

# Exhibit D

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF WEST VIRGINIA  
AT CHARLESTON

Hubert Lowe, <i>et al.</i>	)	
	)	
Plaintiffs,	)	Civ. Action No.: 2:12-cv-06925
	)	Honorable Joseph R. Goodwin
v.	)	
	)	
Peabody Holding Company, LLC, <i>et al.</i>	)	
	)	
Defendants.	)	
	)	

**RESPONSES AND OBJECTIONS OF DEFENDANTS PEABODY HOLDING COMPANY, LLC AND PEABODY ENERGY INC. TO PLAINTIFFS' FIRST SET OF DOCUMENT REQUESTS**

Defendants Peabody Holding Company LLC and Peabody Energy Corporation (“Peabody”), by and through their undersigned counsel, do hereby submit the following responses and objections to Plaintiffs’ requests for production of documents and electronically stored information upon Defendants Peabody Holding Company, LLC, Peabody Energy Corporation (the “Requests”) pursuant to Rule 34 of the Federal Rules of Civil Procedure.

**PRELIMINARY STATEMENT**

Peabody hereby provides its Preliminary Statement setting forth its objections that apply to all Requests. Peabody reserves the right to supplement, amend, modify, or correct all or parts of any objection, or other information provided herein to the full extent permitted by Rule 34 of the Federal Rules of Civil Procedure. Peabody will be available to meet and confer with respect to this Preliminary Statement and any objections set forth herein.

Peabody objects to the Requests to the extent they seek documents or information obtainable from any other source that is less burdensome or less expensive, including, but not

limited to documents that are in Plaintiffs' control or possession or documents that are in the public domain. Peabody also objects to the Requests to the extent they seek documents or information not in Peabody's possession, custody or control, or refer to persons, entities or events not known to it.

Peabody objects to the Requests to the extent they are overbroad, overly expansive, and unduly burdensome.

Peabody objects to the Requests to the extent they seek the production of documents in a form other than that in which the documents were maintained and organized in the ordinary course of business.

Peabody objects to the Requests to the extent they seek documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Nothing contained in these objections is intended as, or shall in any way be deemed, a waiver of any attorney-client privilege, attorney work product doctrine or any other applicable privilege, immunity, prohibition or limitation. Peabody will not provide such privileged documents or information, and any production of such documents or information is inadvertent and shall not be deemed a waiver of any privilege, immunity, prohibition or limitation with respect to such documents or information or of any work product protection that may be attached thereto, but shall be governed by the relevant Section of any Stipulated Confidentiality Protective Order to be entered by the Court. (the "**Confidentiality Order**").

Peabody objects to the Requests, including without limitation the "Definitions" and "Instructions" therein, to the extent they are contrary to or purport to impose duties or obligations

that are inconsistent with or greater than the obligations imposed by the Federal Rules of Civil Procedure and other applicable law.

Peabody objects to the Requests to the extent that they request documents referring to or relating to or in any way involving Patriot for the time period before Patriot was formed, as no such legal entity could have existed before Patriot itself was incorporated.

Peabody objects to the Requests, to the extent that they assume disputed facts or legal conclusions. Peabody further objects to the Requests, to the extent they are premised on erroneous assertions. Peabody denies any such disputed or erroneous facts, assertions, or legal conclusions. Any document or information provided with respect to any Request is without prejudice to this objection, and the production of documents and information should not and cannot be viewed as acquiescence to any disputed or erroneous facts, assertions or legal conclusions.

#### **OBJECTIONS TO DEFINITIONS AND INSTRUCTIONS**

1. Peabody objects to the definition of “Peabody” in Definition 1 as overbroad and contrary to or purporting to impose obligations beyond those required by the Federal Rules of Civil Procedure and the applicable Local Rules. Specifically, Peabody objects to the inclusion in these definitions of “its present and former parents, subsidiaries, predecessors, members, affiliated entities, joint ventures, agents, representatives, officers, executives, partners, directors, employees, advisors, accountants, attorneys, and all other persons acting, or who have acted, on its behalf or who are under its control” as vague, overbroad, unduly burdensome, and unnecessary. Peabody will respond with respect to Peabody Energy Corporation and its present and former parents and subsidiaries.

2. Peabody objects to the definition of “Eastern Operations” in Definition 3 as vague and overbroad. Subject to and without waiving its general and specific objections, Peabody will

respond, as to “Eastern Operations” in the form of “any operations, reserves, or assets of Peabody in either Appalachia or the Illinois Basin that were actually distributed, or considered for distribution, as part of Patriot in the Spin-Off.”

