

**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)

**APPLICATION FOR ENTRY OF FINAL DECREE
CLOSING CHAPTER 11 CASES OF 54 REORGANIZED DEBTORS**

PLEASE TAKE NOTICE: ANY RESPONSIVE PLEADING IN OPPOSITION TO THIS APPLICATION MUST BE FILED IN WRITING NO LATER THAN 30 DAYS FROM THE DATE OF SERVICE OF THIS APPLICATION, AS SHOWN ON THE CERTIFICATE OF SERVICE. THE RESPONSE MUST BE SERVED AT THE TIME OF FILING UPON THE UNDERSIGNED AND THE UNITED STATES TRUSTEE. THE COURT MAY GRANT THE APPLICATION WITHOUT FURTHER NOTICE TO ANY PARTY UPON EXPIRATION OF THE RESPONSE PERIOD IF NO RESPONSE IS FILED. IF A RESPONSE OR OBJECTION IS FILED, THE APPLICANT SHALL SET THE MATTER FOR HEARING AND PROVIDE NOTICE THEREOF TO THE OBJECTING PARTY AND THE UNITED STATES TRUSTEE.

Patriot Coal Corporation and its affiliates (the “Debtors” or the “Reorganized Debtors”), pursuant to Federal Rule of Bankruptcy Procedure 3022, respectfully file this Application for Entry of Final Decree (the “Application”). In support of this Application, the Reorganized Debtors show the Court as follows:

Relief Requested

1. By this Application, the Reorganized Debtors request entry of a final decree closing the bankruptcy cases of the fifty-four Reorganized Debtors listed on Exhibit A, attached hereto (the “Merged Debtors”). Entry of a final decree closing those cases is appropriate because

the Merged Debtors' cases are fully administered as a result of the Merged Debtors' merger into certain surviving Reorganized Debtors (the "Successor Reorganized Debtors"), as expressly contemplated by the Plan (as defined below). Because the Merged Debtors no longer exist as legal entities and any further activity in these jointly-administered cases that nominally concerns the rights or responsibilities of a Merged Debtor will be prosecuted or defended by the applicable Successor Reorganized Debtor, there will be no further activity in the Chapter 11 cases of the Merged Debtors.

Jurisdiction

2. This Court has jurisdiction over this Application under 28 U.S.C. § 1334. Venue of this proceeding is proper pursuant to 28 U.S.C. § 1409. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

4. Ninety-nine of the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on July 9, 2012 in the United States Bankruptcy Court for the Southern District of New York.

5. On December 19, 2012, these Debtors' cases were transferred to the United States Bankruptcy Court for the Eastern District of Missouri [Dkt. No. 1789].

6. Debtors Brody Mining, LLC and Patriot Ventures LLC filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on September 23, 2013 in this Court.

7. On December 17, 2013, the Court entered an order [as amended, Dkt. No. 5169] (the “Confirmation Order”), confirming the Debtors’ Fourth Amended Joint Plan of Reorganization (the “Plan”). The Effective Date occurred on December 18, 2013.

Argument

8. Pursuant to the Plan and the Confirmation Order, the Reorganized Debtors were authorized to engage in mergers and other corporate-restructuring transactions. *See* Confirmation Order ¶ 52. The Merged Debtors were merged into the Successor Reorganized Debtors on or immediately following the Effective Date and no longer exist under applicable corporate law.

9. The Confirmation Order provides for the Successor Reorganized Debtors to make any distributions required of the Merged Debtors: “In each case in which the surviving, resulting or acquiring Entity in any of these transactions is a successor to a Reorganized Debtor, such surviving, resulting or acquiring Entity will perform the obligations of the applicable Reorganized Debtor under the Plan.” Confirmation Order ¶ 52(a).¹ Consistent with this requirement, the Successor Reorganized Debtor succeeding to the interests of each Merged Debtor has assumed all liability of that Merged Debtor under the Plan.

10. The Confirmation Order is final, and the Plan has become effective. And, as discussed above, the Merged Debtors’ responsibility to make distributions to their creditors has been assumed by Successor Reorganized Debtors, which remain subject to the jurisdiction of the Court.

¹ Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Plan and Confirmation Order.

11. Because the Merged Debtors no longer exist as corporate entities or have duties to fulfill under the Plan, their cases have been fully administered. Entry of a final decree in their cases is, therefore, appropriate.²

12. Pursuant to L.R. 3022(A), the Reorganized Debtors disclose the following additional information:

- (a) the date the amended order confirming the Plan became final: January 2, 2014
- (b) whether deposits required by the Plan have been made: not applicable
- (c) whether the property proposed by the Plan to be transferred has been transferred: yes
- (d) whether the debtor or successor of the debtor under the Plan has assumed the business or the management of the property dealt with by the Plan: yes
- (e) whether payments under the Plan have commenced: yes
- (f) a breakdown of the disbursements, as applicable, from the inception of the case for fees and expenses of the debtor's counsel and other professionals: not applicable; fees and expenses were not allocated to the Merged Debtors in particular
- (g) the percentage dividend paid and/or to be paid, or an explanation of why the dividend percentage is not yet determinable: the percentage is not yet determinable because claims remain unliquidated; parties interested in reviewing estimated distributions are referred to pages ix-xii of the Disclosure

² The Reorganized Debtors' claims and noticing agent will maintain the claims registers of the Merged Debtors in the ordinary course but has implemented procedures to ensure that distributions will be made by the Successor Reorganized Debtors.

