

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of _____
(State)

Case number *(if known)*: _____ Chapter _____

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name _____

2. All other names debtor used in the last 8 years _____

Include any assumed names, trade names, and *doing business* as names _____

3. Debtor's federal Employer Identification Number (EIN) _____

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	Number Street _____	Number Street _____
	_____	P.O. Box _____
	City State ZIP Code _____	City State ZIP Code _____
	County _____	Location of principal assets, if different from principal place of business
		Number Street _____

		City State ZIP Code _____

5. Debtor's website (URL) _____

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: _____

Debtor _____ Name _____ Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
Railroad (as defined in 11 U.S.C. § 101(44))
Stockbroker (as defined in 11 U.S.C. § 101(53A))
Commodity Broker (as defined in 11 U.S.C. § 101(6))
Clearing Bank (as defined in 11 U.S.C. § 781(3))
None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes .

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
Chapter 9
Chapter 11. Check all that apply:
Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
A plan is being filed with this petition.
Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY
Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor _____ Case number (if known) _____
Name

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, 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.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property? _____

Number Street

City State ZIP Code

Is the property insured?

- No
- Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor _____ Case number (if known) _____
Name

16. **Estimated liabilities**
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. **Declaration and signature of authorized representative of debtor**
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 - I have been authorized to file this petition on behalf of the debtor.
 - I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____
MM / DD / YYYY

X

Signature of authorized representative of debtor

Printed name

Title

18. **Signature of attorney**

X

Signature of attorney for debtor

Date _____
MM / DD / YYYY

Printed name

Firm name

Number Street

City

State

ZIP Code

Contact phone

Email address

Bar number

State

Annex 1 to Exhibit A (Official Form 201A)¹

Secured	Unsecured	Subordinated	Description	Dollar Amt.	Approx. Number of Holders
X			2013 Revolving Credit Facility	\$1,164,900,000	Unknown
X			2013 Term Loan Facility	\$1,164,900,000	Unknown
	X		6.00% Senior Notes (due in 2018)	\$1,518,800,000	Unknown
	X		6.50% Senior Notes (due in 2020)	\$732,000,000	Unknown
	X		6.25% Senior Notes (due in 2021)	\$1,339,600,000	Unknown
X			10.00% Senior Secured Second Lien Notes (due in 2022)	\$978,400,000	Unknown
	X		7.875% Senior Notes (due in 2026)	\$247,700,000	Unknown
	X	X	Convertible Junior Subordinated Debentures (due in 2066)	\$385,200,000	Unknown

¹ All amounts estimated as of April 1, 2016

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in this court for relief under chapter 11 of title 11 of the United States Code. Each Debtor is listed with the last four digits of its federal tax identification number. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Peabody Energy Corporation.

American Land Development, LLC (5570)
American Land Holdings of Colorado, LLC (0572)
American Land Holdings of Illinois, LLC (0127)
American Land Holdings of Indiana, LLC (4299)
American Land Holdings of Kentucky, LLC (6113)
American Land Holdings of New Mexico, LLC (8983)
American Land Holdings of West Virginia, LLC (4666)
Arid Operations, Inc. (9578)
Big Ridge, Inc. (6950)
Big Sky Coal Company (6071)
Black Hills Mining Company, LLC (9741)
BTU Western Resources, Inc. (9486)
Caballo Grande, LLC (3243)
Caseyville Dock Company, LLC (0107)
Central States Coal Reserves of Illinois, LLC (9432)
Central States Coal Reserves of Indiana, LLC (0696)
Century Mineral Resources, Inc. (5555)
Coal Reserve Holding Limited Liability Company No. 1 (2737)
COALSALES II, LLC (0419)
Colorado Yampa Coal Company, LLC (1211)
Conservancy Resources, LLC (4701)
Cottonwood Land Company (1982)
Cyprus Creek Land Company (5890)
Cyprus Creek Land Resources LLC (8264)
Dyson Creek Coal Company, LLC (8526)
Dyson Creek Mining Company, LLC (0062)
El Segundo Coal Company, LLC (2824)
Empire Land Holdings, LLC (2786)
Falcon Coal Company, LLC (6760)
Four Star Holdings, LLC (5825)
Francisco Equipment Company, LLC (5119)
Francisco Land Holdings Company, LLC (1111)
Francisco Mining, LLC (2117)
Gallo Finance Company, LLC (3616)
Gold Fields Chile, LLC (4607)
Gold Fields Mining, LLC (9582)
Gold Fields Ortiz, LLC (4381)

