

**United States Bankruptcy Court  
Southern District of New York**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Heritage Coal Company LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>Peabody Coal Company; Peabody Coal Company, LLC</b>	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>13-2606920</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): N/A
Street Address of Debtor (No. & Street, City, and State): <b>12312 Olive Boulevard, Suite 436 Saint Louis, Missouri</b>	Street Address of Joint Debtor (No. & Street, City, and State): N/A
ZIP CODE <b>63141</b>	ZIP CODE
County of Residence or of the Principal Place of Business: <b>Saint Louis County, MO</b>	County of Residence or of the Principal Place of Business: N/A
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):	
ZIP CODE	

<p align="center"><b>Type of Debtor</b> (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p align="center"><b>Nature of Business</b> (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <hr/> <p align="center"><b>Tax-Exempt Entity</b> (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p align="center"><b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <hr/> <p align="center"><b>Nature of Debts</b> (Check one box)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p align="center"><b>Filing Fee</b> (Check one box.)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>	<p><b>Check one box: Chapter 11 Debtors</b></p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><b>Check if:</b></p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>).</p> <hr/> <p><b>Check all applicable boxes:</b></p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p>
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<p><b>Statistical/Administrative Information</b></p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p> <p>Estimated Number of Creditors *</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td><td>50-99</td><td>100-199</td><td>200-999</td><td>1,000-5,000</td><td>5001-10,000</td><td>10,001-25,000</td><td>25,001-50,000</td><td>50,001-100,000</td><td>Over 100,000</td> </tr> </table> <p>Estimated Assets *</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>\$100,000,001 to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td> </tr> </table> <p>Estimated Debts *</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>\$100,000,001 to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	<p align="center">THIS SPACE IS FOR COURT USE ONLY</p>
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\*Estimated creditors, assets and liabilities are on a consolidated basis.

**Voluntary Petition**  
 (This page must be completed and filed in every case)

Name of Debtor(s): Heritage Coal Company LLC

**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet.)

Location Where Filed: N/A	Case Number: N/A	Date Filed:
Location Where Filed: N/A	Case Number: N/A	Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet.)

Name of Debtor: See Attachment 1	Case Number: Not yet assigned.	Date Filed:
District: Southern District of New York	Relationship: Affiliates	Judge: Not yet assigned.

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

Exhibit A is attached and made a part of this petition.

**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).

X \_\_\_\_\_  
 Signature of Attorney for Debtor(s) (Date)

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

- Yes, and Exhibit C is attached and made a part of this petition.  
 No

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

- Exhibit D completed and signed by the debtor is attached and made a part of this petition.  
 If this is a joint petition:  
 Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**

(Check any applicable box.)

- Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.  
 There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.  
 Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes.)

- Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
 (Name of landlord that obtained judgment)

\_\_\_\_\_  
 (Address of landlord)

- Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  
 Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.  
 Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

**Voluntary Petition**

(This page must be completed and filed in every case)

3 of 20

Name of Debtor(s): Heritage Coal Company LLC

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

**Signature of Attorney\***

X /s/ Marshall S. Huebner  
\_\_\_\_\_  
Signature of Attorney for Debtor(s)

Marshall S. Huebner  
\_\_\_\_\_  
Printed Name of Attorney for Debtor(s)

Davis Polk & Wardwell LLP  
\_\_\_\_\_  
Firm Name

450 Lexington Avenue  
New York, NY 10017  
\_\_\_\_\_  
Address

(212) 450-4000  
\_\_\_\_\_  
Telephone Number

07/09/12  
\_\_\_\_\_  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Jeffrey R. Tucker  
\_\_\_\_\_  
Signature of Authorized Individual

Jeffrey R. Tucker  
\_\_\_\_\_  
Printed Name of Authorized Individual

Assistant Secretary  
\_\_\_\_\_  
Title of Authorized Individual

07/09/12  
\_\_\_\_\_  
Date

**ATTACHMENT 1**

**PENDING OR CONCURRENT BANKRUPTCY CASES FILED BY AFFILIATES**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York. A motion has been filed with the Court requesting that the chapter 11 cases of these entities be jointly administered.

