

Objection Deadline: October 25, 2012 at 4:00 p.m. (prevailing Eastern Time)
Hearing Date (if necessary): November 1, 2012 at 10:00 a.m. (prevailing Eastern Time)

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**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)

**DEBTORS' MOTION FOR AN ORDER EXTENDING
DEBTORS' EXCLUSIVE PERIODS WITHIN WHICH TO FILE
A PLAN OF REORGANIZATION AND SOLICIT VOTES THEREON**

Patriot Coal Corporation and its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the "**Debtors**") respectfully represent:

Relief Requested

1. Sections 1121(b) and (c) of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") provide for an initial period of 120 days after the date of the order for relief during which the debtor has the exclusive right to file a plan of

¹ The Debtors are the entities listed on Schedule 1 attached hereto. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors' chapter 11 petitions.

reorganization. Section 1121(c) of the Bankruptcy Code also states that if the debtor files a plan of reorganization within the 120-day exclusivity period, competing plans may not be filed before 180 days after the date of the order for relief to allow the debtor to solicit and obtain acceptances. In these cases, the Debtors' exclusive period to file a plan expires on November 6, 2012, and the attendant solicitation period expires on January 5, 2013.

2. By this motion (the "**Motion**"), the Debtors seek an order in the form attached hereto as Exhibit A, pursuant to section 1121(d) of the Bankruptcy Code, extending the Debtors' exclusive periods within which to file and solicit acceptances of a plan of reorganization (the "**Debtors' Exclusive Periods**") by 180 days, from November 6, 2012 and January 5, 2013, respectively, to May 5, 2013 and July 4, 2013, respectively. The Debtors seek these extensions to avoid the necessity of having to formulate a plan of reorganization prematurely and to ensure that their plan of reorganization best addresses the interests of the Debtors and their employees, creditors and estates.

Background and Jurisdiction

3. On July 9, 2012 (the "**Petition Date**"), each Debtor commenced with this Court a voluntary chapter 11 case under the Bankruptcy Code. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

The Debtors' Restructuring Efforts

5. The Debtors are coal mining companies headquartered in St. Louis, Missouri that mine and prepare metallurgical and thermal coal. As of the Petition Date, the Debtors employed more than 4,000 people and operated twelve active mining complexes.

6. In addition to the substantial effort required to operate their businesses, since the Petition Date, the Debtors have worked diligently to stabilize their businesses and reassure customers, suppliers and employees. In the approximately three and a half months since the Petition Date, the Debtors and their advisors have also dedicated significant time and resources to, among other things, (a) obtaining approval of an \$802 million debtor-in-possession credit facility on appropriate terms, permitting the financing of the Debtors' operations during these chapter 11 cases (b) defending against multiple motions to transfer the venue of these chapter 11 cases; (c) analyzing and taking initial steps to address costs associated with the Debtors' labor and retiree obligations; (d) commencing and prosecuting multiple adversary proceedings related to coal sale contracts; (e) negotiating and entering into coal supply agreement stipulations; (f) beginning the process of analyzing thousands of leases and executory contracts to identify those that are beneficial to the Debtors' estates and seeking to reject those that are not; (g) responding to various automatic stay issues (including with respect to significant environmental obligations); (h) addressing a multitude of creditor, supplier and customer inquiries; (i) responding to discovery requests by certain equityholders; (j) finalizing and filing the Debtors' schedules of assets and liabilities, income and expenditures and executory contracts and unexpired leases, and their statements of

financial affairs (the “**Debtors’ Schedules and Statements**”); and (k) establishing a bar date for the filing of claims.

7. Tangible progress has been made toward the Debtors’ goal of developing a competitive cost structure while increasing revenues. However, as would be expected of companies as large as and with businesses as complex as the Debtors’, there is more that needs to be done.

8. Although the Debtors’ developing business plan is a work in progress and will continue to evolve, the Debtors have been engaged with the official committee of unsecured creditors (the “**Creditors’ Committee**”) and have made several formal and informal presentations to the Creditors’ Committee’s advisors. The Creditors’ Committee and its advisors have been given access to the Debtors’ financial advisors and officers, and to substantial information, in order to help the Creditors’ Committee evaluate the Debtors’ businesses and plans.

9. The Debtors’ goal is, of course, to develop and propose a plan of reorganization that will receive support from their various constituencies. Additional work and progress is necessary in connection with the development of such a plan of reorganization. Moreover, further progress on the Debtors’ labor contracts and legacy labor liabilities is also necessary before a plan of reorganization can be filed.

10. Specifically, an extension of the Debtors’ Exclusive Periods is required to enable the Debtors to:

- (a) continue to refine their business model to deliver both a more efficient cost structure and future revenue growth so that the Debtors can compete effectively in the coal mining industry;

- (b) further implement specific restructuring initiatives;
- (c) address the Debtors' labor and retiree obligations;
- (d) complete their work with various potential liquidity providers to secure adequate liquidity upon emergence from chapter 11; and
- (e) develop a plan of reorganization reflecting the initiatives set forth above and numerous others that are underway.

Applicable Authority

11. Pursuant to section 1121(d)(1) of the Bankruptcy Code, this Court may extend a debtor's exclusive periods upon a demonstration of cause:

Subject to paragraph (2)², on request of a party in interest made within the respective periods specified in subsections (b) and (c) of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section.

11 U.S.C. § 1121(d)(1).

12. The exclusive periods provided by Congress were incorporated in the Bankruptcy Code to afford a debtor a full and fair opportunity to propose a consensual plan and solicit acceptances of such plan without the deterioration and disruption of the debtor's business that might be caused by the filing of competing plans by non-debtor parties. Moreover, the Debtors are the only parties that have fiduciary duties to the entire enterprise, and they are the only parties that are duty-bound to formulate a plan of reorganization that takes into account the interests of the estate and all its constituents. *See Smart World Techs., LLC v. Juno Online Servs., Inc. (In re Smart World Techs., LLC)*, 423 F.3d 166, 174 (2d Cir. 2005) (Congress vested administration of the chapter 11

² Paragraph (2) states that the exclusive periods may not be extended beyond 18 and 20 months after the petition date.

estate solely in the hands of the debtor-in-possession). To allow the Debtors' Exclusive Periods to lapse would defeat the very purpose of section 1121 of the Bankruptcy Code.

13. The principal goal of chapter 11 is the successful reorganization of debtors in order to increase the pool of assets available to creditors. *See NLRB v. Bildisco & Bildisco*, 465 U.S. 513, 527 (1984); *United States v. Whiting Pools, Inc.*, 462 U.S. 198, 203 (1983). The Congressional intent woven throughout chapter 11 is that the principal means of a successful rehabilitation should be a considered and consensual plan. *See Gaines v. Perkins (In re Perkins)*, 71 B.R. 294, 297 (W.D. Tenn. 1987). To promote the formulation of a considered and consensual plan, Congress gave the debtor the exclusive right to propose a plan of reorganization for a specified and extendable period. *See In re Ames Dep't Stores Inc.*, No. 90-11233, 1991 WL 259036, at *3 (S.D.N.Y. Nov. 25, 1991) ("The purpose of the Bankruptcy Code's exclusivity period is to allow the debtor flexibility to negotiate with its creditors.").

14. Whether "cause" exists to extend a debtor's exclusive periods to file and solicit acceptances of a plan of reorganization is a decision committed to the sound discretion of the bankruptcy court based upon the facts and circumstances of each particular case. *See In re Texaco, Inc.*, 76 B.R. 322, 326 (Bankr. S.D.N.Y. 1987). Congress intended to give the bankruptcy court maximum flexibility to make such determination. *In re Amko Plastics, Inc.*, 197 B.R. 74, 77 (Bankr. S.D. Ohio 1996) (citation omitted); *see also* H.R. Rep. No. 95-595, at 232 (1978), *reprinted in* 1978 U.S.C.C.A.N. 5963, 6191. While the term "cause" is not defined by the statute, the legislative history indicates that it is to be viewed flexibly "in order to allow the debtor to reach an agreement." *In re McLean Indus., Inc.*, 87 B.R. 830, 833 (Bankr. S.D.N.Y.

1987) (quoting H.R. Rep. No. 95-595, at 231 (1978)); *see also In re Borders Group, Inc.* 460 B.R. 818, 821–22 (Bankr. S.D.N.Y. 2011) (“The determination of cause under section 1121(d) is a fact-specific inquiry and the court has broad discretion in extending or terminating exclusivity.”).