Hayden Gulch Terminal, LLC (9481)
Highwall Mining Services Company (0659)
Hillside Recreational Lands, LLC (4135)
HMC Mining, LLC (5853)
Illinois Land Holdings, LLC (5197)
Independence Material Handling, LLC (0064)
James River Coal Terminal, LLC (3770)
Juniper Coal Company, LLC (4675)
Kayenta Mobile Home Park, Inc. (3596)
Kentucky Syngas, LLC (6957)
Kentucky United Coal, LLC (8769)
Lively Grove Energy Partners, LLC (0403)
Lively Grove Energy, LLC (2800)
Marigold Electricity, LLC (0352)
Midco Supply and Equipment Corporation (2249)
Midwest Coal Acquisition Corp. (7640)
Midwest Coal Reserves of Illinois, LLC (0648)
Midwest Coal Reserves of Indiana, LLC (5958)
Midwest Coal Reserves of Kentucky, LLC (5872)
Moffat County Mining, LLC (9420)
Mustang Energy Company, LLC (8532)
New Mexico Coal Resources, LLC (5643)
NM Equipment Company, LLC (1991)
Pacific Export Resources, LLC (5144)
Peabody America, LLC (6066)
Peabody Archveyor, L.L.C. (8535)
Peabody Arclar Mining, LLC (6354)
Peabody Asset Holdings, LLC (7333)
Peabody Bear Run Mining, LLC (2291)
Peabody Bear Run Services, LLC (5923)
Peabody Caballo Mining, LLC (9633)
Peabody Cardinal Gasification, LLC (7955)
Peabody China, LLC (8525)
Peabody Coalsales, LLC (9740)
Peabody COALTRADE International (CTI), LLC (5716)
Peabody COALTRADE, LLC (6743)
Peabody Colorado Operations, LLC (1644)
Peabody Colorado Services, LLC (3774)
Peabody Coulterville Mining, LLC (7834)
Peabody Development Company, LLC (5557)
Peabody Electricity, LLC (5744)
Peabody Employment Services, LLC (0348)
Peabody Energy Corporation (4153)
Peabody Energy Generation Holding Company (5891)
Peabody Energy Investments, Inc. (1702)
Peabody Energy Solutions, Inc. (3832)

Peabody Gateway North Mining, LLC (4407)
Peabody Gateway Services, LLC (4075)
Peabody Holding Company, LLC (6822)
Peabody Holdings (Gibraltar) Limited (3587)
Peabody IC Funding Corp. (6991)
Peabody IC Holdings, LLC (9603)
Peabody Illinois Services, LLC (2638)
Peabody Indiana Services, LLC (4339)
Peabody International Investments, Inc. (1182)
Peabody International Services, Inc. (0434)
Peabody Investments Corp. (0084)
Peabody Magnolia Grove Holdings, LLC (3376)
Peabody Midwest Management Services, LLC (6045)
Peabody Midwest Mining, LLC (9736)
Peabody Midwest Operations, LLC (5619)
Peabody Midwest Services, LLC (2194)
Peabody Mongolia, LLC (4315)
Peabody Natural Gas, LLC (0836)
Peabody Natural Resources Company (2232)
Peabody New Mexico Services, LLC (2939)
Peabody Operations Holding, LLC (3890)
Peabody Powder River Mining, LLC (6010)
Peabody Powder River Operations, LLC (5797)
Peabody Powder River Services, LLC (5850)
Peabody PowerTree Investments LLC (6980)
Peabody Recreational Lands, L.L.C. (8382)
Peabody Rocky Mountain Management Services, LLC (5390)
Peabody Rocky Mountain Services, LLC (2706)
Peabody Sage Creek Mining, LLC (0653)
Peabody School Creek Mining, LLC (5831)
Peabody Services Holdings, LLC (6126)
Peabody Southwest, LLC (4732)
Peabody Southwestern Coal Company, LLC (8372)
Peabody Terminal Holding Company, LLC (7861)
Peabody Terminals, LLC (5824)
Peabody Trout Creek Reservoir LLC (6873)
Peabody Twentymile Mining, LLC (5223)
Peabody Venezuela Coal Corp. (9813)
Peabody Venture Fund, LLC (5779)
Peabody Western Coal Company (6626)
Peabody Wild Boar Mining, LLC (0759)
Peabody Wild Boar Services, LLC (5591)
Peabody Williams Fork Mining, LLC (2742)
Peabody Wyoming Gas, LLC (4610)
Peabody Wyoming Services, LLC (3011)
Peabody-Waterside Development, L.L.C. (8342)

PEC Equipment Company, LLC (7950)
PG INVESTMENTS SIX, L.L.C. (8530)
Point Pleasant Dock Company, LLC (7005)
Pond River Land Company (5893)
Porcupine Production, LLC (8379)
Porcupine Transportation, LLC (8380)
Riverview Terminal Company (9722)
Sage Creek Holdings, LLC (6872)
Sage Creek Land & Reserves, LLC (6826)
School Creek Coal Resources, LLC (2073)
Seneca Coal Company, LLC (3892)
Seneca Property, LLC (0253)
Shoshone Coal Corporation (6898)
Southwest Coal Holdings, LLC (4829)
Star Lake Energy Company, L.L.C. (8533)
Sugar Camp Properties, LLC (0006)
Thoroughbred Generating Company, L.L.C. (8534)
Thoroughbred Mining Company LLC (5889)
Twentymile Coal, LLC (1846)
Twentymile Equipment Company, LLC (2017)
Twentymile Holdings, LLC (7156)
United Minerals Company LLC (2432)
West Roundup Resources, LLC (1489)
Wild Boar Equipment Company, LLC (8114)
Wild Boar Land Holdings Company, LLC (1131)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

PEABODY ENERGY CORPORATION,

Debtor.

