:25</p>	<p>case (8) 12:9;14:13;15:1, 15:19;12:22;11,21; 23:9</p>	<p>colleague (1) 9:6</p>
<p>actual (1) 15:16</p>	<p>apparent (1) 18:1</p>	<p>Bank (3) 4:20;9:8;25:8</p>	<p>causes (2) 17:18,20</p>	<p>commenced (1) 19:9</p>
<p>actually (1) 11:16</p>	<p>appearing (2) 8:6,14</p>	<p>based (1) 12:16</p>	<p>care (1) 17:22</p>	<p>commencement (1) 23:2</p>
<p>acutely (1) 17:18</p>	<p>approaching (1) 17:22</p>	<p>basis (2) 14:20;22:13</p>	<p>central (1) 19:22</p>	<p>comments (3) 18:2;21:12;22:7</p>
<p>add (1) 18:19</p>	<p>appropriate (4) 13:13,13;20:8,10</p>	<p>beginning (1) 23:8</p>	<p>CEO (2) 11:4;14:5</p>	<p>committee (9) 8:20;17:19;18:9; 19:16,24;20:6,6,9; 24:22</p>
<p>additional (1) 12:18</p>	<p>approves (1) 20:10</p>	<p>behalf (23) 8:14,17,23;9:1,8, 10,14,17;10:12; 13:18;16:14;18:18; 19:15;24:7,12,15,22; 25:2,4,8,11,14,17</p>	<p>Center (1) 5:20</p>	<p>committee's (1) 10:4</p>
<p>additionally (1) 15:20</p>	<p>April (5) 10:19;12:4;14:4,8; 23:15</p>	<p>believes (1) 19:24</p>	<p>Chairman (2) 11:2,3</p>	<p>communications (1) 20:22</p>
<p>address (4) 10:14;13:21,23; 22:7</p>	<p>areas (1) 23:21</p>	<p>Benefit (3) 6:3,12;19:21</p>	<p>chicago (2) 7:15;8:7</p>	<p>companies' (2) 12:19;21:6</p>
<p>addressing (1) 11:21</p>	<p>argued (1) 19:5</p>	<p>benefits (1) 22:13</p>	<p>chose (1) 12:8</p>	<p>company (3) 11:7;17:9,21</p>
<p>adequate (1) 13:6</p>	<p>argument (1) 18:14</p>	<p>Bill (1) 8:7</p>	<p>CHRIS (1) 7:22</p>	<p>complete (1) 17:8</p>
<p>adequately (8) 11:13,14,20;12:3, 7,16;21:2,16</p>	<p>arguments (1) 9:22</p>	<p>BLACKWELL (1) 5:1</p>	<p>circulate (1) 24:4</p>	<p>complex (1) 23:3</p>
<p>advance (1) 20:7</p>	<p>arises (1) 23:5</p>	<p>BOCKIUS (1) 6:2</p>	<p>circumstances (4) 10:6;13:11;14:13; 22:22</p>	<p>complicated (2) 18:24;21:25</p>
<p>advanced (1) 18:14</p>	<p>arising (1) 17:21</p>	<p>both (8) 11:2,18,20;12:17, 19;13:1;15:17,21</p>	<p>concern (1) 11:11</p>	<p>concerned (3) 15:20;17:16;18:11</p>
<p>advice (1) 11:15</p>	<p>ARMSTRONG (1) 4:10</p>	<p>Boulevard (2) 4:12;7:4</p>	<p>concerns (4) 10:3;11:17,18; 14:25</p>	<p>concessions (1) 19:21</p>
<p>again (4) 13:10;17:3;21:15; 24:9</p>	<p>around (1) 14:4</p>	<p>Brad (1) 19:15</p>	<p>conclude (1) 13:16</p>	<p>conclude (1) 13:16</p>
<p>against (1) 11:23</p>	<p>assertion (1) 23:6</p>	<p>brief (4) 10:16;12:21;16:6, 17</p>	<p>briefing (1)</p>	
<p>Agent (4) 4:21,21;5:2,11</p>	<p>assumed (1) 22:12</p>			
<p>agree (3) 14:3,5;18:6</p>	<p>attach (1) 15:13</p>			
<p>agreed (2) 12:4;14:8</p>				
<p>agreement (1) 23:16</p>				
<p>ahead (1)</p>				