15. In determining whether cause exists to extend a debtor’s exclusive periods, courts have considered numerous factors, including:

- (a) the size and complexity of the case;
- (b) the need for more time to allow the debtor to negotiate a consensual plan of reorganization and prepare adequate information;
- (c) whether the debtor has made good faith progress toward reorganization;
- (d) whether the debtor has been paying its debts when due;
- (e) whether the debtor has demonstrated reasonable prospects for filing a viable plan of reorganization;
- (f) whether the debtor has made progress in negotiating with creditors;
- (g) the length of time the case has been pending;
- (h) whether the debtor is seeking to extend exclusivity to pressure creditors to accede to the debtor’s reorganization demands; and
- (i) whether unresolved contingencies that may affect the viability of a plan of reorganization exist.

See In re Tripodi, No. 04-30793, 2005 Bankr. LEXIS 1981, at *4 (Bankr. D. Conn. Feb. 18, 2005); *In re Adelpia Comm’n Corp.*, 352 B.R. 578, 587 (Bankr. S.D.N.Y. 2006); *In re Lionel L.L.C.*, No. 04-17324 2007 WL 2261539, at *6 (Bankr. S.D.N.Y. Aug

3, 2007). Not all factors are relevant to every case, and courts have used a subset of the above factors to determine whether cause exists. *See Bunch v. Hoffinger Indus., Inc. (In re Hoffinger Indus., Inc.)*, 292 B.R. 639, 644 (B.A.P. 8th Cir. 2003). When determining whether cause exists, courts assess the totality of the circumstances. *See In re McLean*, 87 B.R. at 834.

Ample Cause Exists to Extend the Debtors' Exclusive Periods

16. An analysis of the various factors noted above demonstrates that sufficient cause exists for the extension of the Debtors' Exclusive Periods by 180 days to May 5, 2013 and July 4, 2013.

a. The Debtors' Cases Are Large and Complex

17. Courts have regularly extended the exclusive periods under section 1121(d) of the Bankruptcy Code in large, complex chapter 11 cases so as to afford the debtor time to stabilize its business and lay the groundwork for an effective plan of reorganization before beginning the formal plan formulation, negotiation, filing and solicitation process. *See, e.g., In re Crescent Mfg. Co.*, 122 B.R. 979, 982 (Bankr. N.D. Ohio 1990) (stating that "cause" can include an "unusually large case") (citation omitted); *In re Texaco, Inc.*, 76 B.R. 322, 326 (Bankr. S.D.N.Y. 1987) ("The large size of the debtor and the consequent difficulty in formulating a plan of reorganization for a huge debtor with a complex financial structure are important factors which generally constitute cause for extending the exclusivity periods."); *see also* H.R. Rep No. 95-595, at 231-32 (1978); *reprinted in* 1978 U.S.C.C.A.N. 5963, 6191 ("[I]f an unusually large company were to seek reorganization under Chapter 11, the Court would probably need to extend the time in order to allow the debtor to reach an agreement."). Indeed, the size and complexity of the case, by itself, can support a determination that cause exists for an

extension of exclusivity. *See In re Express One Int'l, Inc.*, 194 B.R. 98, 100 (Bankr. E.D. Tex. 1996) (noting that two previous extensions of exclusivity had been granted based on the size and complexity of the case alone); *In re Texaco*, 76 B.R. at 325–27 (cause existed to warrant first extension of exclusivity based on the size and complexity of the case alone).

18. More than 1,200 motions, notices, applications, petitions, orders and other pleadings have been filed in just the first three and a half months of these cases. Addressing these motions, negotiations and a multitude of creditor, supplier and customer inquiries, and gathering the information required to complete the Debtors' Schedules and Statements has required extensive time and resources, and such efforts have been largely successful. However, the sheer number and scope of issues that have arisen in the first few months of these cases demonstrate their size and complexity and the appropriateness of an extension of the Debtors' Exclusive Periods.

b. The Debtors Need More Time to Negotiate a Consensual Plan of Reorganization and Prepare Adequate Information

19. As set forth above in detail, there are numerous matters that must be resolved before the Debtors can hope to formulate and negotiate a successful plan of reorganization and prepare the accompanying disclosure statement containing adequate information.

c. The Debtors Have Made Good Faith Progress Toward Reorganization

20. The Debtors' demonstrated progress in resolving many issues that have come up since the Petition Date also justifies the requested extension of the Debtors' Exclusive Periods. *See In re Amko Plastics, Inc.*, 197 B.R. 74, 77 (Bankr. S.D. Ohio 1996) (granting an extension of the debtor's exclusive periods because the debtor was

making reasonable efforts to implement its extensive turnaround program). As discussed above, the Debtors have already taken numerous steps in these reorganization proceedings, including with respect to their coal supply arrangements and cost structure.

