

Exhibit A-3

Beneficial Ballot

**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)

**BENEFICIAL BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT PLAN OF
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**BENEFICIAL BALLOT FOR HOLDERS OF CLAIMS IN CLASS 1D (CONVERTIBLE
NOTES CLAIMS) ARISING FROM CONVERTIBLE NOTES (CUSIP NO. 70336TAA2)**

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) have filed the Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the “**Plan**”).¹ The Plan is Appendix A to the Debtors’ Disclosure Statement (the “**Disclosure Statement**”), which is included on the CD-ROM accompanying this Beneficial Ballot and has also been posted on the Debtors’ case information website (located at www.patriotcaseinfo.com). Claims in the form of certain debt securities (the “**Convertible Notes**,” as identified in the footer below) issued before the commencement of the Debtors’ chapter 11 cases have been placed in Class 1D (Convertible Notes Claims) (together with Classes 1C, 1E, 1F, 2C-100C, 2D-101D and 2E-101E, a “**Voting Class**”). If you were, as of October 30, 2013 at 5:00 p.m. (prevailing Central Time), the beneficial holder of one or more Convertible Notes, whether held directly or through a broker, bank, dealer or other agent or nominee (each, a “**Voting Nominee**”), please use this Beneficial Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to section 1125 of the Bankruptcy Code, provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. If you cannot access or have not received the CD-ROM or wish to obtain a printed copy of the Disclosure Statement, please contact the Debtors’ Solicitation Agent, GCG, Inc., at (877) 600-6531 or, for international callers, (336) 542-5677.

You should review the Disclosure Statement, the Plan and the Approval Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or other claims under the Plan. All of your claims arising from the Convertible Notes have been placed in Class 1D under the Plan. If you hold claims in multiple accounts, you will receive a Beneficial Ballot for each account for which you are entitled to vote.

VOTING DEADLINE: 4:00 P.M. (PREVAILING CENTRAL TIME) ON DECEMBER 9, 2013.

Upon completion, this Beneficial Ballot should be returned either to your Voting Nominee or to the Debtors’ Solicitation Agent, GCG, Inc., as directed. If you are directed to return this Beneficial Ballot to your Voting Nominee, your Voting Nominee will transmit your vote to the Solicitation Agent on a Master Ballot. If you are returning this Beneficial Ballot to your Voting Nominee, please allow sufficient time for your Voting Nominee to receive your Beneficial Ballot and process your vote on a Master Ballot such that the Master Ballot is received by the Solicitation Agent before the Voting Deadline. If this Beneficial Ballot or the Master Ballot cast on your behalf by your Voting Nominee is not received by the Solicitation Agent on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

Ballots will not be accepted by electronic or facsimile transmission.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

This Beneficial Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than (i) to cast a vote to accept or reject the Plan and/or (ii) to opt out of the release provisions contained in Section 11.8 of the Plan.

¹ Unless otherwise defined herein, each capitalized term used herein shall have the meaning ascribed to it in the Plan.

HOW TO VOTE

1. COMPLETE ITEM 1 (IF NOT ALREADY COMPLETED) AND COMPLETE ITEM 2.
2. IF YOU HAVE VOTED EITHER TO ACCEPT OR REJECT THE PLAN BY COMPLETING ITEM 2 AND WISH TO OPT OUT OF THE RELEASE PROVISIONS CONTAINED IN SECTION 11.8 OF THE PLAN, COMPLETE ITEM 3.
3. COMPLETE ITEM 4, IF APPLICABLE.
4. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 5.
5. **SIGN AND DATE THIS BENEFICIAL BALLOT** (UNLESS THIS BENEFICIAL BALLOT HAS ALREADY BEEN SIGNED OR PRE-VALIDATED BY YOUR VOTING NOMINEE) AND FILL OUT THE OTHER REQUIRED INFORMATION.
6. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CONVERTIBLE NOTES *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
7. **ANY EXECUTED BENEFICIAL BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED. IF NO VOTES TO ACCEPT OR REJECT THE PLAN ARE RECEIVED FOR A PARTICULAR CLASS THAT IS ENTITLED TO VOTE ON THE PLAN, SUCH CLASS SHALL BE DEEMED TO HAVE VOTED TO ACCEPT THE PLAN.**

Item 1. Amount of Convertible Notes Voted. The undersigned certifies that, as of October 30, 2013 at 5:00 p.m. (prevailing Central Time), the undersigned held Convertible Notes in the following aggregate principal amount (insert amount in the box below):

\$

Item 2. Vote. The holder of the Convertible Notes identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes your vote will not be counted):