3. Peabody objects to the definition of “Patriot” in Definition 4 as overbroad and contrary to or purporting to impose obligations beyond those required by the Federal Rules of Civil Procedure and the applicable Local Rules. Specifically, Peabody objects to the inclusion of “any predecessor entities of Patriot Coal Corporation and/or any of its subsidiaries” as vague, overbroad, unduly burdensome, and unnecessary.

4. Peabody objects to the definition of “Spin-Off” as overbroad. Specifically, Peabody objects to the phrase “steps taken to prepare” as vague and ambiguous. Peabody will respond as to the “transaction or series of transactions.”

5. Peabody objects to the definition of “Any other contemplated corporate restructuring of the Eastern Operations” in Definition 13 as vague and overbroad. Specifically, Peabody objects to the definition’s inclusion of “any . . . divestiture, or other disposition of subsidiaries or assets affecting Peabody’s Eastern Operations.” Subject to and without waiving its general and specific objections, Peabody will respond, with respect to the divestiture or other disposition of subsidiaries or assets that were actually distributed, or considered for distribution, as part of Patriot in the Spin-Off.

6. Peabody objects to the definition of “Document” in Definition 15 as vague and overbroad and beyond the scope of what the Federal Rules of Civil Procedure require. Peabody further objects to this definition to the extent that it seeks production of electronically stored information that is not reasonably accessible because of undue burden or cost.

## INSTRUCTIONS

1. Peabody objects to Instruction 1, specifically that the time period requested is overly broad and burdensome and unlikely to lead to the discovery of relevant information. Subject to all other general and specific objections, Peabody will produce responsive documents in its physical possession from January 1, 2006 through May 1, 2008. Peabody further objects to the instruction that “Documents created outside this time period that refer to actions or matters taken or considered within this time period are to be considered to be within the time period defined in this paragraph” as being overly broad and burdensome and will not produce documents outside the time period specified above.

2. Peabody objects to Instruction 2 to the extent that it purports to impose on Peabody a duty to locate all drafts of any particular document.

3. Peabody objects to Instruction 3 to the extent that it requires Peabody to produce documents that are in the possession of third parties.

4. Peabody objects to Instruction 4 to the extent that it requires the production of non-responsive information, attachments, or enclosures.

5. Peabody objects to Instruction 6 to the extent it attempts to impose cumulative and unnecessary burdens on Peabody.

6. Peabody objects to Instruction 7 as overly broad and vague. Peabody further objects to Instruction 7 to the extent that it requests production of non-responsive information, attachments, or enclosures.

7. Peabody objects to Instructions 8 and 9 to the extent that they impose on Peabody a duty to describe what documents are not being produced beyond what is required by the Federal Rules of Civil Procedure.

8. Peabody objects to Instruction 11 to the extent that it requires information unnecessary to assist in a determination of whether a document has properly been deemed protected by attorney-client privilege, the work product doctrine or any other applicable privilege. Specifically, Peabody objects to subsections c, f, g, h, and i to the extent that subsection i requests “all further information relating to the document”.

9. Peabody objects to Instruction 12 insofar as it purports to impose on Peabody an obligation beyond the scope of the Federal Rules of Civil Procedure and the applicable Local Rules. Specifically, Peabody objects to Instruction 12 insofar as it purports to impose on Peabody the obligation to determine if any document or communication, or any portion thereof, responsive to a request has been altered, destroyed, or otherwise disposed of. Peabody will not undertake any affirmative independent obligation to determine whether responsive documents once existed but have been altered, destroyed or otherwise disposed of.

10. Peabody objects to Instruction 13 as unduly burdensome. Specifically, Peabody objects to the instruction insofar as it seeks an explanation of why production of a portion of a document is not possible. Peabody further objects to Instruction 13 to the extent that it requires Peabody to produce non-responsive information, attachments or enclosures or to otherwise identify the location of documents such as binders or folders.

11. Peabody objects to the first sentence of Instruction 14 as vague and ambiguous. Unless the parties agree otherwise, Peabody will produce scanned copies of paper documents and will produce electronically stored information as TIFF images with load files containing commonly used metadata fields, except for Xcel spreadsheets, which Peabody will produce, if possible, in native format.

12. In complying with the Requests, Peabody will search the files of custodians that have been identified to be relevant by Peabody unless the parties agree otherwise or corporate files reasonably expected to have responsive documents.

13. Peabody objects to Instruction 15 as overly broad and burdensome and unlikely to lead to the discovery of relevant evidence. Subject to all other general and specific objections, Peabody will produce responsive documents in its physical possession from January 1, 2006 through May 1, 2008.

### **REQUESTS FOR PRODUCTION**

1. All documents or communications related to the planning, design, development or structure of Patriot or the Spin-off.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 1 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, and without limitation, the request for “all documents and communications” relating to the subject matters of this request is overbroad, unduly burdensome, not reasonably calculated to lead to the discovery of admissible or relevant evidence, and goes beyond what is required by the Federal Rules of Civil Procedure. Peabody further objects to Request No. 1 to the extent it seeks documents or information outside of Peabody’s custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.



2. All documents or communications related to the reasoning, justification, determination, or purpose of the Spin-off of Patriot.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 2 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, and without limitation, the request for “all documents and communications” relating to the subject matters of this request is overbroad, unduly burdensome, not reasonably calculated to lead to the discovery of admissible or relevant evidence, and goes beyond what is required by the Federal Rules of Civil Procedure. Peabody further objects to the terms “reasoning” and “determination” with respect to the Spin-off as vague and ambiguous. Peabody further objects to Request No. 2 to the extent it seeks documents or information outside of Peabody’s custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

3. All documents or communications related to any contemplated, considered, examined or executed spin-off, reorganization, restructuring, sale or acquisition of assets, dissolution or creation of corporate entities, or transfer of assets in Peabody’s Eastern Operations, other than the Spin-off.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or

limitation from disclosure. Peabody further objects to Request No. 3 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, and without limitation, the references to “all documents and communications” and “creation of corporate entities” relating to the subject matters of this request is overbroad, unduly burdensome, not reasonably calculated to lead to the discovery of relevant or admissible evidence, and goes beyond what is required by the Federal Rules of Civil Procedure. Peabody further objects to the production of any documents or communications that did not involve assets that were distributed or considered for distribution in connection with the Spin-Off. Peabody further objects to Request No. 3 to the extent it seeks documents or information outside of Peabody’s custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

4. All documents or communications related to the selection or consideration of subsidiaries spun-off to form Patriot.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody objects to Request No. 4 to the extent it is duplicative of prior requests. Peabody further objects to Request No. 4 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, and without limitation, the request for “all documents and communications” relating to the subject matters of this request is overbroad, unduly burdensome, not reasonably calculated to lead to the discovery of relevant evidence, and goes beyond what is required by the Federal Rules of Civil Procedure. Peabody further objects

to Request No. 4 to the extent it seeks documents or information outside of Peabody's custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

5. All documents or communications provided to shareholders in connection with the Spin-off.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 5 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, Peabody objects to the use of the terms "shareholders" and "provided to" as vague and ambiguous. Peabody further objects to Request No. 5 to the extent it seeks documents or information outside of Peabody's custody, possession or control and to the extent that the documents are more readily obtained from public sources.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

6. All documents or communications including registration statements, prospectuses, term sheets, presentation, or reports describing the Spin-off or any other contemplated restructuring of the Eastern Operations.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product

doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody objects to Request No. 6 to the extent it is duplicative of prior requests. Peabody further objects to Request No. 6 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, Peabody objects to the references to “presentation” and “term sheets” as vague and ambiguous. Peabody further objects to the production of any documents or communications that did not involve assets that were distributed or considered for distribution in connection with the Spin-Off. Peabody further objects to Request No. 6 to the extent it seeks documents or information outside of Peabody’s custody, possession or control or that are more readily obtained from public sources.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

7. All documents or communications concerning the retiree healthcare liability and any other employee benefit plans of subsidiaries included in the Spin-off, including any documents or communications considering, examining or addressing such liabilities as related to the Spin-off.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 7 on the grounds that it is vague, overbroad, and unduly burdensome. Peabody further objects to the phrase “retiree healthcare liability and any other employee benefit plans of subsidiaries” as vague and

ambiguous. Peabody further objects to Request No. 7 to the extent it seeks documents or information outside of Peabody's custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents related only to retiree healthcare.

8. All documents or communications projecting, addressing, forecasting, estimating, evaluating or analyzing Patriot's solvency, prospects, or value (book value, market value or fair value as calculated under GAAP), including all financial projections or forecasts.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody objects to Request No. 8 to the extent it is duplicative of prior requests. Peabody further objects to Request No. 8 on the grounds that it is vague, overbroad, unduly burdensome and goes beyond what is required by the Federal Rules of Civil Procedure. Specifically, Peabody objects to the references to "prospects" as vague and ambiguous. Peabody further objects to Request No. 8 to the extent it seeks documents or information outside of Peabody's custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

9. All documents or communications projecting, addressing, analyzing, forecasting, estimating or evaluating Peabody's Eastern Operations, including all financial projections or forecasts.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 9 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, Peabody objects to the references to “evaluating” as vague and ambiguous. Peabody further objects to the production of any documents or communications that did not involve assets that were distributed or considered for distribution in connection with the Spin-Off. Peabody further objects to Request No. 9 to the extent it seeks documents or information outside of Peabody’s custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

10. All documents and communications relating to any solvency opinion, capital adequacy analysis, or any other analysis referring to, directly or indirectly, Patriot, the Spin-off, or any other contemplated corporate restructuring of the Eastern Operations, including all documents referenced in such opinions or analyses.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody objects to Request No. 10 to the extent it is duplicative of prior requests. Peabody further objects to Request No. 10 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, Peabody objects to the references to “capital adequacy analysis” and “analyses” as vague and ambiguous. Peabody further objects to the

production of any documents or communications that did not involve assets that were distributed or considered for distribution in connection with the Spin-Off. Peabody further objects to Request No. 10 to the extent it seeks documents or information outside of Peabody's custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

11. All documents or communications reflecting due diligence conducted by any advisor, investment bank, lender, broker, consultant, or other profession retained by Peabody or Patriot with regard to the Spin-off or any contemplated corporate restructuring of the Eastern Operations.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 11 on the grounds that it is vague, overbroad, and unduly burdensome. Peabody further objects to Request No. 11 to the extent it seeks documents or information outside of Peabody's custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

12. All documents or communication concerning financial projections or forecasts for Peabody prepared from January 1, 2005, through the present.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 12 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, Peabody objects to the references to “all financial projections or forecasts” as vague and ambiguous. Peabody further objects to the production of any financial projections or forecasts that did not involve assets there were distributed or considered for distribution in connection with the Spin-Off. Peabody further objects to the time period set forth in Request 12 as overly broad and burdensome and unlikely to lead to the discovery of relevant evidence. Peabody further objects to Request No. 12 to the extent it seeks documents or information outside of Peabody’s custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents during the time period January 1, 2006 through May 1, 2008.

13. All documents or communications concerning Peabody’s financial statements for its Eastern Operations.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 13 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, Peabody further objects to the production of any financial statements that did not involve assets that were distributed or considered for distribution in connection with the Spin-Off. Peabody further objects to Request



No. 13 to the extent it seeks documents or information outside of Peabody's custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

14. All documents or communications with the Securities and Exchange Commission, the Pension Benefit Guaranty Corporation, the Internal Revenue Service, any other government entity, or any stock exchange concerning the Spin-Off or Patriot.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 14 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, Peabody objects to the references to "all communications" and "all documents" as vague, overbroad and unduly burdensome in the context of this request and not reasonably calculated to lead to the discovery of relevant or admissible evidence. Peabody further objects to Request No. 14 to the extent it seeks documents or information outside of Peabody's custody, possession or control or that are more readily obtained from public sources.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

15. All documents or communications concerning the impact of the Spin-off on any NBCWA, NBCWA liability or obligation, or Peabody's bargaining relationship with UMWA or UMWA-represented employees.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 15 on the grounds that it is vague, overbroad, unduly burdensome and not reasonably calculated to lead to the discovery of relevant or admissible evidence. Specifically, Peabody objects to the references to "NBCWA liability or obligation" and "Peabody's bargaining relationship with UMWA or UMWA-represented employees" as vague and ambiguous. Peabody further objects to Request No. 15 to the extent it seeks documents or information outside of Peabody's custody, possession or control or that are already within the Plaintiffs' control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

16. All documents or communications concerning Peabody's administration of employee benefits provided to UMWA-represented employees, including but not limited to any plan documents, summary plan descriptions, trust agreements, insurance contracts, service contracts related to third party administration of any plan, valuations, reports, cost estimates, and non-privileged litigation documents related to plan administration.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product

doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 16 on the grounds that it is vague, overbroad, and unduly burdensome. Peabody further objects to the Request to the extent it includes documents related to any benefits other than retiree health benefits, as overbroad, unduly burdensome and unlikely to lead to discovery of admissible evidence. Peabody further objects to Request No. 16 to the extent it seeks documents or information outside of Peabody's custody, possession or control or that are already in the Plaintiffs' control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents related to retiree health benefits provided to UMWA-represented employees.

