

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re: : Chapter 11
: :
PATRIOT COAL CORPORATION, *et al.*, : Case No. 12-12900 (SCC)
: :
: :
Debtors. : Jointly Administered
----- X

**FIRST SUPPLEMENTAL DECLARATION OF ADAM CHARLES ROGOFF
IN SUPPORT OF THE APPLICATION OF THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF PATRIOT COAL CORPORATION,
ET AL., FOR AN ORDER AUTHORIZING AND APPROVING THE
EMPLOYMENT AND RETENTION OF KRAMER LEVIN NAFTALIS &
FRANKEL LLP AS ITS COUNSEL, *NUNC PRO TUNC* TO JULY 18, 2012**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure,

ADAM CHARLES ROGOFF, declares the following:

1. I am an attorney at law admitted to practice in the State of New York and am a member of the law firm of Kramer Levin Naftalis & Frankel LLP ("**Kramer Levin**"), which is located at 1177 Avenue of the Americas, New York, New York 10036. I submit this supplemental declaration (the "**Supplemental Declaration**") in support of the application (the "**Application**")¹ dated August 15, 2012 of the duly-appointed Official Committee of Unsecured Creditors (the "**Committee**") in the chapter 11 cases (the "**Chapter 11 Cases**") of the above-captioned debtors and debtors-in-possession (the "**Debtors**") seeking an order authorizing the retention of Kramer Levin as counsel to the Committee, *nunc pro tunc* to July 18, 2012, in compliance with sections 328(a) and 1103(a) of title 11 of the United States Code (the "**Bankruptcy Code**") and to supplement the disclosure provided in my declaration in support of the Application dated August 15, 2012 (the "**Original Declaration**") required under Rule 2014

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Application.

and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”). Unless otherwise stated in this Declaration, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires subsequent amendment or modification upon Kramer Levin’s completion of further analysis or as additional creditor information becomes available, one or more supplemental declarations will be submitted to the Court.

Scope of Retention of Conflict’s Counsel

2. The Committee selected Cole, Schotz, Meisel, Forman & Leonard, P.A. (“**Cole Schotz**”) to serve as conflicts counsel in instances where Kramer Levin determines that it has an actual or potential conflict of interest and that such matters should appropriately be handled by Cole Schotz.

3. As of the date hereof, Cole Schotz’s role will be focused upon the Committee’s investigation (the “**DIP Investigation**”) into the validity and extent of the DIP Lenders’ (as that term is defined in the Final DIP Order (defined below)) prepetition liens expressly preserved under the *Final Order (I) Authorizing Debtors (A) to Obtain Post-Petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e), and (B) to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363 and (II) Granting Adequate Protection to Pre-Petition Secured Lenders Pursuant to 11 U.S.C. 361, 362, 363 and 364* [Docket No. 275] (the “**Final DIP Order**”). In addition, in the event that the Committee determines to initiate litigation relating to the DIP Investigation, such litigation will be initiated and prosecuted by Cole Schotz. Although the Original Declaration discloses various connections

with current or potential parties in interest in these cases, there are no other matters presently identified to be handled by Cole Schotz on behalf of the Committee.

4. To the extent that Kramer Levin determines that there are further conflicts that arise during the course of these Chapter 11 Cases, such matter(s) will be handled by Cole Schotz. It is my understanding that pursuant to the proposed order to retain Cole Schotz as conflict counsel to the Committee, they will be filing supplemental declarations in the event of any expansion of their scope of services beyond the DIP Investigation.

Coordination Amongst the Committee's Retained Professionals

5. To ensure that the Committee's professionals are working in tandem and are not duplicating the services of any other professional retained by the Committee, there will be a weekly call attended by representatives of each professional retained by the Committee to discuss the status of projects and to assign any new tasks that arise that fall within the scope of each retained professional. These weekly discussions will facilitate efficient use of resources and will also allow for the synergies that the Committee has sought to create with its selection of lead counsel, conflicts counsel, an investment banker and a financial advisor.

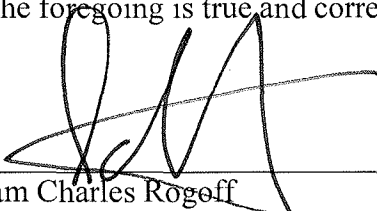
Additional Disclosure Regarding Relationships with Parties in Interest

6. Peter Kolevzon, another member of Kramer Levin, has recently been appointed as a mediator in a dispute in a matter wholly unrelated to the Debtors, involving Argonaut Insurance Company, a party in interest in these Chapter 11 Cases. Kramer Levin does not view this as a conflict of interest and believes that it has not and will not affect its representation of the Creditors' Committee in these Chapter 11 Cases.

7. This Supplemental Declaration is made to supplement those disclosures already made in the Original Declaration and does not discuss those parties discussed in the Original Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that, to the best of my knowledge and belief, and after reasonable inquiry, the foregoing is true and correct.

Dated: New York, New York
August 28, 2012



Adam Charles Rogoff