

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

In re: )  
 ) Chapter 11  
PATRIOT COAL CORPORATION, *et al.*, ) Case No. 12-51502  
 ) (Jointly Administered)  
Debtors. )

**SIXTH MONTHLY FEE STATEMENT OF CARMODY MACDONALD P.C.  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF PATRIOT COAL CORPORATION, ET AL. FROM  
MAY 1, 2013 THROUGH AND INCLUDING MAY 31, 2013**

Name of Applicant: Carmody MacDonald P.C.

Authorized to provide professional services to: Official Committee of Unsecured Creditors

Date of Retention: As of December 3, 2012 [Docket No. 2382]

Period for which compensation and reimbursement is sought: May 1, 2013 – May 31, 2013

Amount of compensation requested: \$47,811.50

Amount of expense reimbursement requested: \$5,045.64

In accordance with the Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated August 2, 2012 (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-in-possession (collectively, the “**Debtors**”), hereby submits this Sixth Monthly Fee Statement (the “**Fee Statement**”), seeking compensation and reimbursement of expenses for the period of May 1, 2013 through and including May 31, 2013 (the “**Sixth Monthly Period**”). By this Fee Statement, Carmody MacDonald seeks payment of: \$43,294.84, which is equal to (i) eighty percent of the total amount of compensation sought for actual and necessary professional services rendered during the Sixth Monthly Period (which is \$38,249.20) and (ii) reimbursement of \$5,045.64, which is equal to one hundred percent of its actual and necessary expenses incurred in connection with such services.

#### **Services Rendered and Disbursements Incurred**

1. Attached as **Exhibit A** is a summary of the services rendered and compensation sought, by project category, for the Sixth Monthly Period.
2. Attached as **Exhibit B** is a billing summary of Carmody MacDonald professionals by individual, setting forth the (i) name and title of each individual who performed services during the Sixth Monthly Period, (ii) aggregate time expended by each such individual, (iii) hourly billing rate for each such individual at Carmody MacDonald’s current billing rates, (iv) the amount of fees earned by each Carmody MacDonald professional, (v) year of bar admission for each attorney, and (vi) area of concentration for each attorney.

The blended hourly billing rate of Carmody MacDonald attorneys during the Sixth Monthly Period is \$343.22.

3. Attached as **Exhibit C** is a summary of reimbursement sought by expense type for all expenses for the Sixth Monthly Period incurred in connection with the performance of professional services.

4. Attached as **Exhibit D** is an itemized record of all expenses for the Sixth Monthly Period incurred in connection with the performance of professional services.

5. Attached as **Exhibit E** are itemized time records of Carmody MacDonald professionals.

**Total Fees and Expenses Sought for the Sixth Monthly Period**

6. The total amounts sought for fees for services rendered and reimbursement of expenses incurred for the Sixth Monthly Period are as follows:

Total Fees for the Sixth Monthly Period	\$ 47,811.50
Total Disbursements for the Sixth Monthly Period	\$ 5,045.64
<b>TOTAL</b>	\$ 52,857.14

7. Pursuant to the Interim Compensation Order, Carmody MacDonald seeks payment of \$43,294.84, which is equal to (i) 80% of Carmody MacDonald's total fees for services rendered during the Sixth Monthly Period and (ii) 100% of the total disbursements incurred during the Sixth Monthly Period.

80% of Total Fees for the Sixth Monthly Period	\$ 38,249.20
100% of Total Disbursements for the Sixth Monthly Period	\$ 5,045.64
<b>TOTAL</b>	\$ 43,294.84

**Notice and Objection Procedures**

8. No trustee or examiner has been appointed in these Chapter 11 Cases. Pursuant to the Interim Compensation Order, notice of this Fee Statement has been served, via the Court's ECF system, upon: (i) the Debtors, Patriot Coal Corporation, 12312 Olive Boulevard, Suite 400, St. Louis, MO 63141, Attn: Jacquelyn A. Jones; (ii) Davis Polk & Wardwell LLP, 450

Lexington Avenue, New York, NY 10017, Attn: Marshall S. Huebner and Brian M. Resnick; (iii) Bryan Cave LLP, One Metropolitan Square, 211 N. Broadway, Suite 3600, St. Louis, MO 63102, Attn: Lloyd A. Palans and Brian C. Walsh; (iv) Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036, Attn: Adam C. Rogoff and Gregory G. Plotko; (v) the Office of the United States Trustee for the Eastern District of Missouri, 111 S. 10<sup>th</sup> Street, 4<sup>th</sup> Floor, St. Louis, MO 63102, Attn: Leonora Long; and (vi) attorneys for the administrative agent for the Debtors' post petition lenders, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attn: Marcia Goldstein and Joseph Smolinsky, and (b) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019, Attn: Margot B. Schonholtz and Ana Alfonso, (collectively, the "**Notice Parties**"). Carmody MacDonald submits that no other or further notice need be provided.

