

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

In re:)	Chapter 11
)	Case No. 12-bk-51502-695
PATRIOT COAL CORPORATION,)	Jointly Administered
<i>et al.,</i>)	
)	Hearing Date: May 21, 2013
Debtors.)	Hearing Time: 10:00 a.m.
<hr/>)	Location: Courtroom 7-N, St. Louis

**INTERIM APPLICATION FOR ALLOWANCE OF FEES AND EXPENSES
FILED BY BRYAN CAVE LLP, LOCAL RESTRUCTURING COUNSEL AND
CORPORATE COUNSEL TO THE DEBTORS**

Summary of Request

Name of Applicant	Bryan Cave LLP
Date of Approval of Employment	February 4, 2013 [Dkt. No. 2682] Effective Nov. 27, 2012 for restructuring Effective Dec. 1, 2012 for other matters
Identify of Party Represented	Local Restructuring Counsel and Corporate Counsel to Debtors
Time Period Requested	November 27, 2012 – January 31, 2012
Amount of Fees Requested	\$96,797.00
Amount of Expenses Requested	\$2,038.89
Previous Fee Orders	None
Interim or Final Application	Interim

NOW COMES Bryan Cave LLP (“Bryan Cave”), local restructuring counsel and corporate counsel for debtors Patriot Coal Corporation, *et al.* (the “Debtors”), pursuant to 11 U.S.C. §§ 330 and 331, and files this Interim Application for Allowance of Fees and Expenses (the “Application”). In support of the Application, Bryan Cave shows the Court as follows:

Relief Requested

1. By this Application, Bryan Cave seeks entry of an order, pursuant to Sections 330 and 331 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 2016, awarding \$96,797.00 in total fees and \$2,038.89 in total expenses incurred in Bryan Cave’s representation of the Debtors from November 27, 2012 through January 31, 2013.

Jurisdiction

2. This Court has jurisdiction over this Motion under 28 U.S.C. § 1334. Venue of this proceeding is proper pursuant to 28 U.S.C. § 1409. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

4. The Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on July 9, 2012 (the “Petition Date”) in the United States Bankruptcy Court for the Southern District of New York.

5. On December 19, 2012, the Debtors’ cases were transferred to the United States Bankruptcy Court for the Eastern District of Missouri [Dkt. No. 1789].

6. On February 4, 2013, this Court entered an order authorizing the employment of Bryan Cave as attorneys for the Debtor [Dkt. No. 2682], effective as of November 27, 2012 for restructuring matters and as of December 1, 2012 for other matters.

7. Pursuant to the Order to Establish Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Dkt. No. 262] (the “Interim Compensation Order”), Bryan Cave has filed a Monthly Fee Statement, defined in the Interim Compensation Order, for its fees and expenses incurred each month since it was retained. No party objected to any such Monthly Fee Statement, and pursuant to the Interim Compensation Order, Bryan Cave was paid 80% of the fees and 100% of the expenses detailed in each monthly statement.

8. Pursuant to the Interim Compensation Order and the Notice of Hearing and Related Procedures for Fee Applications of Retained Professionals [Dkt. No. 3417], Bryan Cave now submits its First Interim Application for approval of fees and expenses incurred from November 27, 2012 through January 31, 2013 (the “Application Period”), including approval of payments made pursuant to Bryan Cave’s Monthly Fee Statements (the “Monthly Fee Payments”) made pursuant to the Interim Compensation Order, as well as for allowance of payment of the remaining 20% of fees held back from the Monthly Fee Payments.

Bryan Cave’s Attorneys’ Fees and Expenses

9. Bryan Cave is a full-service law firm with offices located at 211 N. Broadway, Suite 3600, St. Louis, Missouri, and in more than 20 locations in the United States, Europe, and Asia. In addition to its bankruptcy practice, Bryan Cave possesses broad experience in various areas of business law, including but not limited to commercial litigation, commercial transactions, banking, real estate, tax, labor and employment, and intellectual property. This

collective experience has allowed Bryan Cave to address promptly and efficiently the various complex issues that have arisen in the Debtors' bankruptcy cases.

10. Bryan Cave maintains detailed daily time records in the ordinary course of its business. These time records are prepared contemporaneously with the rendition of services to the client. These time records describe the person performing the services, the date services are rendered, a detailed description of services, and the length of time spent delivering the services. These time records are kept in increments of tenths of an hour. The names, positions, and hourly rates of each professional and paraprofessional who billed time in connection with Bryan Cave's engagement by the Debtors is attached as Exhibit A.

11. The services provided by Bryan Cave during the Application Period have been actual and necessary. Reasonable compensation for such services based on the time, the nature, the extent, and the value of such services, and the costs of such services other than in a bankruptcy case, are \$96,797.00. A summary of the total fees for each project category is attached as Exhibit B, and the detailed time records for the Application Period are attached as Exhibit C.

12. Bryan Cave has incurred expenses in the total amount of \$2,038.89 during the Application Period for which it seeks approval for reimbursement, which are detailed on Exhibit D, attached.

Bryan Cave's Services During the Application Period

13. During the Application Period, Bryan Cave provided extensive legal services to the Debtor. Bryan Cave has divided its restructuring services into the following project categories.

14. Assumption and Rejection of Leases and Contracts: Bryan Cave consulted the Debtors on decisions and procedures to assume and reject certain leases and contracts that are key to the Debtors' businesses, including but not limited to the Debtors' collective bargaining agreements..

15. Business Operations: Bryan Cave responded to inquiries from the Debtors regarding post-petition operation of the Debtors' businesses.

16. Case Administration: Bryan Cave worked with the Debtors' noticing agent to file and serve numerous motions and notices and to prepare agendas for court hearings. In addition, Bryan Cave helped to prepare and revise the Case Management Order, to coordinate scheduling issues with the courtroom deputy, to advise lead counsel regarding local rules and practices, and to coordinate the logistics of the transition of the case to the instant venue.

17. Claims Administration and Objections: Bryan Cave responded to inquiries from the Debtors and their advisors regarding the process for evaluating, reconciling, and objecting to proofs of claim filed by various creditors.

18. Employee Benefits and Pensions: Bryan Cave advised the Debtors on the ongoing wages and benefits of its employees, as well as their motion for approval of incentive and retention programs.

19. Fee and Employment Applications: Bryan Cave engaged in extensive research and discussions with the United States Trustee and other parties in connection with preparation of its employment application. Bryan Cave also prepared Monthly Fee Statements as required by the Court.

20. Fee and Employment Objections: Bryan Cave reviewed the fee applications of other professionals in the case.

21. Meetings of and Communications with Creditors: Bryan Cave responded to inquiries from creditors regarding the progression of the case.

22. Other Contested Matters: Bryan Cave helped to prepare and prosecute motions relating to, *inter alia*, the Debtors' objections to motions for appointment of an equity committee, as well as preparing for argument of motions scheduled for hearing on the omnibus hearing dates.

23. Real Estate: Bryan Cave advised the Debtors regarding certain real estate matters.

24. Relief from Stay and Adequate Protection Proceedings: Bryan Cave analyzed and responded to a motion for relief from stay and proposed a strategy for responding to that motion.

25. In addition, Bryan Cave advised the Debtor regarding non-restructuring employee benefits issues and corporate and securities matters. Bryan Cave's services in these areas are not included in the project categories above and are listed separately on Exhibit B.

Johnson Factors

26. Local Rule 2016(1)(B) requires that all professional fee applications analyze the 12 factors for allowance of compensation set forth in *Johnson v. Georgia Highway Express*, 388 F.2d 714 (5th Cir. 1974) (the "*Johnson Factors*"); *see also P.A. Novelly v. Palans*, 960 F.2d 728 (8th Cir. 1992); *Chamberlain v. Kula*, 213 B.R. 729, 736-739 (B.A.P. 8th Cir. 1997).

27. Bryan Cave submits that its Application satisfies all of the *Johnson Factors*, as described below.

- (a) The time and labor required. Bryan Cave's representation of the Debtors as debtors-in-possession has required extensive time and effort given the complexity of the Debtors' cases.

- (b) The novelty and difficulty of questions. The Debtors' proceedings under Chapter 11 are multifaceted and involve a large number of creditors and parties-in-interest.
- (c) The skill required to perform legal services properly. Bryan Cave believes that its lawyers have demonstrated the skill levels necessary for the vigorous representation of the Debtors' interests in this case.
- (d) The preclusion of employment due to acceptance of the case. Acceptance of this case has not precluded Bryan Cave from other employment, but the professionals involved in this case devote significant portions of their time to the Debtors' affairs and are, to that extent, unable to address other matters.
- (e) The customary fee. The rates charged by Bryan Cave in this matter are commensurate with rates it charges for similar clients on similar matters, except that Lloyd Palans is charging the Debtors significantly less than his customary hourly rate.
- (f) Whether the fee is fixed or contingent. The fees requested herein are requested on an hourly basis.
- (g) Time limitations imposed by the client or the circumstances. This case has posed time pressures that are at least as constraining as in a typical Chapter 11 case.
- (h) The amount involved and the results obtained. Bryan Cave has worked diligently to advocate for its client and has obtained results that are reasonable in the circumstances of this case.

