

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)

FIFTH SUPPLEMENTAL DECLARATION OF ADAM CHARLES ROGOFF IN  
SUPPORT OF APPLICATION TO EMPLOY  
KRAMER LEVIN NAFTALIS & FRANKEL LLP AS COUNSEL FOR  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

ADAM CHARLES ROGOFF makes this declaration under 28 U.S.C. § 1746, and states the following:

1. I am an attorney at law and in good standing to practice in the States of New York and Connecticut and, as of January 3, 2013, I am admitted *pro hac vice* to the bar of the Eastern District of Missouri.<sup>1</sup> I am a partner in the law firm of Kramer Levin Naftalis & Frankel LLP (“**Kramer Levin**”) and I am duly authorized to make this fifth supplemental declaration (“**Fifth Supplemental Declaration**”) on behalf of Kramer Levin.

2. I submit this Fifth Supplemental Declaration in support of Kramer Levin’s retention application (the “**Kramer Levin Retention Application**”)<sup>2</sup> filed in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) and in furtherance of Kramer Levin’s

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<sup>1</sup> Order Granting Motion for Admission *Pro Hac Vice*, January 3, 2013, ECF No. 1861.

<sup>2</sup> Application of the Official Committee of Unsecured Creditors of Patriot Coal Corporation, *et al.*, for an Order Authorizing and Approving the Employment and Retention of Kramer Levin Naftalis & Frankel LLP as Counsel, *Nunc Pro Tunc* to July 18, 2012, ECF No. 364. Capitalized terms used and not defined herein shall have the meanings ascribed to such terms in the Kramer Levin Retention Application.

ongoing disclosure obligations under Rule 2014 of the Federal Rules of Bankruptcy Procedure and pursuant to that certain Order of the Court<sup>3</sup> authorizing the employment of Kramer Levin as counsel for the Official Committee of Unsecured Creditors (the “**Committee**”) of the above captioned debtors and debtors-in-possession (collectively, the “**Debtors**”).<sup>4</sup> This Fifth Supplemental Declaration supplements the disclosures provided in the declarations in support of the Kramer Levin Retention Application dated August 15, 2012, August 28, 2012, January 30, 2013, April 24, 2013 and July 29, 2013 (the “**Prior Declarations**”).

3. Unless otherwise stated in this Fifth Supplemental Declaration, I have personal knowledge of the facts hereinafter set forth.

4. Since the filing of the Prior Declarations, Brody Mining, LLC and Patriot Ventures LLC (the “**New Debtors**”) commenced Chapter 11 cases on September 23, 2013. On September 26, 2013, the Court granted Debtors’ Motion for Joint Administration of Brody Mining, LLC, Case No. 13-48727 and Patriot Ventures LLC, Case No. 13-48728 with Lead Case No. 12-51502.<sup>5</sup>

5. In connection with the filing of the New Debtors’ petitions, using the procedures described in the Prior Declaration dated August 15, 2012, Kramer Levin conducted a search of its conflicts database using the names listed on a list provided by the Debtors of the principal parties in interest in the New Debtors’ Chapter 11 cases, which are listed on Exhibit A hereto.

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<sup>3</sup> Order Authorizing and Approving the Retention and Employment of Kramer Levin Naftalis & Frankel LLP as Counsel to the Official Committee of Unsecured Creditors of Patriot Coal Corporation, *et al.*, Effective *Nunc Pro Tunc* to July 18, 2012, Sept. 11, 2012, ECF No. 550.

<sup>4</sup> In addition to Patriot Coal Corporation, there are 100 other Debtors in these jointly administered proceedings. A complete list of the Debtors in these Chapter 11 Cases may be found attached hereto as Exhibit B. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors’ chapter 11 petitions.

<sup>5</sup> See Case No. 13-48727, ECF No. 16 and Case No. 13-48728, ECF No. 16.

6. The search described above revealed no connections requiring disclosure.

7. Based on the foregoing, insofar as I have been able to ascertain after diligent inquiry, I continue to believe that Kramer Levin does not hold or represent an interest adverse to the Committee, the Debtors, the New Debtors, or their estates in the matters upon which Kramer Levin is employed, and Kramer Levin remains “disinterested” as such term is defined in section 101(14) of title 11 of the United States Code.

8. To the extent that any information disclosed herein requires subsequent amendment or modification upon Kramer Levin’s completion of further analysis or if any new, material, relevant facts or relationships are discovered, one or more supplemental declarations on behalf of Kramer Levin will be submitted to the Court reflecting such amended or modified information.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Dated: New York, New York  
October 14, 2013

/s/ Adam Charles Rogoff  
Adam Charles Rogoff

**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

**EXHIBIT B**

(Debtor Entities)

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