Case No. 16-[____ (____)]
CHAPTER 11

(Joint Administration Requested)

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

Peabody Energy Corporation and certain of its affiliates and subsidiaries (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The following is a consolidated list of the Debtors’ creditors holding the fifty largest unsecured claims (the “Creditor List”) based on the Debtors’ unaudited books and records as of the petition date. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the chapter 11 case.

The Creditor List does not include (i) persons who come within the definition of “insider” set forth in section 101(31) of the Bankruptcy Code or (ii) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the fifty largest unsecured claims. The information contained herein does not constitute a waiver of the Debtors’ right to contest the validity, priority, or amount of any claim at a later date.

Fill in this information to identify the case:

Debtor name _____

United States Bankruptcy Court for the: Eastern District of Missouri
(State)

Case number (if known): _____

amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, OR DISPUTED	Amount of unsecured claim		
					Total claim, if partially secured	Deducti on for value of collater	Unsecured claim
1	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE ATTN: PHILLIP KANE, JR. 225 ASYLUM STREET 26TH FLOOR HARTFORD, CT 06103 TEL: 1-806-241-6843	6.00% UNSECURED NOTES - DUE 2018				\$1,555,778,642
2	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE ATTN: PHILLIP KANE, JR. 225 ASYLUM STREET 26TH FLOOR HARTFORD, CT 06103	6.25% UNSECURED NOTES DUE 2021				\$1,373,599,925
3	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE ATTN: PHILLIP KANE, JR. 225 ASYLUM STREET 26TH FLOOR HARTFORD, CT 06103 TEL: 1-806-241-6843 FAX: 1-860-241-6883 EMAIL: PHILLIP.KANEJR@USBANK.COM	4.75% UNSECURED NOTES DUE 2066				\$743,713,792
4	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE ATTN: PHILLIP KANE, JR. 225 ASYLUM STREET 26TH FLOOR HARTFORD, CT 06103 TEL: 1-806-241-6843 FAX: 1-860-241-6883 EMAIL: PHILLIP.KANEJR@USBANK.COM	6.50% UNSECURED NOTES DUE 2020				\$674,176,333

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, OR DISPUTED	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deducti on for value of collater	Unsecured claim
5	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE	U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE ATTN: PHILLIP KANE, JR. 225 ASYLUM STREET 26TH FLOOR HARTFORD, CT 06103 TEL: 1-806-241-6843	7.875% UNSECURED NOTES DUE 2026				\$258,803,050
6	OFFICE OF NATURAL RESOURCES REVENUE	OFFICE OF NATURAL RESOURCES REVENUE ATTN: GREGORY G. GOULD PO BOX 25165 DENVER, CO 80225-0627 TEL: 1-303-231-3162 EMAIL:	LEASE BY APPLICATION OBLIGATION				\$249,382,241
7	PATRIOT VEBA	PATRIOT RETIREE COMMITTEE ATTN: JOHN D. COHEN 55 WEST MONROE STREET, SUITE 1200 CHICAGO, IL 60603 TEL: 1-312-641-0060 FAX: 1-312-641-6959	SETTLEMENT OBLIGATION (SALARIES AND RETIREES RHC)	CONTINGENT UNLIQUIDATED			\$11,697,000
8	KINDER MORGAN PETCOKE L.P.	KINDER MORGAN PETCOKE L.P. ATTN: JEFFREY HEPSPERGER 500 DALLAS ST, SUITE 1000 HOUSTON, TX 77002 TEL: 1-832-463-4286 EMAIL: JEFF_HEPSPERGER@KINGERMORGAN.COM	SETTLEMENT OBLIGATION				\$5,500,000
9	DYNO NOBEL INC.	DYNO NOBEL INC. ATTN: KELLY ARNOLD 2795 EAST COTTONWOOD PARKWAY, SUITE 500 SALT LAKE CITY, UT 84121 TEL: 1801-328-6446 FAX: 1-801-321-6707 EMAIL: KELLY.ARNOLD@AM.DYNONOBEL.COM	TRADE DEBT				\$4,316,002
10	LIEBHERR MINING EQUIPMENT CO	LIEBHERR MINING EQUIPMENT CO ATTN: ARELENE CEPEDA 270 PARK AVENUE NEWPORT NEWS, VA 23607 TEL: 1-757-245-5251 EMAIL: ARLENE.CEPEDA@LIEBHERR.COM	TRADE DEBT				\$3,814,677

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, OR DISPUTED	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deducti on for value of collater	Unsecured claim
11	WYOMING MACHINERY COMPANY	WYOMING MACHINERY COMPANY ATTN: CINDY NETTLES 820 SHADES CREEK PARKWAY, STE 2000 GILLETTE, WY 82718 TEL: 1-414-768-4938 FAX: 1-307-682-2830 EMAIL: CINDY.NETTLES@CAT.COM	TRADE DEBT			\$2,791,044	
12	BANK OF AMERICA LEASING	BANK OF AMERICA LEASING ATTN: LAWRENCE GRAYSON 233 S. WACKER DRIVE STE 2800, CHICAGO, IL 60606 US TEL: 1-980-388-6780 EMAIL: LAWRENCE.GRAYSON@BANKOF AMERICA.COM	TRADE DEBT			\$2,118,078	
13	KOMATSU EQUIPMENT	KOMATSU EQUIPMENT ATTN: JOHN PFISTERER 1701 GOLF ROAD, SUITE 1-100 ROLLING MEADOWS, IL 60008 TEL: 1-847-437-5800 FAX: 1-847-437-5800 EMAIL: JOHNP@KOMATSUEQ.COM	TRADE DEBT			\$2,013,586	
14	WAGNER EQUIPMENT CO.	WAGNER EQUIPMENT CO.ATTN: KEVIN READ18000 SMITH RODAURORA, CO 80011TEL: 1- 303-739-3097FAX: 1-303-739- 3338EMAIL: KREID@WAGNEREQUIPMENT.C OM	TRADE DEBT			\$1,830,790	

