UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF MISSOURI EASTERN DIVISION

In re

PATRIOT COAL CORPORATION, et al.,

Debtors.1

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

Re: Docket No. 3501

ORDER AUTHORIZING THE EXPANSION OF THE SCOPE OF EMPLOYMENT AND RETENTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR TO THE DEBTORS NUNC PRO TUNC TO MARCH 18, 2013

Upon the second supplemental application (the "Second Supplemental Application")² of Patriot Coal Corporation and its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the "Debtors"), pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1, for authorization to expand the scope of employment and retention of Ernst & Young LLP ("EY LLP") to provide the Retirement Plan Audit Services as defined in the Second Supplemental Application; and upon the declarations of Michael W. Hickenbotham, a partner of EY LLP, submitted in support of the Original Application, the First Supplemental Application, and the Second Supplemental Application (collectively, the "Declarations"); and the Court being satisfied, based on the representations made in the Declarations, that EY LLP continues to be a "disinterested person"

¹ The Debtors are the entities listed on Schedule 1 attached to the Second Supplemental Application. 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, all capitalized terms shall have the meaning ascribed to them in the Second Supplemental Application.

as defined in Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code, and, as required by Section 327(a) and referenced by Section 328(c) of the Bankruptcy Code, neither holds nor represents any interest adverse to the Debtors and their estates, and otherwise meets the standards for employment under the Bankruptcy Code; and the Court having jurisdiction to consider the Second Supplemental Application and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Second Supplemental Application and the requested relief being a core proceeding the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Second Supplemental Application has been provided, and it appearing that no other or further notice need be provided; and the relief requested in the Second Supplemental Application being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Second Supplemental Application; and the Court having determined that the legal and factual bases set forth in the Second Supplemental Application establish just cause for the relief granted herein; and there being no objections to the Second Supplemental Application and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Second Supplemental Application is approved as set forth herein; and it is further

ORDERED that the Debtors are hereby authorized to expand their employment and retention of EY LLP in the Debtors' Chapter 11 cases, *nunc pro tunc*, to March 18, 2013, on the terms provided in the Additional Engagement Letter, which is hereby approved as modified herein; and it is further

ORDERED that the Retirement Plan Audit Services to be provided by EY LLP are as follows:

- (a) Auditing and reporting on the financial statements and supplemental schedules of the Patriot Coal Corporation 401(k) Retirement Plan (the "Plan") for the year ended December 31, 2012, which are to be included in the Plan's Form 5500 filing with the Employee Benefits Security Administration of the Department of Labor (the "Plan Audit Services"); and
- (b) Any special audit-related projects that are integral to and necessary for the performance of the Plan Audit Services, such as research and/or consultation on special Plan business or financial issues (i.e., plan amendments, plan suspensions, etc.) (the "Special Plan Audit-Related Services"); and it is further

ORDERED that EY LLP shall continue to be compensated in accordance with, and will file interim and final fee applications for the allowance of compensation for services rendered and reimbursement of expenses incurred in accordance with, sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, Local Rules, the United States Trustee Guidelines (collectively, the "Fee Guidelines"), the Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals entered on August 2, 2012 [ECF No. 262] (the "original Order"), the Order Authorizing the Expansion of the Scope of Employment and Retention of Ernst & Young LLP entered on March 15, 2013 (the "First Expansion Order") and any applicable orders of this Court; and it is further

ORDERED that, notwithstanding the prior paragraph, the Fee payable to EY LLP pursuant to the Additional Engagement Letter for the Plan Audit Services is hereby approved as reasonable and shall be subject to review only pursuant to the standards set forth in Section

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328(a) of the Bankruptcy Code and shall not be subject to the standard of review set forth in Section 330 of the Bankruptcy Code; and it is further

ORDERED that, notwithstanding anything to the contrary contained herein, the U.S. Trustee retains all rights to respond or object to EY LLP's interim and final applications for compensation and reimbursement of expenses on the grounds of reasonableness under section 330 of the Bankruptcy Code; and, in the event the U.S. Trustee objects, the Court retains the right to review the interim and final applications pursuant to Section 330 of the Bankruptcy Code; and it is further

