

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

Apr 17, 2013

Kathy A. Surratt - States
KATHY A. SURRATT-STATES
Chief United States Bankruptcy Judge

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.¹

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

Re: ECF No. 3503

**DEBTORS' MOTION FOR LEAVE TO EXCEED THE PAGE LIMITATION IN THEIR
MOTION FOR AN ORDER AUTHORIZING THE MODIFICATION AND
TERMINATION OF CERTAIN NON-VESTED BENEFITS FOR NON-UNION
RETIREE BENEFIT PARTICIPANTS PURSUANT TO 11 U.S.C. §§ 105(a) AND 363(b)**

Patriot Coal Corporation and its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”),² by and through its undersigned counsel, hereby respectfully submit this motion for an order pursuant to rule 9004(C) of the Local Rules of the Bankruptcy Court for the Eastern District of Missouri granting the Debtors leave to exceed the Court’s page limitation in their Motion for an Order Authorizing the Modification and Termination of Certain Non-Vested Benefits for Non-Union Retiree Benefit Participants Pursuant to 11 U.S.C. §§ 105(a) and 363(b) [ECF No. 3503] (the “**Motion**”).³ In support of this motion, the Debtors state as follows:

1. The Debtors seek to (i) modify the Non-Union Retiree Life Insurance Benefits by

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 As used herein, the term “Debtors” shall refer to, as applicable, the specific Debtors that are obligors under the Relevant Plan.

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

capping such benefits at \$30,000 for the Non-Union Retirees and terminating such benefits for current non-union employees and (ii) terminate the Non-Union Retiree Medical Benefits. The Debtors believe that these benefits must be modified and terminated, as applicable, so that the Debtors may realize cost savings that are critical to their survival.

2. The Debtors have acted diligently to provide the Non-Union Retiree Committee with all information in their possession necessary to evaluate the modification and termination of the Non-Union Retiree Benefits. The Debtors estimate that they have produced a total of over 4,400 pages of documents already and will continue to produce relevant information on a rolling basis.

3. The Debtors have made every effort to comply with the applicable page limitation. However, as a result of the highly technical issues involved and the number of relevant documents referenced therein, the Debtors are unable to adequately explain the various benefits and relevant plan documents in fifteen pages. Given the significant interests at stake, additional pages were required to fully articulate the Debtors' positions.

4. The Debtors respectfully request leave to exceed the Court's page limitation by 7 pages.

WHEREFORE, for the foregoing reasons, the Debtors respectfully request leave to exceed the applicable page limitation by 7 pages in their Motion, and for such other relief as the Court deems just and proper.

Dated: April 2, 2013
New York, New York

Respectfully submitted,

DAVIS POLK & WARDWELL LLP

/s/ Brian M. Resnick

Marshall S. Huebner

Elliot Moskowitz

Brian M. Resnick

Michelle M. McGreal

450 Lexington Avenue

New York, New York 10017

Telephone: (212) 450-4000

Facsimile: (212) 607-7983

*Counsel to the Debtors
and Debtors in Possession*

-and-

BRYAN CAVE LLP

Lloyd A. Palans, #22650MO

Brian C. Walsh, #58091MO

Laura Uberti Hughes, #60732MO

One Metropolitan Square

211 N. Broadway, Suite 3600

St. Louis, Missouri 63102

Telephone: (314) 259-2000

Facsimile: (314) 259-2020

*Local Counsel to the Debtors
and Debtors in Possession*