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, OR DISPUTED	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deducti on for value of collater	Unsecured claim
15	JOY GLOBAL UNDERGROUND MINING LLC	JOY GLOBAL UNDERGROUND MINING LLC ATTN: BRAD RUSHFORD 1526 KANAWHA BOULEVARD E COLUMBUS, OH 43271-4133 TEL: 1-205-487-6492 FAX: 1-205-487-4233 EMAIL: BRAD.RUSHFORD@JOY.COM	TRADE DEBT			\$1,462,982	
16	MORGAN STANLEY CAPITAL SERVICES LLC	MORGAN STANLEY CAPITAL SERVICES LLC ATTN: ERIC GROSSMAN 1585 BROADWAY NEW YORK, NY 10036 TEL: 1-212-761-4000	TRADE DEBT			\$1,424,104	
17	OPERA HOUSE JV LLC	OPERA HOUSE JV LLC ATTN: CHRISTOPHER P. McKEE 1401 CLARK AVENUE ST. LOUIS, MO 63103 TEL: 1-314-961-0171 EMAIL: CMCKEE@OPERA-STL.ORG	SPONSORSHIP			\$1,347,015	
18	MACALLISTER MACHINERY CO., INC	MACALLISTER MACHINERY CO., INC ATTN: JOHN DECKARD 1453 W 150 S WASHINGTON, IN 47501 TEL: 1-812-254-1712 FAX: 1-812-254-7851 EMAIL: JDECKARD@MACALLISTER.COM	TRADE DEBT			\$1,265,451	

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, OR DISPUTED	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deducti on for value of collater	Unsecured claim
19	JOY GLOBAL SURFACE MINING INC.	JOY GLOBAL SURFACE MINING INC. ATTN: DIANA BEGAYE #2 WINLAND CT FARMINGTON, NM 87401-1842 TEL: 1-505-327-7462 FAX: 1-505-325-1677 EMAIL: PEABODY-PURCHASING@JOYGLOBAL.COM	TRADE DEBT			\$1,249,346	
20	MINE SAFETY & HEALTH ADM.	MINE SAFETY & HEALTH ADM. ATTN: JOSEPH A. MAIN 1100 WILSON BLVD, ROOM 2508 ARLINGTON, VA 22209-3939 TEL: 1-202-693-9400 FAX: 202-693-9401 EMAIL:	TRADE DEBT			\$1,183,876	
21	EMPIRE SOUTHWEST, LLC	EMPIRE SOUTHWEST AZ, LLC. ATTN: JIM TIM MAY 10790 S. HWY 59 KAYENTA, AZ 86033 TEL: 1-928-677-3385 FAX: 1-928-677-3379 EMAIL: KAYENTA.PARTS@EMPIRE-CAT.COM	TRADE DEBT			\$1,142,126	
22	WHAYNE SUPPLY CO.	WHAYNE SUPPLY CO. ATTN: MONTY BOYD 1001 LINN STATION ROAD LOUISVILLE, KY 40223 TEL: 1-800-494-2963 FAX: 1-812-422-6563 EMAIL: MONTY_BOYD@WHAYNE.COM	TRADE DEBT			\$1,103,227	

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, OR DISPUTED	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deducti on for value of collater	Unsecured claim
23	NELSON BROTHERS, LLC	NELSON BROTHERS, LLC ATTN: RALPH HYMER 820 SHADES CREEK PARKWAY, STE 2000 BIRMINGHAM, AL 35209 TEL: 1-205-802-5329 FAX: 1-205-802-5346 EMAIL: RHYMER@NELBRO.COM	TRADE DEBT			\$1,074,170	
24	MONSANTO COMPANY	MONSANTO COMPANY ATTN: STEVE SPINNER 800 N LINDBERGH ST LOUIS, MO 63167-0001 TEL: 1-314-694-1000 EMAIL: STEVE.SPINNER@MONSANTO.C OM	TRADE DEBT			\$1,020,537	
25	ILLINOIS DEPARTMENT OF COMMERCE	ILLINOIS DEPARTMENT OF COMMERCE ATTN: JUSTIN HEATHER 500 EAST MONROE SPRINGFIELD, IL 62701-1643 TEL: 1-217-782-7500 FAX: 1-800-785-6055	GRANT	CONTINGENT UNLIQUIDATED		\$1,000,641	
26	INTERSTATE POWER SYSTEMS, INC.	INTERSTATE POWER SYSTEMS, INC. ATTN: LARRY SCHWARTZ 2901 E. 78TH ST. BLOOMINGTON, MN 55425 TEL: 1-952-854-2044 FAX: 1-952-876-5711 EMAIL: LARRY.SCHWARTZ@ISTATE.CO M	TRADE DEBT			\$867,160	

