

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:) Chapter 11
) Case No. 12-51502-659
)
PATRIOT COAL CORPORATION, et al.,) Jointly Administered
)
Debtors.) Hearing Date: May 21, 2013
) Hearing Time: 10:00 a.m. (CDT)
)
) Objection Deadline:
) May 14, 2014 at 4:00 p.m. (CDT)
)
) Location: Courtroom 7 North, St. Louis
)

**FIRST INTERIM APPLICATION OF CARMDOY MACDONALD P.C.,
AS LOCAL COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF PATRIOT COAL CORPORATION, ET AL., FOR ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF
ACTUAL EXPENSES INCURRED
FOR THE PERIOD FROM DECEMBER 3, 2012 THROUGH JANUARY 31, 2013**

Summary of Request

Name of Applicant	Carmody MacDonald P.C.
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Approval of Employment	As of December 3, 2012 (Dkt. No. 2382)
Interim Fee Period:	December 3, 2012 - January 31, 2013
Fees Requested:	\$62,212.50
Expenses Requested:	\$ 500.00
Total Amount Requested:	\$62,712.50
Amount Paid to Date:	\$50,270.00 ¹
Net Amount to be Requested for Payment:	\$12,442.50
Previous Fee Orders	None

This is an X Interim or _____ Final Fee Application.

¹ This amount reflects eighty percent (80%) of the fees incurred by Carmody MacDonald and one hundred percent (100%) of expenses incurred from December 3, 2012 through January 31, 2013.

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In accordance with the Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated August 2, 2012 [Docket No. 262] (the “**Interim Compensation Order**”), Carmody MacDonald P.C. (“**Carmody MacDonald**”), local counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) in these chapter 11 cases (the “**Chapter 11 Cases**”), hereby submits its first interim fee application (the “**Application**”), pursuant to Sections 330(a) and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”),² Rule 2016 of the Federal Rules of Bankruptcy

² Unless otherwise indicated, all statutory cites are to the Bankruptcy Code.

Procedure (the “**Bankruptcy Rules**”), Rules 2016-1 and 2016-2 of the Local Bankruptcy Rules (the “**Local Bankruptcy Rules**”) and the accompanying Procedures Manual (the “**Procedures Manual**”) for the United States Bankruptcy Court for the Eastern District of Missouri (the “**EDMO**”), for the interim allowance of compensation for the professional services performed by Carmody MacDonald for and on behalf of the Committee for the period commencing December 3, 2012 through and including January 31, 2013 (the “**First Interim Fee Period**”), and for reimbursement of its actual and necessary expenses incurred during the First Interim Fee Period. In support of the Application, Carmody MacDonald respectfully represents as follows:

JURISDICTION

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334.
2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

PRELIMINARY STATEMENT

3. On January 28, 2013, this Court entered an order authorizing the employment of Carmody MacDonald as attorneys for the Committee [Dkt. No. 2382], effective as of December 3, 2012.
4. Pursuant to the Interim Compensation Order, Carmody MacDonald has filed Monthly Fee Statements 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, Carmody MacDonald was paid 80% of the fees and 100% of the expenses detailed in each monthly statement.
5. Carmody MacDonald now submits its First Interim Application for approval of fees and expenses incurred from December 3, 2012 through January 31, 2013 (the “Application

Period” Dkt. Nos. 2675, 2884), including approval of payments made pursuant to Carmody MacDonald’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.

Carmody MacDonald’s Attorneys’ Fees and Expenses

6. Carmody MacDonald is a general practice law firm with offices located at 120 South Central Avenue, Suite 1800, Clayton, Missouri. The firm’s experience before this Court has allowed Carmody MacDonald to address promptly and efficiently, as local Committee counsel, the various matters that have come before the Court and the Committee.

7. Carmody MacDonald maintains detailed daily time records in the ordinary course of its business. These time records are prepared contemporaneously with the corresponding services to the Committee. The records indicate: (i) the person performing the services, (ii) the date of the services, (iii) a detailed description of services, and (iv) the length of time (in tenths of hours increments) rendered for the services. The names, positions, and hourly rates of each Carmody MacDonald attorney who provided services to the Committee are attached as **Exhibit A**.

8. The services provided by Carmody MacDonald during the First Interim Fee 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 is \$62,212.50. A summary of the total fees for each project category is attached as **Exhibit B**. The detailed time records for the Application Period are attached as **Exhibit C**.³

³ Consistent with past practice and requirements in this District, certain of the descriptions of services are redacted in order to protect privileged or otherwise sensitive information. The unredacted descriptions are maintained by Carmody MacDonald for such future review the Court may request.

9. Carmody MacDonald has incurred expenses in the total amount of \$500.00 during the First Interim Fee Period. The firm seeks approval for reimbursement of those expenses, as detailed on attached **Exhibit D**.

10. Since the commencement of these Chapter 11 Cases, Carmody MacDonald has provided the appropriate Notice Parties with a Monthly Fee Statement for each month for which compensation was sought pursuant to the Interim Compensation Order. During the First Interim Fee Period, Carmody MacDonald provided the following monthly fee statements:

- a. For December 3, 2012 through December 31, 2012, fees of \$39,230.50 and expenses of \$500.00 (the "**December Fee Statement**"); and
- b. For January 1, 2013 through January 31, 2013, fees of \$22,982.00 and no expenses (the "**January Fee Statement**") and together with the December Fee Statement, the "**Monthly Fee Statements**").

11. In total, Carmody MacDonald has submitted Monthly Fee Statements during the First Interim Fee Period for fees of \$62,212.50 and expenses of \$500.00. As of the date of this Application, no Notice Party, or any other party, has objected to Carmody MacDonald's Monthly Fee Statements for the First Interim Fee Period.

12. Prior to the service of each Monthly Fee Statement, Carmody MacDonald conducted a detailed line-item review of all fees and expenses incurred during that month.

13. In accordance with the Interim Compensation Order, Carmody MacDonald sought payment for 80% of its fees and 100% of its expenses incurred, pursuant to each Monthly Fee Statement filed with the Court. To date, with respect to the December Fee Statement, Carmody MacDonald has received a payment of \$31,884.40, representing 80% of fees and 100% of expenses (\$500.00) requested. With respect to the January Fee Statement, Carmody MacDonald has received a payment of \$18,385.60, representing 80% of fees.

14. Pursuant to this Application, Carmody MacDonald respectfully requests that the Court enter an order allowing Carmody MacDonald, on an interim basis, fees in an aggregate amount of \$62,212.50 and reimbursement of actual and necessary expenses of \$500.00 incurred during the First Interim Fee Period.

15. To the extent that time or disbursement charges for services rendered or expenses incurred relate to the First Interim Fee Period, but were not processed prior to the preparation of this Application, Carmody MacDonald will present those to the Court and United States Trustee in a future application.

16. The legal services rendered by Carmody MacDonald are summarized below. The following summary is not a detailed description of the work performed, as the day-to-day services and the time expended in performing such services are fully set forth in the time records attached hereto as Exhibit C. Rather, in compliance with the UST Guidelines, the following summary identifies the areas in which services were rendered by Carmody MacDonald to and for the benefit of the Committee, and the issues/categories to which Carmody MacDonald devoted time and efforts during the First Interim Fee Period.

17. The summary is divided according to project billing codes. Those codes reflect the categories of tasks that the firm has been required to perform in connection with these Chapter 11 Cases. Nevertheless, under the circumstances, and given the interconnectedness of all the issues in these Chapter 11 Cases, certain of these categories may overlap with each other.

A. Case Administration
Code: 00000

(Fees: \$8,747.00/Hours Billed: 27.10)

B. Hearings
Code: 00001

(Fees: \$2,226.50/Hours Billed: 6.10)

C. Pension / OPEB / Labor Issues
Code: 00004

(Fees: \$1,401.50/Hours Billed: 4.30)

D. Claims Administration / Reporting
Code: 00008

(Fees: \$1,971.00/Hours Billed: 5.40)

E. General Motions
Code: 00013

(Fees: \$10,348.00/Hours Billed: 31.40)

F. Meetings and Communications with Debtors
Code: 00014

(Fees: \$4,307.00/Hours Billed: 11.80)

G. Committee Meetings / Communications
Code: 00015

(Fees: \$11,809.50/Hours Billed: 36.70)

H. Retentions / Other Professional Applications
Code: 00017

(Fees: \$17,546.50/Hours Billed: 58.0)

I. Carmody MacDonald Monthly Fee Statements
Code: 00018

(Fees: \$1,446.50/Hours Billed: 4.50)

J. Business Operations
Code: 00020

(Fees: \$2,409.00/Hours Billed: 6.60)

CARMODY MACDONALD SERVICES

18. The professional services performed by Carmody MacDonald were appropriate and necessary and were in the best interests of the Committee and its important responsibilities. The compensation requested is commensurate with the importance and nature of the services provided. The services were performed in an appropriately expeditious and efficient manner.

19. The professional services performed by Carmody MacDonald required an aggregate expenditure of 191.90 recorded hours by Carmody MacDonald's member and associates. Of the aggregate time expended, 91.60 recorded hours were expended by Gregory D. Willard, a partner of Carmody MacDonald, and 100.30 recorded hours were expended by associates.

20. During the First Interim Fee Period, Carmody MacDonald's hourly billing rates for attorneys ranged from \$250 to \$365 per hour. Allowance of compensation in the amount requested would result in a blended hourly billing rate of \$324.00 per hour. These fees and rates are reasonable based on the customary compensation charged by comparably skilled practitioners in bankruptcy cases in this District.

ACTUAL AND NECESSARY EXPENSES OF CARMODY MACDONALD

21. As set forth in Exhibit D hereto, Carmody MacDonald disbursed \$500.00 for expenses during the First Interim Fee Period.

22. The actual expenses incurred were necessary, reasonable, and justified under the circumstances.

INFORMATION REQUIRED BY LOCAL RULES

23. Local Bankruptcy Rule 2016-1(b) requires that all professional fee applications analyze the twelve factors (the “**Johnson Factors**”) for allowance of compensation set forth in *Johnson v. Georgia Highway Express*, 388 F.2d 714 (5th Cir. 1974).

24. The Johnson Factors are as follows:

- a. *The time and labor required.* Carmody MacDonald has described in detail the time spent and has included a description of the tasks performed.
- b. *The novelty and difficulty of the questions.* These cases involve many novel and/or difficult issues of law, including issues for which there is specific precedent in this District that must be considered and applied.
- c. *The skill required to perform legal services properly.* Carmody MacDonald lawyers have demonstrated the skill levels necessary for the representation, as local counsel, of the Committee’s interests and the interests of all unsecured creditors in this case.
- d. *The preclusion of employment due to acceptance of the case.* Acceptance of this case has not precluded Carmody MacDonald from other employment.
- e. *The customary fee.* The rates charged by Carmody MacDonald in this case are commensurate with the rates it charges similar clients in similar matters
- f. *Whether the fee is fixed or contingent.* The fees requested are determined on an hourly basis. No portion of the fees are contingent fees.
- g. *Time limitations imposed by the client or the circumstances.* This case poses the normal time pressures inherent in any large and complex Chapter 11 Case.

