

**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  
THOMPSON COBURN LLP TO INCLUDE NEW DEBTORS;  
DISCLOSURE OF COMPENSATION OF ATTORNEYS FOR THE DEBTORS;  
FIRST SUPPLEMENTAL DECLARATION OF DAVID A. WARFIELD  
IN SUPPORT OF APPLICATION TO EMPLOY THOMPSON COBURN LLP AS  
SPECIAL COUNSEL FOR THE DEBTORS**

I, David A. Warfield, hereby state and declare as follows:

1. I am an attorney and partner in the law Thompson Coburn of Thompson Coburn LLP (“Thompson Coburn”). Thompson Coburn maintains offices for the practice of law in St. Louis, Washington, DC, Chicago, Los Angeles, and Belleville, Illinois. 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 Thompson Coburn LLP as Special Counsel for the Debtors [Dkt. No. 446] (the “Application”). This First Supplemental Declaration updates and supplements the Declaration of Roman P. Wuller that accompanied the Application (the

“Prior Declaration”).<sup>1</sup> 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, Brody Mining, LLC and Patriot Ventures LLC (the “New Debtors”), commenced Chapter 11 cases on September 23, 2013 (the “New Debtors’ Petition Date”). In connection with the filing by the New Debtors, I have caused to be conducted a search of Thompson Coburn’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. Thompson Coburn’s conflict-check system is described in further detail in my declaration that was attached to the Application.

4. The search described above revealed that there are no additional connections requiring disclosure under the applicable Rules.

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

- (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.

---

<sup>1</sup> Thompson Coburn has also filed two affidavits of Additional Representation in these cases at Docket Nos. 1940 and 3525.

6. Thompson Coburn 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. .

7. There is no agreement of any nature as to the sharing of any compensation to be paid to Thompson Coburn, other than sharing among the partners and regular associates of Thompson Coburn. No promises have been received by Thompson Coburn 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 Thompson Coburn 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 Thompson Coburn 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 Thompson Coburn, I request that the Court's Order Authorizing Employment of Thompson Coburn as Role for the Debtors [Dkt. No. 538] be modified to include Thompson Coburn'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 Thompson Coburn'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 Thompson Coburn and the results of searches of

Thompson Coburn'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  
October 21, 2013.

*/s/ David A. Warfield*

\_\_\_\_\_  
David A. Warfield

**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

[Note: the highlighted parties are included in the most recent list of parties in interest compiled by Davis Polk and may have been searched already by professionals]