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, OR DISPUTED	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deducti on for value of collater	Unsecured claim
27	WELLS FARGO EQUIPMENT FINANCE, INC.	WELLS FARGO EQUIPMENT FINANCE, INC. ATTN: JAMES M. STROTHER 733 MARQUETTE AVE MINNEAPOLIS, MN 55479-2048 TEL: 1-866-726-4714 EMAIL: INVESTORRELATIONS@WELLSFARGO.COM	TRADE DEBT			\$852,200	
28	MILLENNIUM CHEMICALS C/O ALIX PARTNERS	MILLENNIUM CHEMICALS C/O ALIX PARTNERS ATTN: KATHY KOORENNY 909 THIRD AVENUE NEW YORK, NY 10022 TEL: 1-212-490-2500 FAX: 1-212-490-1344 EMAIL: KKOORENNY@ALIXPARTNERS.COM	CONTRACTUAL OBLIGATION	CONTINGENT UNLIQUIDATED		\$850,000	
29	RUDD EQUIPMENT CORP.	RUDD EQUIPMENT CORP. ATTN: JEFF SOUTHWORTH 600 14TH ST, N.W. INDIANAPOLIS, IN 46242-0367 TEL: 1-317-247-9125 FAX: 1-317-248-0569 EMAIL: JSOUTHWORTH@RUDD EQUIPMENT.COM	TRADE DEBT			\$846,651	
30	HOLLYFRONTIER REFINING & MARKETING	HOLLYFRONTIER REFINING & MARKETING ATTN: BRENT ERIKSON 2828 NORTH HARWOOD, STE 1300 DALLAS, TX 75201 TEL: 1-303-714-0133 EMAIL: BRENT.ERIKSON@HOLLYFRONTIER.COM	TRADE DEBT			\$758,445	

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, OR DISPUTED	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deducti on for value of collater	Unsecured claim
31	MICHELIN NORTH AMERICA, INC.	MICHELIN NORTH AMERICA, INC. ATTN: STEPHEN WILCHER 12398 COLLECTIONS CENTER DR. CHICAGO, IL 60693 TEL: 1-800-382-2456 EMAIL: STEPHEN.WILCHER@US.MICHELIN.COM	TRADE DEBT			\$752,771	
32	SALT RIVER PROJECT AGRICULTURAL IMPROVEMENT AND POWER DISTRICT	SALT RIVER PROJECT AGRICULTURAL IMPROVEMENT AND POWER DISTRICT ATTN: JOHN SOETHE PO BOX 52025 PHOENIX, AZ 85072-2025 TEL: 1-602-236-8888 EMAIL: JOHN.SOETHE@SRPNET.COM	TRADE DEBT			\$751,876	
33	TEMPLETON MINERAL LANDS, LLC	TEMPLETON MINERAL LANDS, LLC ATTN: GENERAL COUNSEL 701 WABASH AVENUE TERRE HAUTE, IN 47807 TEL: 1-812-232-7037 FAX: 1-812-232-7037 EMAIL: GENERAL@TEMPLETONCOAL.COM	ROYALTY OBLIGATION			\$690,674	
34	FLANDERS ELECTRIC MOTOR SERVICE	FLANDERS ELECTRIC MOTOR SERVICE ATTN: DAVE PATTERSON 8101 BAUMGART RD. PO BOX 23130 EVANSVILLE, IN 47724 TEL: 1-812-867-7421 FAX: 1-812-867-2687 EMAIL: DAVEPATTERSON@FLANDERSELECTRIC.COM	TRADE DEBT			\$681,018	

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, OR DISPUTED	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deducti on for value of collater	Unsecured claim
35	UNITED CENTRAL INDUSTRIAL SUPPLY LLC	UNITED CENTRAL INDUSTRIAL SUPPLY LLC ATTN: HENRY LOONEY 1241 VOLUNTEER PARKWAY BRISTOL, TN 37620 TEL: 1-423-573-7300 FAX: 1-423-573-7297 EMAIL: HLOONEY@UNITEDCENTRAL.NET	TRADE DEBT			\$673,173	
36	WESCO DISTRIBUTION, INC.	WESCO DISTRIBUTION, INC. ATTN: PAMELA SENN 4510 PENNSYLVANIA AVE, FL3 STE F GILLETTE, WY 82716 TEL: 1-307-687-0014 FAX: 1-307-686-2322 EMAIL: PAMELASENN@WESCO.COM	TRADE DEBT			\$636,736	
37	FAIRMONT SUPPLY COMPANY	FAIRMONT SUPPLY COMPANY ATTN: RUDI STROBL 75 REMITTANCE DRIVE DEPT 104 CHICAGO, IL 60675-1404 TEL: 1-724514-3938 FAX: 1-724-514-3886 EMAIL: RUDISTROBL@FAIRMOUNTSUPPLY.COM	TRADE DEBT			\$634,925	
38	YAMPA VALLEY ELECTRIC ASSN., INC	YAMPA VALLEY ELECTRIC ASSN., INC ATTN: MEGAN MOORE-KEMP 2211 ELK RIVER ROAD STEAMBOAT SPRINGS, CO 80487-5076 TEL: 1-888-873-9832 FAX: 1-970-879-7270	TRADE DEBT			\$633,955	

