

Objection Deadline: Nov. 5, 2012 at 4:00 p.m. (prevailing Eastern Time)

Thompson Coburn LLP
One US Bank Plaza, Suite 2700
St. Louis, Missouri 63101
Telephone: 314-552-6121
Facsimile: 314-552-7121
Roman P. Wuller

*Special Counsel to the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 12-12900 (SCC)

(Jointly Administered)

**MONTHLY FEE STATEMENT OF THOMPSON COBURN LLP FOR PROFESSIONAL
SERVICES AND DISBURSEMENTS FOR THE PERIOD SEPTEMBER 1, 2012
THROUGH AND INCLUDING SEPTEMBER 30, 2012**

NAME OF APPLICATION:	Thompson Coburn LLP ("Thompson Coburn")	
ROLE IN CASE:	Special Counsel to the Debtors and Debtors in Possession	
DATE OF RETENTION:	Order entered September 10, 2012 Authorizing Retention of Thompson Coburn Nunc Pro Tunc to July 9, 2012 (Docket No. 538)	
TIME PERIOD:	September 1 through and including September 30, 2012	
CURRENT APPLICATION:	Total Fees Requested: ¹	\$33,923.70
	80% of Fees Requested:	\$27,138.96
	Total Expenses Requested:	\$ 282.21
	Total Fees and Expenses Requested:	\$27,421.17

¹ This amount reflects a 10% discount of Thompson Coburn's standard rates provided to the Debtors.

PRIOR APPLICATION(S): Application filed September 21, 2012

1. In accordance with the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 262] (the “**Interim Compensation Order**”), Thompson Coburn LLP (“**Thompson Coburn**”), special counsel to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby submits its Initial Monthly Fee Statement for Professional Services and Disbursements (the “**Fee Statement**”) for the period of September 1, 2012 through and including September 30, 2012 (the “**Fee Statement Period**”).

2. Pursuant to the Interim Compensation Order, Thompson Coburn seeks payment of \$27,421.17,² representing 80% of Thompson Coburn’s fees for services rendered plus expenses.

3. Attached hereto as **Exhibit A** is a listing of Thompson Coburn professionals and paraprofessionals (collectively, the “**Thompson Coburn Professionals**”), including the hourly rate for each Thompson Coburn Professional who rendered services to the Debtors in connection with these chapter 11 cases during the Fee Statement Period and the title, aggregate hours worked and the amount of fees billed by each Thompson Coburn Professional.

4. Attached hereto as **Exhibit B** is a summary of the number of hours and amounts billed by Thompson Coburn during the Fee Statement Period, organized by matter. Such services included:

- Prosecuting an ongoing litigation matter currently pending in the United States District Court for the Southern District of West

² This amount reflects a ten percent discount to Thompson Coburn’s customary hourly rates.

Virginia styled *Patriot Coal Sales LLC v. Bridgehouse Commodities Trading Limited, et al.*, case no. 2:12-cv-03653;

- Analyzing legal issues, providing advice and drafting documents related to a customer dispute regarding a price reopener provision; and
- Preparing the prior fee application filed on September 21, 2012.

5. Attached hereto as **Exhibit C** are the time records of Thompson Coburn, which provide a daily summary of the time spent by each Thompson Coburn Professional during the Fee Statement Period by matter.

Notice

6. Consistent with the procedures described in the Interim Compensation Order, the Debtors will serve this Fee Statement, by hand or overnight delivery, on (i) the Debtors, Patriot Coal Corporation, 12312 Olive Boulevard, Suite 400, St. Louis, Missouri, 63141, Attn: Jacquelyn A. Jones, Esq., (ii) attorneys for the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner, Esq. and Brian M. Resnick, Esq., (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Elisabetta G. Gasparini, Esq. and Paul K. Schwartzberg, Esq., (iv) attorneys for the administrative agent for the Debtors' postpetition lenders, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Marcia Goldstein, Esq. and Joseph Smolinsky, Esq., and (b) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Margot B. Schonholtz, Esq. and Ana Alfonso, Esq., and (v) counsel to the official committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York

10036, Attn: Adam C. Rogoff, Esq. and Gregory G. Plotko, Esq.

