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*Counsel for the Debtors and
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

)	
In re:)	Chapter 11
)	
PATRIOT COAL CORPORATION, <i>et al.</i> ,)	Case No. 15-32450 (KLP)
)	
Debtors.)	(Joint Administration Requested)
)	
)	

**ORDER DIRECTING APPOINTMENT OF COMMITTEE
OF RETIRED EMPLOYEES PURSUANT TO 11 U.S.C. § 1114**

WHEREAS, the Debtors have stated their intention to sell substantially all of their assets and that such process contemplates the required modification or elimination of certain non-union retiree benefits (as defined in section 1114(a) of the Bankruptcy Code, the “Retiree Benefits”) provided by and/or administered through the Debtors with respect to certain of their non-union retirees (collectively, the “Non-Union Retirees”);

WHEREAS, certain Non-Union Retirees in their individual capacity and the Patriot Non-Union Retiree VEBA (recipients of said non-union Retiree Benefits) have filed a *Motion To*

Appoint Official Retiree Committee pursuant to 11 U.S.C. § 1114 [Docket No. 262]
(the “Motion”);

WHEREAS, the Court has jurisdiction to grant the relief provided herein pursuant to 28 U.S.C. § 1334 and consideration of this Order is a core proceeding that the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the proposed Order has been provided and it appearing that no other or further notice need be provided;

WHEREAS, the relief requested in the Motion is in the best interests of the Debtors and their estates, creditors, affected retirees and other parties in interest; and the legal and factual bases set forth herein establish just cause for the relief granted herein:

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT

1. An official retiree committee (the “Retiree Committee”) shall be appointed pursuant to section 1114(d) of the Bankruptcy Code as the exclusive authorized representative (as defined in section 1114(b)(1) of the Bankruptcy Code) of all of the Debtors’ Non-Union Retirees with such Retiree Committee having all rights, powers, and duties set forth in section 1114(b)(2) of the Bankruptcy Code, subject to the limitations set forth herein.

2. The U.S. Trustee shall appoint the Retiree Committee within ten (10) business days after the later of (i) entry of this Order and (ii) the provision by the Debtors or the movants of the Motion to the U.S. Trustee of the contact information of the Non-Union Retirees, or as soon thereafter as reasonably practicable under the circumstances.

3. Professional legal fees incurred on behalf of the Retiree Committee chargeable to the Debtors shall not exceed \$235,000.00 (exclusive of costs) unless otherwise agreed to by the Debtors or by further order of the Court (after notice and a hearing is provided with respect to any such request by the Retiree Committee); *provided*, that the Debtors and the Retiree

Committee reserve all rights with respect to any limitations on fees or expenses for any non-legal professionals retained by the Retiree Committee; *provided, further*, that the Retiree Committee consents to sharing any actuary retained in these chapter 11 cases with the authorized representative of the Debtors' union retirees, if applicable. Nothing in this Order is otherwise intended to exclude the Retiree Committee's legal professionals from compliance with the *Order Establishing Interim Compensation Procedures and Reimbursement Expenses for Retained Professional and Granting of Related Relief* [Docket No. 276].

4. The Retiree Committee's discovery process shall be largely focused on the Retiree Benefits currently payable and/or administered by the Debtors to their Non-Union Retirees. Accordingly, there shall be no material amounts of discovery efforts by the Retiree Committee nor material required disclosures by the Debtors relating to (i) Retiree Benefits that were replaced in the Debtors' prior chapter 11 process, (ii) current business operations or business plans of the Debtors, or (iii) post-sale business operations or business plans of third party purchaser(s) of the Debtors' assets. Discovery may relate to any Retiree Benefits provided by and/or administered by the Debtors. The Debtors shall confer in good faith with the Retiree Committee with respect to any and all non-Debtor third-party obligations, negotiations, and/or litigation efforts by the Debtors that relate to or would otherwise be expected to impact the Retiree Benefits.

5. Notwithstanding anything to the contrary herein, nothing precludes the U.S. Trustee from appointing a representative of the United Mine Workers of America (a "UMWA Representative") to the Retiree Committee; *provided*, that in the event a UMWA Representative is appointed to the Retiree Committee or the Retiree Committee includes the representation of UMWA retirees, the Debtors and counsel to the Retiree Committee shall confer and negotiate in

good faith with respect to any modifications to the cap on legal fees of and the scope of discovery by the Retiree Committee set forth in this Order.

6. Notwithstanding any Federal Rule of Bankruptcy Procedure to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

Dated: Jun 24 2015
Richmond, Virginia

/s/ Keith L. Phillips

UNITED STATES BANKRUPTCY JUDGE

Entered on Docket: Jun 25 2015

WE ASK FOR THIS:

/s/Michael A. Condyles

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CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Michael A. Condyles