

**PATRIOT COAL CORPORATION**  
**EXECUTIVE COMMITTEE CHARTER**  
(effective December 15, 2010)

**Statement of Purpose**

This charter governs the operations of the Executive Committee (the “Committee”) of the Board of Directors (the “Board of Directors”) of Patriot Coal Corporation (the “Company”). Subject to certain exceptions set forth herein, the Committee will have full power and authority to act on behalf of the Board of Directors when the full Board of Directors is not in session and it is not practical or prudent to convene a meeting of the full Board of Directors.

**Committee Organization**

The Committee shall be appointed by the Board of Directors and shall consist of at least three directors. The Committee shall have authority to retain outside legal, accounting or other advisors for any purpose deemed appropriate by the Committee, including the authority to approve the fees payable to such advisors and any other terms of retention.

One member of the Committee shall be appointed as its Chairperson by the Board of Directors. The Board of Directors shall have the power at any time to replace any member or fill any vacancy in the Committee. A Committee member may resign by giving written notice to the Board of Directors and may resign his or her Committee membership without resigning from the Board of Directors. The Committee may delegate authority to individuals or subcommittees when it deems appropriate.

**Meetings**

The Committee shall meet as often as necessary to carry out its responsibilities. The Chairperson shall preside at each meeting at which he is present and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting. Meetings of the Committee may be held in person or telephonically, and the Committee shall have the authority to act by written consent. Any background materials, together with the agenda, should be distributed to the Committee members in advance of the meeting. All meetings of the Committee shall be held pursuant to the Company’s bylaws with regard to notice and waiver thereof, and written minutes of each meeting, in the form approved by the Committee, shall be duly filed in the Company records. At the request of the Board of Directors or as the Chairperson determines necessary, reports of meetings of the Committee, accompanied by any recommendations to the Board of Directors approved by the Committee, shall be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting.

The Committee shall make regular reports on its activities to the Board of Directors. The Committee also shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board of Directors for approval. The

Committee shall annually review its own performance and report the results of this evaluation to the Board of Directors.

### **Statement of Responsibilities**

When the Board of Directors is not in session, the Committee shall have all of the power and authority as delegated by the Board of Directors, except with respect to the following matters:

- Amending the certificate of incorporation;
- Adopting, amending or repealing the bylaws;
- Adopting an agreement of merger or consolidation;
- Recommending to the stockholders the sale, lease or exchange of all or substantially all the Company's property and assets;
- Recommending to the stockholders a dissolution of the Company or a revocation of any dissolution;
- Declaring a dividend;
- Issuing stock;
- Appointing members of committees of the Board of Directors;
- Changing major lines of business;
- Approving, adopting or recommending to the stockholders, any action or matter (other than the election or removal of directors) expressly required by the General Corporation Law of the State of Delaware, or any other law or regulation, to be submitted to stockholders for approval; and
- Reviewing and assessing risks related to the foregoing and whether any such risks are reasonably likely to have a material adverse effect on the Company.