- h. The amount involved and the results obtained. The fees requested are appropriate for the nature of the services provided, the size and complexity of these cases, and the scope of advice and professional services required of Carmody MacDonald to assist the Committee in the performance of its duties.
- i. The experience, reputation and ability of the attorneys. Carmody MacDonald is a well known St. Louis business and commercial law firm, with particular experience before this Court.
- j. The undesirability of the case. This is not an undesirable case. Carmody MacDonald is privileged to have the opportunity to represent the Committee as its local counsel.
- k. The nature and length of the professional relationship with the client. The Committee selected Carmody MacDonald as local counsel on or about November 27, 2012.
- l. Awards in similar cases. Carmody MacDonald's fees in this case are similar to fees in matters of this size and complexity.

25. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of 11 U.S.C. § 330 to govern the Court's award of such compensation. See 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under 11 U.S.C § 328 "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses." See 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded..., the court should consider the nature, the extent, and the

value of such services, taking into account all relevant factors, including –

(A) the time spent on such services;

(B) the rates charged for such services;

(C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

(D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

(E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

(F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

26. The services for which compensation is sought in this Application were necessary for, beneficial to, and in the best interests of, the Committee. The services rendered by Carmody MacDonald were performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved.

27. There is no agreement as to the sharing of any compensation to be paid to Carmody MacDonald, other than sharing among the partners of Carmody MacDonald. Compensation previously paid to Carmody MacDonald has not been shared with any person, other than the partners of Carmody MacDonald.

[END OF TEXT]

CONCLUSION

WHEREFORE, Carmody MacDonald respectfully requests that the Court enter an order:

- (i) awarding Carmody MacDonald interim allowance of fees for the First Interim Fee Period in the aggregate amount of \$62,212.50 and expenses of \$500.00;
- (ii) authorizing and directing the Debtors to pay Carmody MacDonald \$12,442.50, representing all unpaid amounts for the First Interim Fee Period; and
- (iii) granting such other relief as is just and proper.

Dated: St. Louis, Missouri
April 15, 2013

Respectfully submitted,

CARMODY MACDONALD P.C.

/s/ Gregory D. Willard

Gregory D. Willard, MO30192
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St. Louis, Missouri 63105
Telephone: (314) 854-8600
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*Counsel to the Official Committee of
Unsecured Creditors*

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing *First Interim Application of Carmody MacDonald P.C. as Local Counsel to the Official Committee of Unsecured Creditors of Patriot Coal Corporation, et al., for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual Expenses Incurred for the Period from December 3, 2012 through January 31, 2013* was filed on April 15, 2013 using the Court's CM/ECF system, which sent a copy to all parties receiving electronic notices in this case.

/s/ Gregory D. Willard

Gregory D. Willard

EXHIBIT A

Summary of Professionals

<u>Attorney/Professional Name</u>	<u>Department/Position at Carmody MacDonald</u>	<u>Year Admitted</u>	<u>Hourly Billing Rate</u>	<u>Total Worked Hours</u>	<u>Total Compensation Requested</u>
Gregory D. Willard	Restructuring & Bankruptcy Partner	1980	\$365.00	91.60	\$33,434.00
Angela L. Schisler	Corporate; Restructuring & Bankruptcy Associate	2005	\$295.00	82.30	\$24,278.50
John D. McAnnar	Litigation; Restructuring & Bankruptcy Associate	2009	\$250.00	18.00	\$ 4,500.00
TOTAL				191.90	\$62,212.50

EXHIBIT B

Summary of Time by Billing Category

<u>Matter Number</u>	<u>Matter Name</u>	<u>Hours</u>	<u>Amount</u>
12059.00000	Case Administration	27.10	\$ 8,747.00
12059.00001	Hearings	6.10	\$ 2,226.50
12059.00004	Pension/OPEB/Labor Issues	4.30	\$ 1,401.50
12059.00008	Claims Administration/Reporting	5.40	\$ 1,971.00
12059.00013	General Motions	31.40	\$10,348.00
12059.00014	Meetings and Communications with Debtors	11.80	\$ 4,307.00
12059.00015	Committee Meetings/Communications	36.70	\$11,809.50
12059.00017	Retentions/Other Professional Applications	58.00	\$17,546.50
12059.00018	Carmody MacDonald Monthly Fee Statements	4.50	\$ 1,446.50
12059.00020	Business Operations	6.60	\$ 2,409.00
<u>Total</u>		191.90	\$62,212.50

