

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.

**Chapter 11
Case No. 12-51502-659
(Jointly Administered)**

**SECOND SUPPLEMENTAL DECLARATION OF STEVEN J. REISMAN ON BEHALF
OF CURTIS, MALLET-PREVOST, COLT & MOSLE LLP PURSUANT TO RULES
2014(a) AND 2016(b) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

I, Steven J. Reisman, declare as follows:

1. I am an attorney duly admitted to practice before this Court.¹ I am a member of the law firm of Curtis, Mallet-Prevost, Colt & Mosle LLP (“Curtis”). Curtis is a multi-national law firm with principal offices located at 101 Park Avenue, New York, New York 10178-0061. Curtis maintains regional offices in: Washington, D.C.; Houston, Texas; Paris, France; London, England; Frankfurt, Germany; Milan, Italy; Mexico City, Mexico; Buenos Aires, Argentina; Muscat, Sultanate of Oman; Istanbul, Turkey; Almaty, Kazakhstan; Astana, Kazakhstan; Dubai, United Arab Emirates; Kuwait City, Kuwait; and Ashgabat, Turkmenistan.

2. I submit this declaration (the “Second Supplemental Declaration”) to supplement the declarations I previously submitted on behalf of Curtis, sworn to on July 19, 2012 (the “Original Declaration”) and October 12, 2012 (the “First Supplemental Declaration”), in support of the application (the “Application”) for the engagement of Curtis by the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (collectively, the “Chapter 11 Cases”), pursuant to sections 327, 328(a), 329 and 504 of Title 11 of the United

¹ On January 11, 2013, an Order granting my motion to appear *pro hac vice* before this Court was entered [Docket No. 1986].

States Code, as amended (the “Bankruptcy Code”), and to provide the disclosures required under Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

3. On August 2, 2012, the Bankruptcy Court for the Southern District of New York entered an order approving the Application and the Debtors’ retention and employment of Curtis as conflicts counsel to the Debtors on a final basis [Docket No. 266] (the “Curtis Retention Order”).

4. To the best of my knowledge, after due inquiry, and except as set forth herein, neither I, Curtis, nor any member of, counsel to or associate of Curtis represents any creditor, party in interest or entities other than the Debtors in connection with the Chapter 11 Cases.

5. Unless otherwise stated in this Second Supplemental Declaration, the Original Declaration or the First Supplemental Declaration, I have personal knowledge of the facts set forth herein. Curtis periodically reviews its files during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. As additional information concerning the Debtors’ creditors and relationships that have material connections with the Debtors develops, Curtis will file a further supplemental declaration with the Court. To the best of my knowledge, Curtis has not represented and will not represent any parties other than the Debtors in these cases or in connection with any matters that would be adverse to the Debtors related to these cases in respect of the matters on which Curtis is employed in the Chapter 11 Cases.

DISCLOSURE OF CONFLICTS MATTERS

6. Pursuant to the terms of the Curtis Retention Order, Curtis is required to provide periodic disclosure of any matter where lead counsel for the Debtors, Davis Polk & Wardwell LLP (“Davis Polk”), or the Debtors’ other counsel determines that an actual or potential conflict

of interest exists, and that such matters should appropriately be handled by Curtis. Curtis continues to represent the Debtors in matters with respect to which the Debtors' other counsel are precluded from representing the Debtors due to actual or potential conflicts of interest. Specifically, since filing the First Supplemental Declaration, Curtis has represented the Debtors in connection with the rejection of various agreements and equipment leases with the following counterparties: Lewis-Goetz & Company, Inc.; CSX Transportation, Inc.; and Norfolk Southern Railway Company. In addition, Curtis has represented the Debtors in connection with the Official Committee of Unsecured Creditors' investigation into certain potential claims and causes of action against the Debtors' prepetition lenders.

