

Gordon & Gordon, P.S.C.
6357 KY Hwy 405
P.O. Box 398
Owensboro, Kentucky 42302-0398
Telephone: (270) 281-0398
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M. Kirby Gordon, II

*Special Counsel for the Debtors
and Debtors in Possession*

**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)

**THIRD MONTHLY FEE STATEMENT OF GORDON & GORDON, P.S.C. FOR
PROFESSIONAL SERVICES AND DISBURSEMENTS FOR THE PERIOD OF
OCTOBER 1, 2013 THROUGH OCTOBER 31, 2013**

NAME OF APPLICANT:	GORDON & GORDON, P.S.C.
ROLE IN CASE:	Special Counsel to Debtors
TIME PERIOD:	October 1, 2013 through and including October 31, 2013
CURRENT APPLICATION:	Total Fees Requested: \$55,618.25 80% of Fees Requested: \$44,494.60 Total Expenses Requested: \$451.26

¹ The Debtors are the entities listed on Schedule 1 attached hereto. The employer tax identification numbers and addresses for each of the Debtors are set forth in Debtors' Chapter 11 petitions.

1. On July 9, 2012 (the “**Petition Date**”), Patriot Coal Corporation and substantially all of its affiliated subsidiary companies (“**Debtors**”) filed voluntary petitions for Chapter 11 Relief [ECF No. 1], Debtors’ cases are being jointly administered by order of this Court [ECF No. 30].

2. Prior to the Petition Date, Gordon & Gordon, P.S.C. (“**Gordon & Gordon**”) rendered substantial legal services to Debtors in a wide range of areas. Debtors have retained Gordon & Gordon with authorization by the United States Bankruptcy Court for the Eastern District of Missouri, Eastern Division pursuant to its *Order Authorizing the Employment and Retention of Gordon & Gordon, P.S.C. as Special Counsel for the Debtors Effective August 1, 2013*, entered July 26, 2013 [ECF No. 4381] (“**Gordon & Gordon Employment Order**”) to continue to render professional services (collectively the “**Authorized Representation**”):

- a. prepare, on behalf of the Debtors in support of Debtors’ coal and land development activities in Kentucky, all necessary and appropriate surface and coal deeds, leases and subleases, purchase and lease options, lease assignments, land purchase contracts, coal conveyor beltline and power transmission line easements and right-of-way agreements, and land use agreements, together with any complaints, petitions, motions, proposed orders, other pleadings, notices and other documents in connection with certain land related litigation and administrative proceeding in Kentucky (the “**Retained Matters**”);
- b. advise and assist the Debtors in connection with or concerning the Retained Matters including without limitation the performance of title examinations and lien searches and the submission to Debtors of title opinion certification letters and reports; and
- c. perform all other necessary or appropriate legal services in connection with or concerning the Retained Matters, including, without limitation, representation of the Debtors in land related litigation and administrative proceedings in Kentucky.

3. In accordance with the Gordon & Gordon Employment Order and the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [ECF No. 262] (the “**Interim Compensation Order**”), the terms of which are incorporated herein, Gordon & Gordon, as special counsel to the Debtors, hereby submits its Third Monthly Statement for Professional Services and Disbursements (the “**Fee Statement**”) for the period of October 1, 2013 through and including October 31, 2013 (the “**Fee Statement Period**”).

4. Gordon & Gordon holds no retainer in this case.

5. Pursuant to the Interim Compensation Order, Gordon & Gordon seeks payment of \$44,494.60, representing (a) eighty percent (80%) of Gordon & Gordon’s fees for services rendered and (b) one hundred percent (100%) of actual and necessary expenses incurred. As of the date of this Fee Statement, Gordon & Gordon has not been paid for the services and expenses included herein.

6. Attached hereto as “Exhibit A” is a listing of Gordon & Gordon’s professionals and paraprofessionals (collectively, the “**Gordon & Gordon Professionals**”), that rendered services for Debtors as authorized by the Gordon & Gordon Employment Order during the Fee Statement Period. “Exhibit A” includes, among other things, the total hours billed, hourly rate, and total fees for the Gordon & Gordon Professional, plus the blended hourly rate for the Gordon & Gordon Professional, excluding paralegals.

7. Attached hereto as “Exhibit B” is a schedule summarizing the categories of actual and necessary expenses for which Gordon & Gordon is seeking reimbursement and the total amount for each such expense category for the Fee Statement Period.

8. Attached hereto as "Exhibit C" is a summary of the number of hours and amounts billed by Gordon & Gordon during the Fee Statement Period for services authorized by the Gordon & Gordon Employment Order, organized by project category authorized by said Order. Such services include all services that were typically rendered in the ordinary course or were being provided to Debtors before the Petition Date, but only as specifically authorized by the Gordon & Gordon Employment Order in connection with the Authorized Representation.

9. Attached hereto as "Exhibit D" are the time records of Gordon & Gordon which provide the contemporaneous record summaries of the time spent by the Gordon & Gordon Professional during the Fee Statement Period by project category.