<b>Entity Name</b>	<b>Case Number</b>	<b>Judge</b>
Affinity Mining Company	Not Yet Assigned	Not Yet Assigned
Apogee Coal Company, LLC	Not Yet Assigned	Not Yet Assigned
Appalachia Mine Services, LLC	Not Yet Assigned	Not Yet Assigned
Beaver Dam Coal Company, LLC	Not Yet Assigned	Not Yet Assigned
Big Eagle, LLC	Not Yet Assigned	Not Yet Assigned
Big Eagle Rail, LLC	Not Yet Assigned	Not Yet Assigned
Black Stallion Coal Company, LLC	Not Yet Assigned	Not Yet Assigned
Black Walnut Coal Company	Not Yet Assigned	Not Yet Assigned
Bluegrass Mine Services, LLC	Not Yet Assigned	Not Yet Assigned
Brook Trout Coal, LLC	Not Yet Assigned	Not Yet Assigned
Catenary Coal Company, LLC	Not Yet Assigned	Not Yet Assigned
Central States Coal Reserves of Kentucky, LLC	Not Yet Assigned	Not Yet Assigned
Charles Coal Company, LLC	Not Yet Assigned	Not Yet Assigned
Cleaton Coal Company	Not Yet Assigned	Not Yet Assigned
Coal Clean LLC	Not Yet Assigned	Not Yet Assigned
Coal Properties, LLC	Not Yet Assigned	Not Yet Assigned
Coal Reserve Holding Limited Liability Company No. 2	Not Yet Assigned	Not Yet Assigned
Colony Bay Coal Company	Not Yet Assigned	Not Yet Assigned
Cook Mountain Coal Company, LLC	Not Yet Assigned	Not Yet Assigned
Corydon Resources LLC	Not Yet Assigned	Not Yet Assigned
Coventry Mining Services, LLC	Not Yet Assigned	Not Yet Assigned
Coyote Coal Company LLC	Not Yet Assigned	Not Yet Assigned
Cub Branch Coal Company LLC	Not Yet Assigned	Not Yet Assigned
Dakota LLC	Not Yet Assigned	Not Yet Assigned
Day LLC	Not Yet Assigned	Not Yet Assigned
Dixon Mining Company, LLC	Not Yet Assigned	Not Yet Assigned
Dodge Hill Holding JV, LLC	Not Yet Assigned	Not Yet Assigned
Dodge Hill Mining Company, LLC	Not Yet Assigned	Not Yet Assigned
Dodge Hill of Kentucky, LLC	Not Yet Assigned	Not Yet Assigned

<b>Entity Name</b>	<b>Case Number</b>	<b>Judge</b>
EACC Camps, Inc.	Not Yet Assigned	Not Yet Assigned
Eastern Associated Coal, LLC	Not Yet Assigned	Not Yet Assigned
Eastern Coal Company, LLC	Not Yet Assigned	Not Yet Assigned
Eastern Royalty, LLC	Not Yet Assigned	Not Yet Assigned
Emerald Processing, L.L.C.	Not Yet Assigned	Not Yet Assigned
Gateway Eagle Coal Company, LLC	Not Yet Assigned	Not Yet Assigned
Grand Eagle Mining, LLC	Not Yet Assigned	Not Yet Assigned
Heritage Coal Company LLC	Not Yet Assigned	Not Yet Assigned
Highland Mining Company, LLC	Not Yet Assigned	Not Yet Assigned
Hillside Mining Company	Not Yet Assigned	Not Yet Assigned
Hobet Mining, LLC	Not Yet Assigned	Not Yet Assigned
Indian Hill Company LLC	Not Yet Assigned	Not Yet Assigned
Infinity Coal Sales, LLC	Not Yet Assigned	Not Yet Assigned
Interior Holdings, LLC	Not Yet Assigned	Not Yet Assigned
IO Coal LLC	Not Yet Assigned	Not Yet Assigned
Jarrell's Branch Coal Company	Not Yet Assigned	Not Yet Assigned
Jupiter Holdings LLC	Not Yet Assigned	Not Yet Assigned
Kanawha Eagle Coal, LLC	Not Yet Assigned	Not Yet Assigned
Kanawha River Ventures I, LLC	Not Yet Assigned	Not Yet Assigned
Kanawha River Ventures II, LLC	Not Yet Assigned	Not Yet Assigned
Kanawha River Ventures III, LLC	Not Yet Assigned	Not Yet Assigned
KE Ventures, LLC	Not Yet Assigned	Not Yet Assigned
Little Creek LLC	Not Yet Assigned	Not Yet Assigned
Logan Fork Coal Company	Not Yet Assigned	Not Yet Assigned
Magnum Coal Company LLC	Not Yet Assigned	Not Yet Assigned
Magnum Coal Sales LLC	Not Yet Assigned	Not Yet Assigned
Martinka Coal Company, LLC	Not Yet Assigned	Not Yet Assigned
Midland Trail Energy LLC	Not Yet Assigned	Not Yet Assigned
Midwest Coal Resources II, LLC	Not Yet Assigned	Not Yet Assigned
Mountain View Coal Company, LLC	Not Yet Assigned	Not Yet Assigned
New Trout Coal Holdings II, LLC	Not Yet Assigned	Not Yet Assigned
Newtown Energy, Inc.	Not Yet Assigned	Not Yet Assigned
North Page Coal Corp.	Not Yet Assigned	Not Yet Assigned
Ohio County Coal Company, LLC	Not Yet Assigned	Not Yet Assigned
Panther LLC	Not Yet Assigned	Not Yet Assigned
Patriot Beaver Dam Holdings, LLC	Not Yet Assigned	Not Yet Assigned
Patriot Coal Company, L.P.	Not Yet Assigned	Not Yet Assigned
Patriot Coal Corporation	Not Yet Assigned	Not Yet Assigned

<b>Entity Name</b>	<b>Case Number</b>	<b>Judge</b>
Patriot Coal Sales LLC	Not Yet Assigned	Not Yet Assigned
Patriot Coal Services LLC	Not Yet Assigned	Not Yet Assigned
Patriot Leasing Company LLC	Not Yet Assigned	Not Yet Assigned
Patriot Midwest Holdings, LLC	Not Yet Assigned	Not Yet Assigned
Patriot Reserve Holdings, LLC	Not Yet Assigned	Not Yet Assigned
Patriot Trading LLC	Not Yet Assigned	Not Yet Assigned
PCX Enterprises, Inc.	Not Yet Assigned	Not Yet Assigned
Pine Ridge Coal Company, LLC	Not Yet Assigned	Not Yet Assigned
Pond Creek Land Resources, LLC	Not Yet Assigned	Not Yet Assigned
Pond Fork Processing LLC	Not Yet Assigned	Not Yet Assigned
Remington Holdings LLC	Not Yet Assigned	Not Yet Assigned
Remington II LLC	Not Yet Assigned	Not Yet Assigned
Remington LLC	Not Yet Assigned	Not Yet Assigned
Rivers Edge Mining, Inc.	Not Yet Assigned	Not Yet Assigned
Robin Land Company, LLC	Not Yet Assigned	Not Yet Assigned
Sentry Mining, LLC	Not Yet Assigned	Not Yet Assigned
Snowberry Land Company	Not Yet Assigned	Not Yet Assigned
Speed Mining LLC	Not Yet Assigned	Not Yet Assigned
Sterling Smokeless Coal Company, LLC	Not Yet Assigned	Not Yet Assigned
TC Sales Company, LLC	Not Yet Assigned	Not Yet Assigned
The Presidents Energy Company LLC	Not Yet Assigned	Not Yet Assigned
Thunderhill Coal LLC	Not Yet Assigned	Not Yet Assigned
Trout Coal Holdings, LLC	Not Yet Assigned	Not Yet Assigned
Union County Coal Co., LLC	Not Yet Assigned	Not Yet Assigned
Viper LLC	Not Yet Assigned	Not Yet Assigned
Weatherby Processing LLC	Not Yet Assigned	Not Yet Assigned
Wildcat Energy LLC	Not Yet Assigned	Not Yet Assigned
Wildcat, LLC	Not Yet Assigned	Not Yet Assigned
Will Scarlet Properties LLC	Not Yet Assigned	Not Yet Assigned
Winchester LLC	Not Yet Assigned	Not Yet Assigned
Winifrede Dock Limited Liability Company	Not Yet Assigned	Not Yet Assigned
Yankeetown Dock, LLC	Not Yet Assigned	Not Yet Assigned

**In re:**

**HERITAGE COAL COMPANY LLC,**

**Debtor.**

**Chapter 11**

**Case No. 12- [ ] (\_\_\_)**

**(Jointly Administered)**

**LIST OF CREDITORS HOLDING 50 LARGEST UNSECURED CLAIMS**

The following is a list of creditors holding the 50 largest general unsecured claims against the Debtors and its affiliates that have filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York on the date hereof (collectively, the “Debtors”)<sup>1</sup>, on a consolidated basis. This list has been prepared from the books and records of the Debtors.

This list is prepared in accordance with 1007(d) of the Federal Rules of Bankruptcy Procedure and Rule 1007-1 of the Local Bankruptcy Rules for filing in this chapter 11 case. The list does not include (a) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (b) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the largest general unsecured claims.

This list reflects the information existing and available as of the Petition Date. The Company reserves the right to amend this list based on information existing as of the filing date.

The information presented herein, including the failure of the Company to list any claim as contingent, unliquidated or unknown, does not constitute an admission or waiver of the Company’s right to contest the validity, priority or amount of any claim.

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<sup>1</sup> The Debtors are listed in Attachment 1 annexed hereto.

The information presented herein, including the failure of the Company to list any claim as contingent, unliquidated or unknown, does not constitute an admission or waiver of the Company's right to contest the validity, priority or amount of any claim.

Rank	(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim
1	WILMINGTON TRUST COMPANY	WILMINGTON TRUST COMPANY 1100 NORTH MARKET STREET RODNEY SQUARE NORTH WILMINGTON, DE 19890 FAX: (302) 636-4144	8.25% SENIOR NOTES DUE 2018	UNLIQUIDATED	\$250,000,000 (Stated Principal)
2	US BANK NATIONAL ASSOCIATION	CORPORATE TRUST SERVICES 60 LIVINGSTONE AVENUE ST. PAUL, MN 55518	3.25% CONVERTIBLE SENIOR NOTES DUE 2013	UNLIQUIDATED	\$200,000,000 (Stated Principal)
3	ALPHA NATURAL RESOURCES, INC.	ALPHA NATURAL RESOURCES, INC. ATTN JACINDA BELT 999 CORPORATE BLVD SUITE 300 LINTHICUM, MD 21090 PHONE: (410) 689-7500 FAX: (276) 628-2951	CONTRACT DAMAGES	UNLIQUIDATED	UNLIQUIDATED
4	BENTLEY BADGETT II AND LINDA BADGETT	BENTLEY BADGETT II AND LINDA BADGETT TJ EDWARDS, DONALD BOWLES 1822 N. MAIN STREET MADISONVILLE, KY 42431 PHONE: (270) 821-0408 PHONE: (270) 821-2913 FAX: (270) 825-4350	PROMISSORY NOTES		\$7,332,550
5	AMERICAN FREEDOM INNOVATIONS LLC	AMERICAN FREEDOM INNOVATIONS LLC 250 CROSS POINT BLVD EVANSVILLE, IN 47715 PHONE: 812-473-0700 FAX: 812-425-2339	REJECTION DAMAGES	UNLIQUIDATED	UNLIQUIDATED
6	CSX TRANSPORTATION INC	CSX TRANSPORTATION INC 500 WATER ST, 15TH FL JACKSONVILLE, FL 32202-4057 PHONE: (904) 279-4967	TRADE DEBT	CONTINGENT UNLIQUIDATED	\$6,352,748
7	DAYTON POWER & LIGHT	DAYTON POWER & LIGHT ATTN: TERESA MARRINAN AND CHARLENE BELL 1065 WOODMAN DRIVE DAYTON, OH 45432 FAX: (937) 259-7250 FAX: (937) 259-7848 FAX: (937) 331-4990	REJECTION DAMAGES	UNLIQUIDATED	UNLIQUIDATED
8	RICHARD WHITING	RICHARD WHITING	MISCELLANEOUS		\$5,533,576
9	JENNMAR CORPORATION	JENNMAR CORPORATION 258 KAPPA DRIVE PO BOX 111253 PITTSBURGH, PA 15238 PHONE: (412) 963-9071 FAX: (412) 963-9767	TRADE DEBT		\$4,774,368



