

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re: : Chapter 11
: :
PATRIOT COAL CORPORATION, *et al.*, : Case No. 12-12900 (SCC)
: :
: :
Debtors. : Jointly Administered
----- X

**ORDER AUTHORIZING AND APPROVING THE RETENTION AND
EMPLOYMENT OF KRAMER LEVIN NAFTALIS & FRANKEL LLP AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF PATRIOT
COAL CORPORATION, ET AL., EFFECTIVE NUNC PRO TUNC TO JULY 18, 2012**

Related Docket No. 364

Upon the Application (the "**Application**") of the Official Committee of Unsecured Creditors (the "**Committee**") for entry of an order (the "**Order**") authorizing the retention of Kramer Levin Naftalis & Frankel LLP ("**Kramer Levin**") as attorneys to the Committee effective as of July 18, 2012, as more fully described in the Application; and upon the Declaration of Adam C. Rogoff (as supplemented, the "**Rogoff Declaration**"), a partner at Kramer Levin, dated August 14, 2012, attached to the Application as Exhibit A as supplemented by that certain Declaration of Adam C. Rogoff dated August 28, 2012, 2012 [Docket No. 444]; and the Court being satisfied that based on the representations made in the Application and the Rogoff Declaration that Kramer Levin is "disinterested" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 1103(a) of the Bankruptcy Code, and that Kramer Levin represents no interest adverse to the Committee with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and the Amended

Standing Order M-431 of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated January 31, 2012 (Preska, Acting C.J.); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided; and a hearing having been held to consider the relief requested in the Application (the "**Hearing**"); and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Application is in the best interests of the Committee and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is granted as provided herein; and it is further

ORDERED that the Committee is authorized to retain Kramer Levin as counsel in these Chapter 11 Cases, *nunc pro tunc* to July 18, 2012, pursuant to Bankruptcy Code § 1103, Bankruptcy Rule 2014(a) and Local Bankruptcy Rule 2014-1, on the terms described in the Application and the Rogoff Declaration, to perform necessary legal services for the Committee; and it is further

ORDERED that payment of Kramer Levin's fees and expenses shall be made pursuant to the terms described in the Application and the Rogoff Declaration, in accordance with the applicable provisions of the Bankruptcy Code (including Bankruptcy Code §§ 330 and 331), the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. Section 330, dated January 30, 1996, and any other applicable procedures and orders of this Court; and it is further

ORDERED that prior to any increases in rates as set forth in paragraph 14 of the Application, Kramer Levin shall give ten (10) business days' notice to the Committee, the

Debtors, and the United States Trustee for the Southern District of New York, which notice shall be filed with the Court; and it is further

ORDERED that Kramer Levin shall use its best efforts to avoid any inappropriate duplication of services provided by any of the other committee professionals in these chapter 11 cases; and it is further

ORDERED that Kramer Levin shall not withdraw as the Committee's counsel prior to the effective date of any chapter 11 plan confirmed in these chapter 11 cases without prior approval of this Court in accordance with Local Bankruptcy Rule 2090-1(e); and it is further

ORDERED that to the extent that there may be any inconsistency between the terms of the Application or the Rogoff Declaration, and this Order, the terms of this Order shall govern; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Committee is authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: September 11, 2012
New York, New York

/s/ Shelley C. Chapman
HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE