

**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 TWO REMAINING 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 “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 remaining two open bankruptcy cases of Debtors Patriot Coal Corporation, Case No. 12-51502, and Brody Mining, LLC, Case No. 13-48727 (the “Remaining Debtors”). Entry of a

final decree closing those cases is appropriate because the Remaining Debtors' cases are fully administered but for a strictly ministerial final distribution to creditors.

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.

8. On March 14, 2014, the Court entered an order closing the cases of 54 Debtors (the "Merged Debtors") [Dkt. No. 5409], which cases had been fully administered as a result of the Merged Debtors' merger into certain surviving Reorganized Debtor entities.

9. On June 30, 2014 the Court entered an order closing the cases of 47 additional Debtors (the “Additional Debtors”) [Dkt. No. 5552], which cases had been fully administered during the months after entry of the Confirmation Order.

Argument

10. As discussed above, all but two of the Debtors’ cases have been closed. The Remaining Debtors’ cases are now ready to be closed because the outstanding claims in each case have been fully resolved, or will be resolved by September 30, 2014.¹ The remaining final distribution to be made to creditors is a strictly ministerial function of the Reorganized Debtors. The Reorganized Debtors do not anticipate any issues requiring judicial action that would warrant keeping the Remaining Debtors’ cases open. Entry of a final decree is, therefore, appropriate.

11. 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

¹ One claim against Brody Mining, LLC remains outstanding, pending the finalization of settlement documentation. If this claim is not resolved by September 30, 2014, the Reorganized Debtors will withdraw Brody Mining from the relief requested in this Application and the proposed final decree to be submitted to the Court.

- (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 particular Debtors in these jointly administered cases
- (g) the percentage dividend paid and/or to be paid, or an explanation of why the dividend percentage is not yet determinable: parties interested in reviewing estimated distributions are referred to pages ix-xii of the Disclosure 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: all pending motions, contested matters, adversary proceedings and objections to claims are resolved
- (i) a list of all motions, contested matters, objections to claims, and adversary proceedings which are to be filed: none
- (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 Remaining Debtors, and
- (b) grant such other and further relief as is just and proper.

Dated: August 28, 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
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