

**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: October 22, 2013
) Hearing Time: 10:00 a.m. (CDT)
)
) Objection Deadline:
) October 15, 2013 at 4:00 p.m. (CDT)
)
) Location: Courtroom 7 North, St. Louis
)

**SECOND 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 FEBRUARY 1, 2013 THROUGH JULY 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:	February 1, 2013 - July 31, 2013
Fees Requested:	\$239,495.20
Expenses Requested:	\$ 5,416.61
Total Amount Requested:	\$244,912.11
Amount Paid to Date:	\$182,129.01
Net Amount to be Requested for Payment:	\$ 62,783.10
Previous Fee Orders	Dkt. No. 3644

This is an X Interim or _____ Final Fee Application.

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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 second interim fee application (the “**Application**”), pursuant to Sections 330(a) and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”),¹ Rule 2016 of the Federal Rules of Bankruptcy

¹ Unless otherwise indicated, all statutory cites are to the Bankruptcy Code.

Procedure, Rules 2016-1 and 2016-2 of the Local Bankruptcy Rules (the “**Local Bankruptcy Rules**”) and the accompanying 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 February 1, 2013 through and including July 31, 2013 (the “**Second Interim Fee Period**”), and for reimbursement of its actual and necessary expenses incurred during the Second 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 local counsel 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, except for the month of July, which payment is being processed by the Debtors.

5. Carmody MacDonald now submits its Application for approval of fees and expenses incurred from February 1, 2013 through July 31, 2013 (the “**Application Period**”), including approval of payments made pursuant to Carmody MacDonald’s monthly fee statements [Dkt. Nos. 3349, 3789, 4038, 4203, 4330, and 4486] (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 and paraprofessional who provided services to the Committee are attached as **Exhibit A**.

8. The services provided by Carmody MacDonald during the Second 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

\$239,495.50. 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**.²

9. Carmody MacDonald has incurred expenses in the total amount of \$5,416.61 during the Second 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 Second Interim Fee Period, Carmody MacDonald provided the following monthly fee statements:

- a. For February 1, 2013 through February 28, 2013, fees of \$36,976.00 and expenses of \$200.00 (the "**February Fee Statement**");
- b. For March 1, 2013 through March 31, 2013, fees of \$40,221.00 and expenses of \$40.97 (the "**March Fee Statement**");
- c. For April 1, 2013 through April 30, 2013, fees of \$74,080.50 and expenses of \$30.00 (the "**April Fee Statement**");
- d. For May 1, 2013 through May 31, 2013, fees of \$47,811.50 and expenses of \$5,045.64 (the "**May Fee Statement**");
- e. For June 1, 2013 through June 30, 2013, fees of \$21,926.50 and no expenses (the "**June Fee Statement**"); and
- f. For July 1, 2013 through July 31, 2013, fees of \$18,480.00 and expenses of \$100.00 (the "**July Fee Statement**") and together with the February, March, April, May and June Fee Statements, the "**Monthly Fee Statements**").

11. In total, Carmody MacDonald has submitted Monthly Fee Statements during the Second Interim Fee Period for fees of \$239,495.50 and expenses of \$5,416.61. As of the date of

² 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.

this Application, no Notice Party, or any other party, has objected to Carmody MacDonald's Monthly Fee Statements for the Second 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 February Fee Statement, Carmody MacDonald has received a payment of \$29,780.80, representing 80% of fees and 100% of expenses (\$200.00) requested. With respect to the March Fee Statement, Carmody MacDonald has received a payment of \$32,217.77, representing 80% of fees and 100% of expenses (\$40.97) requested. With respect to the April Fee Statement, Carmody MacDonald has received a payment of \$59,294.40, representing 80% of fees and 100% of expenses (\$30.00) requested. With respect to the May Fee Statement, Carmody MacDonald has received a payment of \$43,294.84, representing 80% of fees and 100% of expenses (\$5,045.64) requested. With respect to the June Fee Statement, Carmody MacDonald has received a payment of \$17,541.20, representing 80% of fees and 100% of expenses (\$0.00) requested. As of today, Carmody MacDonald has not received payment toward the July Fee Statement submitted on August 20, 2013, which statement is being processed by the Debtors in the amount of \$18,480.00 in fees and \$100.00 expenses.

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 \$239,495.50 and reimbursement of actual and necessary expenses of \$5,416.61 incurred during the Second Interim Fee Period.

15. To the extent that time or disbursement charges for services rendered or expenses incurred relate to the Second 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 Second 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: \$12,391.50/Hours Billed: 43.0)

B. Hearings
Code: 00001

(Fees: \$34,010.50/Hours Billed: 115.70)

C. Pension / OPEB / Labor Issues
Code: 00004

(Fees: \$42,846.00/Hours Billed: 122.20)

- D. Executory Contracts / Leases**
Code: 00006

(Fees: \$1,241.00/Hours Billed: 3.40)
- E. Claims Administration / Reporting**
Code: 00008

(Fees: \$24,667.50/Hours Billed: 68.10)
- F. Plan and Disclosure Statement**
Code: 00009

(Fees: \$21,726.00/Hours Billed: 60.50)
- G. Confidentiality Agreements / Bylaws**
Code: 00010

(Fees: \$255.50/Hours Billed: 0.70)
- H. Committee Investigations / Diligence**
Code: 00011

(Fees: \$6,213.00/Hours Billed: 23.30)
- I. Adversary Proceedings**
Code: 00012

(Fees: \$1,052.00/Hours Billed: 3.40)
- J. General Motions**
Code: 00013

(Fees: \$34,051.50/Hours Billed: 95.90)
- K. Meetings and Communications with Debtors**
Code: 00014

(Fees: \$2,252.50/Hours Billed: 6.90)
- L. Committee Meetings / Communications**
Code: 00015

(Fees: \$38,130.50/Hours Billed: 114.90)

M. Retentions / Other Professional Applications
Code: 00017

(Fees: \$9,658.50/Hours Billed: 30.70)

N. Carmody MacDonald Monthly Fee Statements
Code: 00018

(Fees: \$3,472.00/Hours Billed: 10.80)

O. CM Fee Applications
Code: 00019

(Fees: \$4,863.00/Hours Billed: 14.80)

P. Business Operations
Code: 00020

(Fees: \$2,664.50/Hours Billed: 7.30)

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 721.60 recorded hours by Carmody MacDonald's members and associates. Of the aggregate time expended, 457.10 recorded hours were expended by partners, 235.90 recorded hours were expended by associates, and 28.60 recorded hours were expended by paraprofessionals of Carmody MacDonald.

20. During the Second 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 \$332.00 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 \$5,416.61 for expenses during the Second 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 professionals 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 Second Interim Fee Period in the aggregate amount of \$239,495.50 and expenses of \$5,416.61;
- (ii) authorizing and directing the Debtors to pay Carmody MacDonald \$62,783.10, representing all unpaid amounts for the Second Interim Fee Period; and
- (iii) granting such other relief as is just and proper.

Dated: St. Louis, Missouri
August 30, 2013

Respectfully submitted,

CARMODY MACDONALD P.C.

/s/ Gregory D. Willard

Gregory D. Willard, MO30192
Angela L. Schisler, MO56768
120 South Central Avenue, Suite 1800
St. Louis, Missouri 63105
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Facsimile: (314) 854-8660

*Counsel to the Official Committee of
Unsecured Creditors*

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing *Second 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 February 1, 2013 through July 31, 2013* was filed on August 30, 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	449.00	\$163,885.00
David P. Stoeberl	Financial Restructuring & Bankruptcy Partner	1997	\$325.00	8.10	\$2,632.50
Angela L. Schisler	Corporate; Restructuring & Bankruptcy Associate	2005	\$295.00	214.7	\$63,336.50
Meghan M. Lamping	Litigation Associate	2007	\$275.00	2.10	\$577.50
John D. McAnnar	Litigation; Restructuring & Bankruptcy Associate	2009	\$250.00	16.00	\$4,000.00
Lauren M. Wacker	Litigation Associate	2009	\$250.00	3.10	\$775.00
John G. Willard	Corporate Restructuring & Bankruptcy Paraprofessional	N/A	\$150.00	8.30	\$1,245.00
Angela N. Abbott	Paralegal	N/A	\$150.00	20.30	\$3,044.00
TOTAL					\$239,495.50

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	43.0	\$12,391.50
12059.00001	Hearings	115.70	\$34,010.50
12059.00004	Pension / OPEB / Labor Issues	122.20	\$42,846.00
12059.00006	Executory Contracts / Leases	3.40	\$ 1,241.00
12059.00008	Claims Administration / Reporting	68.10	\$24,667.50
12059.00009	Plan and Disclosure Statement	60.50	\$21,726.00
12059.00010	Confidentiality Agreements / Bylaws	0.70	\$ 255.50
12059.00011	Committee Investigations / Diligence	23.30	\$ 6,213.00
12059.00012	Adversary Proceedings	3.40	\$ 1,052.00
12059.00013	General Motions	95.90	\$34,051.50
12059.00014	Meetings and Communications with Debtors	6.90	\$ 2,252.50
12059.00015	Committee Meetings / Communications	114.90	\$38,130.50
12059.00017	Retentions / Other Professional Applications	30.70	\$ 9,658.50
12059.00018	Carmody MacDonald Monthly Fee Statements	10.80	\$ 3,472.00
12059.00019	Carmody MacDonald Fee Applications	14.80	\$ 4,863.00
12059.00020	Business Operations	7.30	\$ 2,664.50
<u>Total</u>		721.60	\$239,495.50

