

**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)

**DECLARATION AND DISCLOSURE STATEMENT OF
C. DAVID MORRISON ON BEHALF OF STEPTOE & JOHNSON PLLC**

C. David Morrison declares and says:

1. I am a member of Steptoe & Johnson PLLC, located at 400 White Oaks Boulevard, Bridgeport, West Virginia 26330 (the “**Firm**”).
2. Patriot Coal Corporation and its subsidiaries that are debtors and debtors in possession in the above referenced proceedings (collectively, the “**Debtors**”) have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide those services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are claimants or other parties in interest in the Debtors’ chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases.
4. Neither I nor any member, of counsel or associate of the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which the Firm is to be employed.

5. Neither I nor any member, of counsel or associate of the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any person other than members, of counsel and associates of the Firm.

6. The Debtors owe the Firm \$133,632.74 for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matter described herein, the Firm will supplement the information contained in this Declaration.

8. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Declaration was executed on August 14, 2012.



C. David Morrison, Member
Stephoe & Johnson PLLC

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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY PATRIOT COAL CORPORATION, *et al.* (the “Debtors”)

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS TO:

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
Attn: Marshall S. Huebner and Brian M. Resnick

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Step toe & Johnson PLLC

400 White Oaks Boulevard

Bridgeport, WV 26330-4500

Date of retention: **Originally January 1, 1995; retained post-petition**

2. Brief description of services to be provided:

Defense of labor and employment cases, workers’ compensation cases, workforce

reductions, general employment advice, MSHA work

3. Arrangements for compensation (hourly, contingent, etc.)

Hourly

(a) Range of hourly rates (if applicable): **\$245 / \$235 / \$205 / \$190 / \$185 / \$170 /**

\$160 / \$150 / \$135 / \$115 / \$105 / \$95 / \$90

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- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

\$25,000 to \$85,000

4. Prepetition claims against any of the Debtors held by the firm:

Amount of claim: **\$87,216.23 (A/R as of 07/09/2012); \$39,237.50 (unbilled fees as of 07/09/2012); and \$7,179.01 (unbilled costs as of 07/09/2012)**

Date claim arose: **As stated on invoices**

Source of claim: **Provision of legal services**

5. Prepetition claims against any of the Debtors held individually by any of the firm's attorneys:

Name: **None**

Status: _____

Amount of claim: \$ _____

Date claim arose: _____

Source of claim: _____

6. Stock of any of the Debtors currently held by the firm:

Kind of shares: **None**

No. of shares: _____

7. Stock of any of the Debtors currently held individually by any of the firm's attorneys:

Name: **Michael Mullins**

Status: _____

Kind of shares: **Patriot Stock**

No. of shares: **150 Shares**

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Name: **Jonathan Ellis**

Status: _____

Kind of shares: **Patriot Stock**

No. of shares: **120 Shares**

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the firm is to be employed.

Other than unsecured claim for professional services rendered pre-petition, I am not aware of any adverse interests.

9. Name of individual completing this form.

**C. David Morrison, Esq.
Steptoe & Johnson PLLC
400 White Oaks Boulevard
Bridgeport, WV 26330-4500**