

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re)	Chapter 11
)	
Patriot Coal Corporation., et al.,)	Case No. 12-51502-659
)	
Debtors.)	Jointly Administered
)	

**THIRD SUPPLEMENTAL DECLARATION OF KENNETH A. HILTZ
OF AP SERVICES, LLC AS CHIEF RESTRUCTURING OFFICER
TO THE DEBTORS AND DEBTORS IN POSSESSION**

I, Kenneth A. Hiltz declare, pursuant to section 1746 of title 28 of the United States Code, as follows:

1. I am a managing director of AlixPartners, LLP (“AlixPartners”) and an authorized representative of its affiliate, AP Services, LLC (“APS”), a Michigan limited liability company, which has a place of business at 2000 Town Center, Suite 2400, Southfield, Michigan 48075.

2. Except as otherwise noted, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.

3. I am filing this third declaration to supplement my original declaration (the “Original Declaration”) executed on July 19, 2012, my supplemental declaration (the “Supplemental Declaration”) executed on August 3, 2012, and my second supplemental declaration (the “Second Supplemental Declaration”) executed on September 13, 2013, in support of the application of Patriot Coal Corporation, and its affiliated debtors and debtors in possession (the “Debtors”) for entry of an order authorizing the Debtors to employ and retain APS as their restructuring advisor, pursuant to section 363(b) of the Bankruptcy Code and under

the terms and conditions set forth in the Application. On August 16, 2012 the retention order was entered in the Southern District of New York ((docket no. 371), retaining APS.

4. Since the filing of the Prior Declarations, APS has been engaged by Brody Mining, LLC and Patriot Ventures LLC (the “New Debtors”), which commenced Chapter 11 cases on September 23, 2013 (the “New Debtors’ Petition Date”). In connection with that engagement, I have caused to be conducted a search of APS’ conflict-check system in respect of a list provided to me by the Debtors of the principal parties in interest in the New Debtors’ Chapter 11 cases, which are listed on Exhibit A hereto.

5. In the Original Declaration, APS reserved the right to supplement its declaration in the event that APS discovered any facts bearing on matters described in the Original Declaration regarding APS’ employment by the Debtors. Accordingly, APS would like to disclose the following supplemental disclosures with respect to the Debtors and the New Debtors:

- AlixPartners has been engaged by Labaton Sucharow, counsel for the lead plaintiff in a securities class action filed against Massey Energy, to perform financial analysis to assist class counsel in structuring and valuing a settlement of the securities class action in a matter unrelated to the Debtors.
- APS has relationships with certain departments and agencies of the United States government, including, without limitation, the Internal Revenue Service (“IRS”), a significant taxing authority to the Debtors, and the Department of Labor, a letter of credit and surety bond provider and beneficiary. The IRS and the Department of Labor are creditors, adverse parties and vendors to current and former APS clients in matters unrelated to the Debtors. The IRS is a current APS client in matters unrelated to the Debtors and the previous employer of current APS employees. In addition, the United States Securities and Exchange Commission, the United States Attorneys’ Office and the Federal Deposit Insurance Corporation are current or former clients of APS in matters unrelated to the Debtors.
- Deutsche Bank Securities, Inc. (“Deutsche Bank”), a notice of appearance party in this bankruptcy matter, is affiliated with an entity, Deutsche Bank Americas, which is a current APS client in matters unrelated to the Debtors.

- Duke Energy Carolinas LLC, Duke Energy Commercial Asset Management and Duke Energy Kentucky, Inc., vendors to the Debtors, are affiliated with an entity, Duke Energy Ohio, Inc., which is a current AlixPartners client in matters unrelated to the Debtors.
- General Electric Capital Corporation and GE Capital TMS (“GE”), lessors and creditors to the Debtors, are affiliated with an entity, GE Transportation, which is a current APS client in matters unrelated to the Debtors.
- Marsh USA, an insurance provider to the Debtors, is affiliated with an entity, Marsh, Ltd., which is a current AlixPartners client in matters unrelated to the Debtors.
- Wilmington Trust Company, a major unsecured creditor to the Debtors, is a current APS client in matters unrelated to the Debtors.

6. APS continues to reserve the right to supplement its disclosures in the event that APS discovers any facts bearing on matters regarding APS’ employment by the Debtors. If any new material relevant facts or relationships are discovered or arise, APS will promptly file a supplemental declaration pursuant to Bankruptcy Rule 2014(a).

Dated this 21th day of October, 2013



Kenneth A. Hiltz

EXHIBIT A

Principal Parties in Interest

New Debtors

Brody Mining, LLC
Patriot Ventures LLC

Officers and Directors

Charles A. Ebetino, Jr.
Jacquelyn A. Jones
Robert L. Mead

Subsidiaries

Rhino Eastern JV Holding Company LLC
WWMV JV Holding Company LLC

Former Officers, Directors, and Affiliates

Joseph W. Bean
The Brody Trust
Anthony Cline
Clayton Cline
John E. Lushefski
Danny Robinette
Brian Rowe
Mark N. Schroeder

Secured Creditors

Bank of America, N.A.
Citibank, N.A.

Largest Unsecured Creditors

Analabs, Inc.
Industrial Design Products, Inc.
Mine Safety & Health Administration
United Bank, Inc.
Wilmington Trust Company

Former Joint-Venture Parties

American Patriot Mining, LLC
Ralph L. Ballard, III
Shawn P. George
Andrew A. Payne, III
James K.T. Payne
Rhino Eastern LLC
Rhino Energy WV LLC
RWMV, LLC
White Stallion Coal LLC
WWMV, LLC

Significant Taxing Authorities

Internal Revenue Service
State of West Virginia