EXHIBIT C

Detailed Time Records for the First Interim Fee Period

12059.0 Re: Case Administration

<u>FEES</u>				
<u>Date</u>	<u>Tmkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Amount</u>
12/3/2012	JDM	Conference regarding EDMo administration of transferred case and imminent matters for processing.	.80	\$ 200.00
12/3/2012	ALS	Meeting regarding background and action items relating to EDMo case administration overall appointment as Counsel.	.80	\$ 236.00
12/3/2012	ALS	Research Case Management Orders/Standing Orders for conforming claims(1.6); review local rulers regarding same for conforming claims (.6).	2.20	\$ 649.00
12/3/2012	GDW	Telephone conference with Debtors' counsel on status of transfer and commencement in EDMo, tentative hearing in SDNY, possible proposal of EDMo conference and related matters (.1); telephone conference with US Trustee Office regarding transfer and related matters (.1); preparations for and telephone conference with Kramer Levin to review and coordinate pending legal issues, case management order, Committee review items and related matters; follow-up to three action items from call regarding same (2.2).	2.40	\$ 876.00
12/4/2012	JDM	Work on case administration documents.	.20	\$ 50.00
12/4/2012	JDM	Review series of communications from various parties regarding upcoming meeting of Creditors Committee.	.30	\$ 75.00
12/4/2012	ALS	Continue research of Standing Orders and conformed E.D.Mo. changes (.3); research and analysis [straddle] rule in 8th Circuit (.8).	1.10	\$ 324.50
12/5/2012	JDM	Review communications from Conflicts Counsel and interested parties on case administration matters.	.50	\$ 125.00
12/6/2012	JDM	Review and conference call regarding committee meeting.	.20	\$ 50.00
12/6/2012	JDM	Research and analyze EDMo 503 precedent and legal issues.	1.50	\$ 375.00
12/14/2012	GDW	Telephone conference with Committee counsel and advisors on several case administration matters (.3); telephone conference with US Trustee office regarding transfer matters and schedule (.1).	.40	\$ 146.00
12/20/2012	GDW	Preparations for and telephone conference with Committee professionals to discuss and coordinate transfer matters to EDMo (.3); follow-up analysis on Case Management Order revisions on docketing and informational submissions to court (.6).	.90	\$ 328.50
12/21/2012	ALS	Review pleadings filed (.2); circulate same to Kramer Levin attorneys (.2); communications, preparations, and filings with Court regarding activating CM/ECF distributions (.7).	1.10	\$ 324.50
12/27/2012	GDW	Review and prepare comments to transition document for revised Case Management Order in EDMo, and review and analysis of prior EDMo Standing Orders regarding conforming current CMO to EDMo precedent and Judge Surratt-States' prior procedures.	1.30	\$ 474.50
12/28/2012	GDW	Work on proposed modifications to current Case management Order per suggestions from debtors and need for additional changes per EDMo Local Rules (.6).	.60	\$ 219.00
12/28/2012	GDW	Review issues and prepare comments to proposed revisions to revised	.80	\$ 292.00

	omnibus order.		
12/28/2012	GDW	Review and prepare two documents for filing on behalf of Committee for monthly notices.	.40 \$ 146.00
12/28/2012	GDW	Review reporting documents regarding quarterly filings and telephone call to U.S. Trustee Office regarding same and continued applicability.	.20 \$ 73.00
		Total Hours:	<u>15.70</u>

Total Fees: \$ 4,964.00

12059.8 Re: *Claims Administration/Reporting*

<u>FEES</u>				
<u>Date</u>	<u>Tmkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Amount</u>
12/4/2012	GDW	Work on legal issues relating to bifurcated claims priority and EDMo precedent and analysis of standards per same.	2.70	\$ 985.50
			Total Hours:	<u>2.70</u>
				Total Fees: <u><u>\$ 985.50</u></u>

12059.13 Re: General Motions

<u>FEES</u>				
<u>Date</u>	<u>Tmkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Amount</u>
12/7/2012	JDM	Research witnesses precedent in the Eastern District of Missouri.	.50	\$ 125.00
12/7/2012	GDW	Telephone conference with company and advisors regarding pending Motion and proposed settlement, diligence and analysis.	.50	\$ 182.50
12/11/2012	JDM	Draft, gather data, and revise Pro Hac Vice Motions and proposed orders for several out-of-state attorneys and review current requirements for same.	2.50	\$ 625.00
12/11/2012	JDM	Draft and revise Entry of Appearance and Request for Notice.	.20	\$ 50.00
12/11/2012	JDM	Preparation of several matters for filing.	1.20	\$ 300.00
12/17/2012	JDM	Draft and revise Pro Hac Vice Motions.	.70	\$ 175.00
12/17/2012	GDW	Drafting and research on motion and Declaration for EDMo filing upon transfer (2.6).	2.60	\$ 949.00
12/18/2012	GDW	Drafting and revisions to filing on behalf of Committee upon transfer to EDMo (1.7); final preparations, analysis of reports and data, and revisions to draft Declaration and transmittal of same for review and US Trustee review (3.2).	4.90	\$ 1,788.50
12/19/2012	GDW	Telephone conferences with Kramer Levin regarding transition matters with EDMo Clerk's Office and timing of same for smooth transition of upcoming filings; work on revisions of those corresponding draft motions to be filed in EDMo (1.4).	1.40	\$ 511.00
12/20/2012	JDM	Draft and revise additional Pro Hac Vice Motions.	.50	\$ 125.00
12/20/2012	ALS	Finalize factual components of Pro Hac Vices for Kramer Levin attorneys (1.2); travel to and file hard copy documents at U.S. Bankruptcy Court Clerk's Office ED MO (1); circulate filed copies of same to Kramer Levin (.2).	2.40	\$ 708.00
12/20/2012	GDW	Final revisions and preparation of motions for filing with U.S. Bankruptcy Court Eastern District of Missouri and conference regarding paper filing of same (.8).	.80	\$ 292.00
12/21/2012	ALS	Prepare, finalize and file documents with Court.	2.60	\$ 767.00
12/21/2012	GDW	Work on and coordinate clerk's office requirements as to EDMo filings for Committee and service procedures in light of prior procedures in SDNY; update action items regarding same (1.7); review and provide comments to draft applications with respect to EDMo procedures and practice (.8).	2.50	\$ 912.50
			Total Hours:	<u>23.30</u>
				Total Fees: <u><u>\$ 7,510.50</u></u>

12059.14 Re: *Meetings and Communications with Debtors*

<u>FEES</u>				
<u>Date</u>	<u>Tmkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Amount</u>
12/1/2012	GDW	Telephone conference with counsel for Debtors on transfer matters and related issues; follow-up on timing and logistics for transfer and coordinating pending matters (1.1).	1.10	\$ 401.50
12/4/2012	GDW	Preparations for and telephone conference with Debtors' professional on matters to be discussed and reviewed with management tomorrow and related matters; follow work on venue change transition matters for same (3.2).	3.20	\$ 1,168.00
12/5/2012	GDW	Preparations for and series of related teleconference meetings with Debtors' management and advisors and Committee on numerous business and legal matters.	5.80	\$ 2,117.00
12/19/2012	GDW	Telephone conference with professionals regarding Committee meeting presentations and tasks; (.3) meeting with Creditors Committee via teleconference on variety of case matters (1.4).	1.70	\$ 620.50
Total Hours:			<u>11.80</u>	
Total Fees:				<u><u>\$ 4,307.00</u></u>

12059.15 Re: *Committee Meetings/Communications*

<u>FEES</u>				
<u>Date</u>	<u>Tmkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Amount</u>
11/30/2012	GDW	Preparation for and telephone conference with Kramer Levin on venue transfer matters and logistics for transfer to EDMo, pending matters, and related action items; follow-up work on transfer, timing, and coordination action items [Pre - 12/3/12; not billed to estate].	[2.70]	No Charge
12/3/2012	ALS	Participate in Committee Meeting telephone conference on Fund matters and Claims.	1.50	\$ 442.50
12/4/2012	ALS	Participate in Debtors/Committee Professionals' Meeting telephone conference on 1974 Fund.	2.20	\$ 649.00
12/5/2012	ALS	Creditors' Committee telephone conference meeting with Debtors and their professionals to address Debtors' Business Plan and Update for Unsecured Creditors' Committee.	3.00	\$ 885.00
12/7/2012	JDM	Review documents for meeting and related email communications as to Committee.	.40	\$ 100.00
12/7/2012	ALS	Participate in professionals status update call (1.0); Participate in unsecured creditors' committee call (.8); Participate in call regarding comments received to declaration of disinterestedness of financial advisors and follow up on same (1.2).	3.00	\$ 885.00
12/7/2012	GDW	Preparations for and telephone conference with Committee professionals to review matters for Committee meeting this afternoon and related matters(.9); follow-up on two EDMo action items for same relating to pending matters (.8); telephone conference with Kramer Levin regarding EDMo court procedures (.1); research and follow-up as to process and effect of current CMO (.7); review and update materials for Committee on EDMo issues (.7); participate in Committee meeting (1.1).	4.30	\$ 1,569.50
12/10/2012	ALS	Participate in telephone conference with Creditor's Committee regarding Surety Agreement and Order.	.70	\$ 206.50
12/13/2012	ALS	Review and analyze summary of pleadings recently filed and distributed as to EDMo matters.	.30	\$ 88.50
12/13/2012	GDW	Telephone conference with committee member counsel on EDMo matters (.3).	.30	\$ 109.50
12/19/2012	ALS	Preparations, review of data and participate in telephone conference with professionals of Committee regarding numerous matters.	.50	\$ 147.50
12/19/2012	ALS	Telephone Committee meeting on numerous matters.	1.50	\$ 442.50
12/31/2012	GDW	Telephone conference regarding Committee review of application and follow-up work for implementing same.	.40	\$ 146.00
Total Hours:			<u>18.10</u>	
Total Fees:				<u>\$ 5,671.50</u>

12059.17 Re: Retentions/Other Professional Fee Applications

<u>FEES</u>				
<u>Date</u>	<u>Tmkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Amount</u>
12/3/2012	ALS	Begin preparation of portions of Declaration by initial analysis of interested party associations.	1.30	\$ 383.50
12/3/2012	GDW	Work on outline and sections of application, affidavit and related materials for retention, including review and analysis of information received for same (1.4); review prior orders and documents relating to same (.2).	1.60	\$ 584.00
12/4/2012	JDM	Draft Application to Employ Carmody MacDonald.	.90	\$ 225.00
12/5/2012	JDM	Draft and revise Application to Employ Carmody MacDonald.	2.00	\$ 500.00
12/5/2012	ALS	Continue analysis of interested party relationships with Carmody MacDonald and preparation of sections of Disclosure regarding same.	1.30	\$ 383.50
12/6/2012	JDM	Draft and revise application and draft affidavit to employ and proposed order.	5.40	\$ 1,350.00
12/6/2012	ALS	Analysis of conflict check database and searches.	.80	\$ 236.00
12/6/2012	ALS	Continue preparation of sections of Declaration regarding disinterestedness and analyze data for same.	3.30	\$ 973.50
12/6/2012	GDW	Drafting and revisions of documents for retention transitions upon venue change effectiveness and research data for same.	1.10	\$ 401.50
12/7/2012	ALS	Continue preparation of Declaration of Gregory D. Willard regarding disinterestedness and analyze data for same.	5.60	\$ 1,652.00
12/7/2012	GDW	Drafting and revisions to sections of retention materials (1.8) ; telephone conference with US Trustee on advisor retention and resolving remaining terms of those retention (.3); telephone conference with US Trustee on second advisor retention (.1); work on remaining terms of those retention matters (.8).	3.00	\$ 1,095.00
12/10/2012	JDM	Draft and revise retention application affidavit and order.	.20	\$ 50.00
12/10/2012	ALS	Continue work on data for Declaration.	.90	\$ 265.50
12/14/2012	ALS	Continue preparation of Declaration regarding disinterestedness.	1.20	\$ 354.00
12/17/2012	ALS	Continue analysis of data and work on Application, Declaration and Order.	4.20	\$ 1,239.00
12/18/2012	ALS	Review Order to Establish Procedures comparison of SD NY and ED MO precedents.	1.30	\$ 383.50
12/19/2012	ALS	Review CMO and procedure and rules regarding submitting EDMo applications for those of the Committee.	1.30	\$ 383.50
12/19/2012	ALS	Investigate, review and provide summary of relationship as to interested party for US Trustee.	.80	\$ 236.00
12/19/2012	ALS	Prepare and work on additional data per request of US Trustee.	.60	\$ 177.00
12/20/2012	ALS	Continue work on transition procedures regarding monthly reports and fee applications (.8); telephone conference with Kramer Levin, Mesriow Financial Consulting and Houlihan Lokey regarding submission of same (.6).	1.40	\$ 413.00