- (i) The experience, reputation, and ability of the attorneys. The professionals representing the Debtors in this engagement are highly skilled and experienced in restructurings, employee benefits, and matters of corporate and securities law.
- (j) The undesirability of the case. This is not an undesirable case. Bryan Cave is privileged to have the opportunity to represent the Debtors.
- (k) The nature and length of the professional relationship with the client. As discussed in its employment application, Bryan Cave provided corporate and securities law services to the Debtors for more than five years prior to their Chapter 11 cases.
- (l) Awards in similar cases. The fees requested in this case are proportionate to fees requested in similar matters.

28. There is no agreement of any nature as to the sharing of any compensation to be paid to Bryan Cave, other than sharing among the partners and regular associates of Bryan Cave. Compensation previously paid to Bryan Cave has not been shared with any person other than the partners and regular associates of Bryan Cave.

29. I hereby certify that (a) the fees and expenses requested in this Application are in compliance with the requirements of the Interim Compensation Order; and (b) that the Debtors have had an opportunity to review this Application prior to its and have approved the requested amounts.

WHEREFORE, Bryan Cave respectfully requests that this Court:

- (a) allow on an interim basis attorneys' fees of \$96,797.00 and expenses of \$2,038.89;

- (b) authorize and direct the Debtors to make payment to Bryan Cave for all allowed fees and expenses that have not been paid to date; and
- (c) grant Bryan Cave such other and further relief as is just and proper.

Dated: April 12, 2013.
St. Louis, Missouri

Respectfully submitted,

BRYAN CAVE LLP

/s/ Laura Uberti Hughes

Brian C. Walsh, #58091MO

David M. Unseth, #48086MO

Laura Uberti Hughes, #60732MO

One Metropolitan Square

211 N. Broadway, Suite 3600

St. Louis, MO 63102

(314) 259-2000

Fax: (314) 259-2020

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ATTORNEYS FOR THE DEBTOR

EXHIBIT A

**CUMULATIVE TIMEKEEPER SUMMARY
(November 27, 2012 – January 31, 2013)**

Partners:

Name	Admission Year	Total Hours	Rate	Total Fees¹
Lloyd A. Palans	1972	69.40	\$675	\$45,614.99
Brian C. Walsh	1997	69.20	\$450	\$30,472.81
R. Randall Wang	1984	0.80	\$675	\$540.00

Counsel:

Name	Admission Year	Total Hours	Rate	Total Fees
Hal B. Morgan	1983	21.50	\$565	\$12,147.50

Associates:

Name	Admission Year	Total Hours	Rate	Total Fees
Laura Uberti Hughes	2008	21.30	\$315	\$6,582.27
Adriel F. Sanders	2009	2.90	\$270	\$783.00

Paraprofessionals:

Name	Total Hours	Rate	Total Fees
Claudia A. Papenberg	4.30	\$160	\$656.43

¹ The total fees requested by timekeeper exceeds by \$2,056.00 the total fees requested in the Application because of a line-item adjustment to Bryan Cave's December 2012 restructuring invoice, which accounts for the difference between certain Bryan Cave Professionals' 2013 rates as disclosed in Bryan Cave's employment application and actual 2012 rates billed during that portion of the Application Period.

EXHIBIT B

**TASK CODE CATEGORY SUMMARY
(November 27, 2012 – January 31, 2013)**

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees²</u>
Assumption and Rejection of Leases and Contracts	14.30	\$9,265.50
Business Operations	0.10	\$45.00
Case Administration	50.50	\$26,316.00
Claims Administration and Objections	0.90	\$378.00
Employee Benefits and Pensions	10.20	\$6,862.50
Fee and Employment Applications	63.10	\$31,243.50
Fee and Employment Objections	0.80	\$472.50
Meetings of and Communications with Creditors	0.80	\$540.00
Other Contested Matters	21.80	\$9,274.00
Real Estate	0.10	\$31.50
Relief from Stay and Adequate Protection Proceedings	1.60	\$954.00
Employee Benefits (Non-Restructuring)	21.50	\$12,147.50
Corporate and Securities	3.70	\$1,323.00
TOTAL	189.40	\$98,853.00

² The total fees requested by project category exceeds by \$2,056.00 the total fees requested in the Application because of a line-item adjustment to Bryan Cave's December 2012 restructuring invoice, which accounts for the difference between certain Bryan Cave Professionals' 2013 rates as disclosed in Bryan Cave's employment application and actual 2012 rates billed during that portion of the Application Period.

EXHIBIT C

DETAILED TIME RECORDS



Bryan Cave LLP Atlanta | Boulder | Charlotte | Chicago | Colorado Springs | Dallas | Denver | Frankfurt | Hamburg | Hong Kong | Irvine
Jefferson City | Kansas City | Los Angeles | New York | Paris | Phoenix | San Francisco | Shanghai | Singapore | St. Louis | Washington, D.C.

EMPLOYER IDENTIFICATION NUMBER: 43-0602162

Patriot Coal Corporation
12312 Olive Blvd., Suite 400
St. Louis, MO 63141

January 28, 2013
Invoice # 10164055
Client # C067317
Payment is due upon
Receipt

STATEMENT OF ACCOUNT

CURRENT CHARGES FOR MATTER:

File # 0345891
Chapter 11 Restructuring

Subtotal Fees for Legal services	\$	44,792.50
Adjustment for rate differential		(2,056.00)
Total Fees for Legal Services		42,736.50
Expenses and Other Charges		1,102.45
TOTAL CHARGES THIS INVOICE	\$	43,838.95
STATEMENT TOTAL	\$	43,838.95

PAYMENT INSTRUCTIONS

Check Payment Instructions:

Bryan Cave LLP
P.O. Box 503089
St. Louis, MO 63150-3089

Please return Remittance Advice with
payment in the enclosed envelope.

ACH Payment Instructions:

ACH to: Bank of America
One Bank of America Plaza
St. Louis, MO 63101
Routing #081000032
Account # 100101007976

Wire Instructions:

Wire to: Bank of America
One Bank of America Plaza
St. Louis, MO 63101
ABA #0260-0959-3
Account # 100101007976

Swift Codes:
BOFAUS3N (incoming US wires)
BOFAUS6S (incoming Non-US wires)

Please include the Client, Matter, or Invoice Number with all payments.

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For Legal Services Rendered Through December 31, 2012

File # 0345891
Chapter 11 Restructuring

Case Administration

11/27/12	L. A. Palans	4.20 hrs.	2,835.00	Receive and review venue decision for transfer to Eastern District of Missouri (1.0); telephone conference with J. Bean regarding update, retention and logistics (.4); telephone conference with M. Huebner, E. Moskowitz, B. Resnick, et al., regarding transfer of case to Eastern District of Missouri, logistics and timing, use of status conference, preparation of binders and meeting with U.S. Trustee (1.3); correspondence with Davis Polk team regarding update on logistics and timing (.3); review of docket for inclusion in binders (1.0); telephone conference with J. Bean regarding update (.2).
11/27/12	B. C. Walsh	0.40 hrs.	180.00	Telephone conference with P. Randolph regarding case transfer (0.1); multiple telephone conferences with L. A. Palans regarding administrative issues with venue transfer (0.3).
11/28/12	L. A. Palans	2.50 hrs.	1,687.50	Review of venue decision (.5); correspondence with M. Huebner, E. Moskowitz, B. Resnick, B. C. Walsh, et al., regarding talking points for consideration, timing issues, transfer of case and discussion with U.S. Trustee (1.0); telephone conference with P. Randolph, L. Long, B. C. Walsh

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and Davis Polk team regarding status and introduction (.8); telephone conference with J. Bean regarding update, status and timing (.2).

11/28/12	B. C. Walsh	1.10 hrs.	495.00	Telephone conference with L. A. Palans regarding case transfer and logistics (0.2); telephone conference with P. Randolph, L. Long, M. Huebner, B. Resnick, L. A. Palans regarding transfer of venue (0.7); telephone conference with L. A. Palans regarding same (0.2).
11/30/12	L. A. Palans	2.40 hrs.	1,620.00	Correspondence with J. Bean regarding venue issues (.2); correspondence with M. Huebner regarding venue issues (.2); correspondence with Davis Polk team regarding venue update and case assignment (.2); correspondence with B. C. Walsh regarding logistics, strategy considerations and case assignment (.4); correspondence with Davis Polk team and B. C. Walsh regarding binders (.2); telephone conference with J. Bean regarding update, timing and case assignment (.4); telephone conference with B. Resnick and B. C. Walsh regarding scheduling and strategy considerations (.5); follow-up conference with B. C. Walsh regarding pending motions and hearings before Judge Chapman (.3).
11/30/12	B. C. Walsh	1.70 hrs.	765.00	Multiple memoranda, telephone conferences with M. Huebner, B. Resnick, L. A. Palans regarding venue transfer and hearing dates (0.5); telephone conference with S. Kruse regarding same (0.2); telephone conference with L. A. Palans regarding venue transfer (0.5);

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telephone conference with B. Resnick, M. McGreal regarding general case administration issues (0.5).

