

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION**

**In re:**

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

**Debtors.**

**Chapter 11**

**Case No. 12-51502-659**

**(Jointly Administered)**

Hearing Date: September 24, 2013

Hearing Time: 10:00 a.m. Central

Location: Courtroom 7-N, St. Louis

**DEBTORS' OBJECTION TO CLAIMS  
OF NORFOLK SOUTHERN RAILWAY COMPANY**

Patriot Coal Corporation (“Patriot”) and its affiliated debtors (collectively, the “Debtors”), pursuant to 11 U.S.C. § 502 and Fed. R. Bankr. P. 3007, respectfully file this Objection to Claims of Norfolk Southern Railway Company (the “Objection”). In support of the Objection, the Debtors show the Court as follows:

**Relief Requested**

1. By this Objection, the Debtors object to certain claims listed on Exhibit A attached hereto (the “Claims”) because the Claims do not accurately reflect the amounts and priorities of the Debtors’ obligations to Norfolk Southern Railway Company (the “Creditor”). The Debtors request entry of an order, pursuant to Section 502 of the Bankruptcy Code and Fed. R. Bankr. P. 3007, disallowing and/or modifying the Claims as indicated in the “Modified Amount and Classification” column of Exhibit A.

2. Exhibit A includes certain liabilities that are highlighted in gray. This Objection is not directed to these liabilities, and they are not included within the defined term “Claims.” They are included on Exhibit A so that the Creditor and other interested parties are aware of the

Debtors' understanding of the full scope of their obligations to the Creditor, including both disputed and undisputed amounts.

3. Any response to this Objection should include, among other things, (i) an appropriate caption, including the title and date of this Objection; (ii) the name of the claimant, both the EDMO and GCG claim numbers of the Claim that the Debtors are seeking to disallow, and a description of the basis for the amount claimed; (iii) a concise statement setting forth the reasons why the Court should not sustain this Objection, including, but not limited to, the specific factual and legal bases upon which the claimant relies in opposing this Objection; (iv) copies of any documentation and other evidence which the claimant will rely upon in opposing this Objection at a hearing; and (v) the name, address, telephone number and facsimile number of a person authorized to reconcile, settle or otherwise resolve the claim on the claimant's behalf. A claimant that cannot timely provide such documentation and other evidence should provide a detailed explanation as to why it is not possible to timely provide such documentation and other evidence.

### **Jurisdiction**

4. This Court has jurisdiction over this Objection under 28 U.S.C. § 1334. Venue of this proceeding is proper pursuant to 28 U.S.C. § 1409. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

5. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Background**

6. The Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on July 9, 2012 in the United States Bankruptcy Court for the Southern District of New York.

7. On December 19, 2012, the Debtors' cases were transferred to the United States Bankruptcy Court for the Eastern District of Missouri [Dkt. No. 1789].

8. The bar date for filing proofs of claim was December 14, 2012 [Dkt. No. 1388].

9. On March 1, 2013, the Court entered its Order Establishing Procedures for Claims Objections [Dkt. No. 3021].

### **Objection and Argument**

10. The Debtors object to the Claims identified on Exhibit A, incorporated herein by reference, because the Claims do not accurately reflect the Debtors' obligations to the Creditor.

11. The Debtors have reviewed each of the obligations listed on Exhibit A in an effort to ascertain their validity. Following a review of the Debtors' books and records relating to the Claims, the Debtors have determined that their liabilities to the Creditor are as shown in the "Modified Amount and Classification" column of Exhibit A. In particular, this column reflects the correct Debtor, priority, and amount (if any) owed with respect to each of the Claims. *See* Declaration of Robert L. Mead, attached hereto as Exhibit B.

12. In the interest of completeness, Exhibit A also includes rows for obligations reflected in the Debtors' schedules of assets and liabilities filed with the Court on September 19, 2012, as amended. These scheduled amounts are indicated by seven-digit claim numbers and have been reduced to zero in the "Modified Amount and Classification" columns where

necessary to avoid duplication of amounts claimed in proofs of claim filed by the Creditor against the same Debtor or proposed to be reassigned to that Debtor in this Objection.

13. The Debtors request that the Court's order sustaining this Objection be without prejudice to the right of any party in interest to object to the Claims, as modified, on any ground.

WHEREFORE, the Debtors respectfully request that this Court:

- (a) disallow and/or modify the Claims, as indicated in the "Modified Amount and Classification" column of Exhibit A; and
- (b) grant such other and further relief as is just and proper.

Dated: August 23, 2013  
St. Louis, Missouri

Respectfully submitted,  
BRYAN CAVE LLP

/s/ Laura Uberti Hughes  
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*Local Counsel to the Debtors  
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-and-

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## Exhibit A

Omnibus Objection to Claims

Patriot Coal Corporation  
12-51502 (KSS)

Note: Claims on the exhibit are sorted by GCG Claim or Scheduled Number.