EXHIBIT C

Detailed Time Records for the Second Interim Fee Period

12059.0 Re: Case Administration

Date	Tmkpr	Narrative	Hours	Amount
2/4/2013	ALS	Review specific documents filed via CM/ECF Notice and follow-up action on same.	1.80	\$ 531.00
2/7/2013	ALS	Prepare Pro Hac Vice for S. Komrower (.6); review and provide comments to Final Stipulation (.4).	1.00	\$ 295.00
2/8/2013	ALS	Finalize and file Pro Hac Vice of S. Komrower (.4); prepare and file Pro Hac Vice of M. Warner (.8); prepare and revise Notice of Final Stipulation (1.1); finalize and file Notice and Final Stipulation (.4); review documents filed via CM/ECF Notice and follow-up action on same (.7).	3.40	\$ 1,003.00
			Total Hours:	<u>6.20</u>
			Total Fees:	<u>\$ 1,829.00</u>

12059.1 Re: Hearings

Date	Tmkpr	Narrative	Hours	Amount
2/14/2013	GDW	Work on preparing procedural matters for upcoming hearing before U.S. Bankruptcy Judge Surratt-States and documents for same (.8); telephone conference with Kramer Levin regarding general EDMo local procedures on motion and notice requirements (.1); telephone conference with Debtors' counsel on status of amended Case Management Order and clerk of the court requested changes (.1).	1.00	\$ 365.00
2/18/2013	GDW	Review and analysis of matters related to Emergency Hearing Request and presentations to US Bankruptcy Judge Surratt-States and possible consensual alternatives (1.1); telephone calls to Court Clerk's staff as to pending requests and follow-up work on possible Committee position to parties' dispute and alternatives (1.3).	2.40	\$ 876.00
2/19/2013	GDW	Review materials in preparation for and participate in Chambers teleconference with U.S. Bankruptcy Judge Surratt-States on Debtors' Incentive Motion and Fund's Emergency Motion as to same (.3); follow-up telephone call with Debtors' counsel on adjourned date and following Omnibus Hearing (.1).	0.40	\$ 146.00
2/19/2013	ALS	Participate in telephonic hearing regarding Emergency Motion of the UMWA to extend time to respond to Debtor's CERP/AIP.	0.80	\$ 236.00
2/25/2013	ALS	Begin preparation for 2/26 Omnibus Hearing and prepare Notification to court regarding parties appearing (2.7); telephone conference with A. Wong regarding matters associated with 2/26 Omnibus Hearing (.2).	2.90	\$ 855.50
2/25/2013	GDW	Final preparations, including with clerk, for participants at hearing and related matters (.7); prepare and update materials for hearing tomorrow before U.S. Bankruptcy Judge Surratt-States at Omnibus Hearing and review final items on agenda for same (1.6); telephone conferences with Kramer Levin to coordinate hearing matters and memoranda (.3); review and finalize documents for hearing (.2).	2.80	\$ 1,022.00
2/26/2013	GDW	Preparations for and attend hearing before U.S. Bankruptcy Judge Surratt-States on several matters and then follow-up work to implement action items resulting from hearing.	5.70	\$ 2,080.50
2/26/2013	ALS	Prepare final hearing binders, materials, and final Committee position statements (1.9); prepare for and attend Omnibus Hearing.	6.30	\$ 1,858.50
Total Hours:			22.30	
Total Fees:				\$ 7,439.50

12059.4 Re: Pension/OPEB/Labor Issues

Date	Tmkpr	Narrative	Hours	Amount
2/21/2013	GDW	Analysis of two issues and work on procedural questions relating to Committee's position on proposal for 1114 committee and court filing regarding same.	1.60	\$ 584.00

Total Hours: 1.60

Total Fees: \$ 584.00

12059.6 Re: Executory Contracts/Leases

Date	Tmkpr	Narrative	Hours	Amount
2/21/2013	GDW	Analysis of lease assumption issues and caselaw in EDMo, including parallel precedent and caselaw, and telephone conference with Kramer Levin - all regarding Debtors' Pending Assumption Motion and positions for Committee to consider in light of same.	3.40	\$ 1,241.00
			Total Hours:	<u>3.40</u>
			Total Fees:	<u>\$ 1,241.00</u>

12059.8 Re: Claims Administration/Reporting

Date	Tmkpr	Narrative	Hours	Amount
2/8/2013	GDW	Review document on claims review and procedural matters (.2); drafting court filing for same (.6); finalize same and update for filing with U.S. Bankruptcy Court (.4).	1.20	\$ 438.00
2/26/2013	GDW	Follow-up on inquiries received from Creditors regarding EDMo Clerk's decision to re-docket claims and confusion in creditor community resulting from same.	0.90	\$ 328.50
			Total Hours:	<u>2.10</u>
			Total Fees:	<u>\$ 766.50</u>

12059.9 Re:Plan and Disclosure Statement

Date	Tmkpr	Narrative	Hours	Amount
2/28/2013	GDW	Telephone conference with Kramer Levin regarding legal issue relating to plan of reorganization (.1); research and analysis of [PRIVILEGED - REDACTED] standards and precedent in EDMo and 8th Circuit (5.9); analysis of factual assumptions and data regarding same (.7).	6.70	\$ 2,445.50
			Total Hours:	<u>6.70</u>
			Total Fees:	<u>\$ 2,445.50</u>

12059.11 Re:Committee Investigations/Diligence

Date	Tmkpr	Narrative	Hours	Amount
2/7/2013	GDW	Telephone conference with SDNY Conflicts counsel for Committee on stipulation to be filed and timing, and review of EDMo docket for procedures with amended CMO (.4); review draft stipulation and provide suggestions for EDMo compliance and practice (.5).	0.90	\$ 328.50
2/24/2013	GDW	Review and analysis of [PRIVILEGED - REDACTED] related EDMo precedent legal issues and calculations, including alternatives (1.7).	1.70	\$ 620.50
			Total Hours:	<u>2.60</u>
			Total Fees:	<u>\$ 949.00</u>

12059.13 Re:General Motions

Date	Tmkpr	Narrative	Hours	Amount
2/11/2013	GDW	Telephone conference with Kramer Levin on pending 1102 Motion (.1); telephone conference with Brian Walsh regarding 1102 Motion, proposed schedule and related matters (.1); work on and legal research regarding procedural and substantive issues with respect to motion, including EDMo precedent and standards and similar prior request (2.9).	3.10	\$ 1,131.50
2/12/2013	ALS	Prepare Notice of Fourth Stipulation Regarding Final Order (.6); finalize and file Notice and Fourth Stipulation Regarding Final Order (.3).	0.30	\$ 88.50
2/12/2013	GDW	Further research and analysis of EDMo/intra-circuit precedent regarding 1102 Motion and possible consensual resolutions of same.	2.60	\$ 949.00
2/15/2013	GDW	Review Emergency Motion filed in respect of Debtors' pending motion (.3); research EDMo procedural considerations and rules in light of CMO (.7); telephone conference with Kramer Levin regarding same and next steps (.1); work on timing issues, possible Committee responses and related matters in light of pending 2/26 hearing date and requested discovery (1.4).	2.50	\$ 912.50
2/15/2013	ALS	Review and analyze UMWA Plans' Motion seeking on CERP/AIP motion.	0.60	\$ 177.00
2/17/2013	GDW	Drafting and revisions to responses to two motions filed by Debtors and research of EDMo precedent as to incentive motion (2.2).	2.20	\$ 803.00
2/18/2013	ALS	Review, analyze and provide comments to documents relating to Debtor's Motion to Implement Compensation Plans, including the Committee's proposed Statement (1.1); review, analyze and provide comments to documents relating to Motion to Appoint Official Retiree Committee, including Committee's proposed Statement (.6).	1.70	\$ 501.50
2/19/2013	GDW	Review documents from court on Emergency Motion hearing and review of underlying request and response (.6); telephone conference with Debtors' counsel regarding telephonic Chambers Conference on pending Emergency Motion (.1); telephone call with US Trustee regarding same (.1).	0.80	\$ 292.00
2/20/2013	ALS	Prepare Notice of Filing First Supplemental Declaration for M. Kehl (.5); finalize and file Notice and First Supplemental Declaration (.3).	0.80	\$ 236.00
2/21/2013	ALS	Work on matters filed and review Committee's summary of and recommendation for proposed stipulations.	2.20	\$ 649.00
2/22/2013	ALS	Finalize and file Statement of Support of Retiree Committee.	0.70	\$ 206.50
2/23/2013	GDW	Research and analysis of legal issues and EDMo precedent for responses to [CONFIDENTIAL - REDACTED] and arguments in opposition to (2.7); analysis of documents and factual information regarding same (.8).	3.20	\$ 1,168.00

Total Hours: 20.70

Total Fees \$ 7,114.50

12059.14 Re:Meetings and Communications with Debtors

Date	Tmkpr	Narrative	Hours	Amount
2/4/2013	ALS	Prepare for, review materials, and attend teleconference meeting with Debtors regarding AIP/CERP.	1.60	\$ 472.00
			Total Hours:	<u>1.60</u>
			Total Fees:	<u>\$ 472.00</u>

