

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

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.

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

**APPLICATION FOR EXPANSION OF EMPLOYMENT OF
BRYAN CAVE LLP TO INCLUDE NEW DEBTORS;
DISCLOSURE OF COMPENSATION OF ATTORNEYS FOR THE DEBTORS;
FOURTH SUPPLEMENTAL DECLARATION OF LLOYD A. PALANS
IN SUPPORT OF APPLICATION TO EMPLOY BRYAN CAVE LLP AS LOCAL
RESTRUCTURING COUNSEL AND CORPORATE COUNSEL FOR THE DEBTORS**

I, Lloyd A. Palans, hereby state and declare as follows:

1. I am an attorney and partner in the law firm of Bryan Cave LLP (“Bryan Cave”).

Our firm maintains offices for the practice of law at One Metropolitan Square, 211 N. Broadway, St. Louis, Missouri and in more than 20 other locations in the United States, Europe, and Asia. I am familiar with the matters set forth herein.

2. I submit this Fourth Supplemental Declaration pursuant to Section 329(a) of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014(a) and 2016(b) in further support of the Application for Authority to Employ Bryan Cave LLP as Local Restructuring Counsel and Corporate Counsel for the Debtors [Dkt. No. 1992] (the “Application”). This Fourth Supplemental Declaration updates and supplements the Declaration of Lloyd A. Palans dated January 15, 2013, which was attached as Exhibit A to the Application, the Supplemental Declaration of Lloyd A. Palans dated February 1, 2013 [Dkt. No. 2660], the Second

Supplemental Declaration of Lloyd A. Palans dated May 24, 2013 [Dkt. No. 4073], and the Third Supplemental Declaration of Lloyd A. Palans dated July 25, 2013 [Dkt. No. 4374] (the “Prior Declarations”). Capitalized terms not defined in this Fourth Supplemental Declaration have the meanings given thereto in the Application.

3. Since the filing of the Prior Declarations, Bryan Cave has been engaged by Brody Mining, LLC and Patriot Ventures LLC (the “New Debtors”), which commenced Chapter 11 cases on September 23, 2013 (the “New Debtors’ Petition Date”). In connection with that engagement, I have caused to be conducted a search of Bryan Cave’s conflict-check system in respect of a list provided to me by the Debtors of the principal parties in interest in the New Debtors’ Chapter 11 cases, which are listed on Exhibit A hereto. Bryan Cave’s conflict-check system is described in further detail in my declaration that was attached to the Application.

4. The search described above revealed the following connection:

(a) United Bank, Inc., a financial institution in Charleston, West Virginia, has a contingent and unliquidated claim against Patriot Ventures LLC based on a guaranty. A current client and several former clients of Bryan Cave have names that include “United Bank.” Bryan Cave’s current client is not related to the institution that is a creditor in these cases, and to the best of my knowledge, information, and belief, Bryan Cave’s former clients also are unrelated to the institution that is a creditor in these cases.

5. To the best of my knowledge, information, and belief, neither Bryan Cave nor any attorney associated with Bryan Cave:

- (a) is a creditor, an equity security holder, or an insider of the New Debtors;
- (b) is or has been, within two years before the New Debtors’ Petition Date, a director, officer, or employee of the New Debtors; or

(c) has an interest materially adverse to the interests of the New Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in the New Debtors, or for any other reason.

6. Bryan Cave did not receive any compensation within one year before the filing of the New Debtors' cases that was specifically related to services rendered or to be rendered in contemplation of or in connection with the New Debtors' cases. However, certain payments received by Bryan Cave from the other Debtors in accordance with the regular compensation procedures established in the Debtors' cases may have related generally to services rendered in connection with the preparation of papers in advance of the commencement of the New Debtors' cases. To the extent that Bryan Cave had accrued fees and expenses relating to such services as of the New Debtors' Petition Date, Bryan Cave considers them to be obligations of the other Debtors, which, in their capacity as owners and affiliates of the New Debtors, requested Bryan Cave to provide such services.

7. There is no agreement of any nature as to the sharing of any compensation to be paid to Bryan Cave, other than sharing among the partners and regular associates of Bryan Cave. No promises have been received by Bryan Cave nor any partner or regular associate thereof as to compensation in connection with these cases, other than in accordance with the provisions of the Bankruptcy Code.

8. I am not related to, and to the best of my knowledge no other attorney associated with Bryan Cave is a relative of, any Bankruptcy Judge in this District, the United States Trustee, or any person employed by the Office of the United States Trustee.

9. Except as disclosed above, I do not believe that there is any other connection (as such term is used in Federal Rule of Bankruptcy Procedure 2014(a)) between Bryan Cave and the New Debtors, creditors, any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed by the Office of the United States Trustee.

10. On behalf of Bryan Cave, I request that the Court's Order Authorizing Employment of Bryan Cave LLP as Local Restructuring Counsel and Corporate Counsel for the Debtors [Dkt. No. 2682] be modified to include Bryan Cave's representation of the New Debtors.

11. In addition, in connection with Bryan Cave's review and updating of information relating to these cases, I disclose the following:

(a) A senior counsel in Bryan Cave's Chicago office, Scott Hodes, serves as the chair of Citizens for Lisa Madigan, a re-election committee for the current Attorney General of Illinois. The office of the Attorney General of Illinois is a party in interest in the Debtors' cases. Mr. Hodes has been screened from participation in, and documents relating to, these cases, and Bryan Cave will not be involved with any dispute between the Debtors and the Attorney General of Illinois or receive confidential information from the Debtors regarding any such dispute.

(b) Michelin North America, Inc. has filed a motion for leave to amend its proof of claim. Bryan Cave represents Michelin North America, Inc. and its affiliates on matters unrelated to the Debtors.

12. The facts in this Declaration are stated to the best of my knowledge, information, and belief, my personal knowledge of Bryan Cave's practices and representation of the Debtors, information learned from my review of relevant documents and/or information supplied to me by

other members and employees of Bryan Cave and the results of searches of Bryan Cave's conflict-check database, which system is described in greater detail in the Prior Declarations.

I declare under penalty of perjury that the foregoing is true and correct. Executed on October 3, 2013.

/s/ Lloyd A. Palans
Lloyd A. Palans

EXHIBIT A

Principal Parties in Interest

New Debtors

Brody Mining, LLC
Patriot Ventures LLC

Officers and Directors

Charles A. Ebetino, Jr.
Jacquelyn A. Jones
Robert L. Mead

Subsidiaries

Rhino Eastern JV Holding Company LLC
WWMV JV Holding Company LLC

Former Officers, Directors, and Affiliates

Joseph W. Bean
The Brody Trust
Anthony Cline
Clayton Cline
John E. Lushefski
Danny Robinette
Brian Rowe
Mark N. Schroeder

Secured Creditors

Bank of America, N.A.
Citibank, N.A.

Largest Unsecured Creditors

Analabs, Inc.
Industrial Design Products, Inc.
Mine Safety & Health Administration
United Bank, Inc.
Wilmington Trust Company

Former Joint-Venture Parties

American Patriot Mining, LLC
Ralph L. Ballard, III
Shawn P. George
Andrew A. Payne, III
James K.T. Payne
Rhino Eastern LLC
Rhino Energy WV LLC
RWMV, LLC
White Stallion Coal LLC
WWMV, LLC

Significant Taxing Authorities

Internal Revenue Service
State of West Virginia