10. The undersigned certifying professional hereby certifies and represents: (i) that he has read this Fee Statement; (ii) that to the best of his knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements requested herein fall within this Court's guidelines and those of the United States Trustee; (iii) that the fees and disbursements sought herein are billed at rates in accordance with the Gordon & Gordon's customary practices and generally accepted by its clients; and (iv) that in providing reimburseable services, Gordon & Gordon does not make a profit on the services.

NOTICE

11. Consistent with the procedures described in the Interim Compensation Order and this Court's local rules, the Debtors will serve this Fee Statement, by hand or overnight delivery, upon (i) the Debtors, Patriot Coal Corporation, 12312 Olive Boulevard, Suite 400, St. Louis, Missouri 63141, Attn: Jacquelyn A. Jones, (ii) attorneys for the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York

10017, Attn: Marshall S. Heubner, Esq., and Brian M. Resnick, Esq.; (iii) the Office of the United States Trustee for the Eastern District of Missouri, 111 South 10th Street, Suite 6.353, St. Louis, MO 63102, Attn: Leonora S. Long and Paul A. Randolph, (iv) attorneys for the administrative agent for the Debtors' postpetition lenders, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Marcia Goldstein and Joseph Smolinsky, and (b) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Margot B. Schonholtz and Ana Alfonso, and (v) counsel to the official committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn: Adam C. Rogoff, Esq. and Gregory G. Plotko, Esq..

WHEREFORE, Gordon & Gordon respectfully requests that the Court grant the relief requested herein and such other and further relief as is just and proper.

Dated: November 14, 2013.

Respectfully submitted,

GORDON & GORDON, P.S.C.

/s/ M. Kirby Gordon, II

M. Kirby Gordon, II (KBA#26183)

GORDON & GORDON, P.S.C.

6357 KY Hwy 405

P.O. Box 398

Owensboro, KY 42302-0398

Telephone: (270) 281-0398

Facsimile: (270) 281-5830

*Special Counsel for the Debtors
and Debtors in Possession*

**SCHEDULE 1
(Debtor Entities)**

- | | |
|---|---------------------------------------|
| 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. |
| 16. Coal Properties, LLC | 68. Patriot Coal Corporation |
| 18. Coal Reserve Holdings Limited Liability Co. 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 Co., LLC |
| 38. Heritage Coal Company LLC | 89. TC Sales Company, LLC |
| 39. Highland Mining Company, LLC | 90. The Presidents Energy Co., 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. Wildecats, 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 Ltd Liability Co. |
| 50. Kanawha River Ventures II, LLC | 101. Yankeetown Dock, LLC |
| 51. Kanawah River Ventures III, LLC | |

EXHIBIT A

Professionals and Rates

I. Attorney Member:

Name of Attorney Member (Initials)	Year Admitted	Hourly Rate	Total Hours	Total Fees
M. Kirby Gordon, II (KG)	1975-KY	\$180.00	199.9	\$35,982.00
M. Kirby Gordon, II (KG)	1975-KY	\$150.00	0.0	.00
TOTAL:				\$35,982.00

II. Paraprofessionals:

Name of Paraprofessionals (Initials)	Hourly Rate	Total Hours	Total Fees
Robyn C. Staples (RS)	\$85.00	133.25	\$11,326.25
Robyn C. Staples (RS)	\$70.00		
Kimberly Miller (KM)	\$85.00	65.40	\$ 5,559.00
Kimberly Miller (KM)	\$70.00	39.3	\$ 2,751.00
TOTAL:			\$19,636.25

GRAND TOTAL:	\$55,618.25
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Attorney Blended Rate

Attorney	Attorney Blended Rate	Total Attorney Hours	Total Attorney Fees
M. Kirby Gordon, II	\$180.00	199.9	\$35,982.00

EXHIBIT B

Expenses

**ACTUAL AND NECESSARY EXPENSES
INCURRED BY GORDON & GORDON, P.S.C.
ON BEHALF OF DEBTORS DURING THE COMPENSATION PERIOD**

Category of Expenses	Amounts
Photocopy Charges [CODE 1540-08010-7600]	\$ 21.00
Court and other fees [CODE 1540-08010-7600]	\$86.00
Outside document retrieval (Online Clerk fees) [CODE 1545-08010-7600]	\$241.50
Photocopy Charges [CODE 1545-08010-7600]	\$102.76
Total	\$451.26

EXHIBIT C

Summary by Project Category

Project Category	Description	Project Code	Hours	Amounts
Asset Distribution	DIP Proceedings	798-7120-7600	.9	\$162.00
Business Operations	Wetlands Mitigation, Henderson Co, KY	2440-06310-7600	6.5	\$532.00
Business Operations	Henderson County, KY Highland Reserves/Leases	1540-08010-7600	17.2	\$2,127.50
Business Operations	Power Line Easement, Henderson/Union, KY	0317-06310-7600	34.3	\$4,073.00
Business Operations	Slurry Injection, Union Co., Ky.	2115-06310-7600	4.8	\$479.00
Asset Distribution	Reserves Areas, Union Co., Ky.	1545-08010-7600	374.15	\$48,244.75
	Total:		437.85	\$55,618.25

EXHIBIT D

Time Records

GORDON & GORDON, P.S.C.

