

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION

**In re:**

**PATRIOT COAL CORPORATION, *et al.*,**

**Debtors.**

**Chapter 11  
Case No. 12-51502-659  
(Jointly Administered)**

**Re: ECF No. 3435**

**ORDER AUTHORIZING RETENTION OF DESAI EGGMANN MASON LLC  
AS LEGAL COUNSEL TO SALARIED RETIREE COMMITTEE**

Upon the Application (the “**Application**”) of the Salaried Retiree Committee (the “**Retiree Committee**”) for entry of an order (the “**Order**”) authorizing the retention of Desai Eggmann Mason LLC (“**DEM**”) as attorneys to the Retiree Committee effective as of January 4, 2013, as more fully described in the Application; and upon the Declaration of Robert E. Eggmann (the “**Eggmann Declaration**”), a partner at DEM, attached to the Application as Exhibit A [Docket No. 3435], and the Court being satisfied that based on the representations made in the Application and the Eggmann Declaration that DEM 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 1103(a) of the Bankruptcy Code, and that DEM represents no interest adverse to the Retiree 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 pursuant to sections 328(a), 1103(a) & 1114(b)(2) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), 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 due and proper notice of the Application having been provided; and a hearing

having been held to consider the relief requested in the Application (the “**Hearing**”); and upon the record of the Hearing and all 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 Retiree 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 Salaried Retiree Committee is authorized to retain DEM as counsel in these Chapter 11 Cases, *nunc pro tunc* to January 4, 2013, pursuant to Bankruptcy Code §§ 1103 & 1114(b)(2), Bankruptcy Rule 2014(a) and Local Bankruptcy Rule 2014, on the terms described in the Application and the Eggmann Declaration, and the terms reflected in the Order Directing Appointment of Retired Employees Pursuant to 11 U.S.C. § 1114 [Docket No. 3004] (the “**Retiree Committee Order**”), to perform necessary legal services for the Retiree Committee; and it is further

ORDERED that payment of DEM’s fees and expenses shall be made pursuant to the terms described in the Application and the Eggmann Declaration, in accordance with the applicable provisions of the Bankruptcy Code (including Bankruptcy Code §§ 330 and 331), the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, and any other applicable procedures and orders of this Court (including the Retiree Committee Order); and it is further


ORDERED that to the extent that there may be any inconsistency between the terms of the Application or the Eggmann 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 this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

ORDERED that proper, timely, adequate and sufficient notice of the Application has been provided in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules, and no other or further notice of the Motion or the entry of this Order shall be required.

  
KATHY A. SURRATT-STATES  
Chief United States Bankruptcy Judge

DATED: April 22, 2013  
St. Louis, Missouri  
jjh

Order Prepared By:  
Robert E. Eggmann  
Desai Eggmann Mason LLC  
7733 Forsyth Boulevard, Suite 2075  
St. Louis, Missouri 63105  
(314) 881-0800  
(314) 881-0820