WHEREFORE, Thompson Coburn respectfully requests that the Court grant the relief sought herein and for such other and further relief as is just and proper.

Respectfully Submitted,

THOMPSON COBURN LLP

Dated: October 20, 2012
St. Louis, Missouri

By: David A. Warfield
David A. Warfield
Roman P. Wuller
THOMPSON COBURN LLP
One U.S. Bank Plaza
St. Louis, Missouri 63101
Telephone: 314-552-6000
Facsimile: 314-552-7000
Email: dwarfield@thompsoncoburn.com
rwuller@thompsoncoburn.com

*Special Counsel to the Debtors
and Debtors in Possession*

Exhibit A

In Re: PATRIOT COAL CORPORATION, *et al.*
Chapter 11
Case No. 12-12900 (SCC)

**SUMMARY OF HOURS BILLED BY PROFESSIONALS FOR THE PERIOD OF
SEPTEMBER 1, 2012 THROUGH AND INCLUDING SEPTEMBER 30, 2012**

Name	Title	Rate	Hours	Amount
Mark Mattingly	Partner, Business Litigation	\$330	77.5	25,575.00
David Warfield	Partner, Financial Restructuring	\$510	1.3	663.00
Roman Wuller	Partner, Business Litigation	\$475	22.6	10,735.00
David Mangian	Associate, Business Litigation	\$240	3.0	720.00
		Totals:	104.4	\$37,693.00

Exhibit B

In Re: PATRIOT COAL CORPORATION, et al.
Chapter 11
Case No. 12-12900 (SCC)

**SUMMARY OF HOURS BILLED BY MATTER FOR THE PERIOD OF
JULY 9, 2012 THROUGH AND INCLUDING AUGUST 31, 2012**

All Matters

Matter Name	Hours	Fees¹	Expenses	Total Fees and Expenses
Bankruptcy	9.7	\$3,143.70	\$209.57	\$3,353.27
Bridgehouse	76.2	\$24,619.95	\$70.64	\$24,690.59
Price Reopener	18.5	\$6,160.05	\$2.00	\$6,162.05
Totals:	171.5	\$33,923.70	\$282.21	\$34,205.91

Bankruptcy

Name	Title	Rate	Hours	Total Fees
Mark Mattingly	Partner, Business Litigation	\$330	8.0	\$2,640.00
David Warfield	Partner, Financial Restructuring	\$510	1.3	663.00
Roman Wuller	Partner, Business Litigation	\$475	0.4	190.00
	Totals:		87.1	\$3,493.00
	Total with 10% discount:			\$3,143.70

Bridgehouse

Name	Title	Rate	Hours	Total Fees
Mark Mattingly	Partner, Business Litigation	\$330	56.1	\$18,513.00
Roman Wuller	Partner, Business Litigation	\$475	17.1	8,122.50
David Mangian	Associate, Business Litigation	\$240	3.0	720.00
	Totals:		76.2	\$27,355.50
	Total with 10% discount:			\$24,619.95

¹ The "Fees" column reflects the 10% discount from Thompson Coburn's standard rates provided to Debtors.

Price Reopener

Name	Title	Rate	Hours	Total Fees
Mark Mattingly	Partner, Business Litigation	\$330	13.4	\$4,422.00
Roman Wuller	Partner, Business Litigation	\$475	5.1	2,422.50
	Totals:		18.5	\$6,844.50
	Total with 10% discount:			\$6,160.05

Exhibit C

THOMPSON COBURN LLP

Remit To:
P.O. Box 18379M
St. Louis, Missouri 63195

ACH Instructions:
Account Name: Thompson Coburn LLP
Bank: U.S. Bank
ABA/Routing Number: 021052053
Account Number: 25657335
Please reference invoice number(s).