Rank	(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim
10	JMAC LEASING INC	JMAC LEASING INC PO BOX 726 CEREDO, WV 25507 FAX: 304-538-2439	REJECTION DAMAGES	UNLIQUIDATED	UNLIQUIDATED
11	CAPITAL SOURCE BANK	CAPITAL SOURCE BANK ATTN: DAVID HEIDT 30 SOUTH WACKER DRIVE, SUITE 3500 CHICAGO, IL 60606 PHONE: (312) 706-2102 FAX: (312) 577-7902	REJECTION DAMAGES	UNLIQUIDATED	UNLIQUIDATED
12	JOY MINING MACHINERY	JOY MINING MACHINERY 4111 N. WATER TOWER PLACE SUITE B MT. VERNON, IL 62864 PHONE: (800) 742-5569 FAX: (618) 242-8509	TRADE DEBT		\$3,346,303
13	CECIL I. WALKER MACHINERY CO.	CECIL I. WALKER MACHINERY CO. PO BOX 905258 CHARLOTTE, NC 28290-5258 PHONE: (304) 949-6400 EXT 2341 FAX: (304)683-3113	TRADE DEBT		\$3,339,153
14	UNITED CENTRAL INDUSTRIAL SUPPLY	UNITED CENTRAL INDUSTRIAL SUPPLY 1150 NATIONAL MINE ROAD MADISONVILLE, KY 42431 PHONE: (270) 821-6333 FAX: (270) 825-0244	TRADE DEBT		\$3,156,337
15	AMERICAN ELECTRIC POWER	AMERICAN ELECTRIC POWER PO BOX 24401 CANTON, OH 44701-4404 PHONE: (800) 982-4237	TRADE DEBT	UNLIQUIDATED	UNLIQUIDATED
16	CATERPILLAR GLOBAL MINING	CATERPILLAR GLOBAL MINING 2045 WEST PIKE STREET HOUSTON, PA 15342 PHONE: (309) 675-1000 FAX: (859) 497-0818 FAX: (724) 743-1201	TRADE DEBT		\$2,021,145
17	RALEIGH MINE & INDUSTRIAL	RALEIGH MINE & INDUSTRIAL PO BOX 72 MOUNT HOPE, WV 25880 PHONE: (304) 877-5503 FAX: (304) 877-5684	TRADE DEBT		\$1,865,428
18	J. H. FLETCHER & CO.	J. H. FLETCHER & CO. 402 HIGH STREET HUNTINGTON, WV 25722-2187 PHONE: (304) 525-7811 FAX: (304) 523-1317	TRADE DEBT		\$1,776,261
19	INDUSTRIAL SUPPLY SOLUTIONS INC	INDUSTRIAL SUPPLY SOLUTIONS INC PO BOX 798012 ST. LOUIS, MO 63179-8000 FAX: (304) 346-1639	TRADE DEBT		\$1,371,701
20	AFCO	AFCO 4501 COLLEGE BLVD, SUITE 320 LEAWOOD, KS 66211-2328 PHONE: (800) 288-6901	TRADE DEBT		\$1,258,900
21	NELSON BROTHERS LLC	NELSON BROTHERS LLC 820 SHADES CREEK PARKWAY, SUITE 2000 BIRMINGHAM, AL 35209 PHONE: (800) 972-2684 FAX: (304) 340-1530	TRADE DEBT		\$1,150,614
22	RISH EQUIPMENT CO	RISH EQUIPMENT CO RT 44 YUMA CAMP RD LOGAN, WV 25601 PHONE: (304) 752-9313 PHONE: (304) 380-0282 FAX: (304) 752-9318	TRADE DEBT		\$1,099,571

Rank	(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim
23	JABO SUPPLY CORP	JABO SUPPLY CORP PO BOX 238 HUNTINGTON, WV 25707-0238 PHONE: (304) 736-8333 FAX: (304) 736-8551	TRADE DEBT		\$866,857
24	ENVIROMINE INC	ENVIROMINE INC PO BOX 11716 CHARLESTON, WV 25339 PHONE: (304) 552-3379 FAX: (888) 248-5302	TRADE DEBT		\$835,060
25	MONK MINING SUPPLY, INC.	MONK MINING SUPPLY, INC. PO BOX 905895 CHARLOTTE, NC 28290-5895 PHONE: (276) 988-9641 FAX: (276) 988-8263	TRADE DEBT		\$799,695
26	SGS NORTH AMERICA INC	SGS NORTH AMERICA INC P. O. BOX 2502 CAROL STREAM, IL 60132-2502 PHONE: (270) 827-1187 FAX: (270) 826-0719	TRADE DEBT		\$765,701
27	BANK OF THE WEST	BANK OF THE WEST ATTN: SUZANNE WEAVER 844 WEST PAMPA MESA, AZ 85210 PHONE: (480) 768-1799 FAX: (480) 456-0047	REJECTION DAMAGES	UNLIQUIDATED	UNLIQUIDATED
28	CHISLER INC	CHISLER INC 153 BLUE GOOSE RD FAIRVIEW, WV 26570 PHONE: (304) 798-3202 FAX: (304) 798-3211	TRADE DEBT		\$714,937
29	SUNCREST RESOURCES LLC	SUNCREST RESOURCES LLC 2550 EAST STONE DRIVE SUITE 200 KINGSPORT, TN 37660 PHONE: (423) 723-0230	TRADE DEBT		\$700,000
30	COGAR MANUFACTURING INC	COGAR MANUFACTURING INC PO BOX 532 BECKLEY, WV 25802 PHONE: (304) 252-4435 FAX: (304) 252-8003 FAX: (304) 252-4514	TRADE DEBT		\$693,888
31	I.B.M. CORP.	I.B.M. CORP. PO BOX 534151 ATLANTA, GA 30353-4151 PHONE: (845) 759-2526	TRADE DEBT		\$685,878
32	POWELL CONSTRUCTION CO., INC	POWELL CONSTRUCTION CO., INC 3622 BRISTOL HIGHWAY JOHNSON CITY, TN 37601	TRADE DEBT		\$675,250
33	SHONK LAND COMPANY LLC	SHONK LAND COMPANY LLC PO BOX 969 CHARLESTON, WV 25324	TRADE DEBT		\$670,000
34	ALLEGHENY POWER	ALLEGHENY POWER 800 CABIN HILL DRIVE GREENSBURG, PA 15601-0001 PHONE: (800) 255-3443	TRADE DEBT	UNLIQUIDATED	UNLIQUIDATED
35	PENN VIRGINIA OPERATING CO LLC	PENN VIRGINIA OPERATING CO LLC PO BOX 102992 ATLANTA, GA 30368-2992	TRADE DEBT		\$633,981
36	MINE EQUIPMENT & MILL SUPPLY CO	MINE EQUIPMENT & MILL SUPPLY CO 370 MINE EQUIPMENT ROAD DAWSON SPRINGS, KY 42408 PHONE: (812) 402-4070 FAX: (812) 402-4077 FAX: (270) 797-3010	TRADE DEBT		\$614,733

