

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.¹

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

**APPLICATION FOR EXPANSION OF EMPLOYMENT OF DAVIS POLK &
WARDWELL LLP TO INCLUDE NEW DEBTORS; DISCLOSURE OF COMPENSATION
OF ATTORNEYS FOR THE DEBTORS; AND FOURTH SUPPLEMENTAL
DECLARATION OF MARSHALL S. HUEBNER IN SUPPORT OF APPLICATION TO
EMPLOY DAVIS POLK & WARDWELL LLP AS COUNSEL FOR THE DEBTORS**

Marshall S. Huebner declares as follows:

1. I am a partner of the firm of Davis Polk & Wardwell LLP (“**Davis Polk**”), a law firm with its principal office at 450 Lexington Avenue, New York, New York 10017, and other offices in Washington, D.C., Menlo Park, London, Paris, Madrid, São Paulo, Tokyo, Beijing and Hong Kong. I am familiar with the matters set forth herein.

2. I submit this supplemental declaration (the “**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 dated July 19, 2012 [ECF No. 133] (the “**Application**”)² of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for approval of the Debtors’ retention of Davis Polk as their attorneys in the above-captioned chapter 11 cases. This Fourth Supplemental Declaration supplements the declaration

¹ The Debtors are the entities listed on Schedule 1 attached to the Application. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors’ chapter 11 petitions.

² Each capitalized term not defined herein shall have the meaning ascribed to it in the Application.

filed on July 19, 2012 in support of the retention of Davis Polk in these cases, the first supplemental declaration filed on September 28, 2012 [ECF No. 822], the second supplemental declaration filed on February 25, 2013 [ECF No. 2953], and the third supplemental declaration filed on September 3, 2013 [ECF No. 4573] (the “**Prior Declarations**”).

3. Since the filing of the Prior Declarations, Davis Polk 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 Davis Polk’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. Davis Polk’s conflict-check system is described in further detail in the Prior Declarations.

4. Unless otherwise stated in this Fourth Supplemental Declaration, I have personal knowledge of the facts set forth herein. To the extent it is brought to my attention that any information disclosed herein requires amendment or modification, I intend to file a supplemental declaration with the Court reflecting such amended or modified information.

5. The search described above revealed no connections that have not previously been disclosed.

6. To the best of my knowledge, information, and belief, neither Davis Polk nor any attorney associated with Davis Polk:

- (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.

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

8. No promises have been received by Davis Polk, or, to the best of my knowledge after due inquiry, any partner, counsel, or associate thereof, as to payment or compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and the U.S. Trustee Guidelines. Davis Polk has no agreement with any other entity to share with such entity any compensation received by Davis Polk or by such entity.

9. I am not related to, and to the best of my knowledge and except to the extent previously disclosed no other attorney associated with Davis Polk 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.

10. 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 Davis Polk 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.

11. On behalf of Davis Polk, I request that the Court's Order Authorizing the Employment and Retention of Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date [ECF No. 265] be modified to include Davis Polk's representation of the New Debtors.

12. The facts in this Declaration are stated to the best of my knowledge, information, and belief, my personal knowledge of Davis Polk'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 Davis Polk and the results of searches of Davis Polk'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 8, 2013.

By: /s/ Marshall S. Huebner
Name: Marshall S. Huebner
Title: Partner, Davis Polk & Wardwell LLP

SCHEDULE 1
(Debtor Entities)

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(Debtor Entities)