Direct Correspondence To:
One US Bank Plaza
St. Louis, Missouri 63101-1693
314-552-6000
AccountsReceivable@ThompsonCoburn.com

October 10, 2012
Invoice #2494722

Patriot Coal Corporation
Attn: Joe Bean
12312 Olive Boulevard
Suite 400
St. Louis, Missouri 63141

EIN 43-0666662

For Legal Services Rendered in Connection With:

Bankruptcy
TC File: 48538 / 105927

09/18/12	R. Wuller	0.40	Review court orders re billing for work performed
09/19/12	M. Mattingly	1.60	Review relevant court orders re fee application for special counsel (1.2); discuss fee application procedure with D. Warfield (.2); review sample fee application form in preparation for filing same (.2)
09/19/12	D. Warfield	0.20	Telephone conference with M. Mattingly re format of first monthly submissions
09/21/12	M. Mattingly	5.40	Draft and revise monthly fee application (5.3); discuss fee application procedure with D. Warfield (.1)
09/21/12	D. Warfield	0.90	Review and comment upon initial monthly submission (.6); compile and file same (.3)
09/24/12	D. Warfield	0.20	Discussion with M. Mattingly re logistics of first interim monthly statement
09/25/12	M. Mattingly	0.20	Discuss fee application issues with J. Jones
09/26/12	M. Mattingly	0.20	Discuss fee application and payment credit issues with J. Jones
09/27/12	M. Mattingly	0.60	Discuss fee submission and payment of prior July invoices with J. Jones (.2); review Patriot payment history and draft email re payment reconciliation and credit process to J. Jones (.4)

TOTAL HOURS

9.70

SUBTOTAL FOR SERVICES

\$3,493.00

Invoice

Payment Due Upon Receipt

October 10, 2012
Invoice #2494722
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Patriot Coal Corporation

For Cash Outlays:

09/22/12	For overnight delivery service to: Jacquelyn A. Jones, Patriot Coal Corporation, 12312 Olive Blvd Ste 400, St Louis, MO 63141; VENDOR: Federal Express Corp. INVOICE#: 203234325, DATE: 09/27/2012, Tracking #: 799022724142, Shipment Date: 09/22/2012	27.59
09/22/12	For overnight delivery service to: Marshall S. Huebner, Davis Polk, 450 Lexington Ave, New York, NY 10017; VENDOR: Federal Express Corp. INVOICE#: 203234325, DATE: 09/27/2012, Tracking #: 799022748025, Shipment Date: 09/22/2012	33.02
09/22/12	For overnight delivery service to: Elisabetta G. Gasparini, Esq, Office of the United States Tr, 33 Whitehall St Fl 21, New York City, NY 10004; VENDOR: Federal Express Corp. INVOICE#: 203234325, DATE: 09/27/2012, Tracking #: 799022773162, Shipment Date: 09/22/2012	33.02
09/22/12	For overnight delivery service to: Marsha Goldstein, Esq, Weil, Gotshal, 767 5th Ave, New York City, NY 10153; VENDOR: Federal Express Corp. INVOICE#: 203234325, DATE: 09/27/2012, Tracking #: 799022792639, Shipment Date: 09/22/2012	33.02
09/22/12	For overnight delivery service to: Margot B. Schonholtz, Willkie Farr, 787 7th Ave, New York City, NY 10019; VENDOR: Federal Express Corp. INVOICE#: 203234325, DATE: 09/27/2012, Tracking #: 799022812737, Shipment Date: 09/22/2012	33.02
09/22/12	For overnight delivery service to: Adam C. Rogoff, Kramer Levin Naftalis, 1177 Avenue Of The Americas, New York City, NY 10036; VENDOR: Federal Express Corp. INVOICE#: 203234325, DATE: 09/27/2012, Tracking #: 799022832040, Shipment Date: 09/22/2012	33.02
	For reproduction charges 211 @ \$0.08	16.88
SUBTOTAL FOR CASH OUTLAYS		\$209.57