Statement dated November 4, 2013 [Dkt. No. 4928] and the disclaimers contained therein

- (h) the status of all pending motions, contested matters, objections to claims, and adversary proceedings: none affecting the rights or responsibilities of the Merged Debtors are pending; any pending objection to claims filed against a Merged Debtor will be prosecuted by the applicable Successor Reorganized Debtor
- (i) a list of all motions, contested matters, objections to claims, and adversary proceedings which are to be filed: none affecting the rights or responsibilities of the Merged Debtors are to be filed; any objections to claims filed against a Merged Debtor will be pursued by the applicable Successor Reorganized Debtor
- (j) whether all fees due the United States Trustee have been paid: yes

WHEREFORE, the Reorganized Debtors respectfully request that this Court:

- (a) enter a final decree closing the cases of the Merged Debtors, and
- (b) grant such other and further relief as is just and proper.

Dated: February 7, 2014
St. Louis, Missouri

Respectfully submitted,
BRYAN CAVE LLP

/s/ Laura Uberti Hughes
Lloyd A. Palans, #22650MO
Brian C. Walsh, #58091MO
Laura Uberti Hughes, #60732MO
One Metropolitan Square
211 N. Broadway, Suite 3600
St. Louis, Missouri 63102
(314) 259-2000
Fax: (314) 259-2020

Local Counsel to the Reorganized Debtors

-and-

DAVIS POLK & WARDWELL LLP
Marshall S. Huebner
Damian S. Schaible
Brian M. Resnick
Michelle M. McGreal
450 Lexington Avenue
New York, New York 10017
(212) 450-4000
Fax: (212) 607-7983

Counsel to the Reorganized Debtors

EXHIBIT A

Merged Debtors

	Debtor	Case No.
1.	Affinity Mining Company	12-52020
2.	Beaver Dam Coal Company, LLC	12-52022
3.	Big Eagle LLC	12-52027
4.	Big Eagle Rail, LLC	12-52028
5.	Black Walnut Coal Company	12-52029
6.	Bluegrass Mine Services, LLC	12-52031
7.	Brook Trout Coal, LLC	12-52034
8.	Charles Coal Company, LLC	12-52037
9.	Cleaton Coal Company	12-52039
10.	Coal Clean LLC	12-52040
11.	Coal Properties, LLC	12-52041
12.	Coal Reserve Holding Limited Liability Company No. 2	12-52042
13.	Cook Mountain Coal Company, LLC	12-52044
14.	Coventry Mining Services, LLC	12-52046
15.	Cub Branch Coal Company LLC	12-52048
16.	Dakota LLC	12-52050
17.	Day LLC	12-52049
18.	Dixon Mining Company, LLC	12-52051
19.	Dodge Hill Holding JV, LLC	12-52053
20.	Dodge Hill of Kentucky, LLC	12-52054
21.	Eastern Coal Company, LLC	12-52059
22.	Indian Hill Company LLC	12-52069
23.	Infinity Coal Sales, LLC	12-52070
24.	Interior Holdings, LLC	12-52072
25.	IO Coal LLC	12-52073
26.	Jarrell's Branch Coal Company	12-52075
27.	Kanawha River Ventures I, LLC	12-52078
28.	Kanawha River Ventures II, LLC	12-52079
29.	KE Ventures, LLC	12-52081
30.	Logan Fork Coal Company	12-52083
31.	Magnum Coal Company LLC	12-52084
32.	Magnum Coal Sales LLC	12-52085
33.	Martinka Coal Company, LLC	12-52086
34.	Newtown Energy, Inc.	12-52091
35.	North Page Coal Corp.	12-52092
36.	Ohio County Coal Company, LLC	12-52094
37.	Patriot Beaver Dam Holdings, LLC	12-52017
38.	Patriot Trading LLC	12-52106

	Debtor	Case No.
39.	PCX Enterprises, Inc.	12-52019
40.	Pond Creek Land Resources, LLC	12-52108
41.	Pond Fork Processing LLC	12-52110
42.	Remington Holdings LLC	12-52117
43.	Remington II LLC	12-52118
44.	Sentry Mining, LLC	12-52123
45.	Snowberry Land Company	12-52124
46.	Sterling Smokeless Coal Company, LLC	12-52127
47.	TC Sales Company, LLC	12-52128
48.	The Presidents Energy Company LLC	12-52130
49.	Union County Coal Co., LLC	12-52133
50.	Viper LLC	12-52134
51.	Weatherby Processing LLC	12-52135
52.	Winchester LLC	12-52139
53.	Winifrede Dock Limited Liability Company	12-52140
54.	Yankeetown Dock, LLC	12-52141