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| 1. Affinity Mining Company | 52. KE Ventures LLC |
| 2. Apogee Coal Company, LLC | 53. Little Creek LLC |
| 3. Appalachia Mine Services, LLC | 54. Logan Fork Coal Company |
| 4. Beaver Dam Coal Company, LLC | 55. Magnum Coal Company LLC |
| 5. Big Eagle, LLC | 56. Magnum Coal Sales LLC |
| 6. Big Eagle Rail, LLC | 57. Martinka Coal Company, LLC |
| 7. Black Stallion Coal Company, LLC | 58. Midland Trail Energy LLC |
| 8. Black Walnut Coal Company | 59. Midwest Coal Resources II, LLC |
| 9. Bluegrass Mine Services, LLC | 60. Mountain View Coal Company, LLC |
| 10. Brody Mining, LLC | 61. New Trout Coal Holdings II, LLC |
| 11. Brook Trout Coal, LLC | 62. Newtown Energy, Inc. |
| 12. Catenary Coal Company, LLC | 63. North Page Coal Corp. |
| 13. Central States Coal Reserves of Kentucky, LLC | 64. Ohio County Coal Company, LLC |
| 14. Charles Coal Company, LLC | 65. Panther LLC |
| 15. Cleaton Coal Company | 66. Patriot Beaver Dam Holdings, LLC |
| 16. Coal Clean LLC | 67. Patriot Coal Company, L.P. |
| 17. Coal Properties, LLC | 68. Patriot Coal Corporation |
| 18. Coal Reserve Holding Limited Liability Company No. 2 | 69. Patriot Coal Sales LLC |
| 19. Colony Bay Coal Company | 70. Patriot Coal Services LLC |
| 20. Cook Mountain Coal Company, LLC | 71. Patriot Leasing Company LLC |
| 21. Corydon Resources LLC | 72. Patriot Midwest Holdings, LLC |
| 22. Coventry Mining Services, LLC | 73. Patriot Reserve Holdings, LLC |
| 23. Coyote Coal Company LLC | 74. Patriot Trading LLC |
| 24. Cub Branch Coal Company LLC | 75. Patriot Ventures LLC |
| 25. Dakota LLC | 76. PCX Enterprises, Inc. |
| 26. Day LLC | 77. Pine Ridge Coal Company, LLC |
| 27. Dixon Mining Company, LLC | 78. Pond Creek Land Resources, LLC |
| 28. Dodge Hill Holding JV, LLC | 79. Pond Fork Processing LLC |
| 29. Dodge Hill Mining Company, LLC | 80. Remington Holdings LLC |
| 30. Dodge Hill of Kentucky, LLC | 81. Remington II LLC |
| 31. EACC Camps, Inc. | 82. Remington LLC |
| 32. Eastern Associated Coal, LLC | 83. Rivers Edge Mining, Inc. |
| 33. Eastern Coal Company, LLC | 84. Robin Land Company, LLC |
| 34. Eastern Royalty, LLC | 85. Sentry Mining, LLC |
| 35. Emerald Processing, L.L.C. | 86. Snowberry Land Company |
| 36. Gateway Eagle Coal Company, LLC | 87. Speed Mining LLC |
| 37. Grand Eagle Mining, LLC | 88. Sterling Smokeless Coal Company, LLC |
| 38. Heritage Coal Company LLC | 89. TC Sales Company, LLC |
| 39. Highland Mining Company, LLC | 90. The Presidents Energy Company LLC |
| 40. Hillside Mining Company | 91. Thunderhill Coal LLC |
| 41. Hobet Mining, LLC | 92. Trout Coal Holdings, LLC |
| 42. Indian Hill Company LLC | 93. Union County Coal Co., LLC |
| 43. Infinity Coal Sales, LLC | 94. Viper LLC |
| 44. Interior Holdings, LLC | 95. Weatherby Processing LLC |
| 45. IO Coal LLC | 96. Wildcat Energy LLC |
| 46. Jarrell's Branch Coal Company | 97. Wildcat, LLC |
| 47. Jupiter Holdings LLC | 98. Will Scarlet Properties LLC |
| 48. Kanawha Eagle Coal, LLC | 99. Winchester LLC |
| 49. Kanawha River Ventures I, LLC | 100. Winifrede Dock Limited Liability Company |
| 50. Kanawha River Ventures II, LLC | 101. Yankeetown Dock, LLC |
| 51. Kanawha River Ventures III, LLC | |

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. Lusheski
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