

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION**

**In re:**

**PATRIOT COAL CORPORATION, *et al.*,**

**Debtors.**

**Chapter 11  
Case No. 12-51502-659  
(Jointly Administered)  
#4893**

**ORDER AUTHORIZING ASSUMPTION OF EXECUTORY CONTRACT  
AND APPROVING SETTLEMENT OF CLAIM OF  
MICHELIN NORTH AMERICA, INC.**

On October 29, 2013, Patriot Coal Corporation and its subsidiaries that are Debtors in these jointly-administered cases (the “**Debtors**”) filed their Motion for Entry of an Order Approving Assumption of Executory Contract and Settlement of Claim of Michelin North America, Inc. (the “**Motion**”). Capitalized terms not defined herein have the meanings set forth in the Motion.

Upon consideration of the Motion, the related certificate of service, and the statements of counsel; and it appearing that the relief requested in the Motion is in the best interest of the Debtors, their estates and creditors; and it appearing that good cause exists for granting the Motion; it is hereby ORDERED as follows:

1. The Motion is GRANTED.
2. The Settlement is hereby approved pursuant to Fed. R. Bankr. P. 9019.
3. PCS is authorized to assume the Amended Supply Agreement pursuant to 11 U.S.C. § 365.

4. PCS shall deliver the Settlement Payment to Michelin as a cure of the outstanding prepetition amounts due under the Amended Supply Agreement pursuant to 11 U.S.C. § 365(b) on or before December 20, 2013.

5. There are no defaults under the Amended Supply Agreement that preclude its assumption, and PCS is hereby deemed to have satisfied all of its obligations under 11 U.S.C. § 365(b)(1) with respect to the Amended Supply Agreement.

6. Upon payment of the Settlement Payment, the Proof of Claim of Michelin, E.D. Mo. Claim No. 7; GCG Claim No. 2, shall be disallowed without further order from the Court.

7. Upon payment of the Settlement Payment, the Reclamation Claim of Michelin, E.D. Mo. Claim 2270-1; GCG Claim No. 3615, shall be disallowed without further order from the Court.

8. Upon payment of the Settlement Payment, the Motion to Amend shall be withdrawn by Michelin.

9. In the event any Default occurs, PCS shall have seven (7) calendar days following the receipt of a notice of Default from Michelin to deliver the Settlement Payment to Michelin. Any such notice of a Default described hereunder shall be sent to Robert L. Mead at robert\_mead@patriotcoal.com and Wayne Elkins at welkins@patriotcoal.com, with a copy sent to Kevin J. Coco at kevin.coco@davispolk.com.

10. In the event PCS fails to deliver the Settlement Payment before or within the Cure Period, Michelin shall be entitled without further notice or opportunity for a hearing to an order allowing Michelin's 503(b)(9) Claim in the amount of \$604,710.26 as a priority claim pursuant to 11 U.S.C. § 503(b)(9) and Michelin's General Unsecured Claim in the amount of \$232,457.68 upon the filing of an affidavit of the Default along with a proposed order allowing Michelin's


503(b)(9) as a priority claim pursuant to 11 U.S.C. § 503(b)(9) and Michelin's General Unsecured Claim as set forth herein.

11. Except as expressly set forth in this Order, Michelin shall fully release and discharge the Debtors from all causes of action, debts, obligations, liabilities and claims in connection with the Debtors' failure to pay pursuant to the Supply Agreement and the Amended Supply Agreement.

12. The Clerk of the Court and the Debtors' claims agent are hereby directed to reflect the disallowance of the Proof of Claim and the Reclamation Claim in their respective records upon presentment by the Debtor of proof of payment of the amount set forth above.

13. This Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation of this Order.

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

  
KATHY A. SURRATT-STATES  
Chief United States Bankruptcy Judge

DATED: December 5, 2013  
St. Louis, Missouri  
jjh

Order prepared by:

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