12/03/12	L. A. Palans	0.60 hrs.	405.00	Conference with B. C. Walsh regarding update, timing and docketing issues (.3); telephone conference with J. Bean regarding update, timing, docketing and logistics for case transfer (.3).
12/03/12	L. A. Palans	0.80 hrs.	540.00	Telephone conference with E. Moskowitz regarding update, alternative strategic paths and timing (.4); telephone conference with potential expert for designation in adversary proceeding (.4).
12/03/12	L. A. Palans	0.30 hrs.	202.50	Telephone conference with G. D. Willard regarding Creditors' Committee representation, agenda letter and timing.
12/03/12	B. C. Walsh	0.60 hrs.	270.00	Telephone conference with S. Magnus regarding case intake (0.2); memorandum to M. Huebner regarding same (0.1); telephone conference with L. A. Palans regarding same (0.3).
12/04/12	L. A. Palans	1.70 hrs.	1,147.50	Telephone conference with J. Bean regarding status and update (.2); telephone conference with B. C. Walsh regarding pending matters before Judge Chapman (.3); conference with B. C. Walsh regarding status, update and strategy for proceeding (.5); telephone conference with B. Resnick regarding update on timing, scheduling and strategy for proceeding (.3); review of draft application for retention of Bryan Cave (.4).
12/06/12	L. A. Palans	0.30 hrs.	202.50	Telephone conference with J. Bean regarding update and strategy for proceeding.

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12/06/12	L. U. Hughes	0.70 hrs.	220.50	Confer with M. McGreal regarding request for Eighth Circuit case law on certain issue and case management order amendments and follow-up on same (.5); review draft declaration (.2).
12/10/12	L. A. Palans	0.50 hrs.	337.50	Telephone conference with M. Huebner and B. Resnick regarding calendar availability for hearings, timing and strategy considerations (.3); conference with B. C. Walsh regarding update and calendar dates for scheduling purposes (.2).
12/11/12	L. A. Palans	0.40 hrs.	270.00	Correspondence with M. Huebner regarding logistical issues (.2); review inquiry from M. McGreal regarding identification of analyst with U.S. Trustee for preparation and filing of monthly operating report (.2).
12/12/12	L. A. Palans	1.00 hrs.	675.00	Telephone conference with M. Huebner regarding case logistics (.2); conference with B. C. Walsh regarding meeting with Davis Polk to discuss timing, strategy and logistics (.3); correspondence with M. Huebner regarding case binders and meeting on strategy issues (.3); correspondence with J. Bean regarding update and Friday conference call (.2).
12/12/12	B. C. Walsh	0.40 hrs.	180.00	Telephone conference with B. Dorsey regarding monthly reporting (0.1); memorandum to M. McGreal regarding same (0.1); conference with L. U. Hughes regarding case transfer (0.2).
12/13/12	L. A. Palans	0.30 hrs.	202.50	Receive and review key dates from Davis Polk.
12/14/12	L. A. Palans	0.60 hrs.	405.00	Telephone conference with B. C. Walsh regarding update call,

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status, timing and strategy (.2);
review of key dates in case
received from Davis Polk (.4).

12/14/12	B. C. Walsh	0.60 hrs.	270.00	Participate in weekly update call with client and professionals.
12/17/12	L. A. Palans	0.60 hrs.	405.00	Telephone conference with J. Bean regarding update, status and strategy for proceeding (.3); telephone conference with B. Resnick regarding status and strategy for proceeding (.3).
12/18/12	L. A. Palans	1.10 hrs.	742.50	Conference with M. Huebner regarding status and strategy for proceeding (.3); review of standing orders from other Eastern District of Missouri Chapter 11 proceedings (.8).
12/19/12	L. U. Hughes	0.20 hrs.	63.00	Confer with K. Coco regarding preparation of documents for electronic filing.
12/20/12	B. C. Walsh	0.50 hrs.	225.00	Review issues regarding venue transfer (0.3); memorandum to M. Huebner regarding pro hac papers (0.1); conference with L. U. Hughes regarding monthly operating report (0.1).
12/21/12	L. A. Palans	2.00 hrs.	1,350.00	Participate in update call with Patriot team (.5); conference with B. C. Walsh regarding timing, hearing dates, status conference, omnibus hearing, pending issues and strategy for proceeding (.5); conference call with M. Huebner, B. Resnick, P. Randolph and L. Long regarding pending and upcoming issues, timing, monthly operating report, equity committee motion, case management order and local rules (1.0).
12/21/12	B. C. Walsh	0.40 hrs.	180.00	Conference with L. A. Palans regarding U.S. Trustee issues (0.3); memorandum to M. Huebner regarding omnibus hearings (0.1).

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12/21/12	L. U. Hughes	1.00 hrs.	315.00	Review and arrange for filing of monthly operating report, pro hac vice motion, and various certificates of service (0.5); perform research regarding electronic noticing of ECF docketing events and send email to A. Libby regarding same (0.4); respond to R. Nadick of GCG with status of filings (0.1).
12/26/12	B. C. Walsh	0.20 hrs.	90.00	Telephone conference with M. McGreal regarding hearing dates.
12/26/12	L. U. Hughes	1.80 hrs.	567.00	Review and respond to emails from A. Libby regarding filing declaration and pro hac vice motions, arrange for filing same on ECF, submit proposed orders and send confirmation emails to A. Libby (1.7); respond to GCG regarding submission of orders (0.1).
12/27/12	L. U. Hughes	0.20 hrs.	63.00	Confer with clerk regarding payment of fees for pro hac vice motions (0.1) and coordinate same with accounting staff (0.1).
12/28/12	L. U. Hughes	0.40 hrs.	126.00	Review and arrange for filing of certain certificates of service for GCG and forward same with comment to J. Demma and A. Libby (.3); review and revise letter to accompany check for pro hac vice motions (.1).
12/31/12	B. C. Walsh	0.40 hrs.	180.00	Multiple memoranda to M. McGreal regarding scheduling of pending motions (0.3); draft notice of hearing regarding settlement-procedures motion (0.1).
12/31/12	L. U. Hughes	0.30 hrs.	94.50	Review correspondence regarding filing motions and notices for January 14 hearing.

Total Case Administration

30.20 hrs.

\$ 17,311.50

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Meetings of & Communications with Creditors

11/30/12	L. A. Palans	0.30 hrs.	202.50	Telephone conference with G. D. Willard regarding creditor committee representation.
12/14/12	L. A. Palans	0.50 hrs.	337.50	Telephone conference with G. Willard regarding update on timing, docketing in St. Louis and omnibus hearing dates.

Total Meetings of & Communications with Creditors 0.80 hrs. \$ 540.00

Fee/Employment Applications

11/27/12	L. A. Palans	0.40 hrs.	270.00	Conference with B. C. Walsh regarding preparation of affidavit of disinterestedness, status conference and timing.
11/27/12	B. C. Walsh	0.60 hrs.	270.00	Diligence regarding connections.
11/28/12	L. A. Palans	0.50 hrs.	337.50	Conference with B. C. Walsh regarding affidavit of disinterestedness and issues with respect to scheduling.
11/28/12	B. C. Walsh	1.30 hrs.	585.00	Draft employment application (0.5); research regarding employment application (0.3); review Davis Polk and Curtis applications (0.5).
11/29/12	L. A. Palans	0.50 hrs.	337.50	Conference with B. C. Walsh regarding affidavit of disinterestedness, disclosure and timing.
11/29/12	B. C. Walsh	1.30 hrs.	585.00	Telephone conference with L. A. Palans regarding retention issues (0.2); draft employment application (0.6); diligence regarding connections (0.5).
11/30/12	B. C. Walsh	0.30 hrs.	135.00	Diligence regarding connections.
12/04/12	B. C. Walsh	1.00 hrs.	450.00	Draft employment application.
12/05/12	L. A. Palans	0.80 hrs.	540.00	Review Section 329 disclosure (.3); conference with B. C. Walsh regarding affidavit of

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disinterestedness, Ninth Circuit ruling on bankruptcy court jurisdiction (.4); telephone conference with B. Resnick regarding staffing issues (.1).

12/06/12	L. A. Palans	1.00 hrs.	675.00	Revisions to declaration of disinterestedness (.5); conference with B. C. Walsh regarding revisions to declaration (.5).
12/06/12	B. C. Walsh	2.10 hrs.	945.00	Draft declaration in support of employment application (0.7); diligence regarding connections (1.4).
12/07/12	L. A. Palans	1.00 hrs.	675.00	Review and revisions to proposed engagement letter (.3); correspondence with B. C. Walsh and R. R. Wang with respect to additional disclosures for inclusion in engagement letter and terms of engagement (.4); correspondence with E. Moskowitz regarding potential engagement of outside counsel (.3).
12/07/12	B. C. Walsh	0.80 hrs.	360.00	Diligence regarding connections.
12/11/12	L. A. Palans	0.20 hrs.	135.00	Telephone conference with B. C. Walsh regarding revisions to affidavit of disinterestedness.
12/11/12	B. C. Walsh	4.80 hrs.	2,160.00	Extensive diligence regarding connections.
12/12/12	B. C. Walsh	4.40 hrs.	1,980.00	Draft employment application and supporting declaration, including extensive diligence regarding connections.
12/13/12	L. A. Palans	1.70 hrs.	1,147.50	Review and revisions to declaration of disinterestedness (.6); conference with B. C. Walsh reviewing and revising declaration (.5); telephone conference with B. C. Walsh regarding declaration of disinterestedness, disclosure issues and participation on update call (.3); correspondence with J. Bean regarding

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declaration of disinterestedness
(.3).

12/13/12	B. C. Walsh	0.20 hrs.	90.00	Revise employment application.
12/14/12	L. A. Palans	0.30 hrs.	202.50	Review of draft employment papers.
12/14/12	B. C. Walsh	2.70 hrs.	1,215.00	Revise employment application and supporting papers, including extensive diligence regarding connections.
12/17/12	L. A. Palans	0.60 hrs.	405.00	Correspondence with B. C. Walsh regarding additional information needed for engagement and proposed disclosures (.2); correspondence with B. C. Walsh regarding employment revisions (.2); telephone conference with R. R. Wang regarding employment revisions (.2).
12/17/12	L. A. Palans	0.60 hrs.	405.00	Revisions to employment papers (.2); correspondence with J. Bean regarding update and revisions to employment papers (.4).
12/17/12	B. C. Walsh	1.60 hrs.	720.00	Diligence regarding connections.
12/18/12	L. A. Palans	0.80 hrs.	540.00	Conference with B. C. Walsh regarding finalization, revisions and review of disclosures for declaration of disinterestedness and application for retention.
12/18/12	B. C. Walsh	1.50 hrs.	675.00	Revise employment application (1.1); telephone conference with L. A. Palans regarding retention (0.4).
12/20/12	L. U. Hughes	1.50 hrs.	472.50	Conference with K. Coco regarding filing fee statements (0.2); review and revise November statements for Davis Polk, Jackson Kelly and Ernst & Young, and arrange for filing on ECF (1.3).
12/21/12	L. A. Palans	0.60 hrs.	405.00	Telephone conference with J. Bean regarding Bryan Cave retention application (.2); telephone conference with B. C.

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Walsh regarding additional descriptions in affidavit of disinterestedness and revisions to engagement letter (.4).

12/21/12	B. C. Walsh	0.90 hrs.	405.00	Telephone conference with J. Bean, L. A. Palans regarding retention issues (0.4); revise employment application (0.5).
12/26/12	B. C. Walsh	0.30 hrs.	135.00	Telephone conference with A. Starr regarding retention issues.
12/27/12	B. C. Walsh	0.30 hrs.	135.00	Multiple memoranda to L. A. Palans regarding employment application.
Total Fee/Employment Applications		34.60 hrs.	\$	17,392.50

Fee/Employment Objections

12/12/12	L. A. Palans	0.50 hrs.	337.50	Review of U.S. Trustee objections to first interim fee applications (.3); conference with B. C. Walsh regarding U.S. Trustee objections (.2).
Total Fee/Employment Objections		0.50 hrs.	\$	337.50

Assumption/Rejection of Leases and Contracts

11/28/12	B. C. Walsh	0.50 hrs.	225.00	Research regarding rejection standard.
12/07/12	B. C. Walsh	0.30 hrs.	135.00	Review analysis regarding Section 1113.
Total Assumption/Rejection of Leases and Contracts		0.80 hrs.	\$	360.00

Other Contested Matters(excl assumption/rejecti

12/12/12	B. C. Walsh	0.40 hrs.	180.00	Multiple telephone conferences with S. Ravi regarding document review and production (0.3); telephone conference with C. Papenberg regarding same (0.1).
12/12/12	C. A. Papenberg	1.80 hrs.	288.00	Meeting with Davis Polk attorneys regarding production of files.

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12/13/12	C. A. Papenberg	2.50 hrs.	400.00	Teleconferences with C. Reiser regarding instructions for copying of document review (1.2); teleconference with Copy Service to obtain bid to copy (.5); prepare document review slip sheet for use in retrieving, scanning and returning documents and forward to C. Reiser for approval (.8).
12/17/12	L. U. Hughes	2.50 hrs.	787.50	Respond to emails from M. McGreal regarding inclusion of Eighth Circuit case law in motion.

Total Other Contested Matters(excl assumption/reject) 7.20 hrs. \$ 1,655.50

Employee Benefits/Pensions

11/28/12	L. A. Palans	1.40 hrs.	945.00	Correspondence with Davis Polk team regarding Section 1113 and Section 1114 issues (.3); conference with B. C. Walsh regarding Section 1113 and Section 1114 and use of affidavits in trial (.3); correspondence with Davis Polk regarding procedure for use of affidavits (.3); follow-up conference with B. C. Walsh regarding disclosures, affidavit of disinterestedness and Section 1113 issues (.5).
11/29/12	L. A. Palans	2.40 hrs.	1,620.00	Telephone conference with J. Bean regarding update, strategic issues and timing (.3); review of rejection precedents (1.2); correspondence with Davis Polk team regarding case law under Section 1113 in Eastern District of Missouri (.5); telephone conference with B. Resnick regarding Section 1114 issues (.4).
12/19/12	L. A. Palans	0.30 hrs.	202.50	Telephone conference with E. Moskowitz regarding 1113/1114 issues, timing and strategy for

Patriot Coal Corporation

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proceeding.

12/19/12	L. A. Palans	0.30 hrs.	202.50	Review J. Bean comments to 1113/1114 papers.
12/20/12	L. A. Palans	3.40 hrs.	2,295.00	Review of local rules regarding mediation, selection of mediator and procedure (.3); review draft declarations with respect to 1113/1114 issues and potential pleadings (1.2); receive and review timeline (.2); review and outline of discussion points regarding 1113/1114 issues (1.5); review of agenda for update call (.2).
12/24/12	L. A. Palans	2.30 hrs.	1,552.50	Review and analysis of 1113/1114 issues and presentation of same (1.0); revisions to outline of presentation points (1.3).
Total Employee Benefits/Pensions		10.10 hrs.		\$ 6,817.50
Claims Administration and Objections				
12/29/12	B. C. Walsh	0.20 hrs.	90.00	Memorandum to M. McGreal regarding motion to establish claim objection procedures.
12/31/12	B. C. Walsh	0.50 hrs.	225.00	Revise motion regarding claim objection procedures.
12/31/12	L. U. Hughes	0.20 hrs.	63.00	Review motion for claims objections procedures and confer with B. C. Walsh regarding comments and redline of same.
Total Claims Administration and Objections		0.90 hrs.		\$ 378.00

Patriot Coal Corporation

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TIMEKEEPER SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
L. A. Palans	39.70	675.00	26,797.50
B. C. Walsh	32.30	450.00	14,535.00
L. U. Hughes	8.80	315.00	2,772.00
C. A. Papenberg	4.30	160.00	688.00
TOTAL	85.10	526.35	44,792.50

Total Hours	85.10	
Subtotal Fees for Legal Services		\$ 44,792.50
Adjustment for rate differential		\$ (2,056.00)
Total Fees for Legal Services		\$ 42,736.50

EXPENSES AND OTHER CHARGES

12/28/12 Filing/Service Fee - Clerk, U.S. District Court File Pro Hac Vice for 9 attorneys	900.00
Long Distance Telephone Charge	4.45
Westlaw Computerized Research	198.00
Total Expenses and Other Charges	\$ 1,102.45

TOTAL CHARGES FOR THIS MATTER \$ 43,838.95



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 Jefferson City | Kansas City | Los Angeles | New York | Paris | Phoenix | San Francisco | Shanghai | Singapore | St. Louis | Washington, D.C.

EMPLOYER IDENTIFICATION NUMBER: 43-0602162

Patriot Coal Corporation
 12312 Olive Blvd., Suite 400
 St. Louis, MO 63141

January 28, 2013
 Invoice # 10168971
 Client # C067317
 Payment is due upon
 Receipt

STATEMENT OF ACCOUNT

BALANCE FORWARD:

Balance per Statement Dated October 12, 2012	\$	1,905.00	
Payments and Other Credits		(1,905.00)	
BALANCE FORWARD		\$	0.00

CURRENT CHARGES FOR MATTER:

File # 0215595
 Securities Law Matters

Fees for Legal Services	\$	135.00	
TOTAL CHARGES THIS INVOICE		\$	135.00
STATEMENT TOTAL		\$	135.00

PAYMENT INSTRUCTIONS

Check Payment Instructions:

Bryan Cave LLP
 P.O. Box 503089
 St. Louis, MO 63150-3089

Please return Remittance Advice with
 payment in the enclosed envelope.

ACH Payment Instructions:

ACH to: Bank of America
 One Bank of America Plaza
 St. Louis, MO 63101
 Routing #081000032
 Account # 100101007976

Wire Instructions:

Wire to: Bank of America
 One Bank of America Plaza
 St. Louis, MO 63101
 ABA #0260-0959-3
 Account # 100101007976
 Swift Codes:
 BOFAUS3N (incoming US wires)
 BOFAUS6S (incoming Non-US wires)

Please include the Client, Matter, or Invoice Number with all payments.

Patriot Coal Corporation

January 28, 2013
Invoice # 10168971
Client # C067317
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For Legal Services Rendered Through December 31, 2012

File # 0215595
Securities Law Matters

12/06/12 R. R. Wang 0.20 hrs. 135.00 Review and email to J. Tucker
regarding Form 4 reporting.

TIMEKEEPER SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
R. R. Wang	0.20	675.00	135.00
TOTAL	0.20	675.00	135.00
Total Hours		0.20	
Total Fees for Legal Services			\$ 135.00
TOTAL CHARGES FOR THIS MATTER			\$ 135.00



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EMPLOYER IDENTIFICATION NUMBER: 43-0602162

Patriot Coal Corporation
12312 Olive Blvd., Suite 400
St. Louis, MO 63141

January 28, 2013
Invoice # 10168970
Client # C067317
Payment is due upon
Receipt

STATEMENT OF ACCOUNT

BALANCE FORWARD:

Balance per Statement Dated December 10, 2012	\$	37,290.00	
Payments and Other Credits		(37,290.00)	
BALANCE FORWARD		\$	0.00

CURRENT CHARGES FOR MATTER:

File # 0227743
Employee Benefits Matters

Fees for Legal Services	\$	7,740.50	
TOTAL CHARGES THIS INVOICE		\$	7,740.50
STATEMENT TOTAL		\$	7,740.50

PAYMENT INSTRUCTIONS

Check Payment Instructions:

Bryan Cave LLP
P.O. Box 503089
St. Louis, MO 63150-3089

Please return Remittance Advice with payment in the enclosed envelope.

ACH Payment Instructions:

ACH to: Bank of America
One Bank of America Plaza
St. Louis, MO 63101
Routing #081000032
Account # 100101007976

Wire Instructions:

Wire to: Bank of America
One Bank of America Plaza
St. Louis, MO 63101
ABA #0260-0959-3
Account # 100101007976

Swift Codes:
BOFAUS3N (incoming US wires)
BOFAUS6S (incoming Non-US wires)

Please include the Client, Matter, or Invoice Number with all payments.

Patriot Coal Corporation

January 28, 2013
Invoice # 10168970
Client # C067317
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For Legal Services Rendered Through December 31, 2012

File # 0227743
Employee Benefits Matters

12/05/12	H. B. Morgan	0.70 hrs.	395.50	Analyze matters regarding cafeteria plan.
12/10/12	H. B. Morgan	0.20 hrs.	113.00	Telephone conference with L. Knight regarding acquisition of Brody Mine.
12/11/12	H. B. Morgan	0.50 hrs.	282.50	Telephone conference with O. Lozada and R. Wald on cafeteria plan issues.
12/13/12	H. B. Morgan	2.70 hrs.	1,525.50	Work on revisions to cafeteria plan (1.5); analyze question regarding payment of AD&D premiums under cafeteria plan (.4); analyze question regarding health care coverage of disabled employees at contract mine (.4); analyze 401(k) plan in acquisition of Brody Mining (.4).
12/14/12	H. B. Morgan	0.70 hrs.	395.50	Prepare e-mail to O. Lozada regarding health care coverage of certain Brody employees.
12/17/12	H. B. Morgan	0.20 hrs.	113.00	Revise cafeteria plan.
12/18/12	H. B. Morgan	0.20 hrs.	113.00	Draft board resolution to adopt cafeteria plan.
12/19/12	H. B. Morgan	0.50 hrs.	282.50	Telephone conference with B. Wald and O. Lozada regarding welfare and 401(k) plan issues.
12/21/12	H. B. Morgan	5.50 hrs.	3,107.50	Draft resolutions regarding Brody Mining 401(k) Plan (.6); analyze issues regarding wrap plans (.4); telephone conference with B. Wald on Brody 401(k) Plan and wrap plans (.6); draft memo regarding ERISA and qualification issues with respect

Patriot Coal Corporation

January 28, 2013
Invoice # 10168970
Client # C067317
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				to Brody 401(k) Plan (3.5).
12/26/12	H. B. Morgan	2.00 hrs.	1,130.00	Revise memo regarding issues with respect to Brody 401(k) Plan (1.0); analyze issues regarding wrap plans for welfare benefits (1.0).
12/27/12	H. B. Morgan	0.50 hrs.	282.50	Telephone conference with M. Luna regarding true up contributions to 401(k) Plan.

TIMEKEEPER SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
H. B. Morgan	13.70	565.00	7,740.50
TOTAL	13.70	565.00	7,740.50

Total Hours 13.70

Total Fees for Legal Services \$ 7,740.50

TOTAL CHARGES FOR THIS MATTER \$ 7,740.50



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Jefferson City | Kansas City | Los Angeles | New York | Paris | Phoenix | San Francisco | Shanghai | Singapore | St. Louis | Washington, D.C.

EMPLOYER IDENTIFICATION NUMBER: 43-0602162

Patriot Coal Corporation
12312 Olive Blvd., Suite 400
St. Louis, MO 63141

February 22, 2013
Invoice # 10172596
Client # C067317
Payment is due upon
Receipt

STATEMENT OF ACCOUNT

BALANCE FORWARD:

Balance per Statement Dated January 28, 2013	\$	43,838.95
Payments and Other credits		0.00
BALANCE FORWARD	\$	43,838.95

CURRENT CHARGES FOR MATTER:

File #0345891		
Chapter 11 Restructuring		
Fees for Legal services	\$	40,590.00
Expenses and Other Charges		936.44
TOTAL CHARGES THIS INVOICE	\$	41,526.44

STATEMENT TOTAL	\$	85,365.39
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PAYMENT INSTRUCTIONS

Check Payment Instructions:

Bryan Cave LLP
P.O. Box 503089
St. Louis, MO 63150-3089

Please return Remittance Advice with
payment in the enclosed envelope.

ACH Payment Instructions:

ACH to: Bank of America
One Bank of America Plaza
St. Louis, MO 63101
Routing #081000032
Account # 100101007976

Wire Instructions:

Wire to: Bank of America
One Bank of America Plaza
St. Louis, MO 63101
ABA #0260-0959-3
Account # 100101007976
Swift Codes:
BOFAUS3N (incoming US wires)
BOFAUS6S (incoming Non-US wires)

Please include the Client, Matter, or Invoice Number with all payments.

For Legal Services Rendered Through January 31, 2013

File #0345891
Chapter 11 Restructuring

Case Administration

01/02/13	L. A. Palans	0.40 hrs.	270.00	Review of UMWA public statements regarding civil disobedience (.2); correspondence with Davis Polk team regarding communications with U.S. Trustee in connection with threatened actions (.2).
01/02/13	L. U. Hughes	0.10 hrs.	31.50	Respond to email from K. Coco regarding status of orders on pro hac vice motions.
01/03/13	L. A. Palans	0.60 hrs.	405.00	Conference with B. C. Walsh regarding telephonic appearance for hearing (.2); correspondence with E. Moskowitz regarding conversations with U.S. Trustee and discussions regarding advisors (.2); review correspondence with M. McGreal regarding summary discussions with unsecured creditors' committee (.2).
01/03/13	B. C. Walsh	0.20 hrs.	90.00	Telephone conference with M. Parker regarding telephonic appearances (0.1); multiple memoranda to various counsel regarding same (0.1).
01/03/13	L. U. Hughes	0.80 hrs.	252.00	Exchange emails with C. Robertson regarding filing of staffing report (0.1); confer with court clerk regarding same (0.2); review and revise declaration of no objections to rejection of certain employment agreements (0.3); confer with A. Libby regarding matrix supplement

requirements under local rules
(0.2).

01/04/13	L. A. Palans	0.40 hrs.	270.00	Correspondence with P. Randolph and L. Long regarding security concerns at courthouse (.2); telephone conference with G. Streeting of Clerk's office regarding potential security concerns (.2).
01/04/13	B. C. Walsh	1.50 hrs.	675.00	Participate in weekly update call (0.7); telephone conference with J. Bean, L. A. Palans regarding case administration issues (0.4); telephone conference with G. Willard regarding January 14 hearing (0.1); telephone conference with B. Resnick, M. McGreal, L. A. Palans regarding same (0.3).
01/07/13	L. U. Hughes	0.60 hrs.	189.00	Review docket and draft notices of continued hearings and send to M. McGreal for comment.
01/08/13	L. U. Hughes	0.70 hrs.	220.50	Confer with M. McGreal regarding revisions to notices (0.1); revise same (0.3); review proposed case management order (0.3).
01/09/13	L. U. Hughes	0.60 hrs.	189.00	Respond to email from B. Kotliar of Curtis Mallet regarding filing pro hac motions and payment of fees for same (0.2); review and revise orders and motions and coordinate filing on ECF (0.3); send confirmations to B. Kotliar and send proposed orders to court (0.1).
01/10/13	B. C. Walsh	0.80 hrs.	360.00	Telephone conference with M. Russano regarding local rules (0.1); telephone conference with A. Starr regarding local rules (0.1); revise amended case management order (0.6).
01/10/13	L. U. Hughes	0.50 hrs.	157.50	Review Rule 9006 and local rules per inquiry of K. Coco on local

practice and return call regarding same (0.3); complete review of proposed case management order and prepare discussion comments, and call to M. McGreal regarding same (0.2).

01/11/13	L. A. Palans	0.70 hrs.	472.50	Participation on update call (.5); correspondence with J. Orf regarding logistics and courthouse security (.2).
01/11/13	B. C. Walsh	0.90 hrs.	405.00	Participate in weekly update call with debtor team (0.7); telephone conference with L. A. Palans regarding hearing issues (0.1); telephone conference with B. Resnick regarding same (0.1).
01/11/13	L. U. Hughes	0.40 hrs.	126.00	Confer with B. Kotliar regarding service of pro hac vice motions and follow up with emails regarding same (0.2); exchange email with R. Nadick regarding same (0.2).
01/15/13	L. U. Hughes	0.60 hrs.	189.00	Confer with M. McGreal regarding comments on proposed case management order and monthly fee statements (0.5); email to R. Nadick requesting service of employment application and notice of hearing (0.1).
01/16/13	L. A. Palans	0.20 hrs.	135.00	Review of update call agenda.
01/16/13	L. A. Palans	0.20 hrs.	135.00	Conference with B. C. Walsh regarding issues in connection with scheduling for January 29 hearing.
01/16/13	B. C. Walsh	1.30 hrs.	585.00	Telephone conference with A. Starr regarding hearing logistics and local rules (0.2); telephone conference with G. Willard regarding case management order (0.2); telephone conference with J. Bean regarding case management (0.2); telephone conference with M. McGreal, M. Huebner

regarding same (0.5); telephone conference with L. A. Palans regarding same (0.2).

01/17/13	B. C. Walsh	0.40 hrs.	180.00	Telephone conference with L. U. Hughes regarding scheduling and case management.
01/17/13	L. U. Hughes	0.40 hrs.	126.00	Discuss strategy with B. C. Walsh for efficiently grouping hearing dates on adversary proceedings and coordinating same with court's hearing schedule.
01/20/13	L. A. Palans	0.20 hrs.	135.00	Correspondence with M. McGreal regarding scheduling for February docket.
01/22/13	L. A. Palans	0.60 hrs.	405.00	Update call with Patriot team.
01/22/13	L. A. Palans	0.20 hrs.	135.00	Conference with B. C. Walsh regarding adversary scheduling and trustee inquiries.
01/22/13	B. C. Walsh	0.20 hrs.	90.00	Telephone conference with S. Magnus regarding scheduling (0.1); memorandum to M. Huebner regarding same (0.1).
01/24/13	B. C. Walsh	1.20 hrs.	540.00	Multiple memoranda to M. McGreal regarding sealing of proposed order by clerk's office (0.2); multiple conferences with L. U. Hughes regarding same and case management issues generally (1.0); telephone conference with L. Long, M. Huebner regarding January 29 hearing (0.2); telephone conference with L. A. Palans regarding case management (0.2); telephone conference with M. Huebner regarding same (0.2).
01/24/13	L. U. Hughes	2.00 hrs.	630.00	Review docket entries and clerk's restriction of certain proposed orders (0.2); confer with clerk's office and chambers regarding same (0.5); develop strategy regarding dissemination of proposed orders and confer with

B. C. Walsh and M. McGreal regarding same (0.8); confer with M. McGreal regarding preparation for hearing and requirements for presenting documents (0.5).

01/25/13	L. A. Palans	0.30 hrs.	202.50	Review of revised case management order.
01/25/13	L. U. Hughes	0.20 hrs.	63.00	Review and arrange for filing of declaration for Special Oversight Committee.
01/28/13	B. C. Walsh	0.80 hrs.	360.00	Telephone conference with M. Parker regarding hearing transcripts and courtroom logistics (0.2); memorandum to M. Huebner regarding same (0.1); telephone conference with M. McGreal, S. Magnus regarding scheduling (0.2); telephone conference with G. Willard regarding case management order (0.3).
01/29/13	B. C. Walsh	1.20 hrs.	540.00	Participate in initial debtor interview with P. Randolph, L. Long, B. Dorsey (1.0); telephone conference with M. McGreal regarding case management order (0.2).
01/29/13	L. U. Hughes	0.20 hrs.	63.00	Review docket entries for updates subsequent to hearing.
01/31/13	B. C. Walsh	0.70 hrs.	315.00	Telephone conference with D. McWay, D. Bard, M. McGreal, Garden City representatives regarding claims and matrix issues (0.5); conference with S. G. Reiss regarding matrix and claims (0.2).
01/31/13	L. U. Hughes	0.20 hrs.	63.00	Confer with B. C. Walsh regarding provisions of case management order.

Total Case Administration 20.30 hrs. \$ 9,004.50

Relief from Stay/Adequate Protection Proceed

01/15/13	L. A. Palans	0.30 hrs.	202.50	Telephone conference with S. Elliot regarding stay relief for agreement to waive claims and pursue insurance proceeds.
01/16/13	L. A. Palans	0.50 hrs.	337.50	Receive and review correspondence from S. Elliot with complaints of tort claimants attached suggesting stay relief in exchange for claim waivers against estate (.3); correspondence with B. Resnick and M. McGreal regarding actions to be taken (.2).
01/16/13	L. U. Hughes	0.10 hrs.	31.50	Review correspondence regarding stay relief inquiry from L. A. Palans and M. McGreal.
01/22/13	L. A. Palans	0.30 hrs.	202.50	Telephone conference with S. Elliot regarding stay relief for tort claimants, waiver of claims against estate and procedure for implementation.
01/29/13	B. C. Walsh	0.10 hrs.	45.00	Telephone conference with S. Magnus regarding order in West Virginia litigation.
01/31/13	B. C. Walsh	0.30 hrs.	135.00	Review Industrial motions for stay relief and informal claim allowance.

Total Relief from Stay/Adequate Protection Proceed 1.60 hrs. \$ 954.00

Fee/Employment Applications

01/03/13	B. C. Walsh	0.40 hrs.	180.00	Diligence regarding connections.
01/07/13	B. C. Walsh	1.80 hrs.	810.00	Revise monthly statement (1.3); revise declaration of disinterestedness (0.5).
01/08/13	L. A. Palans	0.60 hrs.	405.00	Review and revisions to declaration in support of application to retain Bryan Cave as counsel for debtors.
01/09/13	L. A. Palans	0.20 hrs.	135.00	Revisions to declaration in

support of Bryan Cave retention application.

01/09/13	B. C. Walsh	1.00 hrs.	450.00	Telephone conference with L. A. Palans regarding employment (0.3); revise employment application and declaration (0.7).
01/10/13	L. A. Palans	0.20 hrs.	135.00	Revisions to declaration in support of application to employ Bryan Cave.
01/10/13	B. C. Walsh	0.60 hrs.	270.00	Revise monthly statement.
01/11/13	L. A. Palans	0.40 hrs.	270.00	Correspondence with J. Bean regarding Bryan Cave engagement (.2); conference with B. C. Walsh regarding filing of application for retention as local restructuring counsel (.2).
01/14/13	L. A. Palans	0.30 hrs.	202.50	Telephone conference with M. Green regarding potential interest in serving as special counsel to pursue third party claims and causes of action on contingency fee basis.
01/14/13	B. C. Walsh	0.10 hrs.	45.00	Telephone conference with P. Randolph regarding retention papers.
01/15/13	B. C. Walsh	1.00 hrs.	450.00	Revise employment application and coordinate filing of same (0.5); telephone conference with L. A. Palans regarding retention issues (0.2); telephone conference with L. Long regarding employment application (0.2); telephone conference with L. A. Palans regarding same (0.1).
01/16/13	B. C. Walsh	0.20 hrs.	90.00	Telephone conference with L. Long regarding monthly fee issues.
01/17/13	L. A. Palans	0.40 hrs.	270.00	Telephone conference with B. C. Walsh regarding US Trustee position with respect to approval of retention application.
01/17/13	B. C. Walsh	2.30 hrs.	1,035.00	Telephone conference with R. R. Wang regarding monthly

statement (0.1); telephone conference with L. Long regarding retention (0.2); telephone conference with J. Bean, M. Huebner regarding same (0.3); formulate response to U.S. Trustee concerns (1.7).

01/18/13	L. A. Palans	0.80 hrs.	540.00	Review of Section 327(a) law memorandum and Eighth Circuit precedents (.5); conference with B. C. Walsh regarding extension of objection period for U.S. Trustee and Eastern District of Missouri law on Section 327(a) (.3).
01/18/13	B. C. Walsh	3.40 hrs.	1,530.00	Analyze retention issues (0.7); telephone conference with L. A. Palans regarding same (0.3); research regarding disinterestedness issues (1.9); telephone conference with L. A. Palans regarding U.S. Trustee issues (0.3); memorandum to M. Huebner regarding same (0.2).
01/21/13	B. C. Walsh	0.10 hrs.	45.00	Memorandum to M. Huebner regarding Bryan Cave retention.
01/22/13	L. A. Palans	0.20 hrs.	135.00	Telephone conference with B. C. Walsh regarding adjournment of hearing on Bryan Cave retention application.
01/22/13	L. A. Palans	0.30 hrs.	202.50	Telephone conference with B. C. Walsh regarding substantive arguments in response to U.S. Trustee position with respect to Section 327(a).
01/22/13	B. C. Walsh	1.70 hrs.	765.00	Telephone conference with L. A. Palans regarding retention (0.3); telephone conference with L. A. Palans, M. G. Stingley regarding retention (0.2); multiple telephone conferences with L. Long regarding Bryan Cave retention (0.3); telephone conference with S. Magnus, L. Long regarding same (0.2); telephone conference with L. A.

Palans regarding same (0.2);
memorandum to M. Huebner
regarding retention issues (0.3);
research regarding same (0.3).

01/22/13	L. U. Hughes	0.20 hrs.	63.00	Confer with H. Hiznay of Curtis Mallet regarding supplemental disclosures and send examples of same, with comments.
01/23/13	B. C. Walsh	0.20 hrs.	90.00	Prepare monthly statement.
01/24/13	L. A. Palans	0.70 hrs.	472.50	Conference call with S. Golden, L. Long, M. Huebner and B. C. Walsh regarding supplemental declaration and additional disclosures (.4); follow-up conference with B. C. Walsh regarding supplemental disclosures (.3).
01/24/13	B. C. Walsh	0.70 hrs.	315.00	Telephone conference with L. Long, S. Golden, M. Huebner, L. A. Palans regarding retention (0.4); telephone conference with L. A. Palans regarding same (0.3).
01/25/13	L. A. Palans	2.00 hrs.	1,350.00	Review of supplemental disclosures of counsel and Chemtura and orders approving retention of conflicts counsel in Kodak (.5); review and revisions to supplemental declaration and response to U.S. Trustee requests (1.2); conference with B. C. Walsh regarding input from Davis Polk and Company regarding specific tasks for delegation (.3).
01/25/13	B. C. Walsh	2.40 hrs.	1,080.00	Conference with L. A. Palans regarding Bryan Cave employment (0.3); draft supplemental declaration, including review of precedents and firm records (2.1).
01/28/13	L. A. Palans	0.50 hrs.	337.50	Telephone conference with J. Bean regarding follow-up revisions to supplemental declaration (.2); review and

revisions to supplemental
declaration as to scope of duties
as local restructuring counsel
(.3).

01/28/13	B. C. Walsh	0.80 hrs.	360.00	Conferences with L. A. Palans regarding Bryan Cave retention (0.4); telephone conference with R. R. Wang regarding same (0.1); revise supplemental declaration (0.2); telephone conference with J. Bean regarding same (0.1).
01/29/13	B. C. Walsh	0.40 hrs.	180.00	Telephone conference with L. Long regarding Bryan Cave retention (0.2); conference with L. A. Palans regarding retention (0.2).
01/29/13	L. U. Hughes	3.50 hrs.	1,102.50	Review and analyze Eighth Circuit and Eastern District case law relating to employment issues under Section 327.
01/31/13	L. A. Palans	0.30 hrs.	202.50	Telephone conference with B. C. Walsh regarding response to U.S. Trustee inquiry with respect to disinterestedness declaration.
01/31/13	B. C. Walsh	0.60 hrs.	270.00	Telephone conferences with L. Long regarding Bryan Cave retention (0.3); telephone conference with L. A. Palans regarding same (0.2); conference with L. U. Hughes regarding retention (0.1).
01/31/13	L. U. Hughes	0.20 hrs.	63.00	Confer with B. C. Walsh regarding objections to employment application and strategy for responses to same.
Total Fee/Employment Applications			28.50 hrs.	\$ 13,851.00
Fee/Employment Objections				
01/03/13	B. C. Walsh	0.30 hrs.	135.00	Review Carmody MacDonald employment application.
Total Fee/Employment Objections			0.30 hrs.	\$ 135.00

Assumption/Rejection of Leases and Contracts

01/03/13	B. C. Walsh	0.30 hrs.	135.00	Conference with L. A. Palans regarding Section 1114 issues.
01/04/13	L. A. Palans	1.00 hrs.	675.00	Telephone conference with E. Moskowitz regarding 1113/1114 issues, presentation, timing, public relations and strategy for proceeding (.5); telephone conference with E. Moskowitz and J. Bean regarding 1113/1114 issues, timing, strategic concerns and next steps (.5).
01/08/13	L. A. Palans	0.20 hrs.	135.00	Correspondence with J. Frank regarding issues with respect to proposed 1113/1114 matters.
01/10/13	L. A. Palans	2.40 hrs.	1,620.00	Review of agenda for update call (.2); preparation for call with E. Moskowitz and J. Frank (.5); preparation of outline of discussion points (.5); receive and review materials from J. Frank regarding 1113/1114 issues (.3); correspondence with J. Orf regarding communications and strategy (.2); conference call with E. Moskowitz, M. Freitag and J. Orf regarding status, background, strategic plan and timing regarding 1113/1114 issues (.7).
01/11/13	L. U. Hughes	0.20 hrs.	63.00	Confer with K. Coco regarding extension of response dates on Section 365(d)(4) motion.
01/16/13	L. A. Palans	2.00 hrs.	1,350.00	Preparation and revisions to 1113/1114 presentation points.
01/17/13	L. A. Palans	2.20 hrs.	1,485.00	Review and revisions to 1113/1114 presentation (1.3); conference with B. C. Walsh regarding scheduling issues (.2); telephone conference with J. Bean regarding status, update and strategy for proceeding (.2); correspondence with J. Orf and M. Freitag regarding materials

for consideration and drafting
press release and
employee/retiree letter (.5).

01/18/13	L. A. Palans	0.30 hrs.	202.50	Correspondence with E. Moskowitz regarding Section 1113/1114 presentation points.
01/25/13	B. C. Walsh	0.30 hrs.	135.00	Telephone conference with M. McGreal regarding lease assumption hearing.
01/28/13	L. A. Palans	0.20 hrs.	135.00	Telephone conference with E. Moskowitz regarding timing and strategy regarding 1113/1114 issues.
01/30/13	L. A. Palans	1.90 hrs.	1,282.50	Correspondence with M. Huebner regarding strategic decisions regarding 1113/1114 presentation (.2); correspondence with M. Freitag regarding inquiry received for comment on retirees (.2); begin review of draft brief on 1113 issues (1.5).
01/31/13	L. A. Palans	2.50 hrs.	1,687.50	Review of 1113/1114 brief (1.5); revisions to brief (.7); correspondence with E. Moskowitz regarding initial suggested changes (.3).

Total Assumption/Rejection of Leases and Contracts 13.50 hrs. \$ 8,905.50

Other Contested Matters(excl assumption/rejecti

01/07/13	L. A. Palans	0.90 hrs.	607.50	Review inquiry from M. Tobak regarding local custom and practice with respect to 2004 motions (.2); review of local rules (.2); conference with B. C. Walsh regarding 2004 procedure (.2); review of 2004 precedents from prior cases (.3).
01/08/13	L. A. Palans	0.50 hrs.	337.50	Review of Falcon pleading regarding 2004 examination and document production (.3); correspondence with M. Tobak regarding 2004 procedures (.2).

01/09/13	L. A. Palans	0.70 hrs.	472.50	Receive and review motion to appoint retiree committee and transmittal correspondence from E. Moskowitz.
01/11/13	L. A. Palans	0.30 hrs.	202.50	Telephone conference with G. Willard regarding motion for appointment of non-union retiree committee, timing and issues raised for proceeding.
01/23/13	B. C. Walsh	0.20 hrs.	90.00	Telephone conference with A. Starr regarding equity committee motion.
01/25/13	B. C. Walsh	0.90 hrs.	405.00	Telephone conferences with M. Huebner regarding omnibus hearing (0.4); telephone conference with L. A. Palans regarding same (0.2); revise hearing agenda (0.2); telephone conference with M. McGreal regarding same (0.1).
01/25/13	B. C. Walsh	0.30 hrs.	135.00	Telephone conference with A. Starr regarding equity committee.
01/25/13	L. U. Hughes	0.50 hrs.	157.50	Review and revise proposed agenda for hearing on January 29 and coordinate filing of same.
01/28/13	B. C. Walsh	2.40 hrs.	1,080.00	Telephone conference with J. Bean regarding omnibus hearing (0.1); telephone conference with M. Huebner regarding omnibus hearing and Bryan Cave retention (0.3); multiple memoranda to M. McGreal regarding omnibus hearing (0.3); conference with L. U. Hughes regarding same (0.1); prepare for hearing (1.6).
01/28/13	L. U. Hughes	0.40 hrs.	126.00	Review amended agenda (0.1); call to M. McGreal regarding preparation of proposed orders and documents to bring to hearing (0.1); conference with clerk regarding preparation for hearing (0.2).

01/29/13	L. A. Palans	2.80 hrs.	1,890.00	Court appearance at omnibus hearing, including conferences with attorneys for general unsecured creditors, U.S. Trustee, Citi, Bank of America, United Mine Workers, J. Bean and Company representatives and follow-up conference regarding case management order.
01/29/13	B. C. Walsh	3.20 hrs.	1,440.00	Prepare for hearing (0.5); court appearance on omnibus hearing and status conference regarding case management order, including multiple conferences with various counsel (2.7).
01/30/13	B. C. Walsh	1.50 hrs.	675.00	Telephone conference with J. Howley regarding proposed orders (0.1); review proposed orders (0.2); memorandum to M. McGreal regarding same (0.2); telephone conference with M. Parker regarding transcript redaction (0.2); telephone conference with M. McGreal regarding proposed orders (0.2); telephone conference with J. Howley regarding same (0.2); telephone conference with D. McWay, M. McGreal regarding matrix and proposed orders (0.4).