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, OR DISPUTED	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deducti on for value of collater	Unsecured claim
39	SAP AMERICA, INC.	SAP AMERICA, INC. ATTN: MARY BETH HANSS 3999 WEST CHESTER PIKE NEWTON SQUARE, PA 19073 TEL: 1-610-661-1000 FAX: 1-610-661-1000 EMAIL:	TRADE DEBT			\$628,783	
40	CORONADO COAL II LLC	CORONADO COAL II LLC ATTN: PETE RICHIE 4425 ANJEAN ROAD, P.O. BOX G RUPERT, WV 25984 TEL: 1-304-392-1000 EMAIL: PETE.RITCHIE@BUFFALOENERG YDIVISION.COM	TRADE DEBT			\$572,162	
41	SOUTHEASTERN ILLINOIS ELECTRIC	SOUTHEASTERN ILLINOIS ELECTRICATTN: DUSTIN TRIPP585 HIGHWAY 142 SELDORADO, IL 62930-0371TEL: 1-618-273-2611FAX: 1-618-273- 3886EMAIL: DUSTINTRIPP@SEIEC.COM	TRADE DEBT			\$555,069	
42	NXT CAPITAL LLC	NXT CAPITAL LLC ATTN: BRUCE FRANK 191 NORTH WACKER DRIVE CHICAGO, IL 60606 TEL: 312-450-8000 FAX: 312-450-8100 EMAIL: INFO@NXTCAPITAL.COM	TRADE DEBT			\$494,293	

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, OR DISPUTED	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deducti on for value of collater	Unsecured claim
43	UNION WIRE ROPE	UNION WIRE ROPE ATTN: JOHN EMBRAY 609 NORTH 2ND STREET KANSAS CITY, MO 64163-1244 TEL: 1-816-236-5147 FAX: 816-270-4739 EMAIL: JOHNEMBRY@WIRECOWORLD GROUP.COM	TRADE DEBT			\$485,288	
44	BRAKE SUPPLY CO., INC.	BRAKE SUPPLY CO., INC. ATTN: DAVID KOCH 5501 FOUNDATION BLVD EVANSVILLE, IN 47725 TEL: 1-812-467-1000 FAX: 812-429-9474 EMAIL:	TRADE DEBT			\$472,777	
45	WESTERN REFINING WHOLESAL E, INC	WESTERN REFINING WHOLESAL, INC ATTN: JAMES MARKER 1250 WEST WASHINGTON ST. #101 TEMPE, AZ 85281 TEL: 1-602-286-1534 FAX: 602-683-5724 EMAIL: JAMES.MARKER@WNR.COM	TRADE DEBT			\$468,840	
46	STATE BOARD OF LAND COMMISSIONER	STATE BOARD OF LAND COMMISSIONER ATTN: BILL RYAN 1127 SHERMAN STREET, SUITE 300 DENVER, CO 80203-2206 TEL: 303-866-3454 EMAIL: BILL.RYAN@STATE.CO.US	ROYALTY OBLIGATION			\$444,176	

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, OR DISPUTED	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deducti on for value of collater	Unsecured claim
47	ESCO SUPPLY	ESCO SUPPLY ATTN: CALVIN COLLINS 14785 COLLECTIONS CTR DR CHICAGO, IL 60693 TEL: 503-778-6310 EMAIL: CALVIN.COLLINS@ESCOCORP.COM	TRADE DEBT			\$432,583	
48	BLACK HILLS POWER, INC.	BLACK HILLS POWER, INC. ATTN: KELLY BUUM 625 NINTH STREET RAPID CITY, SD 57701 TEL: 1-605-721-1700 FAX: 605-721-2597 EMAIL: KELLY.BUUM@BLACKHILLSCORP.COM	TRADE DEBT			\$405,000	
49	BRIDGESTONE AMERICAS INC.	BRIDGESTONE AMERICAS INC. ATTN: YUSUKE KOREEDA 535 MARRIOTT DRIVE NASHVILLE, TN 37214-0990 TEL: 615-945-9991 EMAIL: KOREEDAYUSUKE@BFUSA.COM	TRADE DEBT			\$364,191	
50	PENSION BENEFIT GUARANTEE CORP.	PENSION BENEFIT GUARANTEE CORP. ATTN: W. THOMAS REEDER JR. P.O. BOX 77000 DETROIT, MI 4877-0430 TEL: 1-202-326-4000 EMAIL: PBGCPUBLICAFFAIRS@PBGC.GOV	PENSION OBLIGATIONS	CONTINGENT UNLIQUIDATED DISPUTED		UNDETERMINED	

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

PEABODY ENERGY CORPORATION,

Debtor.