12/21/2012	ALS	Telephone conferences with A. Amiot, Mesirov Financial, and S. Blank, Kramer Levin, regarding applications and items need for submission (.5); prepare and send ED MO materials to A. Amiot (.2).	.70	\$ 206.50
12/21/2012	GDW	Follow-up work on information for various professionals as to questions for EDMo procedures and logistics and transmittal of same (1.2).	1.20	\$ 438.00
12/27/2012	ALS	Telephone conferences with S. Blank at Kramer Levin regarding applications of Kramer Levin and Mesirov (.2); attention to email correspondence from A. Rogoff as to invoices of Kramer Levin and Mesirov (.1); review (i) the first invoice of Mesirov Financial Consulting, LLC for July 24-November 30, 2012, and (ii) Kramer Levin's November invoice (.6); review, analyze and provide comments to proposed changes to Application and Order (.4).	1.30	\$ 383.50
12/27/2012	ALS	Review email correspondence regarding Committee member's quarterly certification and Debtors' November Monthly Operating Report and associated documents.	.60	\$ 177.00
12/28/2012	ALS	Review, finalize and file Monthly Fee and Expense Reports for other professionals.	1.30	\$ 383.50
12/28/2012	ALS	Review and provide comments to revised Application and proposed Order.	.20	\$ 59.00
12/28/2012	GDW	Drafting and revisions to application and proposed form of order and finalize same for approval (1.1).	1.10	\$ 401.50
12/31/2012	ALS	Continue preparation, conform all data, finalize and file Application to Employ and Willard.	4.00	\$ 1,180.00
12/31/2012	GDW	Final drafting and revisions of retention and application materials for filing (1.6); prepare submission of final set (.5).	2.10	\$ 766.50
		Total Hours:	<u>50.70</u>	
				Total Fees: <u><u>\$ 15,281.00</u></u>

12059.20 Re: Business Operations

<u>FEES</u>				
<u>Date</u>	<u>Tmkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Amount</u>
12/3/2012	GDW	Preparations for and telephone conference with Committee advisors on pending requests from Debtors on business operations, and related matters; follow-up analysis of EDMo issues regarding same and setting parameters for go forward reporting and explanations (1.4).	1.40	\$ 511.00
			Total Hours:	<u>1.40</u>
				Total Fees: <u><u>\$ 511.00</u></u>

12059.0 Re: Case Administration

Date	Tmkpr	Narrative	Hours	Amount
1/10/2013	GDW	Review and prepare suggestions to draft case management procedures from debtors and telephone conference with Kramer Levin regarding same.	0.70	\$ 255.50
1/11/2013	GDW	Preparations for and telephone conference with Committee advisors regarding pending matters, action items, and allocation of responsibilities (.9); research and analysis of EDMo and in-circuit precedent on two legal issues to be considered by Committee (1.6); telephone conference with debtors' counsel regarding status of their contemplated timetable for same (.1).	2.60	\$ 949.00
1/14/2013	ALS	Review Committee documents for filing and CM/ECF Notice.	0.20	\$ 59.00
1/14/2013	GDW	Final revisions to Declaration and proposed order and review of process for same.	0.60	\$ 219.00
1/15/2013	ALS	Update ECF for additional Kramer Levin attorneys to CM/ECF Notices for case (.2); review documents filed and update docket via CM/ECF (.8).	1.00	\$ 295.00
1/15/2013	GDW	Telephone calls with Kramer Levin as to proposed revisions to Case Management Order and follow-up analysis of EDMo precedents and past practice as to proposed revisions.	1.30	\$ 474.50
1/16/2013	GDW	Review debtors' proposed revisions to amended order on hearings, agenda letters, and related matters (.2); telephone conferences with debtors' counsel and with Kramer Levin regarding same and draft proposed compromise (.6).	0.80	\$ 292.00
1/28/2013	ALS	Prepare matters for 1/29/13 hearing at U.S. Bankruptcy Court.	1.20	\$ 354.00
1/29/2013	ALS	Prepare for and attend hearing at U.S. Bankruptcy Court and post-hearing discussion with Court, debtors and U.S. Trustee on Case Management Order.	3.00	\$ 885.00