Total Other Contested Matters(excl assumption/rejecti 14.60 hrs. \$ 7,618.50

Business Operations

01/03/13	B. C. Walsh	0.10 hrs.	45.00	Telephone conference with M. McGreal regarding amendment of contract.
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Total Business Operations 0.10 hrs. \$ 45.00

Employee Benefits/Pensions

01/07/13 B. C. Walsh 0.10 hrs. 45.00 Telephone conference with M. McGreal regarding employee incentives.

Total Employee Benefits/Pensions 0.10 hrs. \$ 45.00

Real Estate

01/14/13 L. U. Hughes 0.10 hrs. 31.50 Review creditor question regarding cure on lease payment and send email to M. McGreal regarding same.

Total Real Estate 0.10 hrs. \$ 31.50

TIMEKEEPER SUMMARY OF FEES

	Hours	Rate/Hr	Dollars
L. A. Palans	29.70	675.00	20,047.50
B. C. Walsh	36.90	450.00	16,605.00
L. U. Hughes	12.50	315.00	3,937.50
TOTAL	79.10	513.15	40,590.00

Total Hours 79.10

Total Fees for Legal Services \$ 40,590.00

EXPENSES AND OTHER CHARGES

01/17/13	Search Fee - Pacer Service Center PACER charges 10/1/12-12/31/12	0.30
01/17/13	Search Fee - Pacer Service Center PACER charges 10/1/12-12/31/12	0.70
01/17/13	Search Fee - Pacer Service Center PACER charges 10/1/12-12/31/12	59.80
01/24/13	Search Fee - Pacer Service Center Pacer charges	9.20
01/25/13	Search Fee - Pacer Service Center Pacer charges	8.30
01/25/13	Search Fee - Pacer Service Center Pacer charges	30.80
	Audio Conferencing	12.14
	Copy Charges	663.20
	Long Distance Telephone Charge	47.60
	Scanning PDF Charges	5.40
	Westlaw Computerized Research	99.00

February 22, 2013
Invoice # 10172596
Client # C067317
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Total Expenses and Other Charges \$ 936.44

TOTAL CHARGES FOR THIS MATTER \$ 41,526.44



Bryan Cave LLP Atlanta | Boulder | Charlotte | Chicago | Colorado Springs | Dallas | Denver | Frankfurt | Hamburg | Hong Kong | Irvine
 Jefferson City | Kansas City | Los Angeles | New York | Paris | Phoenix | San Francisco | Shanghai | Singapore | St. Louis | Washington, D.C.

EMPLOYER IDENTIFICATION NUMBER: 43-0602162

Patriot Coal Corporation
 12312 Olive Blvd., Suite 400
 St. Louis, MO 63141

February 21, 2013
 Invoice # 10176012
 Client # C067317
 Payment is due upon
 Receipt

STATEMENT OF ACCOUNT

BALANCE FORWARD:

Balance per Statement Dated January 28, 2013	\$	135.00
Payments and Other Credits		0.00
BALANCE FORWARD	\$	135.00

CURRENT CHARGES FOR MATTER:

File #0215595
 Securities Law Matters

Fees for Legal Services	\$	1,188.00
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TOTAL CHARGES THIS INVOICE	\$	1,188.00
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STATEMENT TOTAL	\$	1,323.00
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PAYMENT INSTRUCTIONS

Check Payment Instructions:

Bryan Cave LLP
 P.O. Box 503089
 St. Louis, MO 63150-3089

Please return Remittance Advice with
 payment in the enclosed envelope.

ACH Payment Instructions:

ACH to: Bank of America
 One Bank of America Plaza
 St. Louis, MO 63101
 Routing #081000032
 Account # 100101007976

Wire Instructions:

Wire to: Bank of America
 One Bank of America Plaza
 St. Louis, MO 63101
 ABA #0260-0959-3
 Account # 100101007976

Swift Codes:
 BOFAUS3N (incoming US wires)
 BOFAUS6S (incoming Non-US wires)

Please include the Client, Matter, or Invoice Number with all payments.

Patriot Coal Corporation

February 21, 2013
Invoice # 10176012
Client # C067317
Page 2

For Legal Services Rendered Through January 31, 2013

File #0215595
Securities Law Matters

01/18/13	A. F. Sanders	1.40 hrs.	378.00	Analyze securities rules relating to disclosures.
01/22/13	R. R. Wang	0.30 hrs.	202.50	Review research regarding 8-K reporting (0.20); contact J. Tucker regarding same (0.10).
01/22/13	A. F. Sanders	1.50 hrs.	405.00	Analyze additional sample Form 10-K's regarding disclosure research and summarize findings.
01/23/13	R. R. Wang	0.30 hrs.	202.50	Telephone conference with J. Tucker regarding 8-K matters (0.20); email regarding same (0.10).

TIMEKEEPER SUMMARY OF FEES

	Hours	Rate/Hr	Dollars
R. R. Wang	0.60	675.00	405.00
A. F. Sanders	2.90	270.00	783.00
TOTAL	3.50	339.43	1,188.00

Total Hours 3.50

Total Fees for Legal Services \$ 1,188.00

TOTAL CHARGES FOR THIS MATTER \$ 1,188.00



Bryan Cave LLP Atlanta | Boulder | Charlotte | Chicago | Colorado Springs | Dallas | Denver | Frankfurt | Hamburg | Hong Kong | Irvine
 Jefferson City | Kansas City | Los Angeles | New York | Paris | Phoenix | San Francisco | Shanghai | Singapore | St. Louis | Washington, D.C.

EMPLOYER IDENTIFICATION NUMBER: 43-0602162

Patriot Coal Corporation
 12312 Olive Blvd., Suite 400
 St. Louis, MO 63141

February 21, 2013
 Invoice # 10176010
 Client # C067317
 Payment is due upon
 Receipt

STATEMENT OF ACCOUNT

BALANCE FORWARD:

Balance per Statement Dated January 28, 2013	\$	7,740.50
Payments and Other Credits		0.00
BALANCE FORWARD		\$ 7,740.50

CURRENT CHARGES FOR MATTER:

File #0227743
 Employee Benefits Matters

Fees for Legal Services	\$	4,407.00
TOTAL CHARGES THIS INVOICE		\$ 4,407.00

STATEMENT TOTAL **\$ 12,147.50**

PAYMENT INSTRUCTIONS

Check Payment Instructions:

Bryan Cave LLP
 P.O. Box 503089
 St. Louis, MO 63150-3089

Please return Remittance Advice with
 payment in the enclosed envelope.

ACH Payment Instructions:

ACH to: Bank of America
 One Bank of America Plaza
 St. Louis, MO 63101
 Routing #081000032
 Account # 100101007976

Wire Instructions:

Wire to: Bank of America
 One Bank of America Plaza
 St. Louis, MO 63101
 ABA #0260-0959-3
 Account # 100101007976

Swift Codes:
 BOFAUS3N (incoming US wires)
 BOFAUS6S (incoming Non-US wires)

Please include the Client, Matter, or Invoice Number with all payments.

For Legal Services Rendered Through January 31, 2013

File #0227743
Employee Benefits Matters

01/03/13	H. B. Morgan	1.20 hrs.	678.00	Review comments on medical summary plan description (0.70); telephone conference with M. Luna, O. Lozada and B. Wald on same (0.50).
01/04/13	H. B. Morgan	0.20 hrs.	113.00	Telephone conference with M. Luna, B. Wald and O. Lozada regarding summary plan description for healthcare benefits.
01/10/13	H. B. Morgan	0.70 hrs.	395.50	Review summary plan description for medical plan.
01/11/13	H. B. Morgan	4.00 hrs.	2,260.00	Review summary plan description for healthcare benefits.
01/16/13	H. B. Morgan	0.20 hrs.	113.00	Telephone conference with L. Knight regarding Brody 401(k) Plan.
01/18/13	H. B. Morgan	0.30 hrs.	169.50	Telephone conference with B. Wald and L. Albert regarding legacy Magnum retiree SPD (0.20); review SPD regarding same (0.10).
01/22/13	H. B. Morgan	0.30 hrs.	169.50	Prepare e-mail to L. Knight regarding termination of Brody 401(k) Plan and Trust.
01/28/13	H. B. Morgan	0.90 hrs.	508.50	Analyze questions regarding provisions of medical benefits summary plan description (0.60); prepare e-mail to L. Albert on questions regarding SPD provisions (0.30).

TIMEKEEPER SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
H. B. Morgan	7.80	565.00	4,407.00
TOTAL	7.80	565.00	4,407.00
Total Hours		7.80	
Total Fees for Legal Services			\$ 4,407.00
TOTAL CHARGES FOR THIS MATTER			\$ 4,407.00

EXHIBIT D

EXPENSES

<u>Expense Description</u>	<u>Amount</u>
Audio Conferencing	\$12.14
Copy Charges	\$663.20
Long Distance Telephone Charge	\$52.05
Scanning PDF Charges	\$5.40
Westlaw Computerized Research	\$297.00
PACER charges	\$109.10
Pro Hac Vice Motion Filing Fees	\$900.00
Total Expenses	\$2,038.89