

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re

PATRIOT COAL CORPORATION, *et al.*,

Debtors.¹

Chapter 11

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

Re: Docket No. 4414

**ORDER AUTHORIZING THE EMPLOYMENT OF GCP
LEGAL ADVISORS, LLC AS SPECIAL CLAIMS ADMINISTRATION
COUNSEL FOR THE DEBTORS *NUNC PRO TUNC* TO JULY 15, 2013**

Upon the application (the “**Application**”)² of Patriot Coal Corporation and its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”), pursuant to sections 327(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2014 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the Eastern District of Missouri (the “**Local Rules**”), for authorization to employ and retain GCP Legal Advisors, LLC (“**GCP Legal Advisors**”) as special counsel for the Debtors *nunc pro tunc* to July 15, 2013 (the “**Effective Date**” and to compensate GCP Legal Advisors, pursuant to the terms set forth in the Application; and upon the Declaration of Richard A. Keffer submitted in support of the Application (the “**Declaration**”); and the Court being satisfied, based on the representations made in the Application and the Declaration, that, as required by section 327(a) of the Bankruptcy Code and Bankruptcy Rule 5002, GCP Legal

¹ The Debtors are the entities listed on Schedule 1 attached to the Application. 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 such term in the Application.

Advisors and its professionals neither hold nor represent any interest adverse to the Debtors or their estates; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Application and the requested relief being a core proceeding that the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and the relief requested in the Application being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Application; and the Court having determined that the legal and factual bases set forth in the Application 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 therefor, it is

ORDERED that the Application is approved, to the extent provided herein, as of the Effective Date; and it is further

ORDERED that the Debtors are hereby authorized to employ and retain GCP Legal Advisors as special claims administration counsel in the Debtors' Chapter 11 cases as of the Effective Date, all as contemplated by the Application and on the terms provided in the Application and the Declaration; and it is further

ORDERED that GCP Legal Advisors is authorized to render the following professional services:

- a. analysis of the validity of claims filed against the Debtors;
- b. coordination and supervision of the Debtors' outside advisors handling claims administration matters;

c. coordination and counsel to the Debtors' personnel having the factual basis to support claims resolution matters; and

d. any other matter specifically requested by the Debtors' General Counsel that may arise in connection with the Debtors' reorganization proceedings and its business operations; and it is further

ORDERED that, for services rendered and reimbursement of expenses incurred from and after the Effective Date, GCP Legal Advisors shall be compensated and will file interim and final fee applications for the allowance of compensation in accordance with, sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, Local Rules, the United States Trustee Guidelines (collectively, the "**Fee Guidelines**"), the Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals entered on August 2, 2012 [ECF No. 262], and any applicable orders of this Court; and it is further

ORDERED that ten business days' notice must be provided by GCP Legal Advisors to the Debtors, the United States Trustee and any official committee appointed in these Chapter 11 cases prior to any increases in the hourly rates set forth in the Declaration, and such notice must be filed with the Court; and it is further

ORDERED that GCP Legal Advisors shall use reasonable efforts to avoid any inappropriate duplication of services provided by any of the Debtors' other retained professionals in these Chapter 11 cases; and it is further

ORDERED that the relief granted herein shall be binding upon any Chapter 11 trustee appointed in any of these Chapter 11 cases, or upon any Chapter 7 trustee appointed in the event of a subsequent conversion of any of these Chapter 11 cases to cases under Chapter 7; and it is further

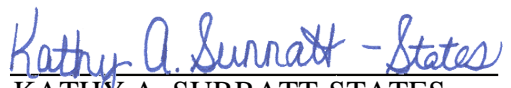
ORDERED that to the extent that there may be any inconsistency between the terms of the Application or the Declaration and this Order, the terms of this Order shall govern; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

ORDERED that, notwithstanding the applicability of any Bankruptcy Rule or Local Rule, this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that this Court retains jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order; and it is further

ORDERED that proper, timely, adequate and sufficient notice of the Application has been provided in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules, and no other or further notice of the Application or the entry of this Order shall be required.


KATHY A. SURRETT-STATES
Chief United States Bankruptcy Judge

DATED: August 21, 2013
St. Louis, Missouri
jjh

Order prepared by:
Marshall S. Huebner
Damian S. Schaible
Brian M. Resnick
Michelle M. McGreal
DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017