ORDERED that EY LLP is hereby authorized and directed to keep reasonably detailed time records in one-tenth of an hour increments and will submit, with any interim or final fee application, together with the time records, a narrative summary, by project category, of services rendered and will identify each professional rendering services, the category of services rendered and the amount of compensation requested; and it is further

ORDERED that, prior to any increases in rates, EY LLP shall file a supplemental affidavit with the Court and give ten business days' notice to the Debtors, the United States Trustee and any official committee, which supplemental affidavit shall explain the basis for the requested rate increases in accordance with Section 330(a)(3)(F) of the Bankruptcy Code and indicate whether the client has received notice of and approved the proposed rate increase; and it is further

ORDERED that, subject to EY LLP's compliance with the applicable professional standards in its performance of audit services for the Debtors, EY LLP shall use reasonable efforts to comply with clear and reasonable instructions of the Debtors in avoiding duplication of

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services provided by the Debtors' other retained professionals in these Chapter 11 cases; and it is

further

ORDERED that to the extent that there may be any inconsistency between the terms of

the Second Supplemental Application, the Supplemental Application, the First Expansion Order,

the Original Order, and this Order, the terms of this Order shall govern; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions necessary

to implement the relief granted in this Order; 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 this Court shall retain jurisdiction for all matters arising from or related

to the implementation of this Order; and it is further

ORDERED that proper, timely, adequate and sufficient notice of the Second

Supplemental 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 Second

Supplemental Application 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

iih

Order prepared by:

Marshall S. Huebner
Damian S. Schaible
Brian M. Resnick
Michelle M. McGreal
DAVIS POLK & WARDWELL LLP
450 Lexington Avenue

+30 Lexington Avenue

New York, New York 10017

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Eastern District of Missouri

In re: Patriot Coal Corporation Debtor

Date: Apr 24, 2013

Case No. 12-51502-kss Chapter 11

CERTIFICATE OF NOTICE

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Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Apr 24, 2013.

+Marshall Scott Huebner, Davis Polk & Wardwell LLP, 450 Lexington Avenue, aty New York, NY 10017-3982

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Joseph Spections

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Angela Ferrante on behalf of Other Professional GCG, Inc. angela.ferrante@gcginc.com, pacerteam@gcginc.com;elizabeth.vrato@gcginc.com;kevin.grover@gcginc.com;alison.moodie@gcginc.com; jeffrey.demma@gcginc.com;ryan.nadick@gcginc.com Angela L Schisler on behalf of Creditor Committee Official Committee of Unsecured Creditors als@carmodymacdonald.com, tmayer@kramerlevin.com;arogoff@kramerlevin.com;boneill@kramerlevin.com;gplotko@kramerlevin.com;ay erramalli@kramerlevin.com;sblank@kramerlevin.com;abyowitz@kramerlevin.com;awong@kramerlevin.com;h vanaria@kramerlevin.com; jwagner@kramerlevin.com on behalf of Creditor Bank of America, N.A. aalfonso@willkie.com, Anna M. Alfonso mao@willkie.com Ariel N. Lavinbuk on behalf of Creditor Aurelius Capital Management, LP alavinbuk@robbinsrussell.com Arthur Traynor on behalf of Creditor United Mine Workers of America atraynor@umwa.org Arthur E. Rosenberg on behalf of Interested Party Drummond Coal Sales, Inc. arthur.rosenberg@hklaw.com Ashley B. Osborn on behalf of Creditor Conveying Solutions, LLC moedbknotices@southlaw.com Barbara J. Grabowski on behalf of Interested Party Commonwealth of Pennsylvania, Department of Environmental Protection bgrabowski@pa.gov, jolevin@pa.gov Benjamin S Kaminetzky on behalf of Debtor Patriot Coal Corporation ben.kaminetzky@davispolk.com Bonnie L. Clair on behalf of Creditor Ohio Valley Coal Company $\verb|blcattymo@summerscomptonwells.com|\\$ Bradley P Schneider on behalf of Creditor CompassPoint Partners, L.P. schneider@stlouislaw.com Brian C. Walsh on behalf of Debtor Patriot Coal Corporation brian.walsh@bryancave.com, erica.woods@brvancave.com Bryan David Lemoine on behalf of Interested Party Cliff's Natural Resources Inc. lemoine@mcmahonberger.com, mangiore@mcmahonberger.com Carl E. Black on behalf of Interested Party Peabody Energy Corporation ceblack@jonesday.com Carl E. Black Casey M Cantrell Swartz on behalf of Creditor J.H. Fletcher & Co. cswartz@taftlaw.com Catherine C Whittaker on behalf of Creditor Blue Eagle Land, LLC cwhittaker@shb.com Charles I Jones on behalf of Interested Party Cole & Crane Real Estate Trust cjones@campbellwoods.com Chrisandrea L. Turner on behalf of Creditor Argonaut Insurance Company clturner@stites.com Christopher N. Grant on behalf of Creditor United Mine Workers of America cng@schuchatcw.com, notices@schuchatcw.com;rm@schuchatcw.com Christopher S Smith on behalf of Creditor Shonk Land Company LLC chris@hhsmlaw.com Daniel A. West on behalf of Creditor Conveying Solutions, LLC moedbknotices@southlaw.com Daniel D. Doyle on behalf of Creditor Caterpillar Financial Services Corporation ddoyle@lathropgage.com, lschorr@lathropgage.com Danielle A. Suberi on behalf of Creditor Continental Crushing & Conveying, Inc dsuberi@demlawllc.com, dsuberi@yahoo.com;whickey@demlawllc.com;nneske@demlawllc.com David A. Sosne on behalf of Counter-Claimant Boone East Development Co., Performance Coal Co., And New River Energy Corp. dasattymo@scwpclaw.com David A. Warfield on behalf of Special Counsel Thompson Coburn LLP dwarfield@thompsoncoburn.com David R. Barney on behalf of Creditor Alexis Cook drbarneywv@gmail.com, melissarose03@gmail.com
Desiree Wolford on behalf of Creditor Missouri Department of Revenue edmoecf@dor.mo.gov

E. Rebecca Case on behalf of Creditor Shonk Land Company LLC erc@stoneleyton.com, ercecf@qmail.com Earl L. Martin on behalf of Creditor Boehl Stopher & Graves, LLP emartin@bsg-law.com Edward L. Dowd on behalf of Creditor The United Mine Workers of America 2012 Retiree Bonus Account Trust edowd@dowdbennett.com Emily L. Pagorski on behalf of Creditor Kentucky Utilities Company emily.pagorski@skofirm.com Eric Lopez Schnabel on behalf of Interested Party U.S. Bank National Association schnabel.eric@dorsey.com Eric Michael Wilson $\bar{\ }$ on behalf of Creditor State of West Virginia, Dept of Tax & Revenue Eric.M.Wilson@wv.gov, Chrissy.e.evans@wv.gov Erik Glenn Detlefsen on behalf of Interested Party U.S. Bank National Association detlefsen.erik@dorsey.com Frank Peretore on behalf of Creditor Somerset Capital Group, Ltd. peretore@peretore.com, scott.chait@peretore.com Frederick Perillo on behalf of Creditor United Mine Workers of America fp@previant.com Glenn R. Bronson on behalf of Creditor Republic Bank grb@princeyeates.com, nancyw@princeyeates.com Grant Crandall on behalf of Creditor United Mine Workers of America gcrandall@umwa.org Gregory D. Willard on behalf of Creditor Committee Official Committee of Unsecured Creditors qdw@carmodvmacdonald.com Gregory F. Herkert on behalf of Creditor Gelco Corporation gherkert@stolarlaw.com on behalf of Creditor Lawson Heirs Incorporated hss@stoneleyton.com, Howard S. Smotkin hssecf@gmail.com Ian T Peck on behalf of Creditor AmerCable Incorporated ian.peck@haynesboone.com, ishmael.kamara@haynesboone.com

James Gadsden on behalf of Creditor

James E. Crowe on behalf of Creditor

Account Trust jcrowe@dowdbennett.com,

James I. Singer on behalf of Creditor

The United Mine Workers of America 2012 Retiree Bonus tcampbell@dowdbennett.com

United Mine Workers of America jis@schuchatcw.com,

mw@schuchatcw.com

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Form ID: pdfo1 Total Noticed: 1 The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued) James W. Lane on behalf of Interested Party Alpha Engineering Services, Inc. jim.lane@jimlaneattorneyatlaw.com Jason P. Alter on behalf of Creditor Broun Properties, LLC jalter@mcquirewoods.com Joel O. Christensen on behalf of Creditor Tire Centers, LLC. jchristensen@armstrongteasdale.com John D. McAnnar on behalf of Creditor Committee Official Committee of Unsecured Creditors jdm@carmodymacdonald.com, cjz@carmodymacdonald.com;gdw@carmodymacdonald.com
John J. Hall on behalf of Creditor Arch Coal, Inc. jhall@lewisrice.com
John S. Meyer on behalf of Witness Irl Engelhardt meyer@capessokol.com Jonathan Bondy on behalf of Creditor Aspen American Insurance Company jbondy@wolffsamson.com Jonathan I. Levine on behalf of Interested Party Wilmington Trust Company jlevine@akllp.com Joseph G. Bunn on behalf of Defendant STB Ventures, Inc. jgbunn@efjones.com

Joseph G. Gibbons on behalf of Creditor Century Indemnity Company gibbonsj@whiteandwilliams.com

Joseph W. Caldwell on behalf of Creditor Bulldog Excavating, LLC joecaldwell@frontier.com, caroltalbert@frontier.com Karen L Gilman on behalf of Creditor Aspen American Insurance Company kgilman@wolffsamson.com, ecf@wolffsamson.com on behalf of Interested Party Commonwealth of Kentucky, Energy and Kathleen Marie Saunier Environment Cabinet kathleen.saunier@ky.gov Kevin W Thompson on behalf of Creditor Alexis Cook kwthompsonwv@gmail.com, thompsonbarneywv@gmail.com Kimberly J. Robinson on behalf of Creditor Motion Industries, Inc. kim.robinson@bfkn.com Kristi A. Davidson on behalf of Creditor Caterpillar Financial Services Corporation kristi.davidson@bipc.com Lars A. Peterson on behalf of Auditor Ernst & Young LLP lapeterson@foley.com Laura Thoms on behalf of Creditor United States Environmental Protection Agency laura.thoms@usdoi.gov Laura Toledo on behalf of Creditor Bank of America, N.A. ltoledo@lathropgage.com, sking@lathropgage.com Laura Uberti Hughes on behalf of Debtor Patriot Coal Corporation laura.hughes@bryancave.com Lawrence E. Oscar on behalf of Interested Party Cliff's Natural Resources Inc. leoscar@hahnlaw.com, hlpcr@hahnlaw.com Lee J. Viorel on behalf of Creditor Hawthorn Bank lviorel@lowtherjohnson.com Leonora S. Long on behalf of U.S. Trustee Office of U.S. Trustee leonora.long@usdoj.gov Lisa Epps Dade on behalf of Interested Party U.S. Bank National Association leppsdade@spencerfane.com, lwright@spencerfane.com;ccarpenter@spencerfane.com;kreitz@spencerfane.com Lloyd A. Palans on behalf of Debtor Patriot Coal Corporation lpalans@bryancave.com, lwilson@bryancave.com Margaret M. Anderson on behalf of Creditor Old Republic Insurance Company manderson@fslc.com Mark Moedritzer on behalf of Creditor Blue Eagle Land, LLC mmoedritzer@shb.com, mwarnecker@shb.com Mark A. Hiller on behalf of Creditor Aurelius Capital Management, LP mhiller@robbinsrussell.com Mark Lawrence French on behalf of Interested Party Raymond Logan mfrench@cfc-law.com Mark V. Bossi on behalf of Special Counsel Thompson Coburn LLP mbossi@thompsoncoburn.com, lmckinnon@thompsoncoburn.com Marshall C. Turner on behalf of Creditor Citibank, N.A. marshall.turner@huschblackwell.com Mary Louise Fullington on behalf of Creditor County of Henderson, Kentucky Lexbankruptcy@wyattfirm.com Matthew J. Gartner on behalf of Creditor Citibank, N.A. matthew.gartner@huschblackwell.com Matthew S Layfield on behalf of Creditor J.H. Fletcher & Co. mlayfield@polsinelli.com, robrien@polsinelli.com;stldocketing@polsinelli.com Meredith Thomas Persinger on behalf of Creditor Branch Banking & Trust Company mtplaw@frontier.com Michael A. Becker on behalf of Interested Party Brittany McGhee mab@mabeckerlaw.com, wantonbecker@mac.com Michael A. Cohen on behalf of Debtor Patriot Coal Corporation macohen@curtis.com, hhiznay@curtis.com;bkotliar@curtis.com Michael E. Idzkowski on behalf of Interested Party State of Ohio, Department of Natural ${\tt Resources\ michael.idzkowski@ohioattorneygeneral.gov}$ Michael J. Roeschenthaler on behalf of Creditor Alice Ann Wright, Wright Holdings, LLC mroeschenthaler@mcguirewoods.com Michael Patrick Wood on behalf of Creditor The Commonwealth of Kentucky, Energy and Environment Cabinet, Department for Natural Resources michael.wood@ky.gov Michael R Carney on behalf of Creditor Interested Shareholders mcarney@mckoolsmith.com Michelle M. McGreal on behalf of Debtor Patriot Coal Corporation bankruptcy.routing@davispolk.com Nathan A Gambill on behalf of Creditor State of Michigan, Department of Treasury, Revenue Division, Lansing gambilln@michigan.gov Norah J. Ryan on behalf of Creditor American Electric Power norah.ryan@att.net Office of U.S. Trustee USTPRegion13.SL.ECF@USDOJ.gov Patrick J. McLaughlin on behalf of Interested Party U.S. Bank National Association mclaughlin.patrick@dorsey.com Paul A. Green on behalf of Creditor The United Mine Workers of America 2012 Retiree Bonus

Paul A. Randolph on behalf of U.S. Trustee Office of U.S. Trustee paul.a.randolph@usdoj.gov Paul C. Hamill on behalf of Creditor Artisan Contracting, Inc. hamill@hmhpc.com,

Account Trust pgreen@mooneygreen.com

hamillpc@gmail.com

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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued) Paul J Wallace on behalf of Creditor United Leasing, Inc. pwallace@joneswallace.com, kstroud@joneswallace.com;ljones@joneswallace.com Paula Batt Wilson on behalf of Interested Party Peabody Energy Corporation pbwilson@jonesday.com, lalbert@JonesDay.com, pmkral@JonesDay.com, kmmcvoy@jonesday.com Penelope J. Jensen on behalf of Creditor Bank of America, N.A. pjensen@willkie.com, mao@willkie.com Peter D. Kerth on behalf of Creditor C&A Cutterhead, Inc. pkerth@jenkinskling.com, mdarner@jenkinskling.com Peter Stephen Russ on behalf of Creditor Caterpillar Financial Services Corporation peter.russ@bipc.com Randall F. Scherck on behalf of Creditor Bank of America, N.A. rscherck@lathropgage.com Richard J. Parks on behalf of Creditor Continental Crushing & Conveying, Inc , rjp@pietragallo.com;kas2@pietragallo.com;ms@pietragallo.com;ms@pietragallo.com Robert Faxon on behalf of Interested Party Peabody Energy Corporation rfaxon@jonesday.com Robert E. Eggmann on behalf of Creditor Harold Racer reggmann@demlawllc.com, triske@demlawllc.com;whickey@demlawllc.com;nneske@demlawllc.com Ryan T. Schultz on behalf of Creditor Old Republic Insurance Company rschultz@fslc.com
Sarah Jean Geenen on behalf of Creditor United Mine Workers of America sjg@previant.com
Scott A. Greenberg on behalf of Creditor Penn Virginia Operating Co., L.L.C. sgreenberg@sandbergphoenix.com, rhileman@sandbergphoenix.com;jmcculloch@sandbergphoenix.com;jnitsch@sandbergphoenix.com Scott N. Schreiber on behalf of Creditor Harold Racer sschreiber@stahlcowen.com Seth B Shapiro on behalf of Creditor US Department of Labor seth.shapiro@usdoj.gov Shawn M. Christianson on behalf of Creditor Oracle America, Inc. schristianson@buchalter.com, cmcintire@buchalter.com Sherry K. Dreisewerd on behalf of Creditor H.A. Robson Trust, PRC Holdings, LLC, The Board of Trustees of Prichard School, The Trust with A.M. Prichard, III, Sarah Ann Prichard and Lewis Sherry K. Dreisewerd Prichard dated December 30, 1983, The Robert B. LaFollet sdreisewerd@polsinelli.com, robrien@polsinelli.com;sdenison@polsinelli.com;stldocketing@polsinelli.com Stephen H. Rovak on behalf of Creditor Kentucky Utilities Company stephen.rovak@snrdenton.com, dawn.doerr@snrdenton.com;stlouisdocket@dentons.com Stephen L. Thompson on behalf of Creditor Central Contracting, Inc. sthompson@barth-thompson.com Stephen Todd Hamby on behalf of Witness Irl Engelhardt hamby@capessokol.com, ohrt@capessokol.com Steven Goldstein on behalf of Creditor Aurelius Capital Management, LP sg@goldsteinpressman.com Steven J. Reisman on behalf of Debtor Patriot Coal Corporation sreisman@curtis.com Steven L Thomas on behalf of Creditor Hughes Supply Company sthomas@kaycasto.com, jmartin@kaycasto.com Steven M. Wallace on behalf of Interested Party U.S. Bank National Association swallace@kuninlaw.com Steven N. Cousins on behalf of Defendant Peabody Energy Corporation scousins@armstrongteasdale.com, mscott@armstrongteasdale.com T. Kent Barber on behalf of Interested Party C.W. Electric, Inc. kbarber@dlgfirm.com, dlgecf@dlgfirm.com;dlgecfs@gmail.com Tanya D. Bosi on behalf of Creditor Caterpillar Financial Services Corporation tanya.bosi@bipc.com Theresa Betro Anderson on behalf of Interested Party Pension Benefit Guaranty Corporation $\verb|anderson.theresa@pbgc.gov|, & efile@pbgc.gov|$ Thomas H. Riske on behalf of Creditor Harold Racer triske@demlawllc.com, whickey@demlawllc.com;nneske@demlawllc.com Thomas W. Frentz on behalf of Creditor Rudd Equipment Company tfrentz@middletonlaw.com Todd W. Ruskamp on behalf of Creditor Blue Eagle Land, LLC truskamp@shb.com, Todd W. Ruskamp dnunn@shb.com;cwhittaker@shb.com;mmoedritzer@shb.com Tracy A. Brown on behalf of Interested Party Ernie Burns tbrownfirm@bktab.com,

txmotb@sbcglobal.net;casemanager@bktab.com;myecfmailtabpc@gmail.com;dgibson7@bktab.com
W. Timothy Miller on behalf of Creditor J.H. Fletcher & Co. miller@taftlaw.com

TOTAL: 127