

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

In re:

Peabody Energy Corporation, et al.,
Debtors.

Case No. 16-42529-399
CHAPTER 11

(Jointly Administered)

Related to Docket Nos. 22; 189

**NOTICE OF (I) RECORD DATE FOR
NOTICE AND SELL-DOWN PROCEDURES FOR TRADING IN
CLAIMS AGAINST THE DEBTORS' ESTATES AND (II) A FINAL HEARING**

TO ALL PERSONS OR ENTITIES WITH CLAIMS AGAINST ANY OF THE DEBTORS:

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On April 13, 2016 (the "Petition Date"), PEC and its debtor affiliates commenced voluntary cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").
2. On the Petition Date, the above-captioned debtors (collectively, the "Debtors") filed their Motion of Debtors and Debtors in Possession, Pursuant to Sections 105(a), 362 and 541 of the Bankruptcy Code for Entry of Interim and Final Orders: (I) Establishing Notice and Objection Procedures for Transfers of Equity Securities; (II) Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtors' Estates; and (III) Granting Related Relief (the "Motion").
3. On April 18, 2016, the United States Bankruptcy Court for the Eastern District of Missouri (the "Court") entered an amended interim order (the "Interim Order") setting the Record Date with respect to trading in claims against the Debtors, in order to assist the



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Debtors in preserving certain tax benefits, including expected net operating losses (collectively, "NOLs").

4. Pursuant to the Interim Order, the Record Date is established as April 18, 2016.

5. Pursuant to the Interim Order, claimholders and potential purchasers of claims against the Debtors ("Claims") are hereby notified that, if the Court ultimately approves a Sell-Down Order, claimholders that acquire Claims after the Record Date in an amount that would entitle them to receive more than 4.5% of the stock of the reorganized Debtors under a plan of reorganization may be subject to a required sell-down of any Claims purchased after the Record Date in accordance with the Sell-Down Procedures.

6. All persons or entities that acquired and hold Claims after the Record Date in an amount entitling such person or entity to receive more than 4.5% of the equity of the reorganized Debtors may be required to identify themselves to the Debtors and the official committee of unsecured creditors appointed in the Debtors' cases after the Court's approval of the disclosure statement which identifies potential recoveries for creditors.

7. A final hearing to consider the relief requested in the Motion and the entry of an order (the "Final Order") confirming the establishment of the Record Date on a final and permanent basis will be held on **May 17, 2016** at **10:00 a.m.** (Central Time) before the Honorable Barry S. Schermer in the United States Bankruptcy Court, Eastern District of Missouri, United States Courthouse, Thomas F. Eagleton Federal Building, 5th Floor, North Courtroom, 111 S. 10th Street, St. Louis, MO 63102.

8. Any objection to the granting of the relief requested by the Motion on a final basis shall be filed with the Court on or before **5:00 p.m.** Central Time on **May 12, 2016**

(the "Objection Deadline"), and served, by the Objection Deadline, upon: (a) the Office of the United States Trustee for the Eastern District of Missouri, 111 South 10th Street, Suite 6.353, St. Louis, MO 63102 (Attn: Leonora S. Long, Esq.); (b) (i) the Debtors, c/o Peabody Energy Corporate Headquarters, Peabody Plaza, 701 Market St., St. Louis, MO 63101-1826 (Attn: Scott T. Jarboe, Esq., Vice President and Deputy General Counsel Corporate and Capital Markets); (ii) Jones Day, North Point, 901 Lakeside Avenue, Cleveland, OH 44114 (Attn: Heather Lennox, Esq.); (iii) Jones Day, 51 Louisiana Avenue, N.W., Washington, D.C. 20001 (Attn: Amy Edgy, Esq. and Daniel T. Moss, Esq.); (iv) Armstrong Teasdale LLP, 7700 Forsyth Boulevard, Suite 1800, St. Louis, MO, 63105 (Attn: Steven N. Cousins, Esq. and Susan K. Ehlers, Esq.); (c) (i) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Damian S. Schaible, Esq. and Angela M. Libby, Esq.) and (ii) Bryan Cave LLP, 211 N. Broadway, Suite 3600, St. Louis, Missouri 63102 (Attn: Laura Uberti Hughes, Esq.), as counsel to Citibank, N.A. as Administrative Agent for the First Lien Secured Credit Facility and the Debtors' proposed debtor in possession secured credit facility; (d) Brown Rudnick LLP, as counsel to Wilmington Savings Fund Society, FSB as prospective trustee and collateral agent for the Secured Second Lien Notes; (e) Foley & Lardner LLP, as counsel to Wilmington Trust Company as prospective Indenture Trustee for the Unsecured Notes;¹ (f) Robinson & Cole LLP, as counsel to U.S. Bank as resigning trustee and collateral agent for the Second Lien Notes, the Unsecured Notes and the Convertible Notes;² (g) counsel to PNC Bank, N.A., as Administrator

¹ These include the: (i) 6.00% Senior Notes due November 2018; (ii) 6.50% Senior Notes due September 2020; (iii) 6.25% Senior Notes due September 2021; and the (iv) 7.875% Senior Notes due November 2026.

² These include the: (i) 6.00% Senior Notes due November 2018; (ii) 6.50% Senior Notes due September 2020; (iii) 6.25% Senior Notes due September 2021; (iv) 7.875% Senior Notes due November 2026; and the (v) Convertible Junior Subordinated Debentures due December 2066.

under the Debtors' prepetition accounts receivable securitization facility; (h) counsel to any ad hoc committees; and (i) any party that has requested notice pursuant to Bankruptcy Rule 2002 as of the time of service.

9. Complete copies of the Motion and the Interim Order, with additional information about the Record Date and possible Sell-Down Order, are available via PACER via the Court's website at <http://ecf.moeb.uscourts.gov> for a fee, or through the Debtors' Notice, Claims and Solicitation Agent, Kurtzman Carson Consultants, LLC ("KCC"), by accessing their website at <http://www.kccllc.net/Peabody>, or by calling (a) a U.S.-based call center at (i) 866-967-1783 (toll free) or (ii) 310-751-2683 if calling from outside the U.S. or Canada; or (b) an Australia-based call center at (i) 1300-386-742 or (ii) +61-3-9415-4613 if calling from outside of Australia. If a hearing is held and a Final Order is entered, such Final Order will also be available as described in the preceding sentence.

10. The entry of the Interim and Final Orders shall in no way prejudice the rights of any party to oppose the entry of a Sell-Down Order, on any grounds, and all parties' rights are expressly preserved by the Interim and Final Orders.

11. The requirements set forth in this Notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable law, and do not excuse compliance therewith.

Dated: April 19, 2016
St. Louis, Missouri

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