

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  
GORDON & GORDON, P.S.C. TO INCLUDE NEW DEBTORS;  
DISCLOSURE OF COMPENSATION OF ATTORNEYS FOR THE DEBTORS;  
FIRST SUPPLEMENTAL DECLARATION OF M. KIRBY GORDON, II  
IN SUPPORT OF APPLICATION TO EMPLOY FIRM AS  
SPECIAL COUNSEL FOR THE DEBTORS

I, M. Kirby Gordon, II, hereby state and declare as follows:

1. I am an attorney and partner in the law firm of Gordon & Gordon, P.S.C. (“Firm”). Our firm maintains offices for the practice of law at 6357 Kentucky Highway 405, Owensboro, Kentucky 42303. I am familiar with the matters set forth herein.

2. I submit this First 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 Firm as Special Counsel for the Debtors [Dkt. No. 4259] (the “Application”). This First Supplemental Declaration updates and supplements the Declaration of M. Kirby Gordon, II dated July 2, 2013 [Dkt. No. 4259 at page 15 of 23] (the “Prior Declaration”). Capitalized terms not defined in this First Supplemental Declaration have the meanings given thereto in the Application.

3. Since the filing of the Prior Declaration, Firm 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 Firm’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. Firm’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 connections:

(a) From time to time, Firm likely has represented, and likely will continue to represent, certain creditors of the New Debtors and other parties actually or potentially adverse to the New Debtors in matters unrelated to the New Debtors or these cases. Firm has undertaken a detailed search to determine whether it represents or has represented any significant creditors, equity security holders, insiders or other parties in interest in such unrelated matters, and all such known representations within the last three (3) years are described in Schedule 1 attached to the Prior Declaration. Due to the breadth of Firm’s client base, the Firm is not subject to undue influence of any single client.

(b) Based upon the foregoing and information available to me at this time, to the best of my knowledge, information, and belief, the Firm represents no interest or holds any interest adverse to the New Debtors or their estates with respect to the Retained Matters set forth in the Prior Declaration on which the Firm is to be employed consistent with section 327(e) of the Bankruptcy Code.

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

- (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. Firm 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 Firm 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 Firm had accrued fees and expenses relating to such services as of the New Debtors' Petition Date, Firm considers them to be obligations of the other Debtors, which, in their capacity as owners and affiliates of the New Debtors, requested Firm to provide such services.

7. There is no agreement of any nature as to the sharing of any compensation to be paid to Firm, other than sharing among the partners and regular associates of Firm. No promises have been received by Firm 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.

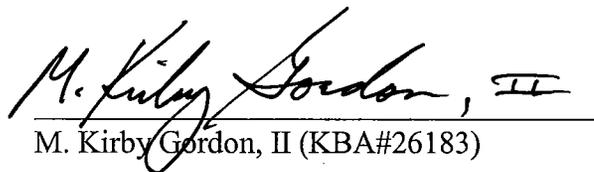
8. I am not related to, and to the best of my knowledge no other attorney associated with Firm is a relative of, any Bankruptcy Judge in this District, the United States Trustee, or any person employed by the Office of the United States Trustee.

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 Firm 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 Firm, I request that the Court's Order Authorizing Employment of Firm as Special Counsel for the Debtors [Dkt. No. 4381] be modified to include Firm's representation of the New Debtors.

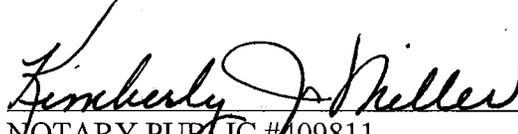
11. The facts in this Declaration are stated to the best of my knowledge, information, and belief, my personal knowledge of Firm's practices and representation of the Debtors, information learned from my review of relevant documents and/or information supplied to me by other members and employees of Firm and the results of searches of Firm's conflict-check database, which system is described in greater detail in the Prior Declaration.

I declare under penalty of perjury that the foregoing is true and correct. Executed on September 30, 2013.

  
M. Kirby Gordon, II (KBA#26183)

COMMONWEALTH OF KENTUCKY §  
§ ss:  
COUNTY OF DAVIESS §

Sworn to and subscribed before me this 30<sup>th</sup> day of September, 2013.

  
NOTARY PUBLIC #409811  
Printed Name: Kimberly J. Miller  
My Commission Expires: 12/07/2013

**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