Total Hours: 11.40

Total Fees: \$ 3,783.00

12059.1 Re: Hearings

Date	Tmkpr	Narrative	Hours	Amount
1/23/2013	GDW	Review and prepare matters for upcoming Status Conference, including matters for U.S. Trustee, and telephone conference with Kramer Levin to coordinate same (.8).	0.80	\$ 292.00
1/28/2013	GDW	Review motions and prepare for hearings tomorrow before U.S. Bankruptcy Judge Surratt-States.	1.30	\$ 474.50
1/29/2013	GDW	Final preparations for and representation of Committee at hearings before U.S. Bankruptcy Judge Surratt-States, and then attend post-hearing conference with Court, company counsel and U.S. Trustee regarding modifications to draft Case Management Order (2.4); follow-up telephone conferences with Kramer Levin attorneys to coordinate and assign out action items from hearing and upcoming matters; work on two action items (.7).	3.10	\$ 1,131.50
1/30/2013	GDW	Telephone call from U.S. Bankruptcy Court regarding upcoming court dates and notices; follow-up as to notices and timing regarding same and update documents per announcements.	0.90	\$ 328.50

Total Hours: 6.10

Total Fees: \$ 2,226.50

12059.4 Re: Pension/OPEB/Labor Issues

Date	Tmkpr	Narrative	Hours	Amount
1/8/2013	ALS	Research and analysis regarding standard in the 8th Circuit and particularly the EDMo with respect to proposed payments (.8); telephone conference with A. Yerramalli regarding same and outline of issues as to proposal (1.0); research EDMo cases regarding Chapter 11 cases that included proposed payments (.6).	2.40	\$ 708.00
1/10/2013	GDW	Review and analysis of Debtors' proposed unilateral steps and related issues (1.5); analysis of in-circuit precedent regarding same and documents as to same (.4).	1.90	\$ 693.50

Total Hours: 4.30

Total Fees: \$ 1,401.50

12059.8 Re: Claims Administration/Reporting

Date	Tmkpr	Narrative	Hours	Amount
1/3/2013	GDW	Review and prepare proposed changes to revised draft claims procedures and requirements and telephone conference with Kramer Levin regarding same.	0.90	\$ 328.50
1/4/2013	GDW	Further drafting and work on claims processing protocol, EDMo Local Rules considerations, and suggested revisions (1.4); update suggested revisions as to same (.3).	1.70	\$ 620.50
1/8/2013	GDW	Telephone call from Kramer Levin on EDMo Local Rules and custom on procedural matters.	0.10	\$ 36.50

Total Hours: 2.70

Total Fees: \$ 985.50

12059.13 Re: General Motions

Date	Tmkpr	Narrative	Hours	Amount
1/21/2013	GDW	Research on [CONFIDENTIAL - PRIVILEGED], debtors' anticipated response, and substantive and procedural considerations as to resulting claims and corresponding costs based on circuit precedent and anticipated motions by debtors.	3.30	\$ 1,204.50
1/22/2013	GDW	Telephone conference regarding debtors' proposal for intermediate resolution of pending motion and research EDMo and circuit precedent as to same and alternative approaches for Committee consideration.	0.90	\$ 328.50
1/22/2013	ALS	Review, finalize and file the Amended Verified 2019 Statement.	0.30	\$ 88.50
1/22/2013	ALS	Work on matters filed and CM/ECF Notice.	0.60	\$ 177.00
1/23/2013	ALS	Further work on documents filed and CM/ECF Notice.	0.80	\$ 236.00
1/31/2013	GDW	Continued analysis and research of EDMo and related precedents on [CONFIDENTIAL-PRIVILEGED] legal questions and procedure likely to be required by Court (2.2).	2.20	\$ 803.00

Total Hours: 8.10

Total Fees: \$ 2,837.50

12059.15 Re: Committee Meetings/Communications

Date	Tmkpr	Narrative	Hours	Amount
1/2/2013	GDW	Review and research of materials for Committee consideration regarding upcoming matters to be presented to U.S. Bankruptcy Judge Surratt-States on (i) claims processing, (ii) tier levels, and (iii) Rule 9019 elements per Local EDMo Rules (1.9); prepare comments and follow-up items regarding same (.7).	2.60	\$ 949.00
1/4/2013	GDW	Preparation for and telephone conference with Committee professionals to review pending matters and prepare for full Committee meeting.	0.50	\$ 182.50
1/4/2013	ALS	Telephone conference with Committee professionals regarding agenda items for upcoming call with Committee.	0.50	\$ 147.50
1/8/2013	GDW	Preparations for and teleconference meeting with Creditors Committee on several issues and presentations.	1.70	\$ 620.50
1/8/2013	ALS	Review materials for Professionals call and Committee teleconference, including liquidity update (.1), memo on motions and recommendations regarding Debtor's establish claims settlement procedures (.4), website information proposal (.1), and final report in connection with analysis of the Debtors' proposed payments (.3); participate in Professionals call to prepare for Committee teleconference (.3); participate in Committee teleconference (1).	2.20	\$ 649.00
1/18/2013	ALS	Prepare for and participate in Committee professional's telephone meeting to review ongoing matters.	0.70	\$ 206.50
1/18/2013	GDW	Preparations for and telephone conference with Committee professionals regarding upcoming Committee meeting, action items, and issues for follow-up; work on follow-up materials for meeting.	0.70	\$ 255.50
1/21/2013	ALS	Research assigned action items from telephone conference with Committee.	1.70	\$ 501.50
1/22/2013	ALS	Preparations, review of data and participate in teleconference Committee meeting regarding numerous matters (2); work on updated Case Management Order (.6).	2.60	\$ 767.00
1/22/2013	GDW	Preparations for Committee telephone conference meeting and presentations (.4); telephone conference meeting of Creditors Committee on topics and issues and then work on follow-up work matters for hearing next week before U.S. Bankruptcy Judge Surratt-States (1.8).	2.20	\$ 803.00
1/23/2013	GDW	Telephone conference with U.S. Bankruptcy Court regarding upcoming Status Conference and gather and provide follow-up information for Court (.4).	0.40	\$ 146.00
1/25/2013	ALS	Participate in professionals conference call on several matters.	0.80	\$ 236.00
1/25/2013	GDW	Follow-up analysis and work on action items from Committee professionals teleconference for upcoming hearings before U.S. Bankruptcy Judge Surratt-States, including Case Management Order modifications and additional change to proposed order per EDMo precedent.	1.20	\$ 438.00