17. All documents or communications related to the corporate structure of Peabody and its subsidiaries which formed Patriot.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 17 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, and without limitation, the request for "all documents and communications" relating to the subject matters of this request is overbroad, unduly burdensome, not reasonably calculated to lead to the discovery of relevant evidence, and beyond what is required by the Federal Rules of Civil Procedure.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-

privileged documents to the extent necessary to identify the corporate structure of Peabody and its subsidiaries which formed Patriot.

18. All documents or communications referring to, directly or indirectly, the 2007 Acknowledgement and Assent Agreement presented by Peabody and signed by the UMWA, including but not limited to any documents or communications interpreting, evaluating, negotiating, drafting, preparing, or executing said Agreement.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 18 on the grounds that it is vague, overbroad, and unduly burdensome. Peabody further objects to Request No. 18 to the extent it seeks documents or information outside of Peabody's custody, possession or control and that are in the control of Plaintiffs.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

19. All documents or communications referring to, directly or indirectly, the 2007 NBCWA Liabilities Assumption Agreement, including any documents or communications interpreting, evaluating, negotiating, drafting, preparing, or executing said Agreement.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody objects to Request No. 19 to the extent it is duplicative of

prior requests. Peabody further objects to Request No. 19 on the grounds that it is vague, overbroad, and unduly burdensome. Peabody further objects to Request No. 19 to the extent it seeks documents or information outside of Peabody's custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

20. All documents or communications referring to, directly or indirectly, the 2007 Coal Act Liabilities Assumption Agreement, including but not limited to any documents or communications interpreting, evaluating, negotiating, drafting, preparing, or executing said Agreement.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 20 on the grounds that it is vague, overbroad, and unduly burdensome. Peabody further objects to Request No. 20 to the extent it seeks documents or information outside of Peabody's custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

21. All documents and communications reflecting or relating to, directly or indirectly, any guarantee by Peabody of any liability of Patriot.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product

doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 21 on the grounds that it is vague, overbroad, and unduly burdensome. Peabody further objects to Request No. 21 to the extent it seeks documents or information outside of Peabody's custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

22. All documents and communications referring to, directly or indirectly, any analysis, investigation, discussion, or evaluation of Patriot's liabilities relating to retiree healthcare obligations under the NBCWA, predecessor NBCWAs, and subsidiaries' "me-too" agreements.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody objects to Request No. 22 to the extent it is duplicative of prior requests. Peabody further objects to Request No. 22 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, and without limitation, the request for "all documents and communications" and "any analysis, discussion, investigation or evaluation" relating to the subject matter of this request is overbroad, unduly burdensome, not reasonably calculated to lead to the discovery of relevant evidence, and beyond what is required by the Federal Rules of Civil Procedure. Peabody also objects to the request to the extent that it references "Patriot's liabilities" and "healthcare obligations" as vague and ambiguous. Peabody

further objects to Request No. 22 to the extent it seeks documents or information outside of Peabody's custody, possession or control or that are already within the Plaintiffs' control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

23. All documents and communications referring to, directly or indirectly, any analysis, investigation, discussion, or evaluation of Patriot's liabilities relating to pension obligations under the NBCWA, predecessor NBCWAs, and subsidiaries' "me-too" agreements.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 23 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, and without limitation, the request for "all documents and communications" and "any analysis, discussion, investigation or evaluation" relating to the subject matter of this request is overbroad, unduly burdensome, not reasonably calculated to lead to the discovery of relevant evidence, and beyond what is required by the Federal Rules of Civil Procedure. Peabody also objects to the request to the extent that it references "Patriot's liabilities" and "pension obligations" as vague and ambiguous. Peabody further objects to Request No. 23 to the extent it seeks documents or information outside of Peabody's custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

24. All documents and communications referring to, directly or indirectly, any analysis, investigation, discussion, or evaluation of Patriot's liabilities relating to the Coal Industry Retiree Health Benefit Act of 1992, obligations relating to the UMWA Funds, and obligations for employees not covered by the Coal Act.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 24 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, and without limitation, the request for "all documents and communications" and "any analysis, discussion, investigation or evaluation" relating to the subject matter of this request is overbroad, unduly burdensome, not reasonably calculated to lead to the discovery of relevant evidence, and beyond what is required by the Federal Rules of Civil Procedure. Peabody also objects to the request to the extent that it references "Patriot's liabilities" "obligations relating to the UMWA Funds" and for "obligations for employees not covered by the Coal Act" as vague and ambiguous. Peabody further objects to Request No. 24 to the extent it seeks documents or information outside of Peabody's custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

