

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 12-51502-659

Hearing Date: August 20, 2013

10:00 a.m.

(Jointly Administered)

Re: Docket No. 4409

**ORDER GRANTING THE SALARIED RETIREE COMMITTEE'S
MOTION TO APPROVE VEBA TRUST AND TO TAKE POSSESSION OF FUNDS**

Upon the Motion to Approve VEBA Trust and Take Possession of Funds ("Motion"), brought by the Patriot Coal Salaried Retiree Committee ("Retiree Committee") of Debtors Patriot Coal Corporation and its Affiliated Debtors (collectively, the "Debtors"), there being no objections to same, and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b) and it appearing that proper and adequate notice of the aforementioned motion has been given and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

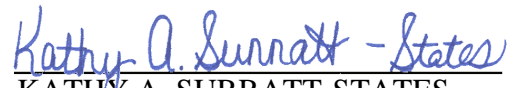
1. The Motion is GRANTED in full, the Retiree Committee being authorized to execute the VEBA Trust agreement attached as Exhibit B to the Motion, for said VEBA Trust to be thereafter administered by the Board of Trustees appointed by the Retiree Committee consistent with the terms and goals reflected in the Motion;
2. Consistent with the Motion, the VEBA Trust shall utilize a mathematical formula to

allocate the VEBA Trust funds to be made available for benefits for each of the Non-Union Retiree Benefit Participants (as defined in the Non-Union Retiree Order) whose Non-Union Retiree Medical Benefits were terminated, which formula shall provide for a greater allocation for each such participant who is not yet eligible for Medicare benefits;

3. That the aforementioned benefits provided through the VEBA Trust will be made available to (and only to) those Non-Union Retiree Benefit Participants whose Non-Union Retiree Medical Benefits (as defined in the Non-Union Retiree Order) have been terminated pursuant to the Non-Union Retiree Order;

4. That the Retiree Committee is authorized turn over funds received from Debtors (or reorganized Debtors) to the VEBA Trust and/or cause funds to be turned over to the VEBA Trust to implement same; and

5. That 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: September 10, 2013
St. Louis, Missouri
jjh

Order prepared by:
Jon D. Cohen
Stahl Cowen Crowley Addis, LLC
55 W. Monroe St., Suite 1200
Chicago, IL 60603
(312) 641-0060