9. Pursuant to the Interim Compensation Order, objections to this Fee Statement, if any, must be served upon the Notice Parties, including Carmody MacDonald, no later than July 5, 2013 (the "**Review Deadline**"), setting forth the nature of the objection and the specific amount of fees or expenses at issue.

10. If no objections to the Fee Statement are received on or before the Review Deadline, the Debtors will pay Carmody MacDonald: (i) 80% of Carmody MacDonald's total fees for services rendered during the Sixth Monthly Period and (ii) 100% of the total disbursements incurred during the Sixth Monthly Period.

11. To the extent an objection to the Fee Statement is received on or before the Review Deadline, the Debtors will withhold payment of that portion of the Fee Statement to which the objection is directed and will promptly pay the remainder of the fees and

disbursements in the percentages set forth above. To the extent such objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing.

Dated: June 20, 2013  
St. Louis, Missouri

CARMODY MACDONALD P.C.

/s/ Gregory D. Willard

Gregory D. Willard, MO30192

Angela L. Schisler, MO56768

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*Local Counsel to the Official Committee of  
Unsecured Creditors*

**EXHIBIT A**

**Summary of Time by Category**

<b><u>Matter Number</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Fees</u></b>
12059.0	CASE ADMINISTRATION	7.60	\$ 2,431.00
12059.4	PENSION / OPEB / LABOR ISSUES	33.90	\$12,149.50
12059.8	CLAIMS ADMINISTRATION / REPORTING	36.20	\$13,213.00
12059.9	PLAN AND DISCLOSURE ISSUES	24.80	\$ 9,052.00
12059.11	COMMITTEE INVESTIGATIONS / DILIGENCE	12.80	\$ 3,200.00
12059.15	COMMITTEE MEETINGS / COMMUNICATIONS	18.60	\$ 6,068.00
12059.17	RETENTIONS / OTHER PROFESSIONAL APPLICATIONS	4.70	\$ 1,491.50
12059.18	CARMODY MACDONALD MONTHLY FEE STATEMENTS	0.70	\$ 206.50
	<b>TOTAL</b>	<b>139.30</b>	<b>\$47,811.50</b>

**EXHIBIT B**

**Summary of Professionals**

<b><u>Attorney/Professional Name</u></b>	<b><u>Department/Position at Carmody MacDonald</u></b>	<b><u>Year Admitted</u></b>	<b><u>Hourly Billing Rate</u></b>	<b><u>Total Worked Hours</u></b>	<b><u>Total Compensation Requested</u></b>
Gregory D. Willard	Corporate Restructuring & Bankruptcy Partner	1980	\$365.00	101.50	\$37,047.50
David P. Stoeberl	Financial Restructuring & Bankruptcy Partner	1997	\$325.00	6.30	\$ 2,047.50
Angela L. Schisler	Corporate Restructuring & Bankruptcy Associate	2005	\$295.00	18.70	\$ 5,516.50
John D. McAnnar	Corporate Restructuring & Bankruptcy Associate	2009	\$250.00	12.80	\$ 3,200.00
<b>TOTAL</b>				<b>139.30</b>	<b>\$47,811.50</b>

**EXHIBIT C**

**Summary of Expenses**

<b><u>Description</u></b>	<b><u>Amount</u></b>
Transcripts through TSG Reporting, Inc.	\$5,018.40
Courier Service	\$ 27.24
<b>TOTAL</b>	<b>\$5,045.64</b>

**EXHIBIT D**

**Expense Detail**

**Expenses**

5/1/2013	Bennett Hatfield 1113/1114 Deposition Transcript through TSG Reporting, Inc.	\$1,589.00
5/1/2013	Richard Whiting 1113/1114 Deposition Transcript through TSG Reporting, Inc.	\$2,194.20
5/1/2013	Irl Engelhardt 1113/1114 Deposition Transcript through TSG Reporting, Inc.	\$1,235.20
5/2/2013	Courier Service by Federal Express	\$ 27.24
	Total Costs:	<u>\$5,045.64</u>