25. All documents or communications related or referring to, directly or indirectly, agreements by Patriot to supply coal to former Peabody customers, including but not limited to



any documents or communications interpreting, evaluating, negotiating, drafting, preparing, or executing said Agreement.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 12 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, Peabody objects to the reference to “all documents and communications,” “agreements by Patriot” and “former Peabody customers” in the context of this request as vague, overbroad, and unduly burdensome, not reasonably calculated to lead to the discovery of relevant or admissible evidence, and beyond what is required by the Federal Rules of Civil Procedure. Peabody also objects to the request to the extent that it references “said Agreement” as vague and ambiguous. Peabody further objects to Request No. 25 to the extent it seeks documents or information outside of Peabody’s custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

26. All documents or communications between Peabody and Patriot referring to, directly or indirectly, retiree healthcare liability and the administration of any employee benefit plan.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or

limitation from disclosure. Peabody objects to Request 26 to the extent it is duplicative of prior requests. Peabody further objects to Request No. 26 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, Peabody objects to the reference to “any employee benefit plan” in the context of this request as vague, overbroad, and unduly burdensome, not reasonably calculated to lead to the discovery of relevant or admissible evidence, and beyond what is required by the Federal Rules of Civil Procedure. Peabody further objects to Request No. 26 to the extent it seeks documents or information outside of Peabody’s custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents that relate to Patriot’s retiree healthcare liability.

27. All documents or communications with ArcLight Capital Partners or Magnum Coal Co. referring to, directly or indirectly, any potential acquisition, sale, merger or other corporate structuring with Peabody, Patriot, or any Peabody subsidiaries.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 27 on the grounds that it is vague, overbroad, and unduly burdensome. Peabody also objects to the request to the extent that it references “other corporate structuring” as vague and ambiguous. Peabody further objects to Request No. 27 to the extent it seeks documents or information outside of Peabody’s custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

28. All documents or communications identifying Peabody management, including officers, directors, and senior managers, who subsequently worked for Patriot.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 28 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, Peabody objects to the reference to “all documents and communications,” in the context of this request as vague, overbroad, and unduly burdensome, not reasonably calculated to lead to the discovery of relevant or admissible evidence, and beyond what is required by the Federal Rules of Civil Procedure. Peabody further objects to the reference “Peabody management” as vague and ambiguous.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents sufficient to identify the officers and directors of Peabody who transferred to Patriot at or around the time of the Spin-Off.

29. All documents reflecting or providing the employment terms, compensation, benefits, or indemnification provisions pertaining to Peabody management, including officers, directors, and senior managers, who subsequently worked for Patriot.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product

doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 29 on the grounds that it is vague, overbroad, and unduly burdensome. Specifically, Peabody objects to the reference to “all documents and communications” and “pertaining to Peabody management” in the context of this request as vague and ambiguous, overbroad, and unduly burdensome, not reasonably calculated to lead to the discovery of relevant or admissible evidence, and beyond what is required by the Federal Rules of Civil Procedure. Peabody further objects to Request No. 29 to the extent it seeks documents or information outside of Peabody’s custody, possession or control and to the extent that the documents are more readily obtained from public sources.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents that are in the public domain with respect to officers and directors of Peabody who subsequently worked for Patriot.

30. All documents or communications presented to the Board of Directors of Peabody or Patriot in connection with the Spin-off or any other contemplated corporate restructuring of the Eastern Operations.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 30 to the extent that it is duplicative of prior requests. Peabody further objects to the reference to “all documents or communications” on the grounds that it is vague, overbroad, and unduly burdensome and beyond what is required by the Federal Rules of Civil Procedure. Peabody also objects to the request to

the extent that it references “contemplated corporate restructuring of the Eastern Operations” as vague and ambiguous. Peabody further objects to the production of any documents or communications that did not involve assets that were distributed or considered for distribution in connection with the Spin-Off. Peabody further objects to Request No. 30 to the extent it seeks documents or information outside of Peabody’s custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

31. All documents reflecting the dates, participants and substance of each meeting, conference and/or discussion attended by one or more shareholders, directors, officers, supervisors and/or nonbargaining unit employees of Peabody at which the formation and/or function of Patriot was discussed.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody objects to Request No. 31 to the extent that it is duplicative of prior requests. Peabody further objects to Request No. 31 on the grounds that it is vague, overbroad, and unduly burdensome. Peabody further objects to the reference to “all documents” on the grounds that it is vague, overbroad, and unduly burdensome and beyond what is required by the Federal Rules of Civil Procedure. Peabody also objects to the request to the extent that it references “function of Patriot” as vague and ambiguous. Peabody further objects to Request No. 31 to the extent it seeks documents or information outside of Peabody’s custody, possession or control or documents that are already in the Plaintiffs’ control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