Case No. 16-[____ (____)]
CHAPTER 11

(Joint Administration Requested)

**LIST OF EQUITY SECURITY HOLDERS PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(A)(3)**

As of March 16, 2016, there were approximately 18.5 million shares of the Debtor's common stock issued and outstanding. The Debtor cannot practically obtain in the timeframe required the precise number of holders of common stock. Given the large number of holders, the Debtor filed a motion on the petition date, pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, requesting a waiver of the requirement to file its equity security holder list with the court.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

PEABODY ENERGY CORPORATION,

Debtor.

Case No. 16-[____ (____)]

CHAPTER 11

(Joint Administration Requested)

STATEMENT OF CORPORATE OWNERSHIP

Following is the list of entities that own ten percent or more of debtor Peabody Energy Corporation's equity interests. This list has been prepared in accordance with Fed.R. Bank. P. 1007(a)(1) and Fed. R. Bankr. P. 7007.1 for filing in this chapter 11 case.

- None

Fill in this information to identify the case and this filing:

Debtor Name Peabody Energy Corporation
United States Bankruptcy Court for the: Eastern District of Missouri (State)
Case number (if known):

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
Schedule H: Codebtors (Official Form 206H)
Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
Amended Schedule
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
Other document that requires a declaration List of Equity Security Holders and Statement of Corporate Ownership

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/13/2016 MM / DD / YYYY

/s/ Walter L. Hawkins, Jr. Signature of individual signing on behalf of debtor

Walter L. Hawkins, Jr. Printed name
Senior Vice President, Finance Position or relationship to debtor

PEABODY ENERGY CORPORATION
(a Delaware Corporation)

CERTIFICATE OF RESOLUTION

I, A. Verona Dorch, the Corporate Secretary of Peabody Energy Corporation, a Delaware corporation (the "Company"), do hereby certify that: (a) I am the duly elected, qualified Corporate Secretary of the Company; (b) the following resolutions were duly adopted by the board of directors of the Company, as of April 12, 2016, in accordance with the requirements of applicable law; and (c) said resolutions have not been amended, modified or rescinded and are in full force and effect as of the date hereof.

RESOLUTIONS OF THE BOARD OF DIRECTORS
ADOPTED ON APRIL 12, 2016

Pursuant to the authority contained in Del. Code Ann. tit. 8, § 141, the undersigned, being all of the members of the Board of Directors of Peabody Energy Corporation, a Delaware corporation (the "Company"), do hereby consent to the adoption of the following resolutions, which resolutions shall be deemed to be adopted as of the date hereof to the same extent and to have the same force and effect as if such resolutions were adopted by a unanimous vote at a duly convened meeting held on April 12, 2016 for such purpose:

WHEREAS, the members of the Board of Directors (the "Board") have (a) regularly and carefully reviewed the materials and other information presented by the Company's management and advisors regarding the Company's business conditions, the Company's operations, its current and projected financial position and other relevant information, (b) thoroughly evaluated the Company's strategic alternatives, including a possible restructuring, (c) conferred extensively with the Company's management and advisors regarding these matters and (d) determined that the filing of a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") is in the best interests of the Company, its subsidiaries and affiliates, and its stakeholders;

NOW THEREFORE, BE IT:

RESOLVED, that in the judgment of the Board it is desirable and in the best interests of the Company and its stakeholders that the Company seek relief under the Bankruptcy Code;

FURTHER RESOLVED, that the Company shall be, and it hereby is, authorized to file a voluntary petition (the "Petition") for relief under the Bankruptcy Code (the "Chapter 11 Case"), in the United States Bankruptcy Court for the Eastern District of Missouri or such other court as each "Authorized Person" (as defined below) of the Company shall determine to be appropriate (the "Bankruptcy Court") and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing, the performance of such acts to constitute conclusive evidence of the reasonableness, advisability, expedience, convenience, appropriateness or necessity thereof;

FURTHER RESOLVED, that each Authorized Person shall be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Authorized Person, in such person's discretion, deems necessary, desirable or appropriate to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; (c) execute, acknowledge, deliver and verify any and all other documents necessary, desirable or appropriate in connection therewith and to administer the Company's Chapter 11 Case in such form or forms as any such Authorized Person may approve; and the actions of any Authorized Person taken pursuant to this resolution, including the execution, acknowledgment, delivery and verification of the Petition and all ancillary documents and all other agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of such Authorized Person's approval and the necessity, desirability or appropriateness thereof; and (d) to take any action as may be deemed necessary, desirable or appropriate to carry out the intent of this resolution, including the filing of the Petition and any ancillary documents.

FURTHER RESOLVED, that the Authorized Persons shall be, and each of them individually hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to retain: (a) Jones Day; (b) Armstrong Teasdale LLP; (c) Lazard Frères & Co. LLC; (d) FTI Consulting, Inc.; (e) Kurtzman Carson Consultants LLC; and (f) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants, agents or brokers (together with the foregoing identified firms, the "Professionals"), in each case as in any such Authorized Person's judgment may be necessary, desirable or appropriate in connection with the Company's Chapter 11 Case and other related matters, on such terms as such Authorized Person or Authorized Persons shall approve and such Authorized Person's retention thereof to constitute conclusive evidence of such Authorized Person's approval and the necessity, desirability or appropriateness thereof;

FURTHER RESOLVED, that the law firms of Jones Day and Armstrong Teasdale LLP and any additional special or local counsel selected by the Authorized Persons, if any, shall be, and hereby are, authorized, empowered and directed to represent the Company, as debtor and debtor in possession, in connection with any Chapter 11 Case commenced by or against it under the Bankruptcy Code;

FURTHER RESOLVED, that the Company, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and it hereby is, authorized to: (a) enter into and incur any obligations under a new debtor in possession financing facility or facilities, including use of cash collateral, and any associated documents and consummate the transactions contemplated therein (collectively, the "Financing Transactions") with such lenders and on such terms as may be approved by any one or more of the Authorized Persons, as may be necessary, desirable or appropriate for the

continuing conduct of the affairs of the Company; and (b) pay related fees, incur (or guarantee, as applicable) the debt and other obligations and liabilities contemplated by the Financing Transactions and grant security interests in and liens upon some, all or substantially all of the Company's assets in each case as may be deemed necessary, desirable or appropriate by any one or more of the Authorized Persons in connection with the Financing Transactions;

FURTHER RESOLVED, that: (a) the Authorized Persons shall be, and each of them individually, hereby is, authorized, directed and empowered, in the name and on behalf of the Company, as debtor and debtor in possession, to take such actions and execute, acknowledge, deliver and verify such certificates, instruments, guaranties, credit agreements, pledge agreements, security agreements, promissory notes, letter of credit applications, mortgages, intellectual property security agreements, account control agreements, other collateral documents or security instruments, instruments, notices and any and all other agreements or documents arising in connection with the Financing Transactions as the Authorized Persons may deem necessary, desirable or appropriate to facilitate the Financing Transactions, in each case including any amendment, amendment and restatement, supplements or other modifications to the foregoing (collectively, the "Financing Documents"); (b) Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary, desirable or appropriate by the Authorized Persons are hereby approved; and (c) the actions of any Authorized Person taken pursuant to this resolution, including the execution, acknowledgement, delivery and verification of all such Financing Documents, shall be conclusive evidence of such Authorized Person's approval and the necessity, desirability or appropriateness thereof;

FURTHER RESOLVED, that the Authorized Persons shall be, and each of them individually, hereby is, authorized, directed and empowered, in the name and on behalf of the Company, as debtor and debtor in possession, to negotiate, execute, deliver and perform on behalf of, and take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Authorized Persons, or any of them, may deem necessary, desirable or appropriate to facilitate the transactions contemplated by the foregoing resolution including, but not limited to, any certificates, instruments, guaranties, credit agreements, pledge agreements, security agreements, promissory notes, letter of credit applications, mortgages, intellectual property security agreements, account control agreements, other collateral documents or security instruments, instruments, notices and any and all other agreements or documents arising in connection with the Financing Documents, containing such provisions, terms, conditions, covenants, warranties, and representations as may be deemed necessary, desirable or appropriate, and any modifications or supplements thereto, all such materials to be in the form approved by one or more of the Authorized Persons and the execution, acknowledgement, delivery and verification thereof by such Authorized Person or Authorized Persons to be conclusive evidence of such approval and the necessity, desirability or appropriateness thereof;

FURTHER RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each Authorized Person be, and

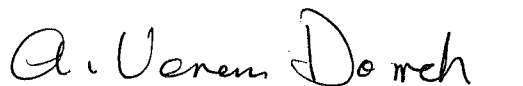
hereby is, authorized with full power of delegation, in the name and on behalf of the Company, to take or cause to be taken any and all such further actions and to execute and deliver or cause to be executed or delivered, and to amend, supplement or otherwise modify from time to time, any and all such agreements, documents certificates, instruments, statements, notices, undertakings, amendments and other writings, and to incur and to pay or direct payment of all such fees and expenses, including filing fees, as in the judgment of the Authorized Person shall be necessary, desirable or appropriate to effectuate the purpose and intent of any and all of the foregoing resolutions adopted herein;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Person, or at the direction of an Authorized Person, or by any of the Professionals at the direction of an Authorized Person, in connection with the Chapter 11 Case or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company;

FURTHER RESOLVED, that any and all lawful actions and transactions by any Authorized Person, or at the direction of an Authorized Person, for and on behalf and in the name of the Company with respect to any transactions contemplated by the foregoing resolutions, including in connection with the Financing Transactions, before the adoption of the foregoing resolutions be, and they hereby are, ratified, authorized, approved, adopted and consented to in all respects for all purposes;

FURTHER RESOLVED, that the Board and any Authorized Person hereby is authorized and directed to certify and/or attest these resolutions, certificate of incumbency and such other documents or instruments that the Secretary of the Company may deem necessary or appropriate in connection with the foregoing matters; provided, however, that such certification and/or attestation shall not be required for any document, instrument or agreement to be valid and binding on the Company; and

FURTHER RESOLVED, that for the purposes of these resolutions, the term "Authorized Person" shall mean and include the Company's Chief Executive Officer, its Chief Financial Officer, its General Counsel, its Treasurer, its Senior Vice President of Finance and its Secretary, or the designee of any of them.



Name: A. Verona Dorch
Title: Corporate Secretary

Date: April 12, 2016