Rank	(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim
37	LOGAN CORP	LOGAN CORP 212 NORTH OHIO AVE CLARKSBURG, WV 26301 PHONE: (800) 473-0110 FAX: (304) 623-5676 FAX: (304) 759-4817	TRADE DEBT		\$584,699
38	FLOMIN COAL INC	FLOMIN COAL INC PO BOX 405655 ATLANTA, GA 30384-5655 PHONE: (606) 432-1535 FAX: (606) 437-0563 FAX: (606) 835-9146	TRADE DEBT		\$581,599
39	KOMATSU FINANCIAL LIMITED PARTNERSHIP	KOMATSU FINANCIAL LIMITED PARTNERSHIP ATTN: JIMMY JOSEPH 1701 WEST GOLF ROAD SUITE 300 CHICAGO, IL 60693 PHONE: (847) 437-5800 FAX: (847) 437-7097	REJECTION DAMAGES	UNLIQUIDATED	UNLIQUIDATED
40	SOMERSET CAPITAL GROUP, LTD.	SOMERSET CAPITAL GROUP, LTD. ATTN: YOLANDA DELANEY MERRITT CORPORATE WOODS 612 WHEELERS FARMS RD MILFORD, CT 06461 PHONE: (203) 382-2721 FAX: (203) 394-6192	REJECTION DAMAGES	UNLIQUIDATED	UNLIQUIDATED
41	PHILLIPS 66 RECEIVABLE	PHILLIPS 66 RECEIVABLE 21064 NETWORK PLACE CHICAGO, IL 60673-1210 PHONE: (800) 448-6630	TRADE DEBT		\$539,264
42	GE CAPITAL TMS	GE CAPITAL TMS P. O. BOX 3083 CEDAR RAPIDS, IA 52406-3083 FAX: (319) 841-6324	TRADE DEBT		\$532,378
43	CHISLER BROTHERS CONTRACTING LLC	CHISLER BROTHERS CONTRACTING LLC PO BOX 101 PENTRESS, WV 26544 PHONE: (304) 879-5511 FAX: (304) 879-5012	TRADE DEBT		\$495,730
44	AMERCABLE INCORPORATED	AMERCABLE INCORPORATED 350 BAILEY ROAD ELDORADO, AR 71730 PHONE: (800) 643-1516 FAX: (870) 309-3582	TRADE DEBT		\$454,704
45	UNITED LEASING, INC.	UNITED LEASING, INC. ATTN: MARTHA AHLERS 3700 MORGAN AVENUE EVANSVILLE, IN 47715 PHONE: (812) 485-3578 FAX: (812) 474-4359 FAX: (812) 485-3642	REJECTION DAMAGES	UNLIQUIDATED	UNLIQUIDATED
46	ALLEY TRUCKING LLC	ALLEY TRUCKING LLC PO BOX 47 BELFRY, KY 41514 PHONE: (606) 353-4422 FAX: (606) 353-1270	TRADE DEBT		\$425,569
47	LONGWALL ASSOCIATES, INC.	LONGWALL ASSOCIATES, INC. 212 KENDALL AVENUE CHILHOWIE, VA 24319 PHONE: (276) 646-2004 FAX: (276) 646-3999	TRADE DEBT		\$411,619
48	COALFIELD SERVICES INC	COALFIELD SERVICES INC 3203 PEPPERS FERRY ROAD WYTHEVILLE, VA 24382-4947 PHONE: (276) 228-3167 FAX: (276) 228-7912	TRADE DEBT		\$402,002