Invoice

Payment Due Upon Receipt

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Patriot Coal Corporation

TIME SUMMARY BY TIMEKEEPER

Timekeeper	Hours Worked	Billed Per Hour	Bill Amount
M. Mattingly	8.00	\$330.00	\$2,640.00
D. Warfield	1.30	\$510.00	\$663.00
R. Wuller	0.40	\$475.00	\$190.00
Total All Timekeepers	9.70	\$360.10	\$3,493.00

SUBTOTAL FOR SERVICES	\$3,493.00
LESS 10% DISCOUNT	-349.30
TOTAL FOR SERVICES	\$3,143.70
SUBTOTAL FOR CASH OUTLAYS	\$209.57
TOTAL AMOUNT DUE	\$3,353.27

Invoice

Payment Due Upon Receipt

THOMPSON COBURN LLP

Remit To:
P.O. Box 18379M
St. Louis, Missouri 63195

ACH Instructions:
Account Name: Thompson Coburn LLP
Bank: U.S. Bank
ABA/Routing Number: 021052053
Account Number: 25657335
Please reference invoice number(s).

Direct Correspondence To:
One US Bank Plaza
St. Louis, Missouri 63101-1693
314-552-6000
AccountsReceivable@ThompsonCoburn.com

October 10, 2012
Invoice #2494714

Patriot Coal Corporation
Attn: Jackie Jones
12312 Olive Boulevard
Suite 400
St. Louis, Missouri 63141

EIN 43-0666662

For Legal Services Rendered in Connection With:

Bridgehouse
TC File: 48538 / 102962

09/04/12	M. Mattingly	2.30	Draft opposition to motion to dismiss by Bridgehouse Capital
09/05/12	M. Mattingly	3.40	Draft and revise opposition brief to Bridgehouse Capital's motion to dismiss (3.2); discuss motion to dismiss and case strategy with J. Jones (.2)
09/06/12	R. Wuller	0.30	Conference with M. Mattingly re briefs in opposition to motions to dismiss (.3)
09/06/12	M. Mattingly	9.80	Review emails re negotiation of confirmation, submission of comfort letter and related communications provided by B. Reynolds (.5); draft and revise opposition to motion to dismiss for lack of personal jurisdiction filed by Bridgehouse Capital (8.9); discuss Bridgehouse Capital negotiations with B. Reynolds (.4)
09/07/12	R. Wuller	1.10	Review research on comfort letters (.8); conference with M. Mattingly re same (.3)
09/07/12	M. Mattingly	9.40	Draft and revise opposition brief to motion to dismiss for lack of personal jurisdiction by defendant Bridgehouse Capital (7.2); draft opposition brief to motion to dismiss for failure to state a claim filed by defendant Bridgehouse Commodities (2.2)
09/10/12	R. Wuller	1.90	Work on briefs in opposition to motions to dismiss (1.7); review court order appointing Thompson Coburn LLP as special counsel (.2)
09/10/12	M. Mattingly	7.30	Draft opposition brief to motion to dismiss for failure to state a claim filed by Bridgehouse Commodities
09/11/12	R. Wuller	1.80	Work on briefs in opposition to motions to dismiss
09/11/12	M. Mattingly	5.30	Draft and revise opposition briefs to motions to dismiss filed by defendants

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Patriot Coal Corporation

09/12/12	R. Wuller	1.60	Conference with M. Mattingly re affidavits in support of memorandum in opposition of motion to dismiss by Bridgehouse Capital (.4); work on affidavit re same (1.2)
09/13/12	R. Wuller	2.10	Revise memoranda in opposition to motions to dismiss (1.9); conference with M. Mattingly re same (.2)
09/13/12	M. Mattingly	0.20	Multiple telephone conferences with J. Jones of Patriot Coal re oppositions to motions to dismiss
09/14/12	R. Wuller	1.90	Work on briefs in opposition to motions to dismiss
09/17/12	R. Wuller	1.40	Review J. Jones' proposed changes to briefs in opposition to motions to dismiss (.4); work on briefs in opposition to motions to dismiss (1.0)
09/17/12	M. Mattingly	2.20	Draft and revise draft opposition briefs to motions to dismiss for lack of personal jurisdiction and for failure to state a claim
09/18/12	R. Wuller	0.30	Review emails from A. Starr re briefs in opposition to motions to dismiss (.1); review local counsel's suggested changes to briefs (.2)
09/18/12	M. Mattingly	3.00	Discuss draft declaration in support of opposition brief to motion to dismiss with B. Reynolds (.3); review edits by H. Jernigan to opposition briefs to motions to dismiss (.3); multiple emails with A. Starr re opposition briefs to motions to dismiss (.1); revise draft opposition briefs to motions to dismiss including making edits of H. Jernigan (.9); review additional research re possible arguments on personal jurisdiction issues (1.4)
09/19/12	R. Wuller	1.70	Review A. Starr email with revised footnote for briefs (.1); revise declaration of B. Bennett (.3); outline dates for pre-trial Rule 15 conference (.7); revise briefs in opposition to motions to dismiss (.6)
09/19/12	M. Mattingly	3.40	Draft and revise declarations of B. Bennett and B. Reynolds in support of opposition to motion to dismiss (1.1); revise opposition briefs to motions to dismiss for lack of personal jurisdiction and for failure to state a claim (2.2); discuss draft declarations and opposition briefs with J. Jones (.1)
09/20/12	R. Wuller	2.10	Finalize briefs in opposition to motions to dismiss (1.6); finalize declarations in opposition to motions to dismiss (.5)
09/20/12	M. Mattingly	6.90	Review emails provided by B. Reynolds re comfort letter (1.4); discuss declaration to be filed with opposition brief to motion to dismiss with B. Reynolds (.2); discuss opposition briefs to motions to dismiss with J. Jones (.2); review and revise opposition briefs on motion to dismiss including incorporating client, local counsel and other edits in preparation for filing same (3.8); review and revise declarations to be filed with opposition briefs to motion to dismiss (.6); review correspondence with defendants for inclusion as exhibit to B. Reynolds declaration to be filed with opposition brief to motion to dismiss (.7)

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Patriot Coal Corporation

09/20/12	D. Mangian	3.00	Complete research for oppositions to motions to dismiss
09/21/12	R. Wuller	0.40	Conference with M. Mattingly re Rule 26 conference (.2); outline proposed order re Rule 26 conference (.2)
09/21/12	M. Mattingly	2.20	Review, revise and finalize oppositions to motions to dismiss and declarations in support prior to filing and service of same
09/25/12	R. Wuller	0.20	Conference with M. Mattingly re Rule 26 conference
09/25/12	M. Mattingly	0.30	Review local rules re Rule 26(f) and Rule 16 conferences in preparation for participating in same
09/27/12	R. Wuller	0.30	Review emails from local counsel re Rule 16 conference (.2); instructions to M. Mattingly re Rule 16 conference (.1)
09/27/12	M. Mattingly	0.20	Multiple telephone conferences with H. Jernigan re scheduling and strategy of Rule 26(f) conference with defendants
09/28/12	M. Mattingly	0.20	Review statements of visiting attorneys for R. Wuller and M. Mattingly prior to filing of same

TOTAL HOURS	76.20
SUBTOTAL FOR SERVICES	\$27,355.50

For Cash Outlays:

For reproduction charges	883 @ \$0.08	70.64
SUBTOTAL FOR CASH OUTLAYS		\$70.64

TIME SUMMARY BY TIMEKEEPER

Timekeeper	Hours Worked	Billed Per Hour	Bill Amount
D. Mangian	3.00	\$240.00	\$720.00
M. Mattingly	56.10	\$330.00	\$18,513.00
R. Wuller	17.10	\$475.00	\$8,122.50
Total All Timekeepers	76.20	\$359.00	\$27,355.50

SUBTOTAL FOR SERVICES	\$27,355.50
LESS 10% DISCOUNT	-2,735.55
TOTAL FOR SERVICES	\$24,619.95
SUBTOTAL FOR CASH OUTLAYS	\$70.64
TOTAL AMOUNT DUE	\$24,690.59

Invoice

Payment Due Upon Receipt

THOMPSON COBURN LLP

Remit To:
P.O. Box 18379M
St. Louis, Missouri 63195

ACH Instructions:
Account Name: Thompson Coburn LLP
Bank: U.S. Bank
ABA/Routing Number: 021052053
Account Number: 25657335
Please reference invoice number(s).