**CURTIS' CONNECTIONS WITH CLIENTS
IN MATTERS UNRELATED TO THE CHAPTER 11 CASES**

7. Curtis has represented, currently represents, and may in the future represent, various entities or their affiliates in matters unrelated to the Chapter 11 Cases. Since filing the First Supplemental Declaration, Curtis received an updated list of parties in interest in the Chapter 11 Cases from Davis Polk. As a result, Curtis has become aware of additional parties in interest in the Chapter 11 Cases with whom Curtis has, or may have, client connections that need to be disclosed.

8. Curtis has identified the client connections disclosed below. The connections are categorized as follows:

- (a) clients for which Curtis has rendered services in the prior two (2) years and which engagement was closed within the prior two (2) years ("Former Clients"); and
- (b) entities that are related to, or may be related to, a current client for which Curtis has rendered services in the prior two (2) years and is presently rendering services.

9. All client connections were diligently reviewed by an attorney working under my supervision.

10. From such review, I determined that, with respect to each client connection between Curtis and such parties, Curtis does not hold or represent an interest that is adverse to the Debtors' estates, and that Curtis is a "disinterested person," as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, for the reasons described below.

Former Clients – Exhibit 1

11. Curtis has rendered services to the Former Clients set forth on Exhibit 1 hereto within the prior two (2) years and Curtis' engagement was formally concluded within such period. Curtis may, however, in the future, render services to the Former Clients or their affiliates or subsidiaries in matters unrelated to the Debtors and the Chapter 11 Cases. If any Former Client becomes a Current Client during the pendency of these Chapter 11 Cases, Curtis will make the appropriate supplemental disclosures to the Court.

Entities That Are Related or May Be Related to Current Clients – Exhibit 2

12. The entities set forth on Exhibit 2 hereto either (i) have a name similar to a client in the client database or (ii) are or may be related to a current client (collectively, the "Potential Clients"). In certain instances, after a diligent effort, Curtis was unable to determine whether the similarity of names was, in fact, a coincidence or whether, and to what extent, the Potential Clients are related to a current client. However, out of an abundance of caution, Curtis has confirmed that it does not represent any of the Potential Clients set forth on Exhibit 2 in matters related to the Chapter 11 Cases.

CURTIS BILLING PRACTICES

13. As disclosed in the Original Declaration and the First Supplemental Declaration, Curtis is not a creditor of the Debtors.

14. All compensation for services rendered by Curtis and reimbursement of expenses incurred by Curtis in the Chapter 11 Cases is subject to the approval of this Court, and Curtis shall seek this Court's approval for the payment of such compensation pursuant to the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and any applicable orders of this Court.

15. The foregoing constitutes the Second Supplemental Declaration of Curtis pursuant to section 327 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

I certify that the foregoing statements are true and correct to the best of my knowledge, information and belief.

Dated: February 12, 2013
New York, New York

By: /s/ Steven J. Reisman
Name: Steven J. Reisman
Title: A Member of the Firm

**INDEX OF EXHIBITS TO THE
SECOND SUPPLEMENTAL DECLARATION OF STEVEN J. REISMAN**

EXHIBIT 1 FORMER CLIENTS OF CURTIS

EXHIBIT 2 ENTITIES THAT ARE RELATED OR MAY BE RELATED
TO CURRENT CLIENTS OF CURTIS

EXHIBIT 1

FORMER CLIENTS OF CURTIS

Name of Entity Searched	Relationship to Debtors	Relationship to Curtis
Monster Worldwide, Inc.	Counterparty to Contract Previously Rejected	Former client in matters unrelated to Debtors

EXHIBIT 2

**ENTITIES THAT ARE RELATED OR MAY BE
RELATED TO CURRENT CLIENTS OF CURTIS**

Name of Entity Searched	Relationship to Debtors	Relationship to Curtis
E. On Ag	Significant Suppliers, Shippers, Warehousemen, Customers and Vendors	Affiliate of current client in matters unrelated to Debtors
Natixis Securities Americas LLC	Attorneys, Professionals and Financial Advisors	Affiliate of current client in matters unrelated to Debtors
Natixis, New York Branch	Significant Financial Institutions	