21. Moreover, since the appointment of the Creditors' Committee, the Debtors and their advisors have engaged in numerous meetings and discussions with the Creditors' Committee's advisors as well as certain other constituencies. Discussions with the Creditors' Committee continue to be productive and amicable.

22. The size and complexity of a bankruptcy case are relevant factors in determining whether a debtor has shown progress in attempting in good faith to formulate a viable plan of reorganization. *See Quality Inns Int'l, Inc. v. L.B.H. Assoc. Ltd. P'ship*, Nos. 89-2443 to 89-2445, 1990 WL 116761, at *2 (4th Cir. July 26, 1990). As discussed above, the Debtors' cases are large and complex. Taking into account the size and complexity of the Debtors' cases, the Debtors have made significant progress toward proposing a plan of reorganization.

d. The Debtors Have Been Paying their Postpetition Debts When Due

23. The fact that a debtor has sufficient liquidity to pay its postpetition debts as they come due supports the granting of an extension of the Debtors' Exclusive Periods, because it suggests that such an extension will not jeopardize the rights of postpetition creditors and counterparties. The Debtors have been paying their undisputed postpetition debts as they come due and expect to continue to be able to do so.

e. The Debtors Have Demonstrated Reasonable Prospects for Filing a Viable Plan of Reorganization

24. As discussed above, the Debtors have already made progress in stabilizing their businesses and taking steps toward long-term profitability. An extension of the

Debtors' Exclusive Periods will enable the Debtors and various economic stakeholders to formulate a plan of reorganization that will maximize the value of the Debtors' estates.

f. The Debtors Have Made Progress in Negotiating with their Creditors

25. Because only a relatively short time has passed since the commencement of these cases, negotiations with creditors over the provisions of a plan of reorganization have not yet begun. As noted above, however, the Debtors have had successful negotiations with a wide variety of creditors on various topics.

g. These Cases Have Been Pending for Only a Few Short Months

26. This is the first request for an extension of the Debtors' Exclusive Periods, and it comes only about three and a half months after the Debtors' chapter 11 filings. Accordingly, the Debtors are not yet in a position to accurately evaluate the universe of claims against them, prepare a reorganization plan, determine an appropriate post-reorganization capital structure or prepare a disclosure statement containing adequate information. Accordingly, an extension of the Debtors' Exclusive Periods is warranted.

h. The Debtors' Motive in Requesting the Extensions is Not to Pressure Their Creditors

27. Rather than requesting the extensions of the Debtors' Exclusive Periods as a negotiation tactic or as a means of maintaining leverage over any group of creditors whose interests may be harmed by such an extension, the Debtors are requesting the extensions to give themselves sufficient time to develop a plan of reorganization that maximizes creditor recoveries. Allowing the Debtors' Exclusive Periods to terminate at this premature point would defeat one of the primary purposes of section 1121 of the Bankruptcy Code, which is the development of a consensual plan of reorganization. *See In re Mid-State Raceway, Inc.*, 323 B.R. 63, 68 (Bankr. N.D.N.Y. 2005) ("exclusivity is

intended to promote an environment in which the debtor's business may be rehabilitated and a consensual plan may be negotiated") (citation omitted).

- i. *An Extension of the Debtors' Exclusive Periods Will Enable the Debtors to Resolve Certain Contingencies That Will Affect a Plan of Reorganization*

28. The existence of unresolved contingencies, the resolution of which will affect the debtor's ability to propose a confirmable plan of reorganization, supports an extension of the exclusive periods. *See In re McLean Indus., Inc.*, 87 B.R. 830, 834 (Bankr. S.D.N.Y. 1987). As this Court and all parties are aware, the Debtors must still address a number of issues on a variety of fronts before they can formulate a plan of reorganization.