Direct Correspondence To:
One US Bank Plaza
St. Louis, Missouri 63101-1693
314-552-6000
AccountsReivable@ThompsonCoburn.com

October 10, 2012
Invoice #2494724

Patriot Coal Corporation
Attn: Jackie Jones
12312 Olive Boulevard
Suite 400
St. Louis, Missouri 63141

EIN 43-0666662

For Legal Services Rendered in Connection With:

Price Reopener Dispute
TC File: 48538 / 107883

09/23/12	R. Wuller	0.40	Review B. Bennett's email and attachments re dispute with US Steel
09/24/12	R. Wuller	2.50	Review previous pleadings for conference call with client (.3); conference call with B. Bennett, J. Jones and A. Starr re dispute with US Steel (.3); review email from J. Jones re dispute (.2); telephone call to B. Bennett re letter to US Steel (.2); review and revise letter to US Steel (.2); work on petition against US Steel (1.0); conference with M. Mattingly re petition against US Steel (.3)
09/24/12	M. Mattingly	6.30	Draft and revise letter to USS re objections to offers submitted pursuant to price reopener provisions (.5); review correspondence from USS and client re price reopener provisions (.4); review master terms and conditions, relevant confirmations, prior settlement agreement and related correspondence from prior disputes in preparation for price reopener dispute (2.4); draft and revise petition for breach of contract against USS in price reopener dispute (2.6); discuss facts, draft letter to USS and draft petition with R. Wuller (.4)
09/25/12	R. Wuller	0.70	Work on petition (.5); conference with M. Mattingly re possible additional claims (.2)
09/25/12	M. Mattingly	0.60	Conduct legal research re implied covenant of good faith and fair dealing and requirements for declaratory judgment under Pennsylvania law
09/26/12	R. Wuller	1.20	Review emails from B. Bennett re petition (.1); review and revise petition (.9); instructions to M. Mattingly re petition (.2)

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October 10, 2012
Invoice #2494724
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Patriot Coal Corporation

09/26/12	M. Mattingly	4.20	Discuss draft petition against USS with B. Bennett (.2); revise draft petition against USS including incorporating edits of B. Bennett (3.3); multiple emails with B. Bennett and J. Jones re revisions to draft petition (.2); multiple emails with R. Wuller re revisions to draft petition (.2); review revisions by B. Bennett to draft petition (.3)
09/27/12	M. Mattingly	0.80	Review and analyze research re breach of contract issues in preparation for filing lawsuit
09/28/12	R. Wuller	0.30	Review B. Bennett email and attachments re USS offer
09/28/12	M. Mattingly	1.50	Review and analyze correspondence from USS re valid offers (.2); review and analyze contract files relating to Kanawha Eagle and Wells confirmations in preparation for filing petition against USS for breach of contract (1.3)

TOTAL HOURS		18.50	
SUBTOTAL FOR SERVICES			\$6,844.50

For Cash Outlays:

	For reproduction charges	25 @ \$0.08	2.00
SUBTOTAL FOR CASH OUTLAYS			\$2.00

TIME SUMMARY BY TIMEKEEPER

Timekeeper	Hours Worked	Billed Per Hour	Bill Amount
M. Mattingly	13.40	\$330.00	\$4,422.00
R. Wuller	5.10	\$475.00	\$2,422.50
Total All Timekeepers	18.50	\$369.97	\$6,844.50

SUBTOTAL FOR SERVICES	\$6,844.50
LESS 10% DISCOUNT	-684.45
TOTAL FOR SERVICES	\$6,160.05
SUBTOTAL FOR CASH OUTLAYS	\$2.00
TOTAL AMOUNT DUE	\$6,162.05

Invoice

Payment Due Upon Receipt