SEQ NO.	CLAIMS TO BE DISALLOWED OR MODIFIED [CLAIMS IN GRAY LISTED FOR REFERENCE ONLY]				MODIFIED AMOUNT AND CLASSIFICATION
	NAME	GCG CLAIM OR SCHEDULED NO.	ED MO CLAIM NO.	CLAIMED AMOUNT AND CLASSIFICATION	
1	NORFOLK SOUTHERN RAILWAY COMPANY ATTN WILLIAM H JOHNSON, ESQ THREE COMMERCIAL PL NORFOLK, VA 23510  Date Filed: 12/10/12 ED MO Date Filed: 02/25/13 Debtor: EASTERN ASSOCIATED COAL, LLC	1458	913-1	Secured: Unliquidated Unsecured: \$4,000.00	Unsecured: \$4,000.00
2	NORFOLK SOUTHERN RAILWAY COMPANY ATTN WILLIAM H JOHNSON, ESQ THREE COMMERCIAL PL NORFOLK, VA 23510  Date Filed: 12/10/12 ED MO Date Filed: 02/25/13 Debtor: PATRIOT COAL CORPORATION	1459	914-1	Secured: Unliquidated Unsecured: \$2,250,000.00	Secured: \$0.00 Unsecured: \$0.00
3	NORFOLK SOUTHERN RAILWAY COMPANY ATTN WILLIAM H JOHNSON, ESQ THREE COMMERCIAL PL NORFOLK, VA 23510  Date Filed: 04/19/13 ED MO Date Filed: 06/12/13 Debtor: PATRIOT COAL CORPORATION	3994	914-2	Secured: Unliquidated Unsecured: \$2,500,000.00	Unsecured: \$2,500,000.00
4	NORFOLK SOUTHERN CORP 1200 PEACHTREE STREET NE 12TH FLOOR ATLANTA, GA 30309  Debtor: EASTERN ASSOCIATED COAL, LLC	1035398	N/A	Unsecured: \$4,000.00	Unsecured: \$0.00
5	NORFOLK SOUTHERN CORP 1200 PEACHTREE STREET NE 12TH FLOOR ATLANTA, GA 30309  Debtor: LITTLE CREEK LLC	1060631	N/A	Unsecured: \$27.09	Unsecured: \$27.09
6	NORFOLK SOUTHERN CORP 1200 PEACHTREE STREET NE 12TH FLOOR ATLANTA, GA 30309  Debtor: ROBIN LAND COMPANY, LLC	1060632	N/A	Unsecured: \$220.64	Unsecured: \$220.64

\* Denotes an unliquidated component.

**EXHIBIT B**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION**

**In re:**

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

**Debtors.**

**Chapter 11**

**Case No. 12-51502-659**

**(Jointly Administered)**

**DECLARATION OF ROBERT L. MEAD IN SUPPORT  
OF DEBTORS' OBJECTION TO CLAIMS  
OF NORFOLK SOUTHERN RAILWAY COMPANY**

Robert L. Mead declares, pursuant to 28 U.S.C. § 1746, to the best of his knowledge and based upon the documents available to him, as follows:

1. I am Vice President & Treasurer of Patriot Coal Corporation.
2. I, or my colleagues, have reviewed each of the liabilities identified on Exhibit A to the Debtors' Objection to Claims of Norfolk Southern Railway Company (the "Creditor").
3. The liabilities highlighted in gray on Exhibit A are consistent with the Debtors' records of their obligations to the Creditor. These liabilities are listed on Exhibit A so that the Creditor and other interested parties are informed of the Debtors' understanding of the full scope of their obligations to the Creditor.
4. The claims that are *not* highlighted on Exhibit A (the "Claims") are not consistent with the Debtors' records of their obligations to the Creditor. Rather, the Debtors' liabilities to the Creditor are as shown in the "Modified Amount and Classification" column of Exhibit A. This column reflects the correct priority and amount (if any) owed with respect to each of the Claims.

5. In the interest of completeness, Exhibit A also includes rows for obligations reflected in the Debtors' schedules of assets and liabilities filed with the Court on September 19, 2012, as amended. These scheduled amounts are indicated by seven-digit claim numbers and have been reduced to zero in the "Modified Amount and Classification" columns where necessary to avoid duplication of amounts claimed in proofs of claim filed by the Creditor against the same Debtor or proposed to be reassigned to that Debtor.

6. The facts set forth in this Declaration are based on my firsthand knowledge as the person responsible for overseeing the Debtors' claims reconciliation process, as well as on information provided to me by other employees of the Debtors involved in the claims reconciliation process.

7. I declare under penalty of perjury that the foregoing is true and correct. Executed on August 22, 2013.

/s/ Robert L. Mead  
Robert L. Mead