Rank	(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim
49	FIFTH THIRD LEASING COMPANY	FIFTH THIRD LEASING COMPANY ATTN: DAVID SCHLAF 8000 MARYLAND AVENUE SUITE 1400 ST. LOUIS, MO 63105 PHONE: (314) 889-3307 FAX: (314) 889-3377	REJECTION DAMAGES	UNLIQUIDATED	UNLIQUIDATED
50	RBS ASSET FINANCE, INC.	RBS ASSET FINANCE, INC. ATTN: JOHN STOGSDILL 71 S WACKER DRIVE 28TH FLOOR CHICAGO, IL 60606 PHONE: (312) 777-3556 FAX: (312) 777-4003	REJECTION DAMAGES	UNLIQUIDATED	UNLIQUIDATED

I, the undersigned authorized officer of the Company, named as the debtor in this case, declare under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: New York, New York  
July 9, 2012

By: /s/ Jeffrey R. Tucker  
Jeffrey R. Tucker  
Authorized Officer

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**HERITAGE COAL COMPANY LLC,**

**Debtor.**

**Chapter 11**

**Case No. 12- [ ] ( )**

**(Jointly Administered)**

**CORPORATE OWNERSHIP STATEMENT**

In accordance with Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York, Heritage Coal Company LLC (the “**Company**”) hereby states that the following corporations directly or indirectly own 10% or more of the Company’s equity interests:

Interior Holdings, LLC (100% ownership interest)

The Company does not own (directly or indirectly) 10% or more of any class of a corporation’s publicly traded equity interests. The Company does not own an interest in any general or limited partnership. However, it does hold a 50% interest in the Tecumseh Coal Corporation joint venture and a 40% interest in the Squaw Creek Coal Company joint venture.

I, the undersigned authorized officer of the Company, named as the debtor in this case, declare under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: New York, New York  
July 9, 2012

By: /s/ Jeffrey R. Tucker  
Jeffrey R. Tucker  
Authorized Officer

## **HERITAGE COAL COMPANY LLC**

### **Written Consent of the Sole Member**

The undersigned, being the Sole Member (the “**Governing Body**”) of Heritage Coal Company LLC (the “**Subsidiary**”), a Delaware limited liability company and a subsidiary of Patriot Coal Corporation (the “**Parent**”), does hereby consent to and adopt pursuant to the laws of the State of Delaware the following resolutions:

#### **Commencement of Chapter 11 Case**

**WHEREAS**, the Governing Body reviewed and considered the materials presented by the Company’s management team and its financial and legal advisors regarding the Company’s liabilities and liquidity, the strategic alternatives available to it and the impact of the foregoing on the Company’s businesses; and

**WHEREAS**, the Governing Body consulted with the Company’s management team and its financial and legal advisors, and has fully considered each of the Company’s strategic alternatives.

**NOW, THEREFORE, BE IT RESOLVED**, that in the judgment of the Governing Body, it is desirable and in the best interests of the Company, its creditors, employees and other stakeholders that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

**RESOLVED**, that each of the President, Treasurer, Secretary and Assistant Secretary (each, an “**Authorized Officer**”) be, and each of them hereby is, authorized on behalf of the Company to execute and verify petitions under chapter 11 of the Bankruptcy Code and to cause such petitions to be filed in the United States Bankruptcy Court for the Southern District of New York (the “**Court**”), each such petition to be filed at such time as the Authorized Officer executing the petition shall determine and to be in the form approved by the Authorized Officer executing such petition, such approval to be conclusively evidenced by the execution, verification and filing thereof;

#### **Retention of Advisors**

**RESOLVED**, that the law firm of Davis Polk & Wardwell LLP be, and hereby is, retained as counsel to the Company in the Company’s chapter 11 case, subject to the approval of the Court;

**RESOLVED**, that the law firm of Curtis, Mallet-Prevost, Colt & Mosle LLP be, and hereby is, retained as conflicts counsel to the Company in the Company’s chapter 11 case, subject to the approval of the Court;

**RESOLVED**, that Blackstone Advisory Partners L.P. be, and hereby is, retained as financial advisors for the Company in the Company’s chapter 11 case, subject to the approval of the Court;



**RESOLVED**, that AP Services, LLC be, and hereby is, retained to provide temporary employees, interim management and restructuring services to the Company in the Company's chapter 11 case, subject to the approval of the Court;

**RESOLVED**, that GCG, Inc. be, and hereby is, retained as notice, claims and administrative agent for the Company in the Company's chapter 11 case, subject to the approval of the Court; and

**RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to execute and file in the Company's chapter 11 case all petitions, schedules, motions, lists, applications, pleadings and other papers, and, in connection therewith, to retain and obtain assistance from additional legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further acts and deeds that any such Authorized Officer deems necessary or desirable in connection with the Company's chapter 11 case.