32. All documents reflecting the name, effective dates, terms and class of eligible nonbargaining unit employees, supervisors, officers and/or directors of each health, life insurance, pension, incentive, stock option, retirement and/or similar benefit plan offered by Peabody and whether employees, supervisors, officers and/or directors of Patriot participate in, or were or are eligible to participate in the plans.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 32 on the grounds that it is vague, overbroad, unduly burdensome, not reasonably calculated to lead to the discovery of relevant or admissible evidence, and beyond what is required by the Federal Rules of Civil Procedure. Peabody also objects to the request to the extent that it references “class” as vague and ambiguous. Peabody further objects to Request No. 32 to the extent it seeks documents or information outside of Peabody’s custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, Peabody states that it is not producing documents responsive to this request.

33. All documents reflecting whether the Defendants and Patriot jointly or in common use, own or lease facilities and/or equipment.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product

doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 33 on the grounds that it is vague, overbroad, unduly burdensome, and not reasonably calculated to lead to the discovery of relevant or admissible evidence. Peabody further objects to Request No. 33 to the extent it seeks documents or information outside of Peabody's custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, Peabody states that it is not producing documents responsive to this request.

34. Any and all documents reflecting whether Defendants and Patriot jointly or in common use, own, occupy, or lease real property or improvements thereon. If so, provide any documents identifying the location of the real property and terms of the lease or agreements relevant thereto.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 34 on the grounds that it is vague, overbroad, unduly burdensome and not reasonably calculated to lead to the discovery of relevant or admissible evidence. Peabody further objects to Request No. 34 to the extent it seeks documents or information outside of Peabody's custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, Peabody states that it is not producing documents responsive to this request.

35. Any and all documents reflecting whether Defendants and Patriot own, jointly or in common with any other entity, bank accounts, securities, notes, bonds, and/or other types of

instruments. If so, provide any documents identifying the instruments and the terms of the joint or common ownership.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 35 on the grounds that it is vague, overbroad, unduly burdensome and not reasonably calculated to lead to the discovery of relevant or admissible evidence. Specifically, Peabody objects to the reference to “other types of instruments” as vague and ambiguous. Peabody further objects to Request No. 35 to the extent it seeks documents or information outside of Peabody’s custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, Peabody states that it is not producing documents responsive to this request.

36. All documents reflecting the date, terms and parties to each contract, commitment or understanding, whether oral or written, under which Defendants and Patriot have been and/or are jointly engaged in business activity.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 36 on the grounds that it is vague, overbroad, unduly burdensome and not reasonably calculated to lead to the discovery of relevant or admissible evidence. Peabody also objects to the request to the extent that it references “commitment or understanding” as vague and ambiguous. Peabody further objects to



Request No. 36 to the extent it seeks documents or information outside of Peabody's custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, Peabody states that it is not producing documents responsive to this request.

37. Any and all documents reflecting the date, terms and parties to each contract, commitment or understanding whether oral or written, between or among Defendants and Patriot in which one of the entities has utilized or is required or authorized to use the services, facilities, personnel, or equipment of any of the other.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 37 on the grounds that it is vague, overbroad, unduly burdensome and not reasonably calculated to lead to the discovery of relevant or admissible evidence. Peabody also objects to the request to the extent that it references "commitment or understanding" and "services" and "facilities" as vague and ambiguous. Peabody further objects to Request No. 37 to the extent it seeks documents or information outside of Peabody's custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, Peabody states that it is not producing documents responsive to this request.

38. All documents reflecting the date, terms, parties to and persons entering into each contract, commitment, or understanding, whether oral or written between Defendants and Patriot.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product

doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 38 to the extent that it is duplicative of prior requests. Peabody further objects on the grounds that it is vague, overbroad, unduly burdensome and not reasonably calculated to lead to the discovery of relevant or admissible evidence. Peabody also objects to the request to the extent that it references “commitment or understanding” as vague and ambiguous. Peabody further objects to Request No. 38 to the extent it seeks documents or information outside of Peabody’s custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, Peabody states that it is not producing documents responsive to this request.

