

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)

FIFTH SUPPLEMENTAL DECLARATION OF STEVEN J. REISMAN ON BEHALF OF
CURTIS, MALLET-PREVOST, COLT & MOSLE LLP
PURSUANT TO RULES 2014(a) AND 2016(b) OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE IN SUPPORT OF APPLICATION FOR EXPANSION OF
EMPLOYMENT TO INCLUDE NEW DEBTORS;
DISCLOSURE OF COMPENSATION OF ATTORNEYS FOR THE DEBTORS

I, Steven J. Reisman, declare as follows:

1. I am an attorney duly admitted to practice before this Court.¹ I am a member of the law firm of Curtis, Mallet-Prevost, Colt & Mosle LLP (“Curtis”). Curtis is a multi-national law firm with principal offices located at 101 Park Avenue, New York, New York 10178-0061. Curtis maintains regional offices in: Washington, D.C.; Houston, Texas; Paris, France; London, England; Frankfurt, Germany; Milan, Italy; Mexico City, Mexico; Buenos Aires, Argentina; Muscat, Sultanate of Oman; Istanbul, Turkey; Almaty, Kazakhstan; Astana, Kazakhstan; Dubai, United Arab Emirates; and Ashgabat, Turkmenistan.

2. I submit this declaration (the “Fifth Supplemental Declaration”) to supplement the declarations I previously submitted on behalf of Curtis, sworn to on July 19, 2012 (the “Original Declaration”), October 12, 2012 (the “First Supplemental Declaration”), February 12, 2013 (the “Second Supplemental Declaration”), March 4, 2013 (the “Third Supplemental Declaration”), and August 16, 2013 (the “Fourth Supplemental Declaration,” and together with

¹ On January 11, 2013, an Order granting my motion to appear *pro hac vice* before this Court was entered. [Docket No. 1986].

the Original Declaration, the First Supplemental Declaration, the Second Supplemental Declaration, and the Third Supplemental Declaration, the “Prior Declarations”), in support of the application (the “Application”) for the engagement of Curtis by the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (collectively, the “Chapter 11 Cases”), pursuant to sections 327, 328(a), 329 and 504 of Title 11 of the United States Code, as amended (the “Bankruptcy Code”), and to provide the disclosures required under Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

3. On August 2, 2012, the Bankruptcy Court for the Southern District of New York entered an order approving the Application and the Debtors’ retention and employment of Curtis as conflicts counsel to the Debtors on a final basis [Docket No. 266] (the “Curtis Retention Order”).

4. Unless otherwise stated in this Fifth Supplemental Declaration or the Prior Declarations, I have personal knowledge of the facts set forth herein. As additional information concerning the Debtors’ creditors and relationships that have material connections with the Debtors develops, Curtis will file a further supplemental declaration with the Court.

5. Since the filing of the Prior Declarations, Curtis has been engaged by Brody Mining, LLC and Patriot Ventures LLC (together, the “New Debtors”), which commenced Chapter 11 cases (the “New Debtors’ Chapter 11 Cases”) on September 23, 2013 (the “New Debtors’ Petition Date”). On October 4, 2013, the Debtors filed an omnibus application to expand the retention of the Debtors’ professionals to include the New Debtors [Docket No. 4740]. In connection with that engagement, I have caused to be conducted a search of Curtis’ conflicts database using 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 1 hereto.

6. Curtis has identified the client connections disclosed below. The connections are categorized as follows:

- (a) clients for which Curtis has rendered services in the prior two (2) years and is presently rendering services (“Current Clients”);and
- (b) entities that are related to, or may be related to, a Current Client for which Curtis has rendered services in the prior two (2) years and is presently rendering services.

7. All client connections were diligently reviewed by an attorney working under my supervision.

8. From such review, I determined that, with respect to each client connection between Curtis and such parties, Curtis does not hold or represent an interest that is adverse to the New Debtors’ estates, and that Curtis is a “disinterested person,” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, for the reasons described below.

Current Clients – Exhibit 2

9. Curtis has currently rendered services and may, in the future, render services to the Current Clients set forth on Exhibit 2 hereto and their respective affiliates in matters unrelated to the New Debtors.

10. Curtis has not, does not, and will not represent any of the Current Clients or their respective affiliates in the New Debtors’ Chapter 11 Cases or in other matters adverse to the New Debtors during the pendency of the New Debtors’ Chapter 11 Cases.

Entities That Are Related or May Be Related to Current Clients – Exhibit 3

11. The entities set forth on Exhibit 3 hereto either (i) have a name similar to a client in the client database or (ii) are or may be related to a Current Client (collectively, the “Potential Clients”). In certain instances, after a diligent effort, Curtis was unable to determine whether the similarity of names was, in fact, a coincidence or whether, and to what extent, the Potential

Clients are related to a Current Client. However, out of an abundance of caution, Curtis has confirmed that it does not represent any of the Potential Clients set forth on Exhibit 3 in matters related to the New Debtors' Chapter 11 Cases.

12. To the best of my knowledge, after due inquiry, and except as set forth herein, neither I, Curtis, nor any member of, counsel to or associate of Curtis represents any creditor, party in interest or entities other than the New Debtors in connection with the New Debtors' Chapter 11 Cases.

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

- 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.

14. Curtis did not receive any compensation within one year before the filing of the New Debtors' Chapter 11 Cases that was specifically related to services rendered or to be rendered in contemplation of or in connection with the New Debtors' Chapter 11 Cases. However, certain payments received by Curtis 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' Chapter 11 Cases. To the extent that Curtis had accrued fees and expenses relating to such services as of the New Debtors' Petition Date, Curtis considers them to be

obligations of the other Debtors, which, in their capacity as owners and affiliates of the New Debtors, requested Curtis to provide such services.

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

16. I am not related to, and to the best of my knowledge no other attorney associated with Curtis 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.

17. Except as disclosed in this Fifth Supplemental Declaration or in the Prior Declarations, I do not believe that there is any other connection (as such term is used in Federal Rule of Bankruptcy Procedure 2014(a)) between Curtis 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.

18. On behalf of Curtis, I request that the Curtis Retention Order be modified to include Curtis' representation of the New Debtors.

19. The foregoing constitutes the Fifth Supplemental Declaration of Curtis pursuant to section 327 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

I certify that the foregoing statements are true and correct to the best of my knowledge,
information and belief.

Dated: October 15, 2013
New York, New York

By: /s/ Steven J. Reisman
Name: Steven J. Reisman
Title: A Member of the Firm

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FIFTH SUPPLEMENTAL DECLARATION OF STEVEN J. REISMAN**

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EXHIBIT 1

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 2

CURRENT CLIENTS OF CURTIS

Name of Entity Searched	Relationship to New Debtors	Relationship to Curtis
Wilmington Trust Company	Largest Unsecured Creditors	Current client in matters unrelated to Debtors. ¹

¹ Wilmington Trust Company (“Wilmington Trust”) is a Current Client with respect to limited matters unrelated to the Debtors. Curtis has obtained a waiver from Wilmington Trust that allows Curtis to act adversely to Wilmington Trust so long as any adverse matter is not substantially related to the limited matters on which Curtis is engaged.

EXHIBIT 3

**ENTITIES THAT ARE RELATED OR MAY BE
RELATED TO CURRENT CLIENTS OF CURTIS**

Name of Entity Searched	Relationship to New Debtors	Relationship to Curtis
Bank of America, N.A.	Secured Creditor	Affiliate of current client in matter unrelated to Debtors. ²

² Curtis has confirmed that it may act adversely to Bank of America, N.A.