**EXHIBIT E**

**Time Detail**

12059.0 Re: Case Administration

Date	Tmkpr	Narrative	Hours	Amount
5/10/2013	ALS	Review Orders denying Equity committee and Appointment of Chapter 11 Trustee.	0.30	\$ 88.50
5/14/2013	ALS	Telephone conference with A. Wong regarding transcripts and 5/21 hearing action items (.1); review recent docket entries and 10-Q, including summaries for Committee regarding same (.6).	0.70	\$ 206.50
5/15/2013	ALS	Coordinate appearances for hearing.	0.10	\$ 29.50
5/17/2013	ALS	Telephone conference with S. Blank regarding filing (.1).	0.10	\$ 29.50
5/17/2013	DPS	Analysis of claims and compile information (.8); telephone conference with A. Vidal regarding same (.2).	1.00	\$ 325.00
5/20/2013	DPS	Review and analysis of materials regarding certain claims (.9); prepare for and attend telephone conference regarding certain claims (.6).	1.50	\$ 487.50
5/21/2013	DPS	Review materials from A. Vidal and miscellaneous materials for claims analysis.	0.40	\$ 130.00
5/22/2013	ALS	Coordinate with Professionals regarding Order on Fee Applications.	0.10	\$ 29.50
5/23/2013	DPS	Telephone conference with co-counsel regarding analysis of claims; begin work on memo analyzing claims.	0.90	\$ 292.50
5/24/2013	DPS	Work on analysis of claims and telephone conference with G. Plotkow and K. Coco regarding analysis of claims (.5); begin drafting analysis of claims (1.0).	1.50	\$ 487.50
5/29/2013	DPS	Analysis of documents pertaining to claims analysis.	0.80	\$ 260.00
5/31/2013	DPS	Review summary of documents provided for claims analysis.	0.20	\$ 65.00
Total Hours:			7.60	
Total Fees:				<u>\$2,431.00</u>

12059.4 Re: Pension/OPEB/Labor Issues

Date	Tmkpr	Narrative	Hours	Amount
5/1/2013	ALS	Attention to 1113/1114 hearing updates and email correspondence.	0.40	\$ 118.00
5/1/2013	GDW	Preparations for and conferences regarding hearing issues, possible resolutions of Committee objection to fair and equitable and related matters; attend hearing before U.S. Bankruptcy Judge Surratt-States.	11.10	\$4,051.50
5/2/2013	ALS	Attention to 1113/1114 hearing updates and email correspondence.	0.50	\$ 147.50
5/2/2013	GDW	Preparations for and attend hearing before U.S. Bankruptcy Judge Surratt-States, including during the hearings numerous conferences and telephone conference with Committee and Committee professionals regarding possible resolution of Committee fair and equitable objection (10.8); review and prepare comments to draft Settlement Memorandum of Understanding (.9); outline matters for final day of hearings and argument (.4).	12.10	\$4,416.50
5/3/2013	GDW	Conferences regarding final changes to Memorandum of Settlement with Debtors on fair and equitable (.8); attend hearing before U.S. Bankruptcy Judge Surratt-States (5.0); work on post-hearing matters and follow-up items for Committee (1.7).	7.50	\$ 2,737.50
5/29/2013	ALS	Review and analyze 1113/1114 Order.	2.30	\$ 678.50
Total Hours:			<u>33.90</u>	
Total Fees:				<u><u>\$12,149.50</u></u>

12059.8 Re: Claims Administration/Reporting

Date	Tmkpr	Narrative	Hours	Amount
5/9/2013	GDW	Analysis and study of designated tort claims and legal and factual issues regarding same.	4.40	\$ 1,606.00
5/10/2013	GDW	Continued analysis, research and assessment of large tort claims and ranges to ascribe to same.	3.70	\$ 1,350.50
5/15/2013	GDW	Analysis and examination of certain claims and related items on specific claims (2.1); telephone conference with Mesirow regarding same (.2).	2.30	\$ 839.50
5/16/2013	GDW	Legal analysis and assessment of issues related to categories of claims and impacts on various distribution scenarios (1.7 a.m. / 2.9 p.m.)	4.60	\$ 1,679.00
5/17/2013	GDW	Continued analysis and assessment of designated claims by category and distribution/resolution scenarios and alternatives (3.3); legal research on bankruptcy treatment alternatives for same for Committee review (.8).	4.10	\$ 1,496.50
5/20/2013	GDW	Work on analysis of litigation claims for aggregate assessment and review by Official Unsecured Committee as to models.	2.00	\$ 730.00
5/21/2013	GDW	Work on analysis of four consolidated claims, legal and indemnity matters, and related issues (1.3); preparations for and telephone conference with Debtors and counsel regarding claims and related issues (.5).	1.80	\$ 657.00
5/23/2013	GDW	Work on and evaluation of likelihood and 8th Circuit/EDMo factors regarding [CONFIDENTIAL - REDACTED - PRIVILEGED].	3.90	\$ 1,423.50
5/24/2013	GDW	Evaluation and analysis of likelihood and 8th Circuit/EDMO factors regarding [CONFIDENTIAL - REDACTED - PRIVILEGED].	3.10	\$ 1,131.50
5/28/2013	GDW	Work on separate analysis and reviews of sets of claims and assessments of net estate exposure, including legal issues regarding same (1.7 a.m. / 3.5 p.m.); review and revise analysis regarding specific claims (1.1).	6.30	\$ 2,299.50
Total Hours:			36.20	
Total Fees:				\$13,213.00