1/28/2013	ALS	Correspondence regarding various Committee issues, disclosures and tomorrow's hearing.	0.60	\$	177.00
1/30/2013	ALS	Finalize and file Kramer Levin's Second Supplemental Declaration.	0.20	\$	59.00

Total Hours: 18.60

Total Fees: \$ 6,138.00

12059.17 Re: Retentions/Other Professional Fee Applications

Date	Tmkpr	Narrative	Hours	Amount
1/9/2013	ALS	Review and file Houlihan Lokey Capital, Inc. Monthly Fee Statement.	0.30	\$ 88.50
1/9/2013	GDW	Review Committee professional's materials for monthly filing.	0.20	\$ 73.00
1/14/2013	ALS	Research and finalize a proposed order to Court (.8); prepare Declaration of No Objections (.6); further revise the proposed order per current Case Management Order (.4).	1.80	\$ 531.00
1/15/2013	ALS	Finalize and file Declaration with Court.	0.60	\$ 177.00
1/16/2013	ALS	Review and file Fee Statement for November and December for Epiq Bankruptcy Solutions, LLC.	0.20	\$ 59.00
1/16/2013	ALS	Prepare final documents and correspondence with proposed order in connection with the Application for Retention and Employment of Carmody MacDonald P.C. as local counsel to the Official Committee of Unsecured Creditors of Patriot Coal Corporation.	0.60	\$ 177.00
1/16/2013	GDW	Review and finalize changes for filings with U.S. Bankruptcy Court for other professionals (.2); revise and finalize No Objection submission for final disposition (.4).	0.60	\$ 219.00
1/22/2013	ALS	Review, finalize and file Monthly Fee Statement of Mesirow Financial Consulting, LLC and Cole, Schotz, Meisel, Forman & Leonard, P.A.	0.60	\$ 177.00
1/25/2013	ALS	Finalize and file Kramer Levin's Monthly Fee Statement.	0.20	\$ 59.00
1/31/2013	ALS	Prepare and revisions to First Supplemental Declaration Supplemental Statement Pursuant to Bankruptcy Code 2014.	1.40	\$ 413.00
1/31/2013	GDW	Drafting and revisions to supplemental filing and conference regarding same (.8).	0.80	\$ 292.00

Total Hours: 7.30

Total Fees: \$ 2,265.50

12059.18 Re: Carmody MacDonald Monthly Fee Statements

Date	Tmkpr	Narrative	Hours	Amount
1/18/2013	ALS	Review and prepare First Monthly Statement of Carmody MacDonald P.C. per Case Management Order.	0.70	\$ 206.50
1/21/2013	ALS	Continue conforming all data for Monthly Statement.	1.30	\$ 383.50
1/31/2013	ALS	Update and finalize Monthly Statement per Case Management Order.	0.80	\$ 236.00
1/31/2013	GDW	Analysis, revisions for privilege/redactions and final preparations of Carmody MacDonald statement (1.7).	1.70	\$ 620.50

Total Hours: 4.50

Total Fees: \$ 1,446.50

12059.20 Re: Business Operations

Date	Tmkpr	Narrative	Hours	Amount
1/30/2013	GDW	Work on research and analysis legal issues and EDMo precedents as to [PRIVILEGED - REDACTED] under consideration and procedural issues relating to same (3.3).	3.30	\$ 1,204.50
1/31/2013	GDW	Additional research and analysis on [PRIVILEGED - REDACTED] precedents and procedural issues in EDMo.	1.90	\$ 693.50

Total Hours: 5.20

Total Fees: \$ 1,898.00

EXHIBIT D

Summary of Expenses/Disbursements

<u>Description</u>	<u>Billed Amount</u>
Pro Hac Vice Filing Fees for Kramer Levin Attorneys	\$500.00

<u>Date</u>	<u>Task</u>	<u>Description</u>	<u>EXPENSES</u>
12/18/2012		Filing fee for Pro Hac Vice - O'Neill.	\$ 100.00
12/18/2012		Filing fee for Pro Hac Vice - Mayer.	\$ 100.00
12/18/2012		Filing fee for Pro Hac Vice - Rogoff.	\$ 100.00
12/20/2012		Filing fee for Pro Hac Vice - Plotko.	\$ 100.00
12/20/2012		Filing fee for Pro Hac Vice - Yerramallil.	\$ 100.00

Total Expenses: \$ 500.00