

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

In re:

PATRIOT COAL CORPORATION, et al.,

Debtors.

**Chapter 11
Case No. 12-51502-659
(Jointly Administered)**

Re: ECF No. 1919

**FIFTH MONTHLY APPLICATION OF STAHL COWEN CROWLEY
ADDIS LLC, COUNSEL TO THE OFFICIAL SALARIED RETIREE
COMMITTEE OF PATRIOT COAL CORPORATION AND ITS DEBTOR
AFFILIATES FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
JULY 1, 2013 THROUGH JULY 31, 2013.**

Name of Applicant:	Stahl Cowen Crowley Addis, LLC
Authorized to Provide Professional Services to:	The Official Salaried Retiree Committee of Patriot Coal
Date of Retention:	January 4, 2013
Period for which Compensation And Reimbursement is Sought:	July 1, 2013 through July 31, 2013
Amount of Compensation sought as Actual, Reasonable and Necessary:	\$8,000.00 representing 80% of \$10,000.00 in fees incurred this period
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$0

This is a: Monthly Interim Final Application

**STAHL COWEN CROWLEY ADDIS LLC SUMMARY OF
PROFESSIONALS RENDERING SERVICES FROM
MARCH 1, 2013 THROUGH MARCH 31, 2013**

Name of Professional	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jon D. Cohen	560	26.10	14,616.00
TOTALS		26.10	14,616.00

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
VEBA SET UP	26.10	\$14,616.00
TOTALS		\$14,616.00

**STAHL COWEN CROWLEY ADDIS LLC SUMMARY OF EXPENSES BY
CATEGORY FROM MARCH 1, 2013 THROUGH MARCH 31, 2013**

TYPE OF EXPENSE	AMOUNT
TRAVEL (Air)	0
LODGING (inc. wifi access)	0
TAXI	0
MEALS	0
MEETING FACILITIES	0
RESEARCH	0
POSTAGE	0
MILEAGE	0
PARKING	0
Photocopying (outsource)	0
TOTAL	0

[INTENTIONALLY LEFT BLANK]

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**FIFTH MONTHLY APPLICATION OF STAHL COWEN CROWLEY ADDIS
LLC, COUNSEL TO THE OFFICIAL SALARIED RETIREE COMMITTEE OF
PATRIOT COAL CORPORATION FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
JULY 1, 2013 THROUGH JULY 31, 2013**

The official Salaried Retiree Committee (the "Retiree Committee") of Debtors,
Patriot Coal, and certain affiliates (collectively, the "Debtors")¹ hereby hereby submits

¹ Affinity Mining Company; Apogee Coal Company, LLC; Appalachia Mine Services, LLC; Beaver Dam Coal Company, LLC; Big Eagle, LLC; Big Eagle Rail, LLC; Black Stallion Coal Company, LLC; Black Walnut Coal Company; Bluegrass Mine Services, LLC; Brook Trout Coal, LLC; Catenary Coal Company, LLC; Central States Coal Reserves of Kentucky, LLC; Charles Coal Company, LLC; Cleaton Coal Company; Coal Clean LLC; Coal Properties, LLC; Coal Reserve Holding Limited Liability Company No. 2; Colony Bay Coal Company; Cook Mountain Coal Company, LLC; Corydon Resources LLC; Coventry Mining Services, LLC; Coyote Coal Company LLC; Cub Branch Coal Company LLC; Dakota LLC; Day LLC; Dixon Mining Company, LLC; Dodge Hill Holding JV, LLC; Dodge Hill Mining Company, LLC; Dodge Hill of Kentucky, LLC; EACC Camps, Inc.; Eastern Associated Coal, LLC; Eastern Coal Company, LLC; Eastern Royalty, LLC; Emerald Processing, L.L.C.; Gateway Eagle Coal Company, LLC; Grand Eagle Mining, LLC; Heritage Coal Company LLC; Highland Mining Company, LLC; Hillside Mining Company; Hobet Mining, LLC; Indian Hill Company LLC; Infinity Coal Sales, LLC; Interior Holdings, LLC; IO Coal LLC; Jarrell's Branch Coal Company; Jupiter Holdings LLC; Kanawha Eagle Coal, LLC; Kanawha River Ventures I, LLC; Kanawha River Ventures II, LLC; Kanawha River Ventures III, LLC; KE Ventures, LLC; Little Creek LLC; Logan Fork Coal Company; Magnum Coal Company LLC; Magnum Coal Sales LLC; Martinka Coal Company, LLC; Midland Trail Energy LLC; Midwest Coal Resources II, LLC; Mountain View Coal Company, LLC; New Trout Coal Holdings II, LLC; Newtown Energy, Inc.; North Page Coal Corp.; Ohio

this Fifth Monthly Application for Allowance of Compensation and Reimbursement of Expenses for the Period from July 1, 2013 through July 31, 2013 (the “Application”), pursuant to sections 330 and 331 of title 11 of the United States Bankruptcy Code as amended (the “Bankruptcy Code”); Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Professionals dated August 2, 2012 (“Interim Compensation Order”).

1. By this Application, SCCA seeks interim allowance and payment of fees for legal services rendered in the amount of \$8,000.00 (representing 80% of total fees in the amount of \$10,000.00 earned during the relevant period) for the period from July 1, 2013 through July 31, 2013 (the “Compensation Period”).² SCCA incurred no expenses in association with its representation of the Retiree Committee during this Compensation Period. In support thereof, SCCA respectfully represents the following:

Jurisdiction

County Coal Company, LLC; Panther LLC; Patriot Beaver Dam Holdings, LLC; Patriot Coal Company, L.P.; Patriot Coal Corporation; Patriot Coal Sales LLC; Patriot Coal Services LLC; Patriot Leasing Company LLC; Patriot Midwest Holdings, LLC; Patriot Reserve Holdings, LLC; Patriot Trading LLC; PCX Enterprises, Inc.; Pine Ridge Coal Company, LLC; Pond Creek Land Resources, LLC; Pond Fork Processing LLC; Remington Holdings LLC; Remington II LLC; Remington LLC; Rivers Edge Mining, Inc.; Robin Land Company, LLC; Sentry Mining, LLC; Snowberry Land Company; Speed Mining LLC; Sterling Smokeless Coal Company, LLC; TC Sales Company, LLC; The Presidents Energy Company LLC; Thunderhill Coal LLC; Trout Coal Holdings, LLC; Union County Coal Co., LLC; Viper LLC; Weatherby Processing LLC; Wildcat Energy LLC; Wildcat, LLC; Will Scarlet Properties LLC; Winchester LLC; Winifrede Dock Limited Liability Company; Yankeetown Dock, LLC.

² SCCA is not seeking payment for any Retiree Committee professional services from the Debtors for the months of May 2013 or June 2013. While the amount of hours performed by SCCA exceeds \$14,616 for professional services performed for the Compensation Period, SCCA is limiting its request herein to the \$10,000 VEBA Set Up limits reflected in this Court’s April 26, 2013 Order [Docket No. 3859].

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

Background

3. On July 9, 2012, Patriot Coal and substantially all of its wholly owned subsidiaries filed voluntary petitions for reorganization under Chapter 11 of the United States Bankruptcy Code in the Bankruptcy Court for the Southern District of New York. On November 27, 2012, an Order was entered transferring the Chapter 11 proceedings to this Court. .

4. On or about December 17, 2012, Debtors sent a mass mailing to approximately nine hundred salaried (i.e. non-union) retiree households informing said retirees that Debtors would be seeking to unilaterally terminate their retiree benefits.

5. On January 8, 2013, SCCA caused a Motion To Appoint Official Retiree Committee Pursuant to 11 U.S.C. §1114(d) to be filed on behalf of salaried retiree Harold R. Race and all other similarly situated Non-Union retirees. (Motion to Appoint Retiree Committee)³ [Docket No. 1919]. Shortly after filing the a motion to appoint a retiree committee, Debtors counsel began negotiations with SCCA with respect to formation of a retiree committee. By agreement, an Agreed Order requesting formation of an official Retiree Committee was presented to this Court on February 26, 2013 [Docket No. 2818]. This Court entered the Agreed Order on February 27, 2013. [Docket No. 3004]. By and through the office of the U.S. Trustee, seven (7) retirees were selected to serve on the official Retiree Committee. [Docket No. 3007].

6. SCCA was retained by the Retiree Committee, *nunc pro tunc* to January 4, 2013. SCCA submitted an Application of the Official Salaried Retiree Committee of Patriot Coal Corporation and its Debtor Affiliates for Order Authorizing and Approving

³ Stahl Cowen was initially retained on January 4, 2013.

the Retention of Stahl Cowen Crowley Addis LLC as Counsel [Docket Nos. 3359 and 3364] on March 22, 2013. Said Application was granted by this Court on April 22, 2013 [Docket No. 3783]. Pursuant to an Order entered on February 27, 2013, there was originally an agreed limit of attorney fees and expenses in the amount of \$250,000.00. [Docket No. 3004]. That professional limit was increased by \$300,000.00 pursuant to an Order entered by this Court on April 26, 2013. [Docket No. 3859]. By the same order, the Retiree Committee was also granted up to an additional \$10,000.00 with respect to set up costs for the creation of a VEBA Trust.

7. SCCA has received no payment nor promises for payment from any source for services rendered during the Compensation Period. No agreement or understanding exists between SCCA and any other person for the sharing of any compensation to be received for services rendered by SCCA in these cases.

8. All services for which compensation is requested by SCCA pursuant to this Application were performed for or on behalf of the Retiree Committee in this case. This is SCCA's second monthly application.

Services Rendered

9. SCCA billed a total of \$14,616.00 in fees in connection with its efforts on behalf of the Retiree Committee during the Compensation Period and solely with respect to professional efforts to set up a VEBA Trust. SCCA only seeks that \$10,000.00 of this amount be paid by Debtors, as limited by the April 26, 2013 Order. [Docket No. 3859] By this Application, SCCA seeks: payment of compensation in the amount of \$8,000.00 SCCA's blended rate for services was \$560.00.

10. SCCA has maintained detailed time records of the time spend in the rendition of professional services to the Retiree Committee during the Compensation Period. Attached hereto as EXHIBIT A and incorporated by reference herein is a true and correct copy of the relevant monthly billing statement prepared for the services rendered in these cases by SCCA (the "Billing Statement"). The Billing Statement is the same form regularly used by SCCA to bill its clients for services rendered and includes the date that the services were rendered, a detailed contemporaneous narrative description of the services provided, the amount of time spent for each service and the designation of the professional who performed the service. The Billing Statements typically further broken down into discrete billing categories, which SCCA does in all matters when representing Retiree Committees in a bankruptcy proceeding, however SCCA's professional activities on behalf of the Retiree Committee was limited to the VEBA SET UP during the month of July, 2013. Otherwise, SCCA normally invoices ten (10) other categories and corresponding invoices with the corresponding category numbers:

1	Case Administration
2	Communications with Committee
3	Communications with Retirees
4	Research
5	Drafting/Strategy/Court
6	Discovery
7	Benefit Plan Investigation/Review/Analysis
8	Negotiations/Communications with Debtors

9	Retention/Fee Applications
10	Expenses/Travel
11	VEBA Set Up

Prior Payments for Services

11. SCCA has previously submitted fee petitions for the following time frames:

- a. For January 4, 2013 through January 31, 2013, fees of \$15,064.00 and expenses of \$0 (the “**January Fee Statement**”) [Docket No. 3591];
- b. For February 1, 2013 through February 28, 2013, fees of \$33,636.50 and expenses of \$910.07 (the **February Fee Statement**) [Docket No. 3592];
- c. For March 1, 2013 through March 31, 2013, fees of \$136,896.75 and expenses of \$1,557.53 (the “**March Fee Statement**”) [Docket No. 3594];
- d. For April 1, 2013 through April 30, 2013, fees of \$101,983.50 and expenses of \$753.00 (the “**April Fee Statement**”) [Docket No. 3575];

12. No objections were made by any party to the above noted monthly fee petitions and, as of the filing of this fee petition, the Debtors have paid 80% of the above noted fees and 100% of expenses.

Notice

13. Consistent with the procedures described in the Interim Compensation Order, SCCA will serve this Fee Statement, by hand or overnight delivery, on (i) the Debtors, Patriot Coal Corporation, 12312 Olive Boulevard, Suite 400, St. Louis, Missouri, 63141, Attn: Jacquelyn A. Jones, Esq., (ii) attorneys for the Debtors, Davis

Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner, Esq. and Brian M. Resnick, Esq., (iii) the Office of the United States Trustee for the Eastern District of Missouri, Thomas F. Eagleton U.S. Courthouse, 111 S. 10th Street, Room 6353, St. Louis, Missouri 63102, Attn: Leonora S. Long, Esq. (iv) attorneys for the administrative agent for the Debtors' postpetition lenders, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Marcia Goldstein, Esq. and Joseph Smolinsky, Esq., and (b) Wilkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Margot B. Schonholtz, Esq. and Ana Alfonso, Esq., and (v) counsel to the official committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn: Adam C. Rogoff, Esq. and Gregory G. Plotko, Esq.

WHEREFORE, SCCA respectfully requests interim allowance and payment of \$8,000.00 (representing 80% of the Compensation earned by SCCA during the Compensation Period), \$0 – zero dollars (representing 100% of the expenses incurred by SCCA arising out of its representation in this case) and such other and further relief as may be appropriate under the circumstances of these cases.

DATED: September 4, 2013

Official Salaried Retiree Committee of
Patriot Coal Corporation and its Debtor
Affiliates

/s/ Thomas H. Riske
By Thomas H. Riske, Esq.

Robert E. Eggman, Bar #37374
Thomas H. Riske, Bar #61838
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Jon D. Cohen (admitted *Pro Hac Vice*)
Stahl Cowen Crowley Addis, LLC
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Chicago, Illinois 60603
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EXHIBIT A

**FIFTH MONTHLY APPLICATION OF STAHL COWEN CROWLEY
ADDIS LLC, COUNSEL TO THE OFFICIAL SALARIED RETIREE COMMITTEE**

STAHL COWEN CROWLEY ADDIS LLC
ATTORNEYS

12th Floor
 55 West Monroe Street
 Chicago, IL 60603

312.641.0060
 312.641.6959 Fax

Patriot Coal Retiree Committee

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 09/04/2013
 CLIENT NO: 34165-011M
 STATEMENT NO: 706367

VEBA/Set Up

FEES

			HOURS	
07/01/2013	JDC	Tel. conf. with L. Wills to jointly review participant data for VEBA enrollment and follow up analysis of same toward ends of determining eligible participants.	4.00	2,240.00
07/09/2013	JDC	Continued to draft and revise Excel models; drafted letter to Retirees about VEBA; completed memorandum to Retiree Committee about VEBA set up.	6.00	3,360.00
07/15/2013	JDC	Tel. conf. with Committee to plan VEBA Trust (4.50); inquiry to S. Cousins regarding Peabody.	4.50	2,520.00
07/16/2013	JDC	Made modification to letter to Retiree describing VEBA (1.0); completed 1st draft of VEBA Trust Agreement (4.0); modified Motion to present VEBA to Court (1.0); tel. conf. with various Patriot legal counsel regarding aforementioned issues and notice of request to use life insurance payment stream (.50).	6.50	3,640.00
	JDC	Tel. conf. with R. Aizen, and other Debtors regarding VEBA issues (.50).	0.50	280.00
07/17/2013	JDC	Tel. conf. with L. Wills regarding Medicare Part B & D issues and VEBA Trust trustee selection issues (.50); email with H. Green regarding VEBA issues (.10)	0.60	336.00
07/29/2013	JDC	Tel. conf. with R. Aizen and L. Wills regarding participant data for VEBA enrollment and calculations (.50); followed up with continued revisions of Motion for VEBA Approval (1.0); tel. conf. with L. Wills regarding modification of letter to Retirees concerning VEBA and modification of same thereafter (.50); communications with Debtors' counsel regarding suggested revisions to VEBA Motion and VEBA letter and follow up to modify same (.50); communications with Garden City regarding Motion to have VEBA approved (.50).	3.00	1,680.00
07/30/2013	JDC	Completed all filings, letters and exhibits for Motion to Approve VEBA	1.00	560.00
			26.10	14,616.00

Patriot Coal Retiree Committee

VEBA/Set Up

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09/04/2013
CLIENT NO: 34165-011M
STATEMENT NO: 706367

<u>ATTORNEY</u>	<u>RECAPITULATION</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JON D. COHEN		26.10	\$560.00	\$14,616.00

COSTS

07/09/2013	Federal Express to Harold Green, Foster WV	21.51
07/11/2013	Federal Express to Jimmy Gillenwaler, Chariston WV	17.27
07/11/2013	Federal Express to Danny Spnatt, Madison WV	21.24
07/11/2013	Federal Express to John Kagg, Madison WV	15.12
07/11/2013	Federal Express to Zive Phipps, Beaver WV	21.05
07/11/2013	Federal Express to Elizabeth Wills, Arnett WV	21.15
07/11/2013	Federal Express to Richard Hampton, Crab Orchard WV	33.24
		<u>150.58</u>

TOTAL FEES & COSTS 14,766.58

PREVIOUS UNPAID BALANCE \$5,152.00

PLEASE REMIT \$19,918.58

PAST DUE AMOUNTS

<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>121-180</u>	<u>181+</u>
0.00	0.00	0.00	3,976.00	1,176.00	0.00

PLEASE NOTE CLIENT AND STATEMENT NUMBER WITH PAYMENT.

STAHL COWEN GROWLEY ADDIS LLC

ATTORNEYS

12th Floor
55 West Monroe Street
Chicago, IL 60603

312.641.0060
312.641.6959 Fax

Patriot Coal Retiree Committee

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	PREVIOUS BALAN	FEES	EXPENSES	PAYMENTS	NEW BALANCE
VEBA/Set Up	5,152.00	14,616.00	150.58	0.00	<u>\$19,918.58</u>

PLEASE NOTE CLIENT AND STATEMENT NUMBER WITH PAYMENT.

Final Statement Run Totals 09/04/2013

Statements Printed:	1
Hours:	26.10
Fees:	14,616.00
Expenses:	150.58