

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 12-12900 (SCC)

Jointly Administered

**ORDER AUTHORIZING DEBTORS' TO FILE REDACTED
LETTER AGREEMENTS RELATING TO DEBTORS' MOTION TO OBTAIN
POSTPETITION FINANCING**

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 authorizing the Debtors to file under seal the Letter Agreements pursuant to sections 105(a) and 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, as more fully described in the Motion; and upon consideration of the Declarations of Mark N. Schroeder, Senior Vice President and Chief Financial Officer of Patriot Coal Corporation, and of Paul P. Huffard, Senior Managing Director of Blackstone Advisory Services L.P., filed in support of the Debtors' first-day pleadings; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings

¹ The Debtors are the entities listed on Schedule 1 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 such term in the Motion.

Under Title 11, dated July 10, 1984 (Ward, Acting C.J.) as amended by Standing Order M-431, dated February 1, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b); and due and proper notice of the Motion having been provided to (a) the Office of the United States Trustee for the Southern District of New York; (b) those creditors holding the 15 largest secured claims against the Debtors' estates on a consolidated basis; (c) those creditors holding the 50 largest unsecured claims against the Debtors' estates on a consolidated basis; (d) attorneys for the administrative agents for the Debtors' proposed postpetition lenders; (e) the Internal Revenue Service, (f) the Securities and Exchange Commission, (g) the United States Environmental Protection Agency and (h) the United States Attorney General for the Southern District of New York; and it appearing that no other or further notice need be provided; and the relief requested in the Motion being in the best interests of the Debtors and their estates and creditors; 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 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 therefor, it is hereby

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

ORDERED that the Letter Agreements shall remain confidential and shall not be made available to anyone without the consent of the Debtors, the DIP Agents and the Arrangers or without further order from this Court (after notice and a hearing), in each case, under appropriate confidentiality agreements reasonably satisfactory to the Debtors and the Arrangers; *provided, however*, that the Debtors will provide unredacted copies of the Letter Agreements to (i) the U.S. Trustee on a strictly confidential basis and (ii) upon request, the counsel and financial advisors to any statutory committee appointed in these cases on a strictly confidential and “professionals’ eyes only” basis; and it is further

ORDERED that, notwithstanding any other authorization granted by this order, the Debtors shall file versions of the Letter Agreements (the “**Redacted Letter Agreements**”) on the public docket with all fee amounts and percentages and market flex information redacted therefrom; and it is further

ORDERED that, having filed the Redacted Letter Agreements on the public docket, and having previously disclosed the aggregate fees expected to be incurred pursuant to the Letter Agreements, the Debtors have made adequate disclosure with respect to the Letter Agreements and no further disclosure is required; and it is further

ORDERED that any pleadings filed in these chapter 11 cases that reference or disclose any redacted information contained in the Redacted Letter Agreements shall be filed under seal and served only on those parties authorized to receive the unredacted Letter Agreements in accordance with this Order; and it is further

ORDERED that notice of this Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) are satisfied by such notice; 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 Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion; and it is further

ORDERED that this Court shall retain jurisdiction to hear and decide any dispute related to or arising from this Order.

Dated: July 16, 2012
New York, New York

/s/ Shelley C. Chapman
HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE