## **EXHIBIT 84**



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April 10, 2013

Mr. Cecil E. Roberts President, United Mine Workers of America 18354 Quantico Gateway Drive, Suite 200 Triangle, VA 22172

> Re: Fourth Revised Proposal of Modifications to Collective Bargaining Agreements and Fifth Revised Proposal to Retiree Healthcare Benefits Pursuant to Sections 1113 and 1114 of the Bankruptcy Code

Dear Mr. Roberts:

Enclosed please find Patriot's fourth proposal pursuant to Section 1113 (the "Fourth 1113 Proposal") and fifth proposal pursuant to Section 1114 (the "Fifth 1114 Proposal" and, together with the Fourth 1114 Proposal, the "Revised Proposals"). This letter also responds to your letter dated March 27, 2013 in which you enclosed the UMWA's third counterproposal.

As you will see, the Revised Proposals are designed to respond to specific concerns that the UMWA has raised at the bargaining table. The Fourth 1113 Proposal extends the implementation date for the modifications reflected therein to June 1, 2013. In addition, the Fourth 1113 Proposal now provides that Patriot will attempt to ensure that the UMWA 1974 Pension Plan does not receive an unsecured claim – which would be dilutive to the UMWA and other unsecured creditors – by committing to a payment stream that is mutually acceptable to Patriot and the UMWA 1974 Pension Plan or otherwise conforms to ERISA.

The Fifth 1114 Proposal likewise contains important changes. In your March 27 letter, you again express the concern that the UMWA does not have the information necessary to develop a concrete estimate of the value of its unsecured claim, which you acknowledge is a "primary source of funding for the VEBA." To address this issue, and to make the monetization process more straightforward, the Fifth Proposal provides that the VEBA will be granted a direct equity stake of 35% in the reorganized enterprise, instead of an unsecured claim. Since you have stated that PricewaterhouseCoopers (PwC) has its own views of valuation for Patriot, this structure should allow the UMWA to develop a clear assessment of how much cash could be generated for the VEBA. I

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expect you will conclude that under any reasonable scenario, the equity stake would be worth hundreds of millions of dollars.

To address the UMWA's concerns about the timing of the transition of retiree healthcare to the VEBA, the Fifth Proposal further extends the Plan Transition Date to January 1, 2014, provided the UMWA consents to a funding mechanism for that period through which the \$15 million that was to have been contributed to the VEBA, along with a \$21 million loan from the UMWA to the VEBA, would be used to fund healthcare claims during this period. This six-month extension should allow the UMWA ample time to monetize the equity stake and determine the optimum level of healthcare coverage that the VEBA can provide to retirees.

In response to the UMWA's concerns about the adequacy of the Profit-Sharing Contribution, the Fifth Proposal also includes a Royalty Contribution provision pursuant to which the Obligor Companies would pay a royalty to the VEBA for every ton produced at all existing mines. This obligation could raise tens of millions of dollars for the VEBA, and is in addition to the sources of funding described above.

Patriot has also accepted the UMWA's litigation trust proposal almost verbatim, which should take that disputed issue off the table.

In your March 27 letter, you make a number of statements about Patriot's financial condition and the "indisputably temporary" nature of the challenges the company is facing. These issues are being debated by our financial advisor professionals and, if necessary, will be litigated in front of the Bankruptcy Court. Patriot stands by its comprehensive Five Year Business Plan and nothing that PwC has observed in our meetings would remotely suggest that Patriot's projections are inaccurate.

Your letter also incorrectly states that I have previously "assured" you that the Peabody and Arch investigations "would be completed before the conclusion of our 1113/1114 negotiations." My recollection of that discussion is that Patriot agreed to provide the UMWA with a briefing as to whether our review of the Peabody and Arch/Magnum transactions identified a sound basis for pursuing litigation against either party. I do not believe we agreed that the review would be <u>completed</u> prior to conclusion of our 1113/1114 negotiations – nor do we have control over that schedule. As you know, Patriot and the Official Committee of Unsecured Creditors (the "Committee") – of which the UMWA is a member – have filed a motion pursuant to Rule 2004 to seek documents and testimony from Peabody in connection with that investigation. In any event, as you requested in our April 3 meeting, Patriot's counsel has scheduled a discussion with the UMWA's counsel to provide an update on the investigation.

As you know by now, your statement in the March 27 letter that the Committee's "advisors have recently released their own estimate of a reorganized company value largely supportive of our concept" was not accurate. I understand that counsel to the Committee has written to advise you that the Committee's "indicative values are very different" and "substantially lower than the PwC values." In any case, as noted above,

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> PwC clearly has its own valuation estimates with respect to the reorganized enterprise and is well positioned to value the equity stake to be granted to the VEBA.

> Contrary to your assertions that Patriot has "done nothing whatsoever to seek financing to forestall or bridge the temporary liquidity shortfall projected in [its] business plan," our advisors have been in regular contact with the company's DIP Lenders regarding the DIP Financing and the covenants that may soon be breached. As I have advised you before, the continued uncertainty with respect to Patriot's labor issues makes it difficult, if not impossible to obtain replacement financing at this time.

With the hearing on Patriot's Section 1113/1114 motion scheduled to begin later this month, and with other challenges such as the motion to appoint a trustee and the possibility that other creditors will be permitted to file competing plans of reorganization, we are running out of time to find a consensual solution. I sincerely hope that our discussions this month will result in a deal to save the company and the thousands of jobs it provides.

Sincerely Yours,

Benner K. Harfuld

Bennett K. Hatfield