

**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)

**PATRIOT COAL CORPORATION and
HERITAGE COAL COMPANY,**

Plaintiffs,

v.

**PEABODY HOLDING COMPANY, LLC and
PEABODY ENERGY CORPORATION,**

Defendants.

**Adversary Proceeding
No. 13-04067-659**

ECF Nos. 20 and 21

**MEMORANDUM TO CLERK REGARDING DECLARATION OF
MATTHEW C. CORCORAN IN SUPPORT OF DEFENDANTS' RESPONSE
TO PLAINTIFFS' MOTION FOR SUMMARY JUDGMENT**

COMES NOW Peabody Holding Company, LLC and Peabody Energy Corporation, by and through the undersigned counsel, and file the Declaration of Matthew C. Corcoran in Support of Defendants' Response to Plaintiffs' Motion for Summary Judgment (the "Declaration") and Exhibit C to the Declaration. Exhibits A and B to the Declaration are being filed under seal pursuant to the Court's Order Granting Defendants' Motion for Leave to File

Under Seal Certain Exhibits to the Declaration of Matthew C. Corcoran in Support of
Defendants' Response to Plaintiffs' Motion for Summary Judgment dated April 24, 2013.

Dated: April 24, 2013

Respectfully submitted,

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the forgoing document and the attachments hereto were served on April 24, 2013 by CM/ECF, where available, and first class U.S. Mail, postage prepaid, on the individuals and entities identified on Exhibit A attached hereto.

Dated: April 24, 2013

Respectfully submitted,

/s/ Steven N. Cousins

EXHIBIT A

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**PEABODY HOLDING COMPANY, LLC
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Defendants.

Adversary Proceeding No. 13-04067-659

**DECLARATION OF MATTHEW C. CORCORAN
IN SUPPORT OF DEFENDANTS' RESPONSE
TO PLAINTIFFS' MOTION FOR SUMMARY JUDGMENT**

I, Matthew C. Corcoran, submit this Declaration in Support of Defendants' Response to
Plaintiffs' Motion for Summary Judgment. I do hereby declare as follows:

1. I am an associate at the law firm of Jones Day, resident in its Columbus, Ohio, office. I am one of the attorneys representing Defendants Peabody Holding Company, LLC ("PHC") and Peabody Energy Corporation ("PEC" and, together with PHC, "Peabody") in the above-captioned adversary proceeding.

2. Attached as exhibit A is a true and correct copy of a draft of the NBCWA Individual Employer Plan Liabilities Assumption Agreement with handwritten comments dated June 9, 2007.

3. Attached as exhibit B is a true and correct copy of a May 2, 2007 draft of the NBCWA Individual Employer Plan Liabilities Assumption Agreement.

4. Attached as exhibit C is a true and correct copy of a web biography obtained online from www.davispolk.com/lawyers/john-butler/

I declare under penalty of perjury that the foregoing is true and correct. Executed this 22 day of April 2013, at Columbus, Ohio.


Matthew C. Corcoran

EXHIBIT A

FILED UNDER SEAL

EXHIBIT B

FILED UNDER SEAL

EXHIBIT C

Davis Polk



John H. Butler

PARTNER

john.butler@davispolk.com

Mr. Butler is a member of Davis Polk's Corporate Department and focuses on mergers and acquisitions, private equity transactions, restructurings, corporate governance matters and general corporate representations.

AT A GLANCE

NEWS, RESOURCES & EVENTS

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Work Highlights

Mr. Butler has regularly represented acquirors and targets in a wide variety of M&A transactions and restructurings, including:

- The sale of minority interests in the New York Mets
- AloStar Bank of Commerce's recapitalization utilizing an innovative holding company bankruptcy process
- PepsiCo's "going private" acquisitions of its anchor bottlers, The Pepsi Bottling Group and PepsiAmericas
- Roche's collaboration arrangements with Artery Therapeutics
- Sterling Financial's recapitalization transaction
- Roche's "going private" acquisition of Genentech
- Verisk Analytics' recapitalization and IPO
- Huntington Bancshares' acquisition of Sky Financial
- Mercantile Bankshares' merger with PNC, as well as its acquisitions of Community Bank of Northern Virginia and James Monroe Bank
- The Royal Bank of Scotland's acquisition of Charter One Financial
- The St. Paul Companies' merger with Travelers Property Casualty
- J.P. Morgan's merger with Chase
- Pharmacia's merger with Monsanto
- Citigroup's purchase of Banamex
- Patriot Coal in its spinoff from Peabody Energy

RELATED PRACTICES

- Mergers and Acquisitions
 - Private Equity
- Corporate Governance

BAR ADMISSIONS

- State of New York

EDUCATION

- B.A., Macalester College, 1991
 - *summa cum laude*
- J.D., Harvard Law School, 1994
 - *cum laude*

- Compaq's restructuring of its investment in CMGI and Navisite
- Delta Air Lines' tender offer of Comair

He has regularly represented private equity and hedge fund investors and their portfolio companies in a wide variety of transactions and corporate matters, including over a dozen investments for TPG-Axon as well as investments for GSO Capital Partners, Morgan Stanley Private Equity, Corsair Investments, CSFB Private Equity, Morgan Stanley Infrastructure Partners, Metalmark and Tailwind Capital, among others.

Mr. Butler has also regularly represented financial institutions in connection with advisory assignments, including transactions for JPMorgan Chase, Greenhill, Bank of America, Sandler O'Neil and Friedman Billings Ramsey.

He also has extensive experience representing acquirors, targets and activist investors in unsolicited transactions and proxy contests, and he has been involved in a variety of special committees assignments, including representing special committees at CareInsite and First Advantage in connection with related party M&A transactions.

Recognition

In October 2007, *The New York Times* listed Mr. Butler, along with several other Davis Polk partners, as one of the leading dealmakers on Wall Street under 40 years of age ("Facebook of Wall Street's Future," *NYT*, Oct. 3, 2007).

Professional History

- Partner, 2002-present
- Associate, 1999-2002

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