concluded (1) 25:21	creditors (2) 12:11;13:4	despite (1) 18:4	Engelhardt's (8) 12:7;13:22;14:25;	fact (4) 12:3;15:7;16:24;
concludes (1) 12:10	creditors' (2) 8:20;24:22	detail (1) 16:20	15:10;16:4;21:1;	18:4
conduct (1) 18:3	D	determine (2) 10:25;11:24	23:8,20	facts (1) 17:13
confidential (2) 15:3,8	date (2) 12:1;14:9	dictates (1) 13:11	Englehardt (3) 7:3,13;8:8	fair (1) 22:4
confidentiality (4) 11:17;13:22;15:1,12	day (3) 10:24;14:9,11	different (3) 11:16;12:22;21:19	enormous (1) 19:20	farm (1) 10:21
confused (1) 23:11	days (8) 11:6;12:5;13:9,9;	DIP (4) 4:21;5:2,11;21:24	enough (1) 9:24	farming (1) 10:21
connection (1) 17:7	14:7;16:10;22:25;	direct (1) 20:25	entered (1) 24:5	FARR (1) 4:19
consequence (1) 19:6	23:2	directly (2) 22:14,16	entire (1) 15:7	Fifth (1) 5:12
consideration (1) 22:24	DC (1) 6:15	discovery (10) 17:5,6,11,25;18:7;	entities (1) 11:23	file (1) 13:19
considered (3) 14:23;15:2;22:17	debtor (2) 8:14;23:23	19:22;20:1,4,9;22:15	entitled (1) 15:4	filed (2) 10:17;23:1
contends (1) 15:10	debtors (9) 16:14,18;17:1,15,	discussions (1) 21:8	equity (1) 22:14	financing (1) 21:24
CONWAY (5) 7:22;9:18,19;	24:13	dispute (1) 16:2	especially (1) 15:7	find (1) 22:21
25:16,18	debtors' (1) 10:3	disputed (1) 15:23	ESQ (15) 4:7,16,25;5:7,15,	FIRM (3) 5:18;8:5,6
coordinated (1) 13:1	debtor's (1) 23:8	documents (3) 12:6;14:18;22:2	24,25;6:7,8,17,18;	First (7) 5:2,11;12:1;14:11;
coordination (1) 12:19	decided (1) 17:24	done (1) 12:16	7:8,9,17,18	16:20;17:1;19:18
Corporation (1) 4:11	defense (2) 19:23,25	Drive (1) 5:20	essence (2) 11:24;20:24	five (2) 10:9;13:15
counsel (17) 10:25;11:14;	definition (1) 15:14	E	estate (1) 17:18	Floor (1) 7:5
12:19;13:22;15:10,	demand (1) 18:11	early (1) 17:19	estates (2) 18:15;19:21	former (1) 14:5
23;16:18;18:2,6,12,	deny (1) 23:14	effort (2) 19:11;20:2	et (1) 12:7	Forsyth (2) 4:12;7:4
21;20:24,24;21:7,10,	DEPARTMENT (5) 4:1;7:21;9:18;	eight (2) 12:5;13:9	evaluation (1) 21:19	forward (6) 16:12;17:16;
13;23:16	25:17,17	either (4) 11:7;12:1;17:4;	even (5) 10:19;11:3;12:4,	18:11;20:8;22:18;
counsel's (1) 12:18	depo (1) 12:10	20:22	21,23	23:15
couple (1) 20:20	deponent (1) 16:1	elbow (1) 21:7	events (1) 17:2	four (3) 11:6;13:9;14:7
Court (48) 8:3,10,12,16,19,	deposed (1) 17:9	element (1) 19:23	everyone (1) 16:24	fourteen (1) 22:25
23;9:1,7,10,14,17,	deposition (26) 9:25;10:19,23;	eleven (1) 16:10	exacerbated (1) 21:21	frame (1) 11:5
20;10:13,13,16;11:1,	11:13,21;13:23;14:2,	else (6) 8:13;10:9;13:25;	exam (1) 10:4	free (2) 14:16;21:13
25;13:11,17;14:14;	9,10,21,24;15:8,11,	24:22;25:2,14	examination (4) 16:21;18:3,4;	FRISCH (2) 7:18;8:8
16:13;17:18;18:17,	13,14;16:9,11;17:16;	Engelhardt (37) 9:24,25;10:2,6,12,	23:10	fully (3) 14:20;18:6;21:15
22,25;19:2,13,17;	22:18;23:15,17,20	17,21;11:2,10;13:13,	examine (1) 18:9	Fund (1) 9:2
20:10,13,17,19;22:5,	depositions (2) 15:18;20:7	20;14:3,5,12,15,16;	explained (2) 16:2,5	funds (2) 19:20;23:24
8,20,24;24:4,11,15,	describe (1) 16:20	15:4,11,20,23,24;	extraordinary (2) 17:6,11	future (3) 11:9;15:12;20:10
18,21;25:1,4,7,10,13,	deserves (1) 17:23	16:7,24;17:12;18:9,	extremely (1) 18:15	
16,19	designated (1) 15:8	13;20:12,23;21:5,13,	F	G
courtroom (1) 8:17	designation (1) 15:13	16;23:15,16,17,23,		
Court's (1) 12:9		25;24:8		
COUSINS (8) 4:16;9:15,16;				
18:18,20;19:13;				
25:13,15				
covers (1) 24:2				

<p>Generally (1) 10:15 given (3) 14:12,12;15:7 giving (1) 11:13 goes (2) 18:11;22:14 Good (20) 8:10,11,15,16,18, 19,21,22,23;9:1,4,5, 9,10,13,14,16,17,19, 20 GOODMAN (2) 7:2;8:4 GOTSHAL (1) 5:10 GREEN (1) 6:11</p>	<p>21:1,15 IL (1) 7:15 immediately (3) 10:24;12:25;14:6 implicate (1) 11:18 important (3) 17:17,23;19:22 importantly (1) 21:10 impressions (1) 21:22 inability (1) 12:15 include (1) 23:18 including (1) 20:11 indeed (1) 9:16 indicated (1) 20:21 indiscernible (1) 22:17 information (11) 10:1,3;13:21;15:2, 6;16:1,2,5;19:11; 23:5,7 inquire (1) 16:3 intend (1) 13:4 intervention (2) 11:1,25 into (2) 13:8;18:4 investigation (5) 17:20,22,24;20:5, 11 investigations (1) 20:7 involve (1) 23:19 Irl (3) 7:3,13;8:8 irrelevant (2) 16:22;17:4 issue (5) 15:5;19:4;22:21; 23:11,13 issued (1) 14:15 issues (17) 11:8,16,17,21; 13:22,24;18:5,10,23, 25;19:10;21:24,25; 23:3,4,11,19</p>	<p>JOHN (3) 6:17;7:9;8:4 JR (1) 7:17 Judge (9) 8:21;10:11,15; 12:20;13:15;24:3,9, 17,25 JUSTICE (1) 4:1</p>	<p>12:2 list (2) 14:22,23 listing (1) 13:6 lists (1) 12:21 litigation (5) 11:9;19:9,12; 23:12,19 little (3) 15:10,19;16:9 LLP (6) 4:10,19;5:1,10; 6:2;7:12 logistics (1) 12:18 LONG (8) 4:7;8:16,18;22:13; 24:15,17,18,20 longer (1) 11:6 lot (1) 18:24 Louis (4) 4:5,14;5:5;7:6</p>	<p>9:21;10:8;24:1,6 MICHAEL (16) 7:17,18;8:7,8; 9:21;10:8,11,12; 20:14,14,18,20;24:1, 3,6,9 middle (1) 19:19 might (4) 9:25;13:4;17:17; 18:12 Milwaukee (1) 5:22 mind (2) 18:24;19:8 Mine (6) 5:19;8:24;9:2; 13:18;25:2,5 minute (2) 20:18;22:8 minutes (2) 10:10;13:15 MISSOURI (3) 7:21;9:18;25:17 MO (4) 4:5,14;5:5;7:6 modest (2) 18:22;19:8 Monday (1) 10:24 month (1) 17:1 MOONEY (4) 6:11,17;9:3,4 more (4) 13:15;16:25; 19:11;21:10 MORGAN (1) 6:2 morning (25) 8:10,11,15,16,17, 18,19,21,22,23;9:1,4, 5,9,10,13,14,16,17, 19,20;24:7,13,23; 25:14 motion (10) 8:7;9:22;10:4; 16:15;17:23;22:14, 16,25;23:14,22 motions (3) 19:23,25;23:12 movant (1) 8:9 Mrs (3) 8:16;24:15,18 much (6) 10:11,12;14:12; 18:16;25:6,15 MURPHY (1) 6:11 must (3) 13:11;23:1,6</p>
<p style="text-align: center;">H</p>	<p>hac (1) 8:7 HAMBY (4) 7:8;8:5;9:21;10:8 hand (1) 16:7 HARLEY (6) 5:24;8:24,25; 13:18;25:1,3 hear (2) 19:1;24:19 heard (2) 19:16;20:15 hearing (4) 16:22;22:23,24; 23:2 himself (1) 15:20 historical (2) 17:3,13 HO (7) 5:25;8:25;14:1,1; 22:6,6,9 Honor (30) 8:4,15,18,22,25; 9:5,9,12,13,16,19; 14:1;16:16;17:15; 18:16,20;19:15,18; 20:14;22:6,9;24:14, 20,24;25:3,6,9,12,15, 18 HUSCH (1) 5:1</p>	<p style="text-align: center;">K</p> <p>keep (3) 18:24;19:8;20:18 key (1) 16:23 kind (1) 13:8 knowledge (2) 17:2,3</p>	<p style="text-align: center;">M</p>	<p>Magnum (1) 21:23 management's (1) 21:19 MANGES (1) 5:10 many (1) 13:14 March (1) 10:18 Market (1) 6:4 MARSHALL (1) 5:7 material (1) 17:10 materials (2) 13:2;22:11 matter (1) 8:9 matters (1) 12:2 MAUCERI (6) 6:7;9:3,5,6;25:5,6 May (8) 8:3;10:2;17:3; 19:10;22:6;23:3,17, 23 MAYER (2) 7:12;8:6 mean (1) 10:9 MEYER (9) 7:9;8:3,4,10,11;</p>
<p>idea (3) 11:4;13:3;14:20 identified (2) 10:17;23:21 ignores (2)</p>	<p style="text-align: center;">J</p> <p>JOE (1) 5:24</p>	<p style="text-align: center;">L</p> <p>lastly (1) 21:12 later (2) 11:3,4 latest (1) 14:9 LAW (3) 5:18;8:5;22:11 legacy (1) 21:22 legal (2) 11:15;15:16 legally (1) 15:3 lend (1) 11:8 LEONORA (1) 4:7 less (1) 10:10 lessening (1) 21:22 LEWIS (1) 6:2 liabilities (1) 21:22 light (1) 23:7 likely (4) 13:14;15:8,13,18 likewise (2) 23:12,20 limit (4) 12:8,15,24;23:24 limitations (1) 13:5 limited (2) 22:15;23:21 limiting (1)</p>		

N	16:23;18:22;19:8; 21:6,16,17;22:8 O'Neill (7) 8:20,22;19:15,15, 18;24;22,24 only (2) 12:4;23:22 opportunity (1) 19:25 opposed (1) 22:3 opposition (1) 23:22 order (5) 11:14;14:10;20:7; 21:7;24:2 original (1) 23:9 originally (1) 13:9 others (3) 17:13;18:8;21:23 Out (7) 4:21;5:2,11;10:25; 12:5;17:21;21:20 over (4) 14:7;17:10;21:20; 22:1 own (2) 12:17;18:3 owns (1) 10:21	22:12;23:10,18; 25:14 Peabody's (2) 20:24;21:22 pending (1) 19:12 Pension (2) 6:3,12 perfect (1) 16:8 perfectly (1) 13:12 permitting (1) 22:18 personal (3) 11:14;12:17;21:10 Philadelphia (1) 6:5 phone (1) 8:13 picking (1) 12:1 place (2) 13:21;17:5 Plan (2) 6:3,12 played (1) 21:20 Plaza (1) 5:3 Please (2) 8:2,3 point (3) 11:6;16:23;20:3 points (2) 19:18;20:16 position (1) 18:12 possible (4) 12:22;14:9,12; 18:7 possibly (1) 14:10 potential (3) 11:8;17:18,20 potentially (1) 20:11 prejudice (1) 17:17 prejudiced (1) 19:1 prejudicial (1) 18:15 premature (1) 18:4 preparation (2) 12:18;21:6 prepare (10) 9:24;11:6;12:3,16, 21;13:6;15:6,20; 21:1;24:1 prepared (7) 11:13,14,21;	14:20;21:2,15,16 Pre-Petition (1) 4:21 present (1) 19:25 PREVIANT (1) 5:18 price (1) 21:23 prior (1) 23:9 privilege (3) 11:17;13:24;15:4 privileged (3) 10:1;20:22;23:5 privileges (4) 15:16,19,21;16:8 pro (1) 8:7 problem (1) 24:11 proceed (1) 20:2 proceeding (2) 19:19;20:4 proceedings (5) 14:11;15:12;16:6; 17:7;25:21 process (2) 21:9,11 produce (2) 14:3,5 produced (1) 17:10 projections (1) 21:24 proposal (1) 17:1 proposed (1) 24:2 protect (1) 15:18 protected (3) 15:4,9;16:8 protections (1) 13:21 provide (3) 11:14;22:12,13 providing (3) 11:11,12;13:14 pursuant (1) 23:16	R RACHEL (2) 6:7;9:6 raised (3) 13:22;18:25;19:5 raises (1) 12:11 reached (1) 10:25 read (2) 9:22;13:19 reading (1) 10:16 real (1) 17:17 realized (1) 14:4 really (3) 12:23;13:5;18:2 reason (1) 17:15 reasonable (4) 10:5;12:1;20:1; 22:22 reasonableness (1) 21:23 reasons (2) 16:10,20 rebuttal (2) 20:15;22:7 recall (2) 21:14;22:3 receipt (1) 12:25 recent (1) 17:2 recess (1) 25:20 recollection (5) 12:7,17;14:17; 16:8;22:2 record (1) 8:13 reflection (1) 19:2 refrain (1) 15:4 refresh (2) 12:7;22:2 refreshed (1) 14:18 Regarding (10) 14:2;17:12,24,25; 18:9;20:22;21:24; 22:9;23:18,19 regards (2) 10:1;16:15 relate (1) 20:5 related (3) 11:17;19:22;20:4
<p>NA (3) 4:20;5:2,11 narrow (1) 16:3 nature (1) 20:22 necessary (2) 11:10;13:2 need (3) 12:6;13:6;15:19 needs (1) 12:16 New (2) 4:23;5:13 next (2) 10:24;14:7 nine (3) 12:21,24;14:6 non-Rule (1) 14:21 North (1) 5:20 notice (3) 10:7;12:4;13:13 number (1) 12:12 NW (1) 6:13 NY (2) 4:23;5:13</p>				
	P			
<p>O oath (2) 12:13;21:17 object (1) 15:22 objected (1) 11:11 objection (1) 21:7 obligation (3) 14:22;21:14,21 obligations (1) 21:2 obtain (3) 12:6;13:1;22:1 obtained (2) 17:4;18:8 obviously (1) 12:11 occurred (2) 17:6;21:18 October (1) 16:25 offer (1) 23:9 Office (1) 4:2 one (7)</p>	<p>PA (1) 6:5 pages (1) 17:10 papers (2) 18:1,25 part (2) 19:2;20:1 parties (6) 11:22;15:9,19; 23:22,24;24:5 party (1) 18:10 Patriot (17) 10:1;11:4,19,20; 13:1;14:3,5;15:17, 22;16:25;20:23; 21:20,21,21;22:12; 23:8,18 Patriot's (1) 20:24 PC (2) 6:11;7:2 Peabody (22) 4:11;9:14;10:2,4; 11:3,18,19;13:1,23; 15:2,17,21;17:21,25; 18:8,18,23;20:23;</p>			
			Q	
			<p>quash (3) 13:12;23:14,22 quashed (2) 16:11,19 quickly (1) 10:13 quite (1) 22:21</p>	

<p>relating (1) 20:10</p> <p>relevance (4) 12:23;15:24,25; 18:5</p> <p>relevant (7) 10:3;13:20;16:5; 17:2;22:10,16;23:7</p> <p>relief (1) 19:3</p> <p>rely (2) 20:23;21:6</p> <p>represents (2) 19:12;20:1</p> <p>request (2) 18:21;19:7</p> <p>requested (1) 16:21</p> <p>requests (2) 24:7,12</p> <p>require (1) 19:2</p> <p>reserving (1) 20:9</p> <p>resigned (1) 16:25</p> <p>resolve (2) 11:1,25</p> <p>respect (6) 12:17;14:25; 15:16;20:15,21; 21:12</p> <p>respectively (1) 23:3</p> <p>respond (1) 24:18</p> <p>response (1) 13:19</p> <p>restructuring (1) 19:21</p> <p>result (2) 11:18,19</p> <p>retiree (2) 21:21;22:13</p> <p>retirees (1) 22:12</p> <p>reveal (1) 16:4</p> <p>REVENUE (3) 7:21;9:18;25:17</p> <p>RICHARD (1) 6:18</p> <p>right (35) 8:3,10,12,19;9:1,7, 7,21;10:15;11:12,20; 13:17,17;16:13,13; 18:17;19:13,14; 20:13;21:2;22:5,20, 20;24:4,6,11,12,15, 21;25:4,7,10,13,16, 19</p> <p>rights (2) 20:9;21:15</p>	<p>rise (1) 8:2</p> <p>risk (2) 15:10;17:17</p> <p>River (1) 5:20</p> <p>Rule (6) 13:11;14:15,23; 15:25;17:25;22:17</p> <p>ruling (1) 23:1</p> <p>rulings (1) 12:9</p> <p>Russano (6) 8:13,15;16:14,16; 24:12,14</p> <p>Russano's (2) 22:7,10</p> <hr/> <p style="text-align: center;">S</p> <hr/> <p>SAAVEDRA (4) 5:15;9:12;25:11, 12</p> <p>Saaverdra (1) 9:11</p> <p>SAINDON (1) 6:11</p> <p>same (2) 14:22;15:13</p> <p>SARACHAN (2) 7:2;8:4</p> <p>SC (1) 5:18</p> <p>schedule (2) 22:23;23:4</p> <p>scheduled (2) 12:5;22:25</p> <p>scope (2) 13:3;23:20</p> <p>Second (4) 4:21;17:15;18:13; 20:3</p> <p>secondly (1) 12:2</p> <p>Secure (1) 15:1</p> <p>seeking (2) 16:3;22:15</p> <p>seem (2) 19:3,7</p> <p>separate (2) 23:11,13</p> <p>serve (1) 14:6</p> <p>served (4) 10:23;11:2;14:8; 16:10</p> <p>service (1) 10:20</p> <p>setting (1) 10:13</p> <p>seven (1)</p>	<p>21:18</p> <p>Seventh (1) 4:22</p> <p>several (1) 10:22</p> <p>shoe-horns (1) 13:8</p> <p>short (2) 10:6;12:3</p> <p>show (2) 21:5,13</p> <p>significant (2) 11:9;22:1</p> <p>similar (1) 18:14</p> <p>simply (7) 14:20;15:2;17:2; 21:5,13;22:3,10</p> <p>sit (1) 20:24</p> <p>six-plus-year (1) 11:5</p> <p>sixty (1) 23:1</p> <p>SOKOL (2) 7:2;8:4</p> <p>solvency (1) 21:20</p> <p>someone (1) 10:18</p> <p>soon (1) 14:4</p> <p>sorry (1) 24:18</p> <p>sort (1) 19:4</p> <p>South (2) 4:3;7:14</p> <p>specific (1) 23:6</p> <p>specter (1) 12:12</p> <p>spinoff (10) 11:3,4;16:4;17:21; 18:4,10;19:10;22:10, 16;23:18</p> <p>St (4) 4:5,14;5:5;7:6</p> <p>stages (1) 17:20</p> <p>standing (1) 18:5</p> <p>statement (1) 22:10</p> <p>statements (1) 11:22</p> <p>STATES (2) 4:1,2</p> <p>STEVEN (1) 4:16</p> <p>still (1) 13:5</p> <p>stopping (1)</p>	<p>14:13</p> <p>Street (3) 4:3;6:4,13</p> <p>subject (3) 12:2,12;18:13</p> <p>subjects (2) 13:14;21:3</p> <p>subpoena (6) 12:25;13:12; 14:13,15;16:11,19</p> <p>successful (1) 18:15</p> <p>sufficient (1) 12:10</p> <p>Suite (5) 4:4,13;5:4,21;6:14</p> <p>summarize (1) 9:23</p> <p>support (1) 16:18</p> <p>supports (1) 22:18</p> <p>sure (4) 11:22;14:2,16; 16:23</p> <p>surrounding (1) 18:10</p> <hr/> <p style="text-align: center;">T</p> <hr/> <p>talking (1) 15:2</p> <p>TEASDALE (1) 4:10</p> <p>TELEPHONICALLY (15) 4:16,25;5:7,15,24, 25;6:7,8,17,18;7:8,9, 17,18,22</p> <p>term (1) 22:13</p> <p>test (1) 15:25</p> <p>testify (1) 15:7</p> <p>testifying (1) 15:5</p> <p>testimony (6) 11:11,12;12:23; 13:14;15:21,22</p> <p>Thanks (1) 24:25</p> <p>that'll (1) 19:4</p> <p>Therefore (5) 15:5;20:25;22:15; 23:3,14</p> <p>third (1) 18:10</p> <p>thirteen (1) 17:8</p> <p>thirty (1) 23:1</p> <p>thousand (1)</p>	<p>10:22</p> <p>three (2) 12:5;13:10</p> <p>tight (1) 23:4</p> <p>times (1) 14:7</p> <p>timing (1) 14:2</p> <p>today (1) 18:2</p> <p>today's (1) 8:9</p> <p>TODD (2) 7:8;8:5</p> <p>took (1) 14:6</p> <p>topic (2) 14:19,21</p> <p>topics (15) 11:5;12:8,12,15, 22,24;13:3,6;14:23; 15:5,22,24;16:3; 18:14;21:9</p> <p>touches (1) 19:10</p> <p>town (1) 12:6</p> <p>transaction (1) 21:23</p> <p>transcript (1) 14:10</p> <p>tried (1) 14:6</p> <p>Trust (4) 6:3,12;9:2;25:5</p> <p>Trustee (3) 4:2;8:17;24:16</p> <p>try (1) 22:1</p> <p>TURNER (4) 5:7;9:11,13;25:10</p> <p>twenty-one (1) 22:25</p> <p>two (3) 16:19;19:18;21:6</p> <hr/> <p style="text-align: center;">U</p> <hr/> <p>ultimately (2) 10:23;15:25</p> <p>UMWA (5) 17:1;23:17,21,23, 24</p> <p>UMWA's (1) 18:1</p> <p>unavailable (1) 13:10</p> <p>under (6) 10:5;12:13;13:11; 21:17;22:22,22</p> <p>unfair (1) 21:4</p>
---	--	---	---	--

<p>union (16) 10:17,17,25;12:9, 15:13;3;14:2,4; 17:12;18:3,12;19:4, 8,20;20:21;23:10</p> <p>union's (4) 12:4,21;20:15; 21:13</p> <p>UNITED (8) 4:1,2;5:19;8:23; 9:2;13:18;25:2,5</p> <p>unprepared (1) 11:12</p> <p>up (3) 19:11;21:5,13</p> <p>upcoming (1) 16:22</p> <p>upon (2) 12:25;20:23</p> <p>use (2) 11:22;20:6</p> <p>used (1) 15:12</p> <p>useful (1) 14:11</p>	<p>25:21</p> <p>WI (1) 5:22</p> <p>Willard (4) 8:20,21;24:21,25</p> <p>WILLIAM (1) 7:17</p> <p>WILLKIE (1) 4:19</p> <p>wish (2) 16:15;18:9</p> <p>within (3) 20:18;22:25;23:1</p> <p>without (4) 11:1;12:22;21:5,8</p> <p>witness (6) 11:10;16:18;18:6, 21,23;19:8</p> <p>witnesses (1) 17:8</p> <p>work (2) 18:23,23</p> <p>Workers (6) 5:19;8:24;9:2; 13:18;25:2,5</p> <p>working (1) 11:7</p>	<p>10:24</p> <p>1701 (1) 6:4</p> <p>1800 (1) 4:13</p> <p>190 (1) 5:3</p> <p>19103 (1) 6:5</p> <p>1920 (1) 6:13</p> <p>1974 (2) 6:3,12</p> <p>1993 (2) 6:3,12</p> <p>19th (1) 10:23</p>	<p>600 (1) 5:4</p> <p>60606 (1) 7:15</p> <p>63102 (1) 4:5</p> <p>63105 (3) 4:14;5:5;7:6</p>
		2	7
		20036 (1) 6:15	71 (1) 7:14
		2004 (5) 10:4;17:25;18:25; 20:5;23:10	767 (1) 5:12
		2007 (1) 17:21	7700 (1) 4:12
		2007/2008 (1) 16:4	7701 (1) 7:4
		2012 (1) 16:25	787 (1) 4:22
		202 (1) 5:21	9
		23rd (3) 17:24;19:1,5	9:39 (1) 25:21
		25th (3) 12:4;14:8;23:15	
		28th (1) 10:18	
V	Y	3	
VANESSA (2) 6:8;9:6			
various (1) 21:19	years (1) 21:18		
versus (1) 16:1	YINGTAO (4) 5:25;8:25;14:1; 22:6	30b6 (3) 14:15,21,23	
vice (1) 8:7	York (2) 4:23;5:13	4	
views (1) 9:23	1	400 (1) 6:14	
violate (1) 15:21	10019 (1) 4:23	45 (3) 13:11;15:25;22:17	
Virginia (3) 19:9;23:12,19	10153 (1) 5:13	5	
W	10th (3) 4:3;10:19;14:4	50,000 (1) 17:10	
Wacker (1) 7:14	111 (1) 4:3	53212 (1) 5:22	
waited (1) 10:19	1113 (4) 16:20;22:22;23:2, 12	6	
walk (1) 22:3	1113/1114 (7) 14:11;16:6,22; 19:19;20:4;22:11,16	6.353 (1) 4:4	
Washington (1) 6:15	1114 (4) 22:14,23;23:2,12		
way (5) 12:15,20;14:22; 15:23;22:12	12th (1) 7:5		
WEIL (1) 5:10	13th (1) 10:23		
WELCH (3) 6:11,18;9:3	1555 (1) 5:20		
West (1) 19:9	15th (1)		
Whereupon (1)			

UNITED STATES BANKRUPTCY COURT
Eastern District of Missouri
Thomas F. Eagleton U.S. Courthouse
111 South Tenth Street, Fourth Floor
St. Louis, MO 63102

In re: Debtor(s):
Patriot Coal Corporation

Case No.: 12-51502 -A659

CHAPTER 11

Notice of Filing of Transcript and of Deadlines Related to Restriction and Redaction

To: All Persons of Record at Hearing

A transcript of the proceeding held on April 17, 2013 was filed on April 19, 2013.

The following deadlines apply:

If you wish to have personal data identifiers redacted from the transcript, a *Request for Transcript Redaction* must be filed within 7 days of the date of this notice: April 26, 2013. Personal data identifiers **include: social security numbers, financial account numbers, names of minor children, and dates of birth**. If no such request is filed within the allotted time, the Court will presume redaction of personal data identifiers is not necessary.

Any party seeking redaction shall file a *Statement of Transcript Redactions* identifying the location of the personal data identifiers sought to be redacted within 21 days of the date of this notice: May 10, 2013. The party filing the statement shall serve it by regular mail upon all parties at the hearing and shall include a Certificate of Service listing the date and parties served. The *Statement of Transcript Redactions* event will be restricted from public view and cannot be served electronically through the CM/ECF system. If no Statement of Transcript Redactions is filed within the allotted time, the Court will presume redaction of personal identifiers is not necessary.

Any party may file a response in opposition to the Statement within 7 days of the date the Statement is filed using the *Response to Statement of Transcript Redactions* event. If a response in opposition to the Statement is filed, the Court will rule on the matter. If a hearing is needed, the Court will send notice of hearing.

If a request for redaction is filed, the redacted transcript is due within 31 days of the date of this notice: May 20, 2013.

The transcript may be made available for remote electronic access upon expiration of the restriction period, which is 90 days from the date of filing of the transcript: July 18, 2013, unless extended by court order. However, during this 90-day period the transcript is available for viewing only during normal business hours at the Clerk's office.

Any questions regarding the transcript process should be directed to Matt Parker, Director of Courtroom Services, at (314) 244-4801.

FOR THE COURT:

/s/Dana C. McWay
Clerk of Court

Dated: 4/19/13

Copies Mailed To:

Brian C. Walsh, Bryan Cave LLP, 211 N. Broadway, Suite 3600, St. Louis, MO 63102
Rev. 12/10