12059.9 RE: Plan and Disclosure Statement

Date	Tmkpr	Narrative	Hours	Amount
5/21/2013	GDW	Specific research and analysis on likelihood and 8th Circuit/EDMO factors regarding [CONFIDENTIAL - REDACTED - PRIVILEGED].	5.20	\$1,898.00
5/22/2013	GDW	Continued analysis on likelihood and 8th Circuit/EDMo factors regarding [CONFIDENTIAL - REDACTED - PRIVILEGED].	2.60	\$ 949.00
5/27/2013	GDW	Further research and analysis on likelihood and 8th Circuit/EDMo factors regarding [CONFIDENTIAL - REDACTED - PRIVILEGED].	4.70	\$1,715.50
5/28/2013	GDW	Work on detailed analysis and caselaw for presentation to Official Unsecured Creditors Committee as to [CONFIDENTIAL - REDACTED - PRIVILEGED] (4.2); update factual information and data for same (1.3).	5.50	\$2,007.50
5/29/2013	GDW	Further detailed analysis and legal research (8th Circuit/EDMo) for presentation to Official Unsecured Creditors Committee as to [CONFIDENTIAL - REDACTED - PRIVILEGED].	4.10	\$1,496.50
5/30/2013	GDW	Additional analysis of [CONFIDENTIAL - REDACTED - PRIVILEGED].	2.70	\$ 985.50
			Total Hours:	<u>24.80</u>
			Total Fees:	<u><u>\$9,052.00</u></u>

12059.11 RE: Committee Investigations/Diligence

Date	Tmkpr	Narrative	Hours	Amount
5/17/2013	JDM	Work on investigation of designated claims.	0.20	\$ 50.00
5/20/2013	JDM	Review documents related to analysis of various tort claims.	1.00	\$ 250.00
5/21/2013	JDM	Telephone conference with group regarding tort claims.	0.70	\$ 175.00
5/24/2013	JDM	Draft and revise memorandum analyzing various tort claims (4.7); review additional documents regarding same (.4).	5.10	\$1,275.00
5/28/2013	JDM	Draft and revise memorandum outlining potential liabilities for claims filed.	4.00	\$1,000.00
5/29/2013	JDM	Analyze additional documents related to various claims filed.	0.60	\$ 150.00
5/31/2013	JDM	Review documents related to various claims filed in bankruptcy court and draft and revise update regarding same.	1.20	\$ 300.00
			Total Hours:	<u>12.80</u>
			Total Fees:	<u><u>\$3,200.00</u></u>