39. All documents reflecting the date, terms, parties to, and persons entering into each contract, commitment, or understanding, whether oral or written, under which Defendants and Patriot agreed to loan, sell and/or contribute equipment, services, money and/or any other things of value to each other.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 39 to the extent that it is duplicative of prior requests. Peabody further objects on the grounds that it is vague, overbroad, unduly burdensome, not reasonably calculated to lead to the discovery of relevant or admissible evidence and beyond the scope of what is required by the Federal Rules of Civil Procedure. Peabody also objects to the request to the extent that it references “commitment or

understanding” as vague and ambiguous. Peabody further objects to Request No. 39 to the extent it seeks documents or information outside of Peabody’s custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, Peabody states that it is not producing documents responsive to this request.

40. All documents reflecting the date and substance of each proposal submitted by any Defendants and Patriot for work to be performed in whole or in part by the other party.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 40 to the extent that it is duplicative of prior requests. Peabody further objects on the grounds that it is vague, overbroad, unduly burdensome, not reasonably calculated to lead to the discovery of relevant or admissible evidence and beyond the scope of what is required by the Federal Rules of Civil Procedure. Peabody also objects to the request to the extent that it references “proposal”, “work to be performed”, and “the other party” as vague and ambiguous. Peabody further objects to Request No. 40 to the extent it seeks documents or information outside of Peabody’s custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, Peabody states that it is not producing documents responsive to this request.

41. All documents reflecting whether Defendants and Patriot guaranteed or bonded the performance of any contract entered into by the other party.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product

doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 41 on the grounds that it is vague, overbroad, unduly burdensome and not reasonably calculated to lead to the discovery of relevant or admissible evidence. Peabody further objects to Request No. 41 to the extent that it is duplicative of prior requests. Peabody also objects to the request to the extent that it references “the other party” as vague and ambiguous. Peabody further objects to Request No. 41 to the extent it seeks documents or information outside of Peabody’s custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

42. All documents reflecting the nature and terms of any lines of credit, revolving credit or other credit arrangements offered by Peabody to Patriot, or by Patriot to Peabody, the dates on which such credit was extended, the amount of credit extended, and the parties to each extension of credit.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 42 on the grounds that it is vague, overbroad, unduly burdensome, not reasonably calculated to lead to the discovery of relevant or admissible evidence and is beyond the scope of what the Federal Rules of Civil Procedure require. Peabody also objects to the reference to “other credit arrangements” as vague and ambiguous. Peabody further objects to Request No. 42 to the extent it seeks documents or information outside of Peabody’s custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents.

43. All documents reflecting the nature and amount of indebtedness owed by Peabody to Patriot, or by Patriot to Peabody, on January 1 of each year from 2005 to date.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 43 on the grounds that it is vague, overbroad, unduly burdensome, not reasonably calculated to lead to the discovery of relevant or admissible evidence and beyond the scope of what the Federal Rules of Civil Procedure require. Peabody further objects to the reference to “nature . . . of indebtedness” as vague and ambiguous. Peabody also objects to the time period requested as overbroad, unduly burdensome, not reasonably calculated to lead to the discovery of relevant or admissible evidence and beyond the scope of what the Federal Rules of Civil Procedure require. Peabody further objects to Request No. 43 to the extent it seeks documents or information outside of Peabody’s custody, possession or control.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce the general ledger transaction register related to the intercompany activity requested for every subsidiary that was included in the Patriot spinoff for the one-year period ending December 31, 2007.

44. All documents or communications that Defendants may use to support its defenses to Plaintiffs’ Complaint.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody objects to Request No. 44 to the extent it is duplicative of prior requests. Peabody further objects to Request No. 44 on the grounds that it is overbroad and unduly burdensome.

Subject to the Preliminary Statement and without waiving its specific objections, and subject to the terms of any Confidentiality Order, Peabody will produce responsive, non-privileged documents only to the extent required by the Federal Rules of Civil Procedure.

45. All documents identified in Defendants' Rule 26 disclosures or viewed in connection with such disclosure.

Objection: Peabody objects to this Request to the extent it seeks documents and information protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, immunity, or limitation from disclosure. Peabody further objects to Request No. 45 as overbroad and unduly burdensome. Peabody also objects to Request No. 45 to the extent it is duplicative of Request 44 or any other request. Peabody objects to the extent the request seeks documents protected from disclosure by the attorney-client privilege, the attorney work product doctrine, or any other applicable statutory or common-law privilege, prohibition, or immunity from disclosure.

Subject to the Preliminary Statement and without waiving its specific objections, Peabody states that it is not producing documents responsive to this request.

Dated: July 15, 2013

**PEABODY HOLDING COMPANY, LLC and  
PEABODY ENERGY CORPORATION  
By Counsel**



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