**The Requested Extensions are Consistent With Those
Granted in Other Chapter 11 Cases**

29. Bankruptcy courts in the Southern District of New York have routinely granted initial requests by the debtors to extend their periods of exclusivity. *See, e.g., In re Pinnacle Airlines, Inc.*, Case No. 12-11343 (REG) (Bankr. S.D.N.Y. July 7, 2012) (initial extension of 180 days); *In re Eastman Kodak Co.*, Case No. 12-10202 (ALG) (Bankr. S.D.N.Y. May 2, 2012) (initial extension of 180 days); *In re AMR Corp.*, Case No. 11-15463 (SHL) (Bankr. S.D.N.Y. Mar. 22, 2012) (same); *In re Lyondell Chem. Co.*, Case No. 09-10023 (REG) (Bankr. S.D.N.Y. April 30, 2009) (same); *In re Calpine Corp.*, Case No. 05-60200 (BRL) (Bankr. S.D.N.Y. Apr. 11, 2006) (initial extension of 255 days); *In re Delphi Corp.*, Case No. 05-44481 (RDD) (Bankr. S.D.N.Y. Jan. 6, 2006) (initial extension of 180 days); *In re Adelphia Commc'ns Corp.*, Case No. 02-41729 (REG) (Bankr. S.D.N.Y. Oct. 25, 2002) (initial extension of 180 days); *In re Enron*

Corp., Case No. 01-16034 (AJG) (Bankr. S.D.N.Y. Dec. 2, 2001) (initial extension of 180 days).

30. In sum, the Debtors submit that ample cause exists under the Bankruptcy Code and the applicable case law for the requested extensions of the Debtors' Exclusive Periods.

Notice

31. Consistent with the Order Granting Debtors' Motion for an Order Establishing Certain Notice, Case Management and Administrative Procedures entered on October 18, 2012 [ECF No. 1386] (the "**Case Management Order**"), the Debtors will serve notice of this Motion on (a) the Core Parties and (b) the Non-ECF Service Parties (as those terms are defined in the Case Management Order). All parties who have requested electronic notice of filings in these cases through the Court's ECF system will automatically receive notice of this motion through the ECF system no later than the day after its filing with the Court. A copy of this motion and any order approving it will also be made available on the Debtors' Case Information Website (located at <http://www.PatriotCaseInfo.com>). In light of the relief requested, the Debtors submit that no further notice is necessary. Pursuant to paragraph 22 of the Case Management Order, if no objections are timely filed and served in accordance therewith, the relief requested herein may be entered without a hearing.

No Previous Request

32. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request that the Court grant the Debtors the relief requested herein and such other and further relief as the Court deems just and proper.

Dated: New York, New York
October 18, 2012

By: /s/ Michelle M. McGreal

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SCHEDULE 1
(Debtor Entities)

1. Affinity Mining Company
2. Apogee Coal Company, LLC
3. Appalachia Mine Services, LLC
4. Beaver Dam Coal Company, LLC
5. Big Eagle, LLC
6. Big Eagle Rail, LLC
7. Black Stallion Coal Company, LLC
8. Black Walnut Coal Company
9. Bluegrass Mine Services, LLC
10. Brook Trout Coal, LLC
11. Catenary Coal Company, LLC
12. Central States Coal Reserves of Kentucky, LLC
13. Charles Coal Company, LLC
14. Cleaton Coal Company
15. Coal Clean LLC
16. Coal Properties, LLC
17. Coal Reserve Holding Limited Liability Company No. 2
18. Colony Bay Coal Company
19. Cook Mountain Coal Company, LLC
20. Corydon Resources LLC
21. Coventry Mining Services, LLC
22. Coyote Coal Company LLC
23. Cub Branch Coal Company LLC
24. Dakota LLC
25. Day LLC
26. Dixon Mining Company, LLC
27. Dodge Hill Holding JV, LLC
28. Dodge Hill Mining Company, LLC
29. Dodge Hill of Kentucky, LLC
30. EACC Camps, Inc.
31. Eastern Associated Coal, LLC
32. Eastern Coal Company, LLC
33. Eastern Royalty, LLC
34. Emerald Processing, L.L.C.
35. Gateway Eagle Coal Company, LLC
36. Grand Eagle Mining, LLC
37. Heritage Coal Company LLC
38. Highland Mining Company, LLC
39. Hillside Mining Company
40. Hobet Mining, LLC
41. Indian Hill Company LLC
42. Infinity Coal Sales, LLC
43. Interior Holdings, LLC
44. IO Coal LLC
45. Jarrell's Branch Coal Company
46. Jupiter Holdings LLC
47. Kanawha Eagle Coal, LLC
48. Kanawha River Ventures I, LLC
49. Kanawha River Ventures II, LLC
50. Kanawha River Ventures III, LLC
51. KE Ventures, LLC
52. Little Creek LLC
53. Logan Fork Coal Company
54. Magnum Coal Company LLC
55. Magnum Coal Sales LLC
56. Martinka Coal Company, LLC
57. Midland Trail Energy LLC
58. Midwest Coal Resources II, LLC
59. Mountain View Coal Company, LLC
60. New Trout Coal Holdings II, LLC
61. Newtown Energy, Inc.
62. North Page Coal Corp.
63. Ohio County Coal Company, LLC
64. Panther LLC
65. Patriot Beaver Dam Holdings, LLC
66. Patriot Coal Company, L.P.
67. Patriot Coal Corporation
68. Patriot Coal Sales LLC
69. Patriot Coal Services LLC
70. Patriot Leasing Company LLC
71. Patriot Midwest Holdings, LLC
72. Patriot Reserve Holdings, LLC
73. Patriot Trading LLC
74. PCX Enterprises, Inc.
75. Pine Ridge Coal Company, LLC
76. Pond Creek Land Resources, LLC
77. Pond Fork Processing LLC
78. Remington Holdings LLC
79. Remington II LLC
80. Remington LLC
81. Rivers Edge Mining, Inc.
82. Robin Land Company, LLC
83. Sentry Mining, LLC
84. Snowberry Land Company
85. Speed Mining LLC
86. Sterling Smokeless Coal Company, LLC
87. TC Sales Company, LLC
88. The Presidents Energy Company LLC
89. Thunderhill Coal LLC
90. Trout Coal Holdings, LLC
91. Union County Coal Co., LLC
92. Viper LLC
93. Weatherby Processing LLC
94. Wildcat Energy LLC
95. Wildcat, LLC
96. Will Scarlet Properties LLC
97. Winchester LLC
98. Winifrede Dock Limited Liability Company
99. Yankeetown Dock, LLC

Exhibit A

**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 EXTENDING THE DEBTORS' EXCLUSIVE PERIODS
WITHIN WHICH TO FILE A PLAN OF REORGANIZATION
AND SOLICIT VOTES THEREON**

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 the entry of an order pursuant to section 1121(d) of the Bankruptcy Code extending the exclusive periods under sections 1121(b) and (c) of the Bankruptcy Code within which only the Debtors may file a plan of reorganization and solicit votes thereon, 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 the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, 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

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.

having been provided in accordance with the Debtors' Case Management Order, and it appearing that no other or further notice need be provided; [and there being no objections to the Motion;] 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 Debtors and their respective estates and creditors; and the Debtors having articulated good, sufficient and sound business justifications and compelling circumstances therefor; 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 hereby

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

ORDERED that, pursuant to section 1121(d) of the Bankruptcy Code, the time within which the Debtors have the exclusive right to file a plan of reorganization pursuant to sections 1121(b) and (c)(2) of the Bankruptcy Code is extended through and including May 5, 2013; and it is further

ORDERED that, pursuant to section 1121(d) of the Bankruptcy Code, the time within which the Debtors may solicit acceptance, and no competing plans may be filed pursuant to section 1121(c)(3) of the Bankruptcy Code is hereby extended through and including July 4, 2013; and it is further

ORDERED that the relief requested herein is without prejudice to the Debtors' right to seek additional extensions of the Debtors' Exclusive Periods pursuant to

section 1121(d) of the Bankruptcy Code with respect to one or more of the Debtors; and
it is further

ORDERED that this Court retains jurisdiction with respect to all matters
arising from or related to the implementation of this Order; and it is further

ORDERED that notwithstanding any Federal Rule of Bankruptcy
Procedure that might otherwise delay the effective time of this order, the terms and
conditions of this Order shall be immediately effective and enforceable upon its entry.

Dated: New York, New York

_____, 2012

THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE