



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

February 4, 2015

David A. Katz  
Wachtell, Lipton, Rosen & Katz  
dakatz@wlrk.com

Re: Peabody Energy Corporation  
Incoming letter dated December 30, 2014

Dear Mr. Katz:

This is in response to your letter dated December 30, 2014 concerning the shareholder proposal submitted to Peabody by the New York City Employees' Retirement System, the New York City Fire Department Pension Fund, the New York City Teachers' Retirement System, the New York City Police Pension Fund and the New York City Board of Education Retirement System. Pursuant to rule 14a-8(j) under the Securities Exchange Act of 1934, your letter indicated Peabody's intention to exclude the proposal from Peabody's proxy materials solely under rule 14a-8(i)(9).

On January 16, 2015, Chair White directed the Division to review the rule 14a-8(i)(9) basis for exclusion. The Division subsequently announced, on January 16, 2015, that in light of this direction the Division would not express any views under rule 14a-8(i)(9) for the current proxy season. Accordingly, we express no view on whether Peabody may exclude the proposal under rule 14a-8(i)(9).

Copies of all of the correspondence related to this matter will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Evan S. Jacobson  
Special Counsel

cc: Michael Garland  
The City of New York  
Office of the Comptroller  
mgarlan@comptroller.nyc.gov

## WACHTELL, LIPTON, ROSEN & KATZ

MARTIN LIPTON  
 HERBERT M. WACHTELL  
 LAWRENCE B. PEDOWITZ  
 PAUL VIZCARRONDO, JR.  
 PETER C. HEIN  
 HAROLD S. NOVIKOFF  
 MEYER G. KOPLOW  
 THEODORE N. MIRVIS  
 EDWARD D. HERLIHY  
 DANIEL A. NEFF  
 ERIC M. ROTH  
 ANDREW R. BROWNSTEIN  
 MICHAEL H. BYOWITZ  
 PAUL K. ROWE  
 MARC WOLINSKY  
 DAVID GRUENSTEIN  
 STEVEN A. ROSENBLUM  
 STEPHANIE J. SELIGMAN  
 JOHN F. SAVARESE  
 SCOTT K. CHARLES  
 DAVID S. NEILL

JODI J. SCHWARTZ  
 ADAM O. EMMERICH  
 GEORGE T. CONWAY III  
 RALPH M. LEVENE  
 RICHARD G. MASON  
 MICHAEL J. SEGAL  
 DAVID M. SILK  
 ROBIN PANOVKA  
 DAVID A. KATZ  
 ILENE KNABLE GOTTS  
 DAVID M. MURPHY  
 JEFFREY M. WINTNER  
 TREVOR S. NORWITZ  
 BEN M. GERMANA  
 ANDREW J. NUSSBAUM  
 RACHELLE SILVERBERG  
 STEVEN A. COHEN  
 DEBORAH L. PAUL  
 DAVID C. KARP  
 RICHARD K. KIM  
 JOSHUA R. CAMMAKER

**51 WEST 52ND STREET**  
**NEW YORK, N.Y. 10019-6150**  
**TELEPHONE: (212) 403-1000**  
**FACSIMILE: (212) 403-2000**

GEORGE A. KATZ (1965-1989)  
 JAMES H. FOGLSON (1967-1991)  
 LEONARD M. ROSEN (1965-2014)

OF COUNSEL

WILLIAM T. ALLEN	PHILIP MINDLIN
PETER C. CANELLOS	ROBERT M. MORGENTHAU
DAVID M. EINHORN	BERNARD W. NUSSBAUM
KENNETH B. FORREST	ERIC S. ROBINSON
THEODORE GEWERTZ	PATRICIA A. ROBINSON*
MAURA R. GROSSMAN	MICHAEL W. SCHWARTZ
RICHARD D. KATCHER	ELLIOTT V. STEIN
THEODORE A. LEVINE	WARREN R. STERN
DOUGLAS K. MAYER	PATRICIA A. VLAHAKIS
ROBERT B. MAZUR	AMY R. WOLF

\* ADMITTED IN THE DISTRICT OF COLUMBIA

COUNSEL

DAVID M. ADLERSTEIN	NANCY B. GREENBAUM
AMANDA K. ALLEXON	MARK A. KOENIG
LOUIS J. BARASH	J. AUSTIN LYONS
DIANNA CHEN	ALICIA C. McCARTHY
ANDREW J.H. CHEUNG	SABASTIAN V. NILES
PAMELA EHRENKRANZ	AMANDA N. PERSAUD
KATHRYN GETTLES-ATWA	JEFFREY A. WATIKER
PAULA N. GORDON	

DAVID E. SHAPIRO  
 DAMIAN G. DIDDEN  
 ANTE VUCIC  
 IAN BOCKZO  
 MATTHEW M. GUEST  
 DAVID E. KAHLAN  
 DAVID K. LAM  
 BENJAMIN M. ROTH  
 JOSHUA A. FELTMAN  
 ELAINE P. GOLIN  
 EMIL A. KLEINHAUS  
 KARESSA L. CAIN  
 RONALD C. CHEN  
 GORDON S. MOODIE  
 DONGJU SONG  
 BRADLEY R. WILSON  
 GRAHAM W. MELI  
 GREGORY E. PESSIN  
 CARRIE M. REILLY  
 MARK F. VEBLEN

December 30, 2014

VIA EMAIL ([shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov))

Office of Chief Counsel  
 Division of Corporation Finance  
 U.S. Securities and Exchange Commission  
 100 F Street, N.E.  
 Washington, D.C. 20549

**Re: Peabody Energy Corporation**  
**Shareholder Proposal Submitted by the Comptroller of the City of New York for**  
**Inclusion in the 2015 Proxy Statement of Peabody Energy Corporation**

Ladies and Gentlemen:

This letter is submitted on behalf of Peabody Energy Corporation (the “Company”), which has received a shareholder proposal (the “Proposal”) from the Comptroller of the City of New York (the “Proponent”) for inclusion in the proxy statement and form of proxy (the “2015 Proxy Materials”) to be distributed to the Company’s stockholders in connection with its 2015 annual meeting of stockholders (the “2015 Annual Meeting”). The Company is writing this letter to notify the Securities and Exchange Commission (the “Commission”) of the Company’s intention to exclude the Proposal from its 2015 Proxy Materials for the reasons set forth below. The Company respectfully requests that the staff of the

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
December 30, 2014  
Page 2

Division of Corporation Finance of the Commission (the “Staff”) confirm that it will not recommend any enforcement action if the Company excludes the Proposal from its 2015 Proxy Materials.

Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we have (i) filed this letter, which includes all correspondence with the Proponent regarding the Proposal and an explanation of why the Company believes that it may exclude the Proposal, with the Commission no later than 80 calendar days before the Company intends to file its definitive 2015 Proxy Materials and (ii) concurrently sent copies of this correspondence to the Proponent.

## I. The Proposal

The Company received the Proposal by letter dated October 22, 2014. A copy of the letter and the Proposal, including the supporting statement, is set forth as Exhibit A to this letter. The Proposal seeks a non-binding shareholder resolution to request that the Company’s Board of Directors (the “Board”) amend the Company’s bylaws to implement proxy access for director nominations. Under the Proposal, any stockholder or group of stockholders that collectively beneficially hold at least 3% of the Company’s shares continuously for three years would be permitted to nominate candidates for election to the Board, and the Company would be required to list such nominees in the Company’s proxy statement and include them on the Company’s proxy card. Under the Proposal, stockholders would be permitted to nominate up to one quarter of the Company’s Board. Specifically, the resolved clause of the Proposal states:

RESOLVED: Shareholders of Peabody Energy Corporation (the “Company”) ask the board of directors (the “Board”) to adopt, and present for shareholder approval, a “proxy access” bylaw. Such a bylaw shall require the Company to include in proxy materials prepared for a shareholder meeting at which directors are to be elected the name, Disclosure and Statement (as defined herein) of any person nominated for election to the board by a shareholder or group (the “Nominator”) that meets the criteria established below. The Company shall allow shareholders to vote on such nominee on the Company’s proxy card.

The number of shareholder-nominated candidates appearing in proxy materials shall not exceed one quarter of the directors then serving. This bylaw, which shall supplement existing rights under Company bylaws, should provide that a Nominator must:

- a) have beneficially owned 3% or more of the Company’s outstanding common stock continuously for at least three years before submitting the nomination;

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
December 30, 2014  
Page 3

- b) give the Company, within the time period identified in its bylaws, written notice of the information required by the bylaws and any Securities and Exchange Commission rules about (i) the nominee, including consent to being named in the proxy materials and to serving as director if elected; and (ii) the Nominator, including proof it owns the required shares (the “Disclosure”); and
- c) certify that (i) it will assume liability stemming from any legal or regulatory violation arising out of the Nominator’s communications with the Company shareholders, including the Disclosure and Statement; (ii) it will comply with all applicable laws and regulations if it uses soliciting material other than the Company’s proxy materials; and (c) to the best of its knowledge, the required shares were acquired in the ordinary course of business and not to change or influence control at the Company.

The Nominator may submit with the Disclosure a statement not exceeding 500 words in support of the nominee (the “Statement”). The Board shall adopt procedures for promptly resolving disputes over whether notice of a nomination was timely, whether the Disclosure and Statement satisfy the bylaw and applicable federal regulations, and the priority to be given to multiple nominations exceeding the one-quarter limit.

We understand that the Proponent has delivered a substantially identical version of the Proposal to at least 75 other public companies as part of its “Boardroom Accountability Project.”

## **II. Basis for Exclusion**

The Company believes that the Proposal may properly be excluded from the 2015 Proxy Materials pursuant to Rule 14a-8(i)(9) because the Proposal directly conflicts with a proposal to be submitted by the Company in the 2015 Proxy Materials.

## **III. The Company’s Proposal**

The Board has determined to submit a proposal to the Company’s stockholders at the 2015 Annual Meeting with respect to proxy access for director nominations (the “Company Proposal”). Specifically, the Board intends to seek stockholder approval of a proxy access framework that would permit any stockholder (but not a group of stockholder) owning 7% or more of the Company’s common stock continuously for at least five years to nominate candidates for election to the Board and require the Company to list such nominees in the Company’s proxy materials. Under the Company Proposal, such a stockholder would be permitted to nominate candidates for the greater of (x) one director or (y) 10% of the Board, rounding down to the nearest whole number of Board seats. If the Company’s stockholders approve the Company Proposal at the 2015 Annual Meeting, the Company would then

WACHTELL, LIPTON, ROSEN & KATZ  
Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
December 30, 2014  
Page 4

implement bylaws enabling the proxy access framework contemplated by such Company Proposal.

#### **IV. Analysis**

##### *The Proposal May Be Excluded Under Rule 14a-8(i)(9) Because It Directly Conflicts with a Proposal to Be Submitted by the Company in the 2015 Proxy Materials.*

A shareholder proposal may be excluded under Rule 14a-8(i)(9) if “the proposal directly conflicts with one of the company’s own proposals to be submitted to shareholders at the same meeting.” The Commission has stated that a company’s proposal need not be “identical in scope or focus for the exclusion to be available.” See Exchange Act Release No. 40018, at n. 27 (May 21, 1998). Accordingly, a company may exclude a shareholder-sponsored proposal where it seeks to address a similar right or matter as is covered by a company-sponsored proposal even if the terms of the two proposals are different or conflicting (*e.g.*, the ownership percentage threshold of the shareholder-sponsored proposal is different from the ownership percentage threshold included in the company-sponsored proposal). The Company Proposal seeks to address the same right as the Proposal (*i.e.*, the right of the Company’s stockholders to nominate additional candidates for the Board to be included in the Company’s proxy statement). The Company Proposal provides that a single stockholder (rather than a group of stockholders, as set forth in the Proponent’s proposal) owning 7% or more of the Company’s shares for five years (rather than 3% or more of the Company’s shares for three years, as was proposed by the Proponent) could nominate a candidate for election to the Board to be included in the Company’s proxy statement. Moreover, the Company Proposal provides that a stockholder would be permitted to nominate the greater of one director or 10% of the Board, rounding down to the nearest whole number of Board seats, rather than be permitted to nominate up to one quarter of the candidates for election to the Board to be included in the Company’s proxy statement, as proposed by the Proponent. Because (i) the number of stockholders able to nominate a candidate, (ii) the required share ownership percentage and holding period and (iii) the number of director candidates that can be nominated cannot be set at different levels, the Proponent’s Proposal directly conflicts with the Company Proposal.

Recently, the Staff granted no-action relief under Rule 14a-8(i)(9) with respect to the exclusion of a shareholder-sponsored proxy access proposal on the basis that it conflicted with a company-sponsored proxy access proposal (*Whole Foods Market, Inc.* (December 1, 2014)). Specifically, Whole Foods Market, Inc. (“Whole Foods Market”) represented to the Staff that its proxy materials would include a company-sponsored proposal to amend its bylaws to allow any shareholder owning 9% or more of Whole Foods Market’s common stock for five years to use Whole Foods Market’s proxy materials to nominate director candidates constituting up to the greater of one director or 10% of the Board, conflicting with a shareholder proposal requesting that Whole Foods Market provide shareholders holding 3% of Whole Foods Market’s shares for three years the right to use its proxy materials to nominate up to 20% of its board.

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
December 30, 2014  
Page 5

Furthermore, the Staff has consistently granted no-action relief under Rule 14a-8(i)(9) in other situations that we believe are analogous. For example, the Staff has granted no-action relief under Rule 14a-8(i)(9) where a shareholder-sponsored special meeting proposal contains an ownership threshold that differs from a company-sponsored special meeting proposal, because submitting both proposals to a shareholder vote would (i) present alternative and conflicting decisions for shareholders and (ii) create the potential for inconsistent and ambiguous results. *See e.g., Deere & Company* (October 31, 2014) (shareholder proposal to adopt a 20% special meeting right conflicted with a company proposal to adopt a 25% special meeting right); *United Natural Foods, Inc.* (September 10, 2014) (shareholder proposal to adopt a 15% special meeting right conflicted with a company proposal to adopt a 25% special meeting right); *Stericycle, Inc.* (March 7, 2014) (same); *Yahoo! Inc.* (March 6, 2014) (same) and *Verisign, Inc.* (February 24, 2014) (shareholder proposal to adopt a 15% special meeting right conflicted with a company proposal to adopt a 35% special meeting right), among many others.

The Company believes that the facts in the present instance are directly analogous to those under which the Staff granted no-action relief to Whole Foods Market and substantially analogous to the facts in the above-described instances where no-action relief was afforded to companies based upon conflicting ownership thresholds with respect to the right to call a special meeting. In this instance, the Proposal would permit shareholders that collectively hold at least 3% of the Company's shares continuously for three years to use the Company's proxy materials to nominate candidates constituting up to one quarter of the Board, while the Company Proposal will seek stockholder approval of proxy access for a single stockholder (rather than a group of stockholders) holding 7% of the Company's shares continuously for five years to nominate the greater of one director or 10% of the Board, rounding down to the nearest whole number of Board seats. Accordingly, the Company believes that the inclusion of each of the Proposal and the Company Proposal in the 2015 Proxy Materials would present alternative and conflicting decisions for the Company's stockholders and would create the potential for inconsistent and ambiguous results with respect to several crucial aspects of each proposal – *i.e.*, (i) the number of stockholders able to nominate a candidate (a single stockholder versus a group), (ii) the ownership threshold and holding period required for stockholders to obtain proxy access (7% for five years versus 3% for 3 years) and (iii) the number of director candidates such stockholders would be permitted to nominate (the greater of one director or 10% of the Board, rounding down to the nearest whole number of Board seats, versus one quarter).

The Company therefore requests that the Staff concur that the Proposal may properly be excluded from the 2015 Proxy Materials because, under Rule 14a-8(i)(9), it conflicts with a proposal to be submitted by the Company in the 2015 Proxy Materials.

## V. Conclusion

For the foregoing reasons, the Company respectfully requests that the Staff confirm that it would not recommend enforcement action if the Company omits the Proposal from its 2015 Proxy Materials pursuant to Rule 14a-8(i)(9).

WACHTELL, LIPTON, ROSEN & KATZ

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
December 30, 2014  
Page 6

If you have any questions, or if the Staff is unable to concur with the Company's conclusions without additional information or discussions, the Company respectfully requests the opportunity to confer with members of the Staff prior to the issuance of any written response to this letter. Please do not hesitate to contact the undersigned, David A. Katz, at (212) 403-1309 or DAKatz@wlrk.com.

Very truly yours,



David A. Katz

cc: Michael Garland (Office of the Comptroller of the City of New York)  
Alexander C. Schoch (Peabody Energy Corporation)

**Exhibit A**

Proposal

[See attached.]



CITY OF NEW YORK  
OFFICE OF THE COMPTROLLER  
SCOTT M. STRINGER

MUNICIPAL BUILDING  
ONE CENTRE STREET, ROOM 629  
NEW YORK, N.Y. 10007-2341

TEL: (212) 669-2517  
FAX: (212) 669-4072

[MGARLAN@COMPTROLLER.NYC.GOV](mailto:MGARLAN@COMPTROLLER.NYC.GOV)

Michael Garland  
ASSISTANT COMPTROLLER  
ENVIRONMENTAL, SOCIAL, AND  
GOVERNANCE

October 22, 2014

Mr. Alexander C. Schoch  
Legal Officer and Secretary  
Peabody Energy Corporation  
Peabody Plaza  
701 Market Street  
St. Louis, MO 63101

RECEIVED

OCT 24 2014

A.C. SCHOCH

Dear Mr. Schoch:

I write to you on behalf of the Comptroller of the City of New York, Scott M. Stringer. The Comptroller is the custodian and a trustee of the New York City Employees' Retirement System, the New York City Fire Department Pension Fund, the New York City Teachers' Retirement System, and the New York City Police Pension Fund, and custodian of the New York City Board of Education Retirement System (the "Systems"). The Systems' boards of trustees have authorized the Comptroller to inform you of their intention to present the enclosed proposal for the consideration and vote of stockholders at the Company's next annual meeting.

Therefore, we offer the enclosed proposal for the consideration and vote of shareholders at the Company's next annual meeting. It is submitted to you in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, and I ask that it be included in the Company's proxy statement.

Letters from The Bank of New York Mellon Corporation and State Street Bank and Trust Company certifying the Systems' ownership, for over a year, of shares of Peabody Energy Corporation common stock are enclosed. Each System intends to continue to hold at least \$2,000 worth of these securities through the date of the Company's next annual meeting.

We would be happy to discuss the proposal with you. Should the Board of Directors decide to endorse its provision as corporate policy, we will withdraw the proposal from consideration at the annual meeting. If you have any questions on this matter, please feel free to contact me at (212) 669-2517.

Sincerely,

Michael Garland

Enclosure

**RESOLVED:** Shareholders of Peabody Energy Corporation (the “Company”) ask the board of directors (the “Board”) to adopt, and present for shareholder approval, a “proxy access” bylaw. Such a bylaw shall require the Company to include in proxy materials prepared for a shareholder meeting at which directors are to be elected the name, Disclosure and Statement (as defined herein) of any person nominated for election to the board by a shareholder or group (the “Nominator”) that meets the criteria established below. The Company shall allow shareholders to vote on such nominee on the Company’s proxy card.

The number of shareholder-nominated candidates appearing in proxy materials shall not exceed one quarter of the directors then serving. This bylaw, which shall supplement existing rights under Company bylaws, should provide that a Nominator must:

- a) have beneficially owned 3% or more of the Company’s outstanding common stock continuously for at least three years before submitting the nomination;
- b) give the Company, within the time period identified in its bylaws, written notice of the information required by the bylaws and any Securities and Exchange Commission rules about (i) the nominee, including consent to being named in the proxy materials and to serving as director if elected; and (ii) the Nominator, including proof it owns the required shares (the “Disclosure”); and
- c) certify that (i) it will assume liability stemming from any legal or regulatory violation arising out of the Nominator’s communications with the Company shareholders, including the Disclosure and Statement; (ii) it will comply with all applicable laws and regulations if it uses soliciting material other than the Company’s proxy materials; and (c) to the best of its knowledge, the required shares were acquired in the ordinary course of business and not to change or influence control at the Company.

The Nominator may submit with the Disclosure a statement not exceeding 500 words in support of the nominee (the "Statement"). The Board shall adopt procedures for promptly resolving disputes over whether notice of a nomination was timely, whether the Disclosure and Statement satisfy the bylaw and applicable federal regulations, and the priority to be given to multiple nominations exceeding the one-quarter limit.

#### SUPPORTING STATEMENT

We believe proxy access is a fundamental shareholder right that will make directors more accountable and contribute to increased shareholder value. The CFA Institute’s 2014 assessment of pertinent academic studies and the use of proxy access in other markets similarly concluded that proxy access:

- Would “benefit both the markets and corporate boardrooms, with little cost or disruption.”
- Has the potential to raise overall US market capitalization by up to \$140.3 billion if adopted market-wide. (<http://www.cfapubs.org/doi/pdf/10.2469/ccb.v2014.n9.1>)

The proposed bylaw terms enjoy strong investor support – votes for similar shareholder proposals averaged 55% from 2012 through September 2014 – and similar bylaws have been adopted by companies of various sizes across industries, including Chesapeake Energy,

Hewlett-Packard, Western Union and Verizon.

We urge shareholders to vote FOR this proposal.



## BNY MELLON

BNY Mellon Asset Servicing

October 22, 2014

To Whom It May Concern

**Re: Peabody Energy Corporation**

**Cusip #: 704549104**

Dear Madame/Sir:

The purpose of this letter is to provide you with the holdings for the above referenced asset continuously held in custody from October 22, 2013 through October 31, 2013 at The Bank of New York Mellon, DTC participant #901 for the New York City Employees' Retirement System shares.

The New York City Employees' Retirement System	217,795 shares
--	----------------

Please do not hesitate to contact me should you have any specific concerns or questions.

Sincerely,

A handwritten signature in black ink that appears to read "Richard Blanco".

Richard Blanco  
Vice President



BNY MELLON

BNY Mellon Asset Servicing

October 22, 2014

To Whom It May Concern

**Re: Peabody Energy Corporation**

**Cusip #: 704549104**

Dear Madame/Sir:

The purpose of this letter is to provide you with the holdings for the above referenced asset continuously held in custody from October 22, 2013 through October 31, 2013 at The Bank of New York Mellon, DTC participant #901 for the New York City Teachers' Retirement System.

The New York City Teachers' Retirement System

247,219 shares

Please do not hesitate to contact me should you have any specific concerns or questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Richard Blanco".

Richard Blanco  
Vice President



## BNY MELLON

BNY Mellon Asset Servicing

October 22, 2014

To Whom It May Concern

**Re: Peabody Energy Corporation**

**Cusip #: 704549104**

Dear Madame/Sir:

The purpose of this letter is to provide you with the holdings for the above referenced asset continuously held in custody from October 22, 2013 through October 31, 2013 at The Bank of New York Mellon, DTC participant #901 for the New York City Board of Education Retirement System.

The New York City Board of Education Retirement System	16,947 shares
--	---------------

Please do not hesitate to contact me should you have any specific concerns or questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Richard Blanco".

Richard Blanco  
Vice President





STATE STREET

Derek A. Farrell  
Asst. Vice President, Client Services

State Street Bank and Trust Company  
Public Funds Services  
1200 Crown Colony Drive 5th Floor  
Quincy, MA, 02169  
Telephone: (617) 784-6378  
Facsimile: (617) 786-2211

[dfarrell@statestreet.com](mailto:dfarrell@statestreet.com)

October 22, 2014

**Re: New York City Employee's Retirement System**

To whom it may concern,

Please be advised that State Street Bank and Trust Company held in custody continuously, on behalf of the New York City Employee's Retirement System, the below position from November 1, 2013 through today as noted below:

**Security:** PEABODY ENERGY CORP

**Cusip:** 704549104

**Shares:** 122,545

Please don't hesitate to contact me if you have any questions.