12059.15 Re:Committee Meetings/Communications

Date	Tmkpr	Narrative	Hours	Amount
2/1/2013	GDW	Preparation for and telephone conference meeting with Committee advisors to review pending matters and action items (.7).	0.70	\$ 255.50
2/1/2013	ALS	Prepare for and participate in Professional's pre-Committee telephone conference (.8); attention to follow-up research and action items assigned on telephone conference (.8).	1.60	\$ 472.00
2/5/2013	GDW	Preparations for Committee meeting and telephone conference with Committee advisors to coordinate presentations (.6); meeting of Committee, including participation by company and advisors, and implementation work on several matters and reports (2.1).	2.70	\$ 985.50
2/5/2013	ALS	Prepare for and participate in Professionals' call and Committee meeting, which included an update from the Debtor's on the CERP and AIP.	2.50	\$ 737.50
2/7/2013	GDW	Telephone conference with Committee advisors regarding post-Committee meeting discussion and proposal and matters relating to same; follow-up on two legal items as to same.	1.70	\$ 620.50
2/7/2013	ALS	Prepare for and participate in Committee professionals telephone conference regarding UMWA's proposal and additional matters.	1.50	\$ 442.50
2/12/2013	ALS	Review and analyze Proposed Settlement with Retiree Committee.	0.60	\$ 177.00
2/15/2013	GDW	Preparations for and teleconference meeting with Committee advisors to review pending matters, allocation of responsibilities, and related matters (.8)	0.80	\$ 292.00
2/18/2013	ALS	Prepare for Committee meeting by reviewing materials circulated and documents filed since last meeting.	1.40	\$ 413.00
2/19/2013	GDW	Preparations for and attend teleconference meeting of Official Creditors Committee and follow-up on action item for teleconference with court.	2.30	\$ 839.50
2/19/2013	ALS	Prepare for and participate in Committee meeting.	3.00	\$ 885.00
2/22/2013	GDW	Review materials and preparations for meeting of Committee Professionals on pending matters, action items, upcoming hearing before Judge Suratt-States, and related questions.	0.70	\$ 255.50
2/22/2013	ALS	Prepare for and attend Professionals telephone conference regarding various matters (1.5); coordinate with A. Wong regarding hearing and list of participants for Court (.3).	1.80	\$ 531.00
2/25/2013	ALS	Prepare for and participate in Professionals' telephone conference regarding proposals and related matters.	1.20	\$ 354.00
Total Hours:			22.50	
Total Fees:				<u>\$ 7,260.50</u>

12059.17 Re:Retentions/Other Professional Fee Applications

Date	Tmkpr	Narrative	Hours	Amount
2/4/2013	ALS	Prepare memo summarizing Monthly Fee and Interim Application Guidelines utilized by EDMo (.8); assist in document regarding same (.8).	1.60	\$ 472.00
2/6/2013	GDW	Work on matters for meeting next week on all estate professionals' fee process and reviews and research EDMo precedent as to components for same.	1.70	\$ 620.50
2/7/2013	GDW	Review and draft information for Pro Hac Vice for SDNY Committee Conflicts Counsel for EDMo appearance to conclude pending matters and telephone conference regarding same.	0.70	\$ 255.50
2/11/2013	GDW	Review draft Supplemental Declaration from Epiq for filing and conference regarding additional necessary information and processing (.6).	0.60	\$ 219.00
2/11/2013	ALS	Review of Epiq Supplemental Disclosure (.3); telephone conference with J. Katchadurian regarding same (.2).	0.50	\$ 147.50
2/13/2013	GDW	Preparations for and telephone conference with US Trustee (DC/StL), company counsel on administrative matters surrounding case professionals, 330/331 issues and monthly reviews and related matters.	0.90	\$ 328.50
2/18/2013	ALS	Finalize and file Monthly Statement of Houlihan Lokey Capital, Inc.	0.30	\$ 88.50
2/20/2013	GDW	Review and provide comments to filings for Committee professionals and conferences regarding same.	0.70	\$ 255.50
2/20/2013	ALS	Revise, finalize and file Cole Scholtz January 2013 Monthly Statement (.6); telephone conference with US Trustee's office regarding all filed monthly statements on behalf of the Committee (.2).	0.80	\$ 236.00
2/22/2013	GDW	Telephone conference with Kramer Levin regarding US Trustee's fee review committee proposal and EDMo precedent regarding similar review processes (.1); telephone conference with US Trustee representatives and company counsel on review committee (.4).	0.50	\$ 182.50
2/25/2013	ALS	Finalize and file Monthly Statement of Kramer Levin Naftalis & Frankel LLP, as counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of January 1, 2013 through January 31, 2013 (.3); finalize and file Monthly Statement of Members of the Official Committee of Unsecured Creditors for EXPENSES ONLY for the period of October 1, 2012 through December 31, 2012 (.3).	0.60	\$ 177.00
2/28/2013	ALS	Finalize and file Mesirow Financial Consulting, LLC's January 2013 Monthly Statement (.3); prepare binder for US Trustee containing all of the Committee's January 2013 Monthly Statements (.5)	0.80	\$ 236.00

Total Hours: 9.70

Total Fees: \$ 3,218.50

12059.18 Re:Carmody MacDonald Monthly Fee Statements

Date	Tmkpr	Narrative	Hours	Amount
2/1/2013	ALS	Finalize and file Carmody MacDonald's Monthly Statement for December 2012.	0.60	\$ 177.00
2/19/2013	GDW	Review and prepare Monthly Statement for compliance with court requirements and guidelines, including review of underlying matters for certain confidentiality matters.	1.10	\$ 401.50
2/20/2013	ALS	Review, revise, finalize and file Carmody MacDonald's January 2013 Monthly Statement (1.2); coordinate serving Carmody MacDonald's January 2013 Monthly Statement with Epiq (.2).	1.40	\$ 413.00
			Total Hours:	<u>3.10</u>
			Total Fees:	<u>\$ 991.50</u>

12059.20 Re:Business Operations

Date	Tmkpr	Narrative	Hours	Amount
2/1/2013	GDW	Research and analysis of EDMo precedent and intra-circuit on [CONFIDENTIAL - PRIVILEGED] standards and permissible components; analysis of proposals relating to same.	3.60	\$ 1,314.00
2/4/2013	GDW	Research and prepare EDMo factors relevant to Committee's consideration of company's proposed incentives (2.8).	2.80	\$ 1,022.00
2/4/2013	GDW	Preparations for and telephone conference with company advisors to review matters relating to incentives and related proposals, and follow up on two EDMo questions for Committee meeting tomorrow.	0.90	\$ 328.50
			Total Hours:	<u>7.30</u>
			Total Fees:	<u>\$ 2,664.50</u>

12059.0 Re: Case Administration

Date	Tmkpr	Narrative	Hours	Amount
3/4/2013	ALS	Work on memorandum summarizing 8th Circuit and EDMo precedent concerning [PRIVILEGED - REDACTED].	0.60	\$ 177.00
3/5/2013	ALS	Continue to work on memorandum summarizing 8th Circuit and EDMo precedent concerning [PRIVILEGED - REDACTED].	5.10	\$ 1,504.50
3/11/2013	ALS	Communications with A. Wong regarding EDMo requirements for Applications (.2); communications with S. Blank regarding EDMo requirements for Monthly Operating Reports (.3).	0.50	\$ 147.50
3/19/2013	ALS	Attend scheduling conference with Judge Surratt-States regarding Debtor's Motion to Reject Collective Bargaining Agreements and to modify retiree benefits pursuant to 1113/1114.	1.10	\$ 324.50
3/26/2013	ALS	Work on docket filings, including review of the amended Case Management Order.	1.30	\$ 383.50
3/29/2013	ALS	Communications with E. Detlefsen and S. Wallace regarding coordinating filing of US Bank's Joinder to Committee's objection to equity committee formation.	0.50	\$ 147.50

Total Hours: 9.10

Total Fees: \$ 2,684.50

12059.1 Re: Hearings

Date	Tmkpr	Narrative	Hours	Amount
3/13/2013	GDW	Review draft documents for hearings next week and prepare follow-up list regarding same (.8); work on logistics with Clerk's Office and Kramer Levin for hearing and telephonic participation and telephone conference with Kramer Levin regarding same (.4).	1.20	\$ 438.00
3/18/2013	GDW	Preparations for hearing, including finalizing points for Committee, legal issues and related matters and conferences regarding same (3.7); attend hearing before U.S. Bankruptcy Judge Surratt-States (5.1).	8.80	\$ 3,212.00
3/18/2013	ALS	Prepare final hearing binders, materials and Committee statements for hearing on the Debtors' Motion for Authority to Implement Compensation Plans (5.3); attend hearing before U.S. Bankruptcy Judge Surratt-States (5.0).	10.30	\$ 3,038.50
3/19/2013	GDW	Preparations for and attend hearing before U.S. Bankruptcy Judge Surratt-States and follow-up regarding same.	1.70	\$ 620.50
Total Hours:			22.00	
Total Fees:				<u>\$ 7,309.00</u>

12059.4 Re: Pension/OPEB/Labor Issues

Date	Tmkpr	Narrative	Hours	Amount
3/7/2013	GDW	Additional review and analysis of EDMo precedent on Debtors' pending compensation motion, Committee response, and components as to same in light of Congressional amendments.	1.00	\$ 365.00
3/8/2012	GDW	Research and analysis of whether Committee should [PRIVILEGED - REDACTED] present evidence on projections and other issues at hearing before U.S. Bankruptcy Judge Surratt-States and alternatives for Committee.	2.70	\$ 985.50
3/12/2013	GDW	Review and analysis of documents and issues for hearing next week on company motion and presentations at same (1.3); work on logistics for hearing and Committee participation (.3).	1.60	\$ 584.00
3/13/2013	GDW	Research and analysis of draft documents with respect to labor related issues, EDMo precedents and related matters (1.5); review communications regarding same (.2).	1.70	\$ 620.50
3/19/2013	GDW	Telephone conference with DIP Lenders' counsel on labor matters and scheduling (.1); prepare action items as to scheduling alternatives and possible solutions (.7); telephone conferences with constituents regarding same and Chambers Conference with U.S. Bankruptcy Judge Surratt-States and representatives of several entities to discuss 1113/1114 procedural matters (.9); follow-up on action items from court hearings, pleadings and schedule for 1113/1114 and extensive filings regarding same (1.2).	2.90	\$ 1,058.50
3/28/2013	GDW	Work on presentation parameters and limitations for hearings next month, including EDMo precedents for same; review of draft proposals and possible resolutions regarding same.	1.70	\$ 620.50
3/29/2013	GDW	Review and drafting correspondence to U.S. Bankruptcy Judge Surratt-States regarding 1113/1114 matters, evidence and procedural issues, and finalize/transmit same.	3.10	\$ 1,131.50
Total Hours:			14.70	
Total Fees:				<u>\$ 5,365.50</u>

12059.8 Re: Claims Administration/Reporting

Date	Tmkpr	Narrative	Hours	Amount
3/12/2013	GDW	Research EDMo precedents and components on reporting, and intra-proceeding adjustments to same, per creditor inquiries as to formatting and detail.	2.40	\$ 876.00
3/26/2013	GDW	Review documents and materials on claims questions (.6); research and analysis of questions, EDMo precedent and practice, and related standing issues on specific claims issues (2.2).	2.80	\$ 1,022.00
3/28/2013	GDW	Analysis and work on procedural issues with respect to claims process and strategy and conference regarding same.	2.10	\$ 766.50
3/28/2013	MML	Conference regarding issues on standing issues (.5); research regarding legal issues (.6); prepare analysis of standing and objection issues (1.0).	2.10	\$ 577.50
			Total Hours:	<u>9.40</u>
			Total Fees:	<u>\$ 3,242.00</u>

12059.10 Re: Confidentiality Agreements/Bylaws

Date	Tmkpr	Narrative	Hours	Amount
3/14/2013	GDW	Work on transition items related to resignation of Committee member and replacement appointment.	0.70	\$ 255.50
			Total Hours:	<u>0.70</u>
			Total Fees:	<u>\$ 255.50</u>

12059.11 Re: Committee Investigations/Diligence

Date	Tmkpr	Narrative	Hours	Amount
3/21/2013	GDW	Telephone conference with Kramer Levin regarding Equity Committee matters and planning for hearing (.2); telephone conference with Davis Polk and Kramer Levin to coordinate responses and planning for hearing on Equity Committee request (.2); follow-up work on two EDMo legal issues relating to same and hearing evidence (2.2).	2.60	\$ 949.00

Total Hours: 2.60

Total Fees: \$ 949.00

12059.12 Re: Adversary Proceedings

Date	Tmkpr	Narrative	Hours	Amount
3/18/2013	GDW	Review pleadings and relevant documents for Emergency hearing tomorrow morning before U.S. Bankruptcy Judge Surratt-States.	0.70	\$ 255.50
3/19/2013	ALS	Prepare final hearing materials for hearings (1.2); attend hearing before U.S. Bankruptcy Judge Surratt-States (1.5).	2.70	\$ 796.50
			Total Hours:	<u>3.40</u>
			Total Fees:	<u>\$ 1,052.00</u>

12059.13 Re: General Motions

Date	Tmkpr	Narrative	Hours	Amount
3/11/2013	GDW	Work on two issues for Incentive Motion and upcoming hearing.	0.80	\$ 292.00
3/15/2013	GDW	Review of draft responsive pleading on AIP Motion and prepare revisions to same (.6); telephone conference with Kramer Levin on final changes and finalize revisions and file same with U.S. Bankruptcy Court (.7).	1.30	\$ 474.50
3/17/2013	GDW	Review materials and court documents and preparations for Evidentiary hearing tomorrow before U.S. Bankruptcy Judge Surratt-States on Debtors' Incentive Compensation Motion.	2.40	\$ 876.00
3/26/2013	GDW	Work on legal issues and precedent regarding draft objection of Official Unsecured Creditors Committee to Motion for Equity Holder Committee.	1.10	\$ 401.50
3/28/2013	GDW	Review of draft objection and prepare revisions to same (.7); review additional EDMo precedent regarding same (.6).	1.30	\$ 474.50
3/29/2013	ALS	Finalize and file Objection to the Motion to Appoint a Committee of Equity Security Holders.	1.20	\$ 354.00
3/29/2013	GDW	Work on revisions and final changes to objection for appointment of Equity Holders Committee and telephone conferences with Kramer Levin to finalize same for filing with U.S. Bankruptcy Court.	2.50	\$ 912.50
3/30/2013	GDW	Work on matters for hearing on Motion for Appointment of Equity Committee and draft, prepare and file related motion as to Committee's filed objection.	1.70	\$ 620.50
3/30/2013	ALS	Finalize and file Motion for Leave to Exceed.	0.50	\$ 147.50
			Total Hours:	12.80
			Total Fees:	<u>\$ 4,553.00</u>

12059.14 Re: Meetings and Communications with Debtors

Date	Tmkpr	Narrative	Hours	Amount
3/13/2013	GDW	Telephone conference with Debtors' counsel on several pending matters, scheduling, and related matters and follow-up telephone conference with Kramer Levin regarding same (1.2); work on four action items for upcoming hearing and full Committee review at teleconference (.9).	2.10	\$ 766.50
			Total Hours:	<u>2.10</u>
			Total Fees:	<u>\$ 766.50</u>

12059.15 Re: Committee Meetings/Communications

Date	Tmkpr	Narrative	Hours	Amount
3/1/2013	GDW	Preparations for telephone conference with Committee professionals regarding pending matters, upcoming Committee meeting, and action items.	5.00	\$ 1,825.00
3/1/2013	ALS	Prepare for and participate in Professionals call.	1.20	\$ 354.00
3/4/2013	ALS	Prepare for Committee telephone conference by reviewing and analyzing Committee communications regarding updated pleadings and UMWA's proposed global settlement.	0.70	\$ 206.50
3/5/2013	GDW	Attend teleconference meeting of the Official Unsecured Creditors Committee.	7.70	\$ 2,810.50
3/5/2013	GDW	Review matters and prepare for Creditors Committee meeting.	0.40	\$ 146.00
3/5/2013	ALS	Participate in Committee professionals' call (.5); prepare for and participate in Committee call (2).	2.50	\$ 737.50
3/11/2013	GDW	Preparations for and teleconference meeting with Committee professionals on several pending matters, action items, and due outs.	1.00	\$ 365.00
3/11/2013	ALS	Prepare for and participate in weekly Committee professionals status update telephone conference.	1.00	\$ 295.00
3/14/2013	GDW	Preparations for and telephone conference with Committee advisors regarding financial data, court filings, and approach to upcoming court hearing, and follow-up with Kramer Levin regarding meeting tomorrow with full Committee to consider same (.6); analysis of revised drafts regarding same (.7); update punch-list for Committee meeting (.1).	1.40	\$ 511.00
3/15/2013	GDW	Review materials for Committee call preparations (.3); teleconference meeting of the Official Creditors Committee on pending motion and procedural consideration (1.1); follow-up on action item from Committee call (.5).	1.90	\$ 693.50
3/19/2013	GDW	Meeting with Assistant US Trustee and counsel Leonora Long on several Committee matters and related topics.	0.70	\$ 255.50
3/19/2013	ALS	Meeting with L. Long and P. Randolph of US Trustee's office regarding various Committee issues.	1.30	\$ 383.50
3/20/2013	GDW	Preparations for and telephone conference with Committee professionals on several matters and presentations for Committee.	0.70	\$ 255.50
3/20/2013	ALS	Participate in Committee professionals telephone conference (.5); prepare for, review materials, and participate in Committee telephone conference (2.6).	3.10	\$ 914.50
3/20/2013	GDW	Meeting of Official Committee on several topics and issues and follow-up on legal issue from same.	2.50	\$ 912.50
3/28/2013	GDW	Preparations for and Committee professionals call on several action items and coordination of pending matters.	0.40	\$ 146.00
3/29/2013	GDW	Preparations for and telephone conference with Committee advisors on [CONFIDENTIAL - PRIVILEGED] and related legal issues.	1.30	\$ 474.50
3/29/2013	ALS	Participate in Committee professionals telephone conference regarding recovery analysis.	1.50	\$ 442.50

3/31/2013	GDW	Preparations for and teleconference meeting with the Creditors Committee.	3.10	\$ 1,131.50
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Total Hours: 37.40

Total Fees: \$12,860.00

12059.17 Re: Retentions/Other Professional Fee Applications

Date	Tmkpr	Narrative	Hours	Amount
3/1/2013	ALS	Coordinate for service of Mesirov Financial Consulting, LLC's January 2013 Fee Statement.	0.10	\$ 29.50
3/19/2013	ALS	Finalize and file Third 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 February 1, 2013 through February 28, 2013 (.2); coordinate service of same with Epiq (.2).	0.40	\$ 118.00
3/20/2013	ALS	Finalize and file Cole, Schotz, Meisel, Forman & Leonard, P.A. Monthly Fee Statement, as conflicts counsel to the Official Committee of Unsecured Creditors for February, 2013.	0.40	\$ 118.00
3/25/2013	ALS	Telephone conference with S. Blank regarding EDMo attorney compensation guidelines and addressing the 12 factors in Johnson v. Georgia Highway Express in interim fee applications.	0.30	\$ 88.50
3/28/2013	ALS	Finalize and file Kramer Levin Naftalis & Frankel LLP Monthly Fee Statement for February, 2013.	0.30	\$ 88.50
Total Hours:			1.50	
Total Fees:				<u>\$ 442.50</u>

12059.18 Re: Carmody MacDonald Monthly Fee Statements

Date	Tmkpr	Narrative	Hours	Amount
3/16/2013	GDW	Compliance revisions and conforming changes per Court and US Trustee requirements of Carmody MacDonald Monthly Statement.	0.90	\$ 328.50
3/20/2013	ALS	Prepare Carmody MacDonald's February 2013 Monthly Statement (1.1); finalize and circulate same to Committee (.3).	1.40	\$ 413.00
			Total Hours:	<u>2.30</u>
			Total Fees:	<u>\$ 741.50</u>

12059.0 Re: Case Administration

Date	Tmkpr	Narrative	Hours	Amount
4/1/2013	ALS	Telephone conference with S. Blank regarding letters filed with court for Emergency Hearing on Motion to Intervene (.2); work on matters discussed (.3).	0.50	\$ 147.50
4/4/2013	ALS	Work on matters filed and follow-up items related thereto.	1.30	\$ 383.50
4/19/2013	ALS	Telephone conference with S. Greene regarding Engelhardt Deposition.	0.10	\$ 29.50
			Total Hours:	<u>1.90</u>
			Total Fees:	<u>\$ 560.50</u>

12059.1 Re: Hearings

Date	Tmkpr	Narrative	Hours	Amount
4/1/2013	ALS	Prepare for and review correspondence filed with court regarding the Emergency Hearing on Motion to Intervene.	0.60	\$ 177.00
4/17/2013	GDW	Review pleadings and materials for emergency hearing and participate in teleconference hearing with U.S. Bankruptcy Judge Surratt-States and follow-up with Kramer Levin regarding same.	0.40	\$ 146.00
4/18/2013	GDW	Continued preparations for omnibus hearings next week and updates and revisions to hearing outlines for presentations for same.	2.20	\$ 803.00
4/19/2013	ALS	Prepare for April 23rd hearing (.4); coordinate with Kramer Levin regarding same (.2).	0.60	\$ 177.00
4/19/2013	ANA	Review agenda for April 23, 2013 hearing and prepare documents.	4.00	\$ 600.00
4/21/2013	ALS	Review amended agenda and continue preparations for hearing.	0.60	\$ 177.00
4/22/2013	ANA	Review amended agenda for April 23, 2013 hearing and prepare documents; create a single PDF with bookmarks of all documents listed in agenda for use at hearing.	7.10	\$ 1,065.00
4/22/2013	ANA	Prepare documents from agenda to be used in binders for the April 23, 2013 hearing.	1.20	\$ 180.00
4/22/2013	ALS	Prepare for April 23rd hearing.	1.30	\$ 383.50
4/22/2013	GDW	Review and analyze prior EDMo and 8th Circuit issues relating to replies filed in Trustee and Exclusivity Motions (1.6); update hearing outlines per results (.7).	2.30	\$ 839.50
4/23/2013	ALS	Prepare for and attend hearing on Chapter 11 Trustee, Exclusivity, Equity Committee and other matters.	10.20	\$ 3,009.00
4/23/2013	GDW	Attend hearings on several matters before U.S. Bankruptcy Judge Surratt-States.	9.40	\$ 3,431.00
4/23/2013	ANA	Prepare documents for and attend hearing to manage documents.	6.50	\$ 975.00
4/25/2013	ANA	Federal Courthouse to prepare form of proposed order on Equity Committee Motion.	1.50	\$ 225.00
4/29/2013	ALS	Prepare for and attend 1113/1114 trial.	4.60	\$ 1,357.00
4/30/2013	ALS	Prepare for and attend 1113/1114 trial.	6.80	\$ 2,006.00
Total Hours:			59.30	
Total Fees:				<u>\$15,551.00</u>

12059.4 Re: Pension/OPEB/Labor Issues

Date	Tmkpr	Narrative	Hours	Amount
4/2/2013	GDW	Legal research and analysis of EDMo and intra-circuit matters on [PRIVILEGED - REDACTED] issues in Debtors' 1113/1114 proposals and motions.	3.00	\$ 1,095.00
4/9/2013	ALS	Prepare for deposition of B. Hatfield.	0.60	\$ 177.00
4/10/2013	GDW	Review materials for and attend first portion of B. Hatfield deposition (1.6); resume attendance at B. Hatfield deposition and follow-up memorandum regarding same (4.2).	5.80	\$ 2,117.00
4/10/2013	ALS	Prepare for, review materials, attend deposition of B. Hatfield, and prepare and circulate real-time summaries of deposition to Committee members.	7.00	\$ 2,065.00
4/11/2013	GDW	Drafting and revisions to 1113/1114 draft response and telephone conferences with Kramer Levin regarding same (2.2); research on 363 component and EDMo precedent on 363 (1.1).	3.30	\$ 1,204.50
4/12/2013	GDW	Drafting, revisions and finalize Statement of Official Unsecured Creditors Committee to 1113/1114 Motion (2.4); telephone conferences with Kramer Levin on response questions and related matters (.3).	2.70	\$ 985.50
4/15/2013	GDW	Work on several matters for 1113/1114 EDMo depositions and corresponding preparations for hearing before Judge Surratt-States.	0.90	\$ 328.50
4/15/2013	GDW	Review Emergency Motion filed against UMWA discovery and review associated documents and prior court filings regarding same.	0.80	\$ 292.00
4/16/2013	GDW	Review matters for emergency hearing tomorrow before U.S. Bankruptcy Judge Surratt-States on discovery dispute in 1113/1114 matters (.9); telephone conferences with court and Kramer Levin to coordinate same and positions (.5).	1.40	\$ 511.00
4/22/2013	ALS	Prepare for, attend, and provide updates to Committee of deposition of Richard Whiting.	8.50	\$ 2,507.50
4/24/2013	GDW	Work on materials and documents for hearings next week before U.S. Bankruptcy Judge Surratt-States on 1113/1114 motion.	3.30	\$ 1,204.50
4/25/2013	ALS	Attend deposition of Ira F. Engelhardt and provide updates to the Committee members.	5.50	\$ 1,622.50
4/25/2013	GDW	Research and analysis on EDMo and 8th Circuit law on [PRIVILEGED - REDACTED] precedent in 1113/1114 litigation.	2.60	\$ 949.00
4/26/2013	GDW	Drafting and preparations of hearing materials for next week's hearings on 1113/1114.	2.40	\$ 876.00
4/28/2013	GDW	Review and final preparations of materials for start of 1113/1114 hearings before U.S. Bankruptcy Judge Surratt-States.	2.90	\$ 1,058.50

4/29/2013	GDW	Final preparations for 1113/1114 hearings; conference with advisors regarding new proposals and positions of Committee regarding same; appearance before U.S. Bankruptcy Judge Surratt-States at 1113/1114 hearing; follow-up conferences regarding same and tomorrow's hearing matters.	9.40	\$ 3,431.00
4/30/2013	GDW	Preparations for hearing on 1113/1114; conference with advisors on several questions on proposals and related matters; attend hearing before U.S. Bankruptcy Judge Surratt-States; conferences with Debtors' counsel on legal issues and considerations.	11.60	\$ 4,234.00

Total Hours: 71.70

Total Fees: \$ 24,658.50

12059.9 Re: Plan and Disclosure Issues

Date	Tmkpr	Narrative	Hours	Amount
4/1/2013	LNW	Conference regarding exclusivity and related issues (.2); research 8th Circuit and EDMo precedent relating to exclusivity (1.0); analysis of precedent relating to exclusivity and disparity among cases in 8th Circuit and EDMo relating to exclusivity (1.1).	2.30	\$ 575.00
4/3/2013	LNW	Review and analyze Debtor's Second Motion for An Order Extending Exclusive Periods (.4); review 8th Circuit and EDMo precedent relating to exclusivity (.2); conference regarding exclusivity and related issues (.2).	0.80	\$ 200.00
4/8/2013	GDW	Work and legal analysis on three issues regarding Exclusivity Motion and anticipated response of Official Committee of Unsecured Creditors, including EDMo and 8th Circuit precedents and standards.	3.40	\$ 1,241.00
4/12/2013	GDW	Work on exclusivity response and prepare revisions to same.	0.70	\$ 255.50
4/12/2013	GDW	Work on and analysis of EDMo/8th Circuit legal issues and corresponding revisions to sections of response of Official Committee of Unsecured Creditors to Debtors' Motion for Extension of Exclusivity.	1.60	\$ 584.00
Total Hours:			8.80	
Total Fees:				<u>\$ 2,855.50</u>

12059.13 Re: General Motions

Date	Tmkpr	Narrative	Hours	Amount
4/1/2013	GDW	Review and analysis on intervention requests, pending motions, and related matters for emergency hearing tomorrow (2.4); telephone conferences with Kramer Levin regarding same and appearances (.3); preparations for hearing and Committee positions as to same (1.1).	3.80	\$ 1,387.00
4/2/2013	GDW	Final preparations for and attendance at hearing before U.S. Bankruptcy Judge Surratt-States; follow-up on action items for same in preparations for discovery and briefing per Judge Surratt-States order.	2.70	\$ 985.50
4/5/2013	GDW	Work on analysis and research with respect to motion for Operating Trustee as to EDMo precedent and related considerations and estate considerations.	2.70	\$ 985.50
4/9/2013	GDW	Research and analysis, including EDMo precedent and drafting revisions to Objection to Motion for Appointment of Trustee and finalize same.	4.50	\$ 1,642.50
4/11/2013	GDW	Work on draft Objection to Motion for Appointment of Trustee and prepare revisions to same.	2.10	\$ 766.50
4/12/2013	ALS	Prepare Notice and Certificate of Service (.5); finalize and file Fifth Stipulation Regarding Final Order (.3); finalize and file Statement of the Official Committee of Unsecured Creditors in Connection with the Debtors Motion to Reject Collective Bargaining Agreements and to Modify Retiree Benefits Pursuant to 11 U.S.C. §§ 1113, 1114 of the Bankruptcy Code (.5).	1.30	\$ 383.50
4/12/2013	GDW	Work on and revisions to draft Response of Official Unsecured Creditors Committee to Motion for Appointment of Chapter 11 Trustee.	1.10	\$ 401.50
4/15/2013	GDW	Review and drafting revisions to proposed Response to Motion for Appointment of Operating Trustee.	1.00	\$ 365.00
4/16/2013	ALS	Finalize and file Objection of the Official Committee of Unsecured Creditors to the Debtors' Second Motion to Extend the Debtors' Exclusive Periods Within Which to File a Plan of Reorganization and Solicit Votes Thereon (.5); finalize and file Objection of the Official Committee of Unsecured Creditors to the Motion for the Appointment of a Chapter 11 Trustee (.5).	1.00	\$ 295.00
4/16/2013	GDW	Work on legal issues and presentations for omnibus hearings next week before U.S. Bankruptcy Judge Surratt-States, including exclusivity, trustee, equity committee, and other pending matters (2.7); prepare initial drafts of hearing outlines for same (2.2).	4.90	\$ 1,788.50
4/17/2013	GDW	Analysis of cases, EDMo precedent and related issues, and continued preparations for hearing next week on operating trustee and support for Debtors' position at same (4.3); update hearing outlines and materials per same (.8).	5.10	\$ 1,861.50

4/18/2013	ALS	Finalize and file Supplemental Declaration of James Katchadurian.	0.30	\$	88.50
4/19/2013	ALS	Arrange for service for Supplemental Declaration of James Katchadurian.	0.10	\$	29.50
4/19/2013	GDW	Review of pleadings and materials in preparation for multiple matters to be heard next week by U.S. Bankruptcy Judge Surratt-States (2.2); work on outline for specific points on Trustee Motion and new filing regarding same (1.7); conference and telephone conference with Kramer Levin regarding hearing preparations, issues and related matters (.3).	4.20	\$	1,533.00
4/22/2013	GDW	Preparation of all final hearing materials, binders, and outlines for hearings tomorrow (3.3); update case law materials for motions and argument (1.2); drafting final changes and revisions to argument on specific motion (2.0).	6.50	\$	2,372.50
4/23/2013	GDW	Final preparations for hearings on several motions to be heard by U.S. Bankruptcy Judge Surratt-States.	1.30	\$	474.50
4/24/2013	GDW	Follow-up work on action items from yesterday's omnibus hearings and gathering materials for subsequent submissions requested by U.S. Bankruptcy Judge Surratt-States.	2.20	\$	803.00
4/24/2013	ALS	Finalize and file Third Supplemental Declaration of Adam Charles Rogoff in Support of the Application of the Official Committee of Unsecured Creditors for an Order Authorizing and Approving the Employment and Retention of Kramer Levin Naftalis & Frankel LLP as its Counsel.	0.30	\$	88.50
4/27/2013	GDW	Review hearing transcript of April 23 Omnibus hearing and prepare proposed order regarding Equity Committee Motion; finalize same.	1.70	\$	620.50
4/29/2013	ALS	Finalize and file proposed order denying the Motion for Entry of an Order Directing the Appointment of an Equity Committee.	0.50	\$	147.50

Total Hours: 47.30

Total Fees: \$ 17,019.50

12059.15 Re: Committee Meetings/Communications

Date	Tmkpr	Narrative	Hours	Amount
4/2/2013	ALS	Prepare for, review materials, and participate in UCC Professionals telephone conference and Committee telephone conference.	3.50	\$ 1,032.50
4/3/2013	ALS	Participate in Committee telephone conference regarding Debtor's 1113/1114 Motion.	1.50	\$ 442.50
4/3/2013	GDW	Preparations for and teleconference meeting of Official Committee of Unsecured Creditors on several topics (1.3); follow-up work on action items from Committee meeting regarding upcoming 1113/1114 hearing before U.S. Bankruptcy Judge Surratt-States and related legal research on possible bifurcation of relief requested (2.2).	3.50	\$ 1,277.50
4/10/2013	GDW	Participate in teleconference meeting of the Official Unsecured Creditors Committee and follow-up on action items for upcoming court filing.	1.80	\$ 657.00
4/10/2013	ALS	Prepare for and participate in Committee telephone conference.	0.50	\$ 147.50
4/12/2013	ALS	Prepare for, review materials, and participate in Committee telephone conference.	1.60	\$ 472.00
4/12/2013	GDW	Preparations for and teleconference meeting of Official Unsecured Creditors Committee.	0.70	\$ 255.50
4/25/2013	ALS	Prepare for Professional telephone conference by reviewing 1113/1114 Chart (.3); participate in telephone conference (.8).	1.10	\$ 324.50
4/25/2013	GDW	Teleconference with Committee professionals on several matters for consideration by full Committee and 1113/1114 developments.	0.80	\$ 292.00
4/26/2013	GDW	Preparations for and telephone conference meeting with Official Creditors Committee on several matters relating to upcoming hearings.	1.20	\$ 438.00
4/26/2013	ALS	Prepare for and participate in Committee telephone conference.	1.50	\$ 442.50
Total Hours:			17.70	
Total Fees:				<u>\$ 5,781.50</u>

12059.17 Re: Retentions/Other Professional Fee Applications

Date	Tmkpr	Narrative	Hours	Amount
4/1/2013	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 February 1, 2013 through February 28, 2013 (.3); prepare binder of all Monthly Fee Statements filed for US Trustee's Office (.5); telephone conference with S. Blank regarding form for Interim Applications and other EDMo specific filings (.2).	1.00	\$ 295.00
4/2/2013	ALS	Work on matters relating to Interim Applications and other EDMo specific filings requirements related thereto.	0.60	\$ 177.00
4/3/2013	ALS	Work on matters relating to Interim Applications and other EDMo specific filing requirements related thereto (.4); email communications with S. Blank regarding same (.1).	0.50	\$ 147.50
4/4/2013	ALS	Continue to work on matters relating to Interim Applications and other EDMo specific filing requirements related thereto (.2); email communications with S. Blank regarding same (.1).	0.30	\$ 88.50
4/5/2013	ALS	Correspondence with A. Amiot of Mesirow regarding Interim Applications and EDMo specific filings.	0.20	\$ 59.00
4/11/2013	GDW	Review draft Interim Applications of Committee professionals and telephone conference with Kramer Levin regarding same and suggested revisions.	1.40	\$ 511.00
4/15/2013	ALS	Finalize and file Kramer Levin Naftalis & Frankel LLP's Interim Fee Application (.5); finalize and file Cole, Schotz, Meisel, Forman & Leonard, P.A.'s Interim Fee Application (.7); finalize and file Houlihan Lokey Capital, Inc.'s Interim Fee Application (.5); finalize and file Mesirow Financial Consulting, LLC's Interim Fee Application (.5).	2.20	\$ 649.00
4/19/2013	ALS	Finalize and file Houlihan Lokey Capital, Inc. March 2013 Monthly Fee Application and arrange for service.	0.30	\$ 88.50
4/22/2013	ALS	Finalize and file Cole, Schotz, Meisel, Forman & Leonard, P.A. March 2013 Monthly Fee Application and arrange for service.	0.30	\$ 88.50
Total Hours:			6.80	
Total Fees:				<u>\$ 2,104.00</u>

12059.18 Re: Carmody MacDonald Monthly Fee Statements

Date	Tmkpr	Narrative	Hours	Amount
4/19/2013	ALS	Finalize and circulate Carmody MacDonald P.C.'s March 2013 Monthly Fee Application to the Committee.	0.60	\$ 177.00
4/21/2013	GDW	Review and conform Carmody MacDonald Monthly Fee Statement to Case Management Order, US Trustee and Local Rules requirements (.8); analysis of statement for redaction and complete same (.6).	1.40	\$ 525.00
4/22/2013	ALS	Finalize and file March 2013 Monthly Fee Statement of Carmody MacDonald, P.C. and arrange for service.	0.30	\$ 73.50
			Total Hours:	<u>2.30</u>
			Total Fees:	<u>\$ 775.50</u>

12059.19 Re: Carmody MacDonald Fee Applications

Date	Tmkpr	Narrative	Hours	Amount
4/8/2013	ALS	Begin work on CM Fee Application.	0.50	\$ 147.50
4/9/2013	ALS	Continue to work on Carmody MacDonald's First Fee Application.	2.30	\$ 678.50
4/11/2013	GDW	Drafting and preparation of sections of Carmody MacDonald Interim Application.	2.40	\$ 876.00
4/11/2013	ALS	Continue preparation of Carmody MacDonald's First Interim Fee Application and Notice of Hearing.	3.00	\$ 885.00
4/15/2013	GDW	Drafting and revisions to Carmody MacDonald Interim Fee Application and finalize same for filing with U.S. Bankruptcy Court.	4.70	\$ 1,715.50
4/15/2013	ALS	Finalize and file Carmody MacDonald's Interim Fee Application.	1.60	\$ 472.00
			Total Hours:	14.50
			Total Fees:	<u>\$ 4,774.50</u>

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:			33.90	
Total Fees:				<u>\$12,149.50</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 Mesirov 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:				<u>\$13,213.00</u>

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>

12059.0 Re: Case Administration

Date	Tmkpr	Narrative	Hours	Amount
6/11/2013	ALS	Prepare summary of 8th Circuit's review and position on [PRIVILEGED – REDACTED].	3.30	\$ 973.50
6/12/2013	ALS	Continue to work on summary of 8th Circuit's review and position on [PRIVILEGED – REDACTED] (1.6); review recent docket entries (.5).	2.10	\$ 619.50
6/13/2013	ALS	Prepare memo to Kramer Levin summarizing 8th Circuit's treatment of [PRIVILEGED – REDACTED].	1.90	\$ 560.50
6/13/2013	DPS	Review supplemental memorandum regarding certain claims.	0.80	\$ 260.00
6/14/2013	ALS	Telephone conference with S. Blank regarding attendance for June 18th hearing (.1); review preliminary agenda for same (.2).	0.30	\$ 88.50
6/14/2013	DPS	Review and analysis of supplemental memorandum regarding certain claims.	1.00	\$ 325.00
6/19/2013	ALS	Review recent docket entries and Committee minutes.	0.60	\$ 177.00
6/20/2013	ALS	Prepare for, review materials and participate in Professionals' telephone conference.	0.50	\$ 147.50
6/25/2013	ALS	Telephone conference with J. Howley regarding scheduling for July.	0.20	\$ 59.00

Total Hours: 10.70

Total Fees: \$ 3,210.50

12059.1 Re: Hearings

Date	Tmkpr	Narrative	Hours	Amount
6/17/2013	GDW	Review matters for Omnibus hearings and Committee's position with respect to matters going forward.	0.60	\$ 219.00
6/18/2013	ALS	Review materials and participate in Omnibus hearing.	1.60	\$ 472.00
6/18/2013	JGW	Prepare materials for court hearings and coordinate same at hearing before U.S. Bankruptcy Judge Surratt-States.	2.50	\$ 375.00
6/18/2013	GDW	Final preparations for and attend hearing before U.S. Bankruptcy Court on several matters and follow-up regarding same.	3.10	\$ 1,131.50
			Total Hours:	<u>7.80</u>
			Total Fees:	<u>\$ 2,197.50</u>

12059.4 Re: Pension/OPEB/Labor Issues

<u>Date</u>	<u>Tmkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Amount</u>
6/12/2013	ALS	Attention to communications regarding Debtors' negotiations with the UMWA (.1); research regarding same (.2).	0.30	\$ 88.50
			Total Hours:	<u>0.30</u>
			Total Fees:	<u>\$ 88.50</u>

12059.8 Re: Claims Administration/Reporting

Date	Tmkpr	Narrative	Hours	Amount
6/10/2013	GDW	Research, analysis and comparisons on EDMo and 8th Circuit precedents regarding [PRIVILEGED - REDACTED].	3.40	\$ 1,241.00
6/13/2013	GDW	Work on analysis and updating assessments of specific claims and appropriate estimated amounts.	2.20	\$ 803.00
6/17/2013	GDW	Research and analysis of [PRIVILEGED - REDACTED].	2.30	\$ 839.50
6/20/2013	GDW	Further analysis of [PRIVILEGED - REDACTED].	4.90	\$ 1,788.50
6/21/2013	GDW	Final analysis of [PRIVILEGED - REDACTED] and telephone call with Kramer Levin regarding same and presentation to full Committee on same.	3.30	\$ 1,204.50
6/24/2013	GDW	Additional updated review and analysis of new data relating to EDMo application of [PRIVILEGED - REDACTED].	3.20	\$ 1,168.00
			Total Hours:	<u>19.30</u>
			Total Fees:	<u>\$ 7,044.50</u>

12059.9 Re: Plan and Disclosure Statement

Date	Tmkpr	Narrative	Hours	Amount
6/11/2013	GDW	Research of EDMo/8th Circuit cases, recent precedent and standards regarding [CONFIDENTIAL - REDACTED].	3.80	\$ 1,387.00
6/12/2013	GDW	Continued research and analysis of EDMo/8th precedent and standards regarding [CONFIDENTIAL - REDACTED].	4.30	\$ 1,569.50
6/19/2013	GDW	Review of caselaw and other precedent on plan related motion filed by Debtors and telephone conference with Kramer Levin regarding same.	1.70	\$ 620.50
			Total Hours:	<u>9.80</u>
			Total Fees:	<u>\$ 3,577.00</u>

12059.11 Re: Committee Investigations/Diligence

Date	Tmkpr	Narrative	Hours	Amount
6/7/2013	JDM	Research and analyze legal issues on West Virginia litigation claims.	0.70	\$ 175.00
6/13/2013	JDM	Draft and revise updated memorandum regarding certain unsecured litigation claims.	2.50	\$ 625.00
6/21/2013	JGW	Analyze [PRIVILEGED – REDACTED]; draft memorandum and research summary; analysis regarding EDMo case law on [PRIVILEGED – REDACTED].	2.10	\$ 315.00
			Total Hours:	<u>5.30</u>
			Total Fees:	<u>\$ 1,115.00</u>

12059.15 Re: Committee Meetings/Communications

Date	Tmkpr	Narrative	Hours	Amount
6/6/2013	ALS	Participate in Committee professionals' telephone conference.	0.50	\$ 147.50
6/11/2013	GDW	Telephone conference with Committee professionals to review and finalize preparations for Committee meeting (.3); meeting of Official Creditors Committee on several matters (1.6).	1.90	\$ 693.50
6/11/2013	ALS	Prepare for, review materials and participate in Professionals' telephone conference and Committee telephone conference.	1.80	\$ 531.00
6/21/2013	ALS	Work on Memo relating to Intercompany Claim Recharacterization/Subordination/Disallowance.	0.60	\$ 177.00
6/25/2013	ALS	Prepare for, review materials, and participate in Professionals' telephone conference and Committee meeting telephone conference.	2.00	\$ 590.00
6/25/2013	GDW	Preparation for/attend pre-meeting teleconference and then participate in teleconference meeting of Official Unsecured Creditors Committee and follow-up on action item (1.7); analyze procedural questions on pending matters and estimated timetables for same (.8).	2.50	\$ 912.50
Total Hours:			9.30	
Total Fees:				<u>\$ 3,051.50</u>

12059.17 Re: Retentions/Other Professional Fee Applications

Date	Tmkpr	Narrative	Hours	Amount
6/20/2013	ALS	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 May 1, 2013 through May 31, 2013.	0.30	\$ 88.50
6/21/2013	ALS	Work on proposed Order for granting in part Houlihan Lokey's Interim Application Fees and Expenses.	1.30	\$ 383.50
6/24/2013	ALS	Finalize and file 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 May 1, 2013 through May 31, 2013 and arrange for service.	0.30	\$ 88.50
6/24/2013	ALS	Continue to work on proposed Order for granting in part Houlihan Lokey's Interim Application Fees and Expenses (.8); telephone conferences with D. Tobin regarding same (.1); circulate to all parties for review (.3).	1.20	\$ 354.00
6/28/2013	ALS	Review 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 May 1, 2013 through May 31, 2013 (.3); review and finalize Monthly Fee Statement of Kramer Levin Naftalis & Frankel LLP, as counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of May 1, 2013 through and including May 31, 2013 (.3).	0.60	\$ 177.00
Total Hours:			3.70	
Total Fees:				<u>\$ 1,091.50</u>

12059.18 Re: Carmody MacDonald Monthly Fee Statements

Date	Tmkpr	Narrative	Hours	Amount
6/18/2013	ALS	Work on Sixth Monthly Fee Statement of Carmody MacDonald P.C. and circulate to Committee for review.	0.70	\$ 206.50
6/18/2013	GDW	Review and revise, and prepare redactions to monthly Carmody MacDonald statement for privileged and confidential matters.	0.70	\$ 255.50
6/20/2013	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 May 1, 2013 through May 31, 2013.	0.30	\$ 88.50
			Total Hours:	<u>1.70</u>
			Total Fees:	<u>\$ 550.50</u>

12059.0 Re: Case Administration

Date	Tmkpr	Narrative	Hours	Amount
7/10/2013	ALS	Telephone conferences with S. Blank regarding 2013 Q2 Committee Certifications; finalize and send 2013 Q2 Committee Certifications to L. Long.	0.30	\$ 88.50
7/11/2013	ALS	Send 1974 Fund's 2013 Q2 Committee Certifications to L. Long.	0.10	\$ 29.50
7/15/2013	ALS	Review updated docket, including US Trustee's objection to the Knighthood/Aurelius' fee request (.6); telephone conference with A. Amiot of Mesirow and S. Blank of Kramer Levin regarding next Interim Fee Application due date (.3); work on updated review of parties in interest and Carmody MacDonald's disinterestedness (.6).	1.50	\$ 442.50
7/16/2013	JGW	Compile necessary data and prepare Stephen Blank's Motion for Admission Pro Hac Vice.	1.20	\$ 180.00
7/16/2013	ALS	Work on S. Blank's Pro Hac Vice; telephone conference with S. Blank regarding same.	0.40	\$ 118.00
7/18/2013	ALS	Telephone conference with S. Blank regarding new fee guidelines implications on next interim application (.1); work on follow-up regarding same (.2).	0.30	\$ 88.50
7/22/2013	JGW	Prepare materials for July 23 hearing.	0.50	\$ 75.00
7/23/2013	JGW	Prepare final background materials for and attend hearing before U.S. Bankruptcy Judge Surratt-States on several matters.	2.00	\$ 300.00
7/23/2013	ALS	Attention to Interim Fee Application deadlines (.1); email correspondence with A. Amiot regarding same (.1); telephone conference with S. Blank regarding telephone conference issues and resolving same prior to next hearing (.2).	0.40	\$ 118.00
7/25/2013	ALS	Review the Internal Operating Procedures Manual of the BAP for 8th Circuit to determine whether oral arguments may be 'live' to Committee members.	0.40	\$ 118.00
7/30/2013	ALS	Follow-up with S. Blank regarding 8th Cir. Policies.	0.20	\$ 59.00
7/31/2013	ALS	Review and circulate Interim Application Filing Deadline to professionals.	0.20	\$ 59.00

Total Hours: 7.50

Total Fees: \$ 1,676.00

12059.1 Re: Hearings

Date	Tmkpr	Narrative	Hours	Amount
7/17/2013	GDW	Work on arrangements for next week's hearing and telephone conference with court clerk's office regarding same.	0.80	\$ 292.00
7/22/2013	ALS	Review agenda matters for hearing; review UCC proposed comments to reimbursement of fees to be stated at hearing.	0.30	\$ 88.50
7/23/2013	ALS	Participate in Omnibus Hearing before U.S. Bankruptcy Court.	0.50	\$ 147.50
7/23/2013	GDW	Final preparations for and attend hearings before Judge Surratt-States on several matters and follow-up on two action items from hearing and discussions at court.	2.70	\$ 985.50
			Total Hours:	4.30
			Total Fees:	\$ 1,513.50

12059.8 Re: Claims Administration/Reporting

<u>Date</u>	<u>Tmkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Amount</u>
7/17/2013	GDW	Review comments on pending motion for reimbursement and revise draft pleading per same.	1.10	\$ 401.50
			Total Hours:	<u>1.10</u>
			Total Fees:	<u>\$ 401.50</u>

12059.9 Re: Plan and Disclosure Statement

Date	Tmkpr	Narrative	Hours	Amount
7/9/2013	GDW	Work on draft objection to back-stop fee proposal and prepare revision to same.	1.80	\$ 657.00
7/12/2013	GDW	Further analysis and work on issues related to Debtors' Expense Reimbursement Motion and possible structures and alternatives for resolution (1.4); further research regarding EDMo cases and orders (2.0).	3.40	\$ 1,241.00
7/15/2013	GDW	Telephone conference with Kramer Levin on issues relating to possible rights offering in plan of reorganization (.3); drafting and revisions to Conditional Objection with respect to rights offering reimbursement (3.4); review EDMo/8th Circuit precedent and U.S. Trustee objections and suggested areas of compromise (1.1); finalize draft of Conditional Objection (.4).	5.20	\$ 1,898.00
Total Hours:			10.40	
Total Fees:				\$ 3,796.00

12059.13 Re: General Motions

Date	Tmkpr	Narrative	Hours	Amount
7/15/2013	ALS	Work on Conditional Objection to Payment of Knighthead's and Aurelius' Fees.	0.80	\$ 236.00
7/16/2013	GDW	Telephone conference with U.S. Trustee regarding pending motion issues.	0.20	\$ 73.00
7/16/2013	ALS	Work on conditional objection to reimbursement of Knighthead's and Aurelius' fees.	0.70	\$ 206.50
7/18/2013	ALS	Review Statement of UCC regarding payment of Knighthead's and Aurelius' fees.	0.60	\$ 177.00
7/18/2013	GDW	Review and analysis of various proposals, counterproposals, and issues regarding terms of possible settlement of pending motion and prepare comments on same.	3.10	\$ 1,131.50
7/19/2013	GDW	Work on various issues and possible resolutions of pending motion for stalking horse reimbursement (2.8); telephone conference with United States Trustee counsel regarding same (.2); telephone conference with Kramer Levin on two issues (.2); review additional issue lists and corresponding research and analysis per EDMo requirements and precedent, and correspondence regarding same(3.1).	6.30	\$ 2,299.50
7/22/2013	GDW	Work on preparations for hearings tomorrow before U.S. Bankruptcy Judge Surratt-States and drafting position statement of Creditors Committee on reimbursement motion (.9 a.m./1.4 p.m.).	2.30	\$ 839.50
7/30/2013	GDW	Research 8th Circuit precedent and rules on questions raised regarding 1113/1114 appeal oral argument.	1.10	\$ 401.50
Total Hours:			15.10	
Total Fees:				<u>\$ 5,364.50</u>

12059.14 Re: Meetings and Communications with Debtors

Date	Tmkpr	Narrative	Hours	Amount
7/15/2013	ALS	Review and analysis of documents and projections for call (1.2); prepare for and participate in telephone conference with Debtors to provide an update to UCC of operations and case matters (1.0).	2.20	\$ 649.00
7/17/2013	GDW	Preparations for and attend telephone conference of the Official Unsecured Creditors Committee on several matters.	1.00	\$ 365.00
			Total Hours:	<u>3.20</u>
			Total Fees:	<u>\$ 1,014.00</u>

12059.15 Re: Committee Meetings/Communications

Date	Tmkpr	Narrative	Hours	Amount
7/11/2013	ALS	Prepare for and participate in Professional's call.	0.40	\$ 118.00
7/15/2013	ALS	Prepare for and participate in telephone conference with Committee professionals (.5); prepare for and participate in telephone conference with Committee regarding Knighthead/Aurelius' fee request (.5).	1.00	\$ 295.00
7/15/2013	GDW	Preparation for and participate in Committee professionals call and then telephone conference of the Official Creditors Committee and the Debtors on several matters and follow-up regarding same.	2.30	\$ 839.50
7/16/2013	GDW	Preparations for and telephone conference with Committee professionals to work on possible resolution of Debtors' Expense Reimbursement Motion (.4); follow-up work on same and components per pending objection of United States Trustee (.7).	1.10	\$ 401.50
7/16/2013	ALS	Prepare for and participate in Professionals' telephone conference regarding reimbursement of Knighthead's and Aurelius' fees.	0.80	\$ 236.00
7/17/2013	ALS	Attention to committee correspondence regarding reimbursement of Knighthead's and Aurelius' fees; prepare for and participate in Committee telephone conference regarding same.	1.60	\$ 472.00
7/18/2013	ALS	Attention to Committee correspondence regarding reimbursement of Knighthead's and Aurelius' fees.	0.40	\$ 118.00
7/25/2013	ALS	Participate in Professionals' telephone conference and review documents referenced on call.	0.40	\$ 118.00
7/25/2013	GDW	Preparations for and telephone conference with Committee professionals to review and coordinate various matters (.4); follow-up work on procedural and scheduling questions for several items for Bankruptcy Court consideration (1.0).	1.40	\$ 511.00
Total Hours:			9.40	
Total Fees:				<u>\$ 3,109.00</u>

12059.17 Re: Retentions/Other Professional Fee Applications

Date	Tmkpr	Narrative	Hours	Amount
7/8/2013	GDW	Work on issues relating to Committee Financial Advisor interim applications and review of filings regarding same.	0.60	\$ 219.00
7/11/2013	ALS	Review updated list of parties in interests and work on review of disinterestedness.	0.40	\$ 118.00
7/23/2013	ALS	Finalize, file and coordinate service for the 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 June 1, 2013 through June 30, 2013.	0.30	\$ 88.50
7/23/2013	ALS	Work on update to Carmody MacDonald's Statement of Disinterestedness.	0.70	\$ 206.50
7/24/2013	ALS	Continue to work on Declaration of Disinterestedness.	1.10	\$ 324.50
7/25/2013	ALS	Finalize and file the Second Supplemental Declaration of Gregory D. Willard (.3); finalize and file the 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 June 1, 2013 through June 30, 2013 (.3).	0.60	\$ 177.00
7/26/2013	ALS	Finalize and file Monthly Fee Statement of Kramer Levin Naftalis & Frankel LLP, as counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of June 1, 2013 through and including June 30, 2013.	0.30	\$ 88.50
7/29/2013	ALS	Finalize and file Fourth Supplemental Declaration of Adam Charles Rogoff in Support of the Application of the Official Committee of Unsecured Creditors for an Order Authorizing and Approving the Employment and Retention of Kramer Levin Naftalis & Frankel LLP as its Counsel.	0.30	\$ 88.50
Total Hours:			4.30	
Total Fees:				<u>\$ 1,310.50</u>

12059.18 Re: Carmody MacDonald Monthly Fee Statements

<u>Date</u>	<u>Tmkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Amount</u>
7/18/2013	ALS	Work on Carmody MacDonald's June 2013 Monthly Fee Statement; circulate to Committee for review and comment.	0.70	\$ 206.50
			Total Hours:	<u>0.70</u>
			Total Fees:	<u>\$ 206.50</u>

12059.19 Re: Carmody MacDonald Fee Applications

<u>Date</u>	<u>Tmkpr</u>	<u>Narrative</u>	<u>Hours</u>	<u>Amount</u>
7/19/2013	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 June 1, 2013 through and including June 30, 2013.	0.30	\$ 88.50
			Total Hours:	<u>0.30</u>
			Total Fees:	<u>\$ 88.50</u>

EXHIBIT D

Summary of Expenses/Disbursements

<u>Description</u>	<u>Billed Amount</u>
Pro Hac Vice Filing Fees for Cole, Schotz, Meisel, Forman Attorneys	\$ 200.00
Pro Hac Vice Filing Fee for Kramer Levin Attorney	\$ 100.00
Courier Services	\$ 68.21
Hearing CD from US Bankruptcy Court	\$ 30.00
Transcripts through TSG Reporting, Inc.	<u>\$5,018.40</u>
Total Expenses:	\$5,416.61

EXPENSES

<u>Date</u>	<u>Description</u>	
2/8/2013	Filing fee for Pro Hac Vice - Komrower	\$ 100.00
2/8/2013	Filing fee for Pro Hac Vice - Warner	\$ 100.00
	Total Expenses:	<u>\$ 200.00</u>

Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/17/2013	Filing fee for Pro Hac Vice – Mr. S. Blank	\$100.00
	Total Costs:	<u>\$100.00</u>

Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
3/1/2013	Courier service by Access Courier	\$ 10.01
3/20/2013	Courier service by Federal Express	\$ 30.96
	Total Costs:	<u>\$ 40.97</u>

Expenses

4/25/2013 Hearing CD from US Bankruptcy Court \$ 30.00

Total Costs: \$ 30.00

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><u>\$5,045.64</u></u>