

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)

#5089, #5090

ORDER AUTHORIZING DEBTORS TO ASSIGN CERTAIN UNEXPIRED LEASES

Upon the motion (the “**Motion**”)² of Patriot Coal Corporation and its subsidiaries that are Debtors and Debtors In Possession in these proceedings (collectively, the “**Debtors**”) for entry of an order pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006 authorizing them to assign certain of their unexpired leases of nonresidential real property, as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the requested relief being a core proceeding the 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 Motion having been provided in accordance with the Case Management Order; and it appearing that no other or further notice need be provided; and any objections to the Motion having been overruled or withdrawn; and the Court having reviewed the Motion and having held a hearing with appearances of parties in interest noted in the transcript thereof (the “**Hearing**”); and the relief requested in the Motion being in the best interests of the

¹ The Debtors are the entities listed on Schedule 1 attached to the Motion. 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 it in the Motion.

Debtors and their estates and creditors; and the Court having determined that the legal and factual bases set forth in the Motion 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 therefore, it is

ORDERED that the relief requested in the Motion is granted as set forth herein; and it is further

ORDERED that the Assignor Debtors are authorized to assign the Assigned Leases identified on the attached Schedule A³ to the Assignee Debtors, pursuant to Section 365 of the Bankruptcy Code, effective as of the Effective Date; and it is further

ORDERED that any provision in any Assigned Lease that prohibits or conditions the assignment of such Assigned Lease or allows the parties to such Assigned Lease to terminate, recapture, impose any penalty or fee, place a condition on renewal or extension, or modify any term or condition upon the assignment of such Assigned Lease, constitutes an unenforceable anti-assignment provision that is void and of no force and effect; and it is further

ORDERED that, solely to the extent that any Assigned Lease contains a provision that prohibits or conditions the assignment of such Assigned Lease or allows the parties to such Assigned Lease to terminate, recapture, impose any penalty or fee, place a condition on renewal or extension, or modify any term or condition upon the assignment of such Assigned Lease, then, unless such provision is complied with, the applicable Assignor Debtor or Debtor Patriot Coal Corporation shall provide a guarantee to the counterparty to such Assigned Lease guaranteeing the Assignee Debtor's obligations thereunder; and it is further

³ The descriptions of the Assigned Leases included in Schedule A are provided for convenience only and are not intended to modify, or to represent the Debtors' interpretation of or a Court determination regarding, the terms of any Assigned Leases.

ORDERED that any assignment of any Assigned Lease notwithstanding an Objection shall be effective as of the Effective Date (regardless of the date of the resolution of such Objection); and it is further

ORDERED that all requirements and conditions under Section 365 of the Bankruptcy Code for the assignment of the Assigned Leases by the Assignor Debtors to the Assignee Debtors have been satisfied; and it is further

ORDERED upon entry of this Order and to the extent the Assigned Leases are actually assigned to the Assignee Debtors, in accordance with Section 365 of the Bankruptcy Code, such Assignee Debtors shall be deemed to be substituted for the Assignor Debtors, and shall be fully and irrevocably vested with all rights, title, and interest of the Assignor Debtors under the applicable Assigned Leases, which such Assigned Leases shall be in full force and effect and enforceable in accordance with their respective terms; and it is further

ORDERED that, pursuant to Section 365(k) of the Bankruptcy Code, after the assignment by an Assignor Debtor of an Assigned Lease, such Assignor Debtor shall have no liability for any breach of such Assigned Lease that may occur after such assignment other than in respect of any guarantee issued by such Assignor Debtor in connection with the assignment of such Assigned Lease; and it is further


ORDERED that, for the avoidance of doubt, any proposed future assignment of any Assigned Lease subsequent to the assignment of the Assigned Leases by the Assignor Debtors to the Assignee Debtors pursuant to this Order shall be subject to (i) the terms of the applicable Assigned Lease and (ii) applicable law; *provided, however*, that the Rule in *Dumpor's Case*, *Dumpor's Case*, 4 Coke 119, Cro. Eliz 315 (c. 1603), shall not operate to preclude any

counterparty from exercising such counterparty's rights under an Assigned Lease with respect to the proposed future assignment of such Assigned Lease; and it is further

ORDERED that the Motion satisfied Bankruptcy Rules 6006, 6007 and 9014; and it is further

ORDERED that notwithstanding Bankruptcy Rule 6006 or otherwise, this Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing; and it is further

ORDERED that the Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order. Motion to Expedite Hearing is Granted.