Sincerely,

Derek A. Farrell  
Assistant Vice President



STATE STREET

Derek A. Farrell  
Asst. Vice President, Client Services

State Street Bank and Trust Company  
Public Funds Services  
1200 Crown Colony Drive 5th Floor  
Quincy, MA, 02169  
Telephone: (617) 784-6378  
Facsimile: (617) 786-2211

[dfarrell@statestreet.com](mailto:dfarrell@statestreet.com)

October 22, 2014

**Re: New York City Teachers' Retirement System**

To whom it may concern,

Please be advised that State Street Bank and Trust Company held in custody continuously, on behalf of the New York City Teachers' Retirement System, the below position from November 1, 2013 through today as noted below:

**Security:** PEABODY ENERGY CORP

**Cusip:** 704549104

**Shares:** 240,047

Please don't hesitate to contact me if you have any questions.

Sincerely,

A handwritten signature in dark ink, appearing to read "Derek A. Farrell".

Derek A. Farrell

Assistant Vice President



STATE STREET

Derek A. Farrell  
Asst. Vice President, Client Services

State Street Bank and Trust Company  
Public Funds Services  
1200 Crown Colony Drive 5th Floor  
Quincy, MA, 02169  
Telephone: (617) 784-6378  
Facsimile: (617) 786-2211

[dfarrell@statestreet.com](mailto:dfarrell@statestreet.com)

October 22, 2014

**Re: New York City Police Pension Fund**

To whom it may concern,

Please be advised that State Street Bank and Trust Company held in custody continuously, on behalf of the New York City Police Pension Fund, the below position from November 1, 2013 through today as noted below:

**Security:** PEABODY ENERGY CORP

**Cusip:** 704549104

**Shares:** 51,514

Please don't hesitate to contact me if you have any questions.

Sincerely,

A handwritten signature in blue ink, appearing to read "Derek A. Farrell".

Derek A. Farrell

Assistant Vice President



STATE STREET

Derek A. Farrell  
Asst. Vice President, Client Services

State Street Bank and Trust Company  
Public Funds Services  
1200 Crown Colony Drive 5th Floor  
Quincy, MA, 02169  
Telephone: (617) 784-6378  
Facsimile: (617) 786-2211

[dfarrell@statestreet.com](mailto:dfarrell@statestreet.com)

October 22, 2014

**Re: New York City Fire Department Pension Fund**

To whom it may concern,

Please be advised that State Street Bank and Trust Company held in custody continuously, on behalf of the New York City Fire Department Pension Fund, the below position from November 1, 2013 through today as noted below:

**Security:** PEABODY ENERGY CORP

**Cusip:** 704549104

**Shares:** 13,561

Please don't hesitate to contact me if you have any questions.

Sincerely,

Derek A. Farrell  
Assistant Vice President



STATE STREET

Derek A. Farrell  
Asst. Vice President, Client Services

State Street Bank and Trust Company  
Public Funds Services  
1200 Crown Colony Drive 5th Floor  
Quincy, MA, 02169

Telephone: (617) 784-6378  
Facsimile: (617) 786-2211

[dfarrell@statestreet.com](mailto:dfarrell@statestreet.com)

October 22, 2014

**Re: New York City Board of Education Retirement System**

To whom it may concern,

Please be advised that State Street Bank and Trust Company held in custody continuously, on behalf of the New York City Board of Education Retirement System, the below position from November 1, 2013 through today as noted below:

**Security:** PEABODY ENERGY CORP

**Cusip:** 704549104

**Shares:** 16,947

Please don't hesitate to contact me if you have any questions.

Sincerely,

A handwritten signature in dark ink, appearing to read "Derek A. Farrell".

Derek A. Farrell  
Assistant Vice President