12059.15 RE: Committee Meetings/Communications

Date	Tmkpr	Narrative	Hours	Amount
5/2/2013	ALS	Participate in two Committee telephone conferences, including discussions regarding Committee bylaws.	1.50	\$ 442.50
5/9/2013	ALS	Participate in Professionals telephone conference.	0.60	\$ 177.00
5/9/2013	GDW	Preparations for and telephone conference with Committee advisors regarding updates, coordination of action items and related matters.	2.20	\$ 803.00
5/14/2013	GDW	Preparations for Committee meeting and agenda items (.4); telephone conference with Committee professionals regarding meeting presentations, assigned items and coordination; telephone conference of Official Creditors Committee (.4).	0.80	\$ 292.00
5/14/2013	ALS	Attend Professionals telephone conference (.5); prepare for, review materials and attend Committee telephone conference (1.6).	2.10	\$ 619.50
5/16/2013	GDW	Preparations for and telephone conference with Committee professionals to review and coordinate several matters.	0.40	\$ 146.00
5/20/2013	GDW	Preparations for and telephone conference with Committee professionals regarding proposals, considerations relating to same and related matters (.4); telephone conference with Official Creditors Committee on several matters (.9).	1.30	\$ 474.50
5/20/2013	ALS	Participate in Committee professionals' telephone conference regarding [PRIVILEGED - REDACTED] (.5); prepare for and participate in telephone conferences with Committee regarding same (1.3).	1.80	\$ 531.00
5/23/2013	ALS	Participate in Professionals' telephone conference and follow-up on action items.	1.20	\$ 354.00
5/23/2013	GDW	Preparations for and telephone conference with Committee professionals to work on and coordinate several action items.	0.90	\$ 328.50
5/29/2013	GDW	Preparations for and telephone conference with Committee professionals to plan and coordinate presentations to full Committee at upcoming meeting.	0.90	\$ 328.50
5/30/2013	GDW	Final preparations for and participation in telephone conference of Official Unsecured Creditors Committee on several matters.	1.80	\$ 657.00
5/30/2013	ALS	Prepare for, review materials and participate in Committee telephone conference and follow-up on action items from Committee.	3.10	\$ 914.50
Total Hours:			18.60	
Total Fees:				<u>\$6,068.00</u>

12059.17 RE: Retentions/Other Professional Fee Applications

Date	Tmkpr	Narrative	Hours	Amount
5/6/2013	ALS	Finalize and file Kramer Levin Naftalis & Frankel LLP, as counsel to the Official Committee of Unsecured Creditors, March 2013 Monthly Fee Statement.	0.30	\$ 88.50
5/8/2013	ALS	Finalize and file Monthly Fee Statement of Mesirow Financial Consulting, LLC, as financial advisors to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of March 1, 2013 through March 31, 2013 (.3); compile Monthly Fee Statements of Professionals of the Official Committee of Unsecured Creditors for March 2013 for U.S. Trustee's office (.3).	0.60	\$ 177.00
5/20/2013	GDW	Telephone conference with Debtors' counsel on hearings tomorrow on interim fee applications and related matters (.1); prepare for hearings tomorrow before U.S. Bankruptcy Judge Surratt-States and presentations for same and related telephone conferences with Committee professionals regarding same (1.4).	1.50	\$ 547.50
5/20/2013	ALS	Review Houlihan Lokey's Fee Application for missing expense items (.1); contact Houlihan Lokey professionals regarding summary of expenses for Fee Application (.1); telephone conference with D. Tobin regarding same (.1); review and send summary of expenses received (.1); finalize and file Monthly Fee Statement of Cole, Schotz, Meisel, Forman & Leonard, P.A., as Conflicts Counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of April 1, 2013 through April 30, 2013 (.3); finalize and file Monthly Fee Statement of Epiq Bankruptcy Solutions, LLC, as Information Agent to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of January 1, 2013 through April 30, 2013 (.3).	1.00	\$ 295.00
5/22/2013	ALS	Finalize, file and arrange for service of Monthly Fee Statement of Houlihan Lokey Capital, Inc., as financial advisor and investment banker to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of April 1, 2013 through April 30, 2013.	0.30	\$ 88.50
5/23/2013	ALS	Review orders approving fee applications and circulate to Professionals.	0.20	\$ 59.00
5/28/2013	ALS	Finalize and file Monthly Fee Statement of Mesirow Financial Consulting, LLC, as financial advisors to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of April 1, 2013 through April 30, 2013.	0.30	\$ 88.50
5/29/2013	ALS	Email correspondence with Houlihan Lokey regarding the Court's transcript and additional detail for the outside legal expenses of DLA Piper; review and circulate additional detail provided.	0.20	\$ 59.00

5/31/2013	ALS	Finalize and file Monthly Fee Statement of Kramer Levin Naftalis & Frankel LLP, counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of April 1, 2013 through and including April 30, 2013.	0.30	\$	88.50
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Total Hours: 4.70

Total Fees: \$1,491.50

12059.18 RE: Carmody MacDonald Monthly Fee Statements

Date	Tmkpr	Narrative	Hours	Amount
5/20/2013	ALS	Review and circulate Fifth Monthly Fee Statement of Carmody MacDonald for the period of April 1, 2013 through April 30, 2013 to Committee for approval (.4).	0.40	\$118.00
5/21/2013	ALS	Finalize and file Monthly Fee Statement of Carmody MacDonald P.C., as local counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of April 1, 2013 through and including April 30, 2013.	0.30	\$ 88.50
Total Hours:			<u>0.70</u>	
Total Fees:				<u><u>\$206.50</u></u>