

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. 4259

ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF GORDON & GORDON, P.S.C. AS SPECIAL COUNSEL
FOR THE DEBTORS EFFECTIVE AUGUST 1, 2013

Upon the application (the “**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(e) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2014 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the Eastern District of Missouri (the “**Local Rules**”), for authorization to employ and retain Gordon & Gordon, P.S.C. (“**Gordon & Gordon**”) as special counsel for the Debtors effective August 1, 2013 (the “**Effective Date**”) and to compensate Gordon & Gordon, pursuant to the terms set forth in the Application; and upon the Declaration of M. Kirby Gordon, II, sole Shareholder of Gordon & Gordon, submitted in support of the Application (the “**Declaration**”); and the Court being satisfied, based on the representations made in the Application and the Declaration, that, as required by Section 327(e) of the Bankruptcy Code and

¹ The Debtors are the entities listed on Schedule 1 attached to the 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, each capitalized term shall have the meaning ascribed to such term in the Application.

Bankruptcy Rule 5002, Gordon & Gordon and its professionals neither hold nor represent any interest adverse to the Debtors or their estates with respect to the matters on which Gordon & Gordon is to be employed; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Application and the requested relief being a core proceeding that 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 Application having been provided, and it appearing that no other or further notice need be provided; and the relief requested in the Application being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Application and a hearing having been held with appearances of parties in interest noted on the record thereof (the “**Hearing**”); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is approved, to the extent provided herein, as of the Effective Date; and it is further

ORDERED that the Debtors are hereby authorized to employ and retain Gordon & Gordon as special counsel in the Debtors’ Chapter 11 cases as of the Effective Date, all as contemplated by the Application and on the terms provided in the Application and the Declaration; and it is further

ORDERED that Gordon & Gordon is authorized to continue rendering professional services relating to certain land and coal transactions, and related litigation matters; and it is further

ORDERED that, notwithstanding anything to the contrary in the Order Authorizing the Debtors to Employ Ordinary Course Professionals, *Nunc Pro Tunc* to the Petition Date, entered by the SDNY Bankruptcy Court on August 2, 2012 [ECF No. 263] (the “**OCP Order**”), upon entry of this Order, Gordon & Gordon’s employment and retention shall be governed in all respects by the terms of this Order; and it is further

ORDERED that, for services rendered and reimbursement of expenses incurred prior to the Effective Date, Gordon & Gordon shall be compensated for services rendered and reimbursed for expenses incurred in accordance with the OCP Order; and it is further

ORDERED that, for services rendered and reimbursement of expenses incurred from and after the Effective Date, Gordon & Gordon shall be compensated and will file interim and final fee applications for the allowance of compensation 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], and any applicable orders of this Court; and it is further

ORDERED that Gordon & Gordon shall use reasonable efforts to avoid any inappropriate duplication of services provided by any of the Debtors’ other retained professionals in these Chapter 11 cases; and it is further

ORDERED that the relief granted herein shall be binding upon any Chapter 11 trustee appointed in any of these Chapter 11 cases, or upon any Chapter 7 trustee appointed in the event of a subsequent conversion of any of these Chapter 11 cases to cases under Chapter 7; and it is further

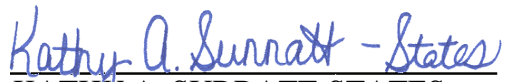
ORDERED that to the extent that there may be any inconsistency between the terms of the Application or the Declaration and this Order, the terms of this Order shall govern; and it is further

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, notwithstanding the applicability of any Bankruptcy Rule or Local Rule, this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that this Court retains jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order; and it is further

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 Application or the entry of this Order shall be required.


KATHY A. SURRATT-STATES
Chief United States Bankruptcy Judge

DATED: July 26, 2013
St. Louis, Missouri
jjh

Order prepared by:
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