Debtor in Possession Financing

**WHEREAS**, the Parent and certain of its subsidiaries, including the Company, have determined to enter into one or more definitive credit agreements (collectively, the "**Credit Agreement**") to provide financing for superpriority senior secured debtor-in-possession credit facilities (including a roll-up of certain obligations outstanding under the Parent's existing credit facility) in a combined aggregate principal amount of up to \$802 million (the "**Credit Facilities**"), the proceeds of which will be used to refinance certain of the Parent's obligations under the existing credit facility and the existing securitization facility, and for working capital, capital expenditures and other general corporate purposes;

**WHEREAS**, the lenders under the Credit Facilities require that the Company and certain other domestic wholly-owned direct and indirect subsidiaries of the Parent (together with the Company, the "**Subsidiary Guarantors**"; the Subsidiary Guarantors together with the Parent, the "**Loan Parties**") (1) guarantee the obligations of the Loan Parties under the Credit Agreement and the other Loan Documents (as defined below) and (2) grant one or more security interests in substantially all of its assets to secure the obligations of the Loan Parties under the Credit Agreement and the other Loan Documents; and

**WHEREAS**, the Governing Body has been advised of the material terms of the Credit Agreement and the other Loan Documents, has given full consideration to the transactions contemplated by the Credit Agreement, and has determined that the transactions contemplated by the Credit Agreement are in the best interest of the Company and that it is in the best interest of the Company to (i) enter into the Credit Agreement and execute and deliver each mortgage, security agreement, pledge agreement and other document under which a security interest in the assets of the Company is being created, and each other agreement document or instrument required thereunder (collectively, with the Credit Agreement, the "**Loan Documents**") and (ii) authorize the appropriate officers of the Company to take any and all actions as they may deem appropriate to effect the transactions contemplated by the Credit Agreement and each of the other Loan Documents.

**NOW, THEREFORE, BE IT RESOLVED**, that the Company be, and it hereby is, authorized and empowered to enter into the Credit Agreement and each of the other Loan Documents to which it is a party and to consummate all the other transactions contemplated by the Loan Documents, including, without limitation, to guarantee the obligations of the Loan Parties under the Loan Documents, and to grant security interests in, and to pledge, mortgage or grant deeds of trust with respect to, its right, title and interest in and to its properties and assets to the extent required to secure the obligations of the Loan Parties under the Loan Documents;

**RESOLVED**, that each of the Authorized Officers of the Subsidiary be, and each of them hereby is, authorized to negotiate, execute and deliver the Credit Agreement and each of the other Loan Documents in the name and on behalf of the Company in the form and upon the terms and conditions as any Authorized Officer may approve (such approval to be conclusively established by such Authorized Officer's execution and delivery thereof), and to perform the Company's obligations thereunder and to take all actions in accordance therewith that any of them may deem necessary or advisable to consummate the transactions contemplated thereby, and the actions of such Authorized Officer in negotiating the terms of, and in executing and delivering, each of the Loan Documents, and any other action taken in connection therewith, on behalf of the Company be, and the same hereby are, ratified, confirmed, approved and adopted.

General Authorization and Ratification

**RESOLVED**, that in connection with the Company's chapter 11 case, the Authorized Officers be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to negotiate, execute, deliver, and perform or cause the performance of any notes, guarantees, security agreements, other agreements, consents, certificates, or instruments as such person considers necessary, appropriate, desirable or advisable to effectuate any other borrowing or other financial arrangements, such determination to be evidenced by such execution or taking of such action;

**RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to take, or cause to be taken, any and all further actions (including, without limitation, (i) execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and (ii) pay fees and expenses in connection with the transactions contemplated by the foregoing resolutions) and to take any and all steps deemed by any such Authorized Officer to be necessary, advisable or desirable to carry out the purpose and intent of each of the foregoing resolutions, and all actions heretofore taken by any such Authorized Officer or the Governing Body in furtherance thereof are hereby ratified, confirmed and approved in all respects;

**RESOLVED**, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate,

carry out or further the transactions contemplated by, and the intent and purposes of, the foregoing resolutions; and

**RESOLVED**, that this Written Consent may be executed, by facsimile or otherwise, by the undersigned, in counterparts, each of which shall be an original, but all of which together shall constitute but one and the same document.

[Signature Pages Follow]

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of July, 2012.

Interior Holdings, LLC  
Sole Member

/s/ Robert L. Mead

Name: Robert L. Mead

Title: Vice President and Treasurer