Accept the Plan OR **Reject** the Plan

Item 3. Release. If you voted in Item 2 above (regardless of whether you voted to accept or reject the Plan), you may check the box below to opt out of the release provisions contained in Section 11.8 of the Plan. **IF YOU VOTED IN ITEM 2 ABOVE EITHER TO ACCEPT OR REJECT THE PLAN AND YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW, YOU WILL BE DEEMED TO HAVE UNCONDITIONALLY, IRREVOCABLY AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM, *INTER ALIA*, ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN. IF YOU WOULD OTHERWISE BE ENTITLED TO A RELEASE UNDER SECTION 11.8 OF THE PLAN BUT YOU DO NOT GRANT THE RELEASES CONTAINED IN SECTION 11.8 OF THE PLAN THEN YOU SHALL NOT RECEIVE THE BENEFIT OF THE RELEASES SET FORTH IN SECTION 11.8 OF THE PLAN.**

Opt Out of the release provisions

Item 4. Identify All Voting Class Claims Arising from Other Convertible Notes. By returning this Beneficial Ballot, the holder of the Convertible Notes identified in Item 1 certifies that (a) this Beneficial Ballot is the only Beneficial Ballot submitted for Convertible Notes owned by such holder, except for any other Convertible Notes identified in the following table, and (b) *all* Beneficial Ballots for any other Convertible Notes submitted by the holder indicate the same vote to accept or reject the Plan that the holder has indicated in Item 2 of this Beneficial Ballot (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS TABLE IF YOU HAVE VOTED OTHER CONVERTIBLE NOTES BALLOTS OR BENEFICIAL BALLOTS

Account Number	Name of Registered Holder or Nominee	Principal Amount of Other Convertible Notes Claims
		\$
		\$
		\$
		\$

Item 5. Certification. By returning this Beneficial Ballot, the holder of the Convertible Notes identified in Item 1 certifies that (a) it has full power and authority to vote to accept or reject the Plan for the Convertible Notes listed in Item 1, (b) it was the holder of the Convertible Notes described in Item 1 as of October 30, 2013 at 5:00 p.m. (prevailing Central Time), (c) *all* Ballots or Beneficial Ballots to vote Voting Class Claims indicate the same vote to accept or reject the Plan that the holder has indicated on this Beneficial Ballot and (d) it has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BENEFICIAL BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.

Name of Creditor: _____
(Print or Type)
Social Security or Federal Tax ID. No.: _____
(Optional)
Signature: _____
Print Name: _____
Title: _____
(If Appropriate)
Street Address: _____
City, State, Zip Code: _____
Telephone Number: () _____
Date Completed: _____

This Beneficial Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a claim or equity interest, or the allowance of a claim or equity interest.

UPON COMPLETION, THIS BENEFICIAL BALLOT SHOULD BE RETURNED EITHER TO YOUR VOTING NOMINEE OR TO THE DEBTORS' SOLICITATION AGENT, GCG, INC., AS DIRECTED. IF YOU ARE DIRECTED TO RETURN THIS BENEFICIAL BALLOT TO YOUR VOTING NOMINEE, YOUR VOTING NOMINEE WILL TRANSMIT YOUR VOTE TO THE SOLICITATION AGENT ON A MASTER BALLOT. IF YOU ARE DIRECTED TO RETURN THIS BENEFICIAL BALLOT TO THE SOLICITATION AGENT, YOU MAY USE THE ENCLOSED PRE-ADDRESSED, POSTAGE-PAID ENVELOPE. IF YOU ARE RETURNING THIS BENEFICIAL BALLOT TO YOUR VOTING NOMINEE, PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO RECEIVE YOUR BENEFICIAL BALLOT AND PROCESS YOUR VOTE ON A MASTER BALLOT SUCH THAT THE MASTER BALLOT IS RECEIVED BY THE SOLICITATION AGENT BEFORE THE VOTING DEADLINE. IF THIS BENEFICIAL BALLOT OR THE MASTER BALLOT CAST ON YOUR BEHALF BY YOUR VOTING NOMINEE IS NOT RECEIVED BY THE SOLICITATION AGENT ON OR BEFORE THE VOTING DEADLINE AND SUCH DEADLINE IS NOT EXTENDED, YOUR VOTE WILL NOT COUNT AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BENEFICIAL BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BENEFICIAL BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE SOLICITATION AGENT, GCG, INC., AT (877) 600-6531 OR, FOR INTERNATIONAL CALLERS, (336) 542-5677. PLEASE NOTE THAT GCG, INC. IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.