KATHY A. SURRATT-STATES
Chief United States Bankruptcy Judge

DATED: **December 20, 2013**
St. Louis, Missouri
jjh

Schedule A

DEBTORS' CONTRACT ID	ASSIGNOR DEBTOR PARTY TO THE LEASE	COUNTERPARTY TO THE LEASE	LEASE DESCRIPTION	ASSIGNEE DEBTOR PARTY
LMS0003	Patriot Coal Company, L.P.	ACC Legacy, Inc.	7/30/2007 Lease - All Seams	Central States Coal Reserves of Kentucky, LLC
LMS0013	Dodge Hill Mining Company, LLC	Adam R & Kristi H O'Nan	10/8/2010 Lease - #6 Seam	Central States Coal Reserves of Kentucky, LLC
LMS0025	Dodge Hill Mining Company, LLC	Alcoa Fuels, Inc.	11/15/1991 Lease - #6 Seam	Central States Coal Reserves of Kentucky, LLC
LMS0028	Dodge Hill Mining Company, LLC	Alcoa Fuels, Inc.	5/3/2006 Lease - #6 Seam	Central States Coal Reserves of Kentucky, LLC
LMS0032	Pine Ridge Coal Company, LLC	Alderson Heirs LLC	7/1/1974 Lease	Eastern Royalty, LLC
LMS0081	Dodge Hill Mining Company, LLC	Angela P Bronson	10/8/2010 Lease - #6 Seam	Central States Coal Reserves of Kentucky, LLC
LMS0091	Dodge Hill Mining Company, LLC	Anna & Ricky Hunter	11/1/2010 Lease - #6 Seam	Central States Coal Reserves of Kentucky, LLC
LMS0200	Patriot Coal Company, L.P.	Ball, Robert W., Jr. Unknown Heirs	8/5/2011 Lease - All Seams	Central States Coal Reserves of Kentucky, LLC
LMS0217	Patriot Coal Company, L.P.	Baxter, Jimmy, et ux	12/15/2009 Lease - All Seams	Central States Coal Reserves of Kentucky, LLC
LMS0224	Patriot Coal Company, L.P.	Bell, Betty Jane	12/22/2009 Lease - All Seams	Central States Coal Reserves of Kentucky, LLC
LMS0227	Dodge Hill Mining Company, LLC	Ben W Dyer III	9/1/2010 Lease - #6 Seam	Central States Coal Reserves of Kentucky, LLC
LMS0233	Pine Ridge Coal Company, LLC	Berwind Land Co.	3/10/1978 Lease (effective 1/1/77)	Eastern Royalty, LLC

DEBTORS' CONTRACT ID	ASSIGNOR DEBTOR PARTY TO THE LEASE	COUNTERPARTY TO THE LEASE	LEASE DESCRIPTION	ASSIGNEE DEBTOR PARTY
LMS0419	Patriot Coal Company, L.P.	Carol Klein	8/16/2005 Lease - All Seams	Central States Coal Reserves of Kentucky, LLC
LND 020	Pine Ridge Coal Company, LLC	Central West Virginia Energy Company	2/11/1993 Coal Lease	Eastern Royalty, LLC
LMS0450	Dodge Hill Mining Company, LLC	Champion, Susan DeWitt, et vir	10/8/2010 Lease - #6 Seam	Central States Coal Reserves of Kentucky, LLC
LMS0456	Dodge Hill Mining Company, LLC	Charles & Dorothy O'Nan	10/8/2010 Lease - #6 Seam	Central States Coal Reserves of Kentucky, LLC
LMS0480	Patriot Coal Company, L.P.	Charles W & Heather Lori Krampe	1/15/2010 Lease - All Seams	Central States Coal Reserves of Kentucky, LLC
LMS0566	Eastern Associated Coal, LLC	Cole & Crane Real Estate Trust, Southern Land Company Limited Partnership; Dickinson Properties Limited Partnership	7/1/1967 Lease	Eastern Royalty, LLC
LND 202	Jupiter Holdings LLC	Cole & Crane Real Estate Trust, Southern Land Company Limited Partnership; Dickinson Properties Limited Partnership	Coal Lease dated 7/1/97 between Cole & Crane Trust, Southern Land Company Limited Partnership and Dickinson Properties Limited Partnership (collectively Lessors) and Jupiter Coal Company, Inc. (Lessee)	Eastern Royalty, LLC
LMS0830	Patriot Coal Company, L.P.	Duncan, Terry, et ux	9/21/2009 Lease - All Seams	Central States Coal Reserves of Kentucky, LLC
LMS0887	Patriot Coal Company, L.P.	Effie Gish Walker	9/22/2009 Lease - All Seams	Central States Coal Reserves of Kentucky, LLC
LND 019	Pine Ridge Coal Company, LLC	Elk Run Coal Company	10/1/1990 Sublease	Eastern Royalty, LLC

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LMS0937	Dodge Hill Mining Company, LLC	Erin P Thomas	10/8/2010 Lease - #6 Seam	Central States Coal Reserves of Kentucky, LLC
LMS3165	Heritage Coal Company LLC	Federal Coal Company	Coal Lease	Eastern Royalty, LLC
LMS0992	Patriot Coal Company, L.P.	Florence Ann Crafton	10/20/2004 Lease - All Seams	Central States Coal Reserves of Kentucky, LLC
LMS0993	Patriot Coal Company, L.P.	Florence Ann Crafton	4/14/2009 Lease - All Seams	Central States Coal Reserves of Kentucky, LLC
LMS1123	Patriot Coal Company, L.P.	Griffin, Basil	11/9/2006 Lease - All Seams	Central States Coal Reserves of Kentucky, LLC
LMS3169	Remington II LLC	Hoover Properties	REM2-004 - Hoover	Kanawha River Ventures III, LLC
LND 331	Panther LLC	Hoover Properties, LLC; LML Properties, LLC; Kanawha Boone Holdings, LLC; Latelle M. Lafollette Trust for the Benefit of Alice Ann Wright and her family	Lease dated 10/1/02 between Eugene B. Hoover; Hoover Properties, LLC; Branch Banking & Trust Company, N.A. and Latelle M. LaFollette, III; Branch Banking & Trust Company NA and Jane Wright (Lessor) and Panther LLC (Lessee)	Kanawha River Ventures III, LLC
LMS1486	Dodge Hill Mining Company, LLC	Joseph W & Brenda T. Sprague	10/8/2010 Lease - #6 Seam	Central States Coal Reserves of Kentucky, LLC
LMS1716	Patriot Coal Company, L.P.	Latta, William, et al	7/18/2008 Lease - All Seams	Central States Coal Reserves of Kentucky, LLC
LMS1836	Patriot Coal Company, L.P.	Marable, Ronald, et ux	7/23/2008 Lease - All Seams	Central States Coal Reserves of Kentucky, LLC
LMS1837	Patriot Coal Company, L.P.	Marable, Shelby, et ux	7/23/2008 Lease - All Seams	Central States Coal Reserves of Kentucky, LLC

DEBTORS' CONTRACT ID	ASSIGNOR DEBTOR PARTY TO THE LEASE	COUNTERPARTY TO THE LEASE	LEASE DESCRIPTION	ASSIGNEE DEBTOR PARTY
LMS1873	Dodge Hill Mining Company, LLC	Marsha O & Wesley Parker	10/8/2010 Lease - #6 Seam	Central States Coal Reserves of Kentucky, LLC
LMS1956	Dodge Hill Mining Company, LLC	Midwest Coal Reserves of KY, LLC	11/4/2003 Lease & Sublease - #9 Seam	Central States Coal Reserves of Kentucky, LLC
LMS2084	Patriot Coal Company, L.P.	Owensboro Warehouse Company, Inc	8/13/2007 Lease - All Seams	Central States Coal Reserves of Kentucky, LLC
LND 023	Eastern Associated Coal, LLC	Pardee Land Company	Coal lease - 3/1/68-Between Pardee Land Company and EACC.	Eastern Royalty, LLC
LMS2181	Kanawha Eagle Coal, LLC	Penn Virginia Operating Co LLC	Lens Creek Lease	Kanawha River Ventures III, LLC
LMS2182	Kanawha Eagle Coal, LLC	Penn Virginia Operating Co LLC	Crimson Lease	Kanawha River Ventures III, LLC
LND 321	Wildcat, LLC	Penn Virginia Operating Co LLC	Sublease dated 11/1/00 between Penn Virginia Coal Company and Wildcat Coal Company	Kanawha River Ventures III, LLC
LND 325	Panther LLC	Penn Virginia Operating Co LLC	Sublease dated 12/20/01 between Penn Virginia Operating Co., LLC (Sublessor) and Panther LLC (Sublessee)	Kanawha River Ventures III, LLC
LND 467	Remington LLC	Penn Virginia Operating Co LLC	1997 Coal Sublease, as amended	Kanawha River Ventures III, LLC
LMS2259	Eastern Associated Coal, LLC	Pocahontas Land Corp	Pocahontas Land Lease	Eastern Royalty, LLC
LMS2431	Eastern Associated Coal, LLC	Rowland Land Company, LLC	Rowland Lease	Eastern Royalty, LLC
LMS2530	Eastern Associated Coal, LLC	Shepard Boone Coal Company LLC	1/29/1946 Agreement of Lease	Eastern Royalty, LLC
LMS2532	Jupiter Holdings LLC	Shepard Boone Coal Company LLC	Coal Lease	Eastern Royalty, LLC

DEBTORS' CONTRACT ID	ASSIGNOR DEBTOR PARTY TO THE LEASE	COUNTERPARTY TO THE LEASE	LEASE DESCRIPTION	ASSIGNEE DEBTOR PARTY
LND 045	Eastern Associated Coal, LLC	Suncrest Resources LLC	Coal Lease-12/19/02	Eastern Royalty, LLC
LMS2719	Patriot Coal Company, L.P.	Terry T. Duncan Family Trust	9/21/2009 Lease - All Seams	Central States Coal Reserves of Kentucky, LLC
LMS2800	Dodge Hill Mining Company, LLC	Union County Air Board	12/6/2011 Lease - #6 Seam	Central States Coal Reserves of Kentucky, LLC
LMS2802	Dodge Hill Mining Company, LLC	Union County Air Board	12/6/2011 Lease - #6 Seam	Central States Coal Reserves of Kentucky, LLC
LMS2915	Eastern Associated Coal, LLC	WPP LLC	1/1/1968 West Fork Lease	Eastern Royalty, LLC