Post Office Box 398
6357 KY Hwy 405
Owensboro, KY 42302-0398

November 14, 2013

Invoice submitted to:

Eric R. Waller, Assistant General Counsel
Patriot Coal Services, LLC
900 Laidley Tower
P.O. Box 1233
Charleston WV 25324

In Reference To: **Patriot Coal Corporation Entities Matters by
Special Counsel for Debtors in Possession
October 1, 2013 through October 31, 2013**

Invoice No. 11095

Professional Services Rendered

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
<u>DIP Proceedings Code 798-7120-7600</u>				
10/7/2013	KG	Conference with S. Gordon re request for release of Patriot Coal, LP's as-extracted filings;	0.20 180.00/hr	36.00
	KG	Conference with S. Gordon re transfers between subsidiaries; receipt of hard copies of his emails to M. Williams of 9/4/13 and 9/5/13;	0.30 180.00/hr	54.00
10/15/2013	KG	Telephone call from M. Williams re C. Ebetino's email re Buckingham WV closing; received inquiry as to the status of Buckingham in Perry Co.;	0.20 180.00/hr	36.00
10/23/2013	KG	Review of email correspondence attached to C.Ebetino's email re entity simplification and qualification;	0.20 180.00/hr	36.00
SUBTOTAL:			[0.90	162.00]
<u>Henderson Co., Ky. Wetlands Mitigation Code 2440-06310-7600</u>				
10/1/2013	KG	Email to M. Williams re meeting with George Delancy of USACOE in Newburgh, Indiana and M. Williams' reply email;	0.20 180.00/hr	36.00
10/2/2013	KM	Conference with K. Gordon re Peckenpaugh Contract; review of information from S. Byers concerning 1.012 acres; draft Contract; conference with K. Gordon re conveyance of Patriot Ltd to Patriot L.P.; revisions made to add plat reference and clarification of source of title for Grantor; email to S. Byers; review of email from J. Detzer re land contract records - no transfer;	1.90 70.00/hr	133.00
10/3/2013	KM	Telephone call from S. Byers; discussion of Exhibit B plat to be attached to Peckenpaugh Contract;	0.20 70.00/hr	14.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
10/4/2013	KM	Brief conference with K. Gordon concerning email from S. Byers to use Plat as locator map to Peckenpaugh Contract only; instructions received;	0.40 70.00/hr	28.00
10/7/2013	KG	Conference with S. Gordon re status of wetlands/streams mitigation - Review correspondence matter; discussion of possible courses of action if USACOE requires protective covenant in Permit 1318;	0.30 180.00/hr	54.00
	KM	Revisions to Peckenpaugh Contract to add Plat as Exhibit B; made General Warranty Deed Exhibit C to Contract; scan Plat and label; email to S. Byers;	1.00 70.00/hr	70.00
10/9/2013	KM	Telephone call from S. Byers to revise Peckenpaugh Contract; revisions made; telephone conference with M. Williams re whether Peckenpaugh's wife included in Contract and deed; to be advised; revisions partially made;	0.80 70.00/hr	56.00
10/10/2013	KM	Finalize Peckenpaugh Contract; email to M. Williams, J. Detzer, and S. Byers; review of email from M. Williams that Peckenpaugh is single; revisions made to Contract and Deed; email to M. Williams; review of email from M. Williams, instructions to prepare execution Deed and closing statement; prepare deed for stand-alone execution and closing statement;	1.50 70.00/hr	105.00
10/11/2013	KG	Brief conference with M. Munday re T. Sandefur not wish to attend conference with USACOE; M. Munday to attend; discussion of right of entry of Loadout, LLC at time of permit application; tract leased to Patriot Coal, LP by second Amendment to 2430-007-004 dated 5/16/08 adding Area 3, but owned by its parent or affiliate PVR;	0.20 180.00/hr	36.00
SUBTOTAL:			[6.50	532.00]
<u>Henderson County, Ky Highland Mine Code 1540-08010-7600</u>				
10/4/2013	KM	Conference with K. Gordon, review of summary sheet of Alfred and Geraldine Lett issues; telephone conference with J. Detzer; review of proposed email from J. Detzer to Chunn's son; conference with K. Gordon; email changes to J. Detzer; review of email from J. Detzer with memo to file concerning Meadows; email to J. Detzer;	1.00 70.00/hr	70.00
10/7/2013	KM	Review of email from M. Chunn; prepare Coal Deed, Affidavit of Descent for Eunice Ball Lett; prepare Affidavit of Descent for Alfred Eugene Lett; email to J. Detzer;	1.70 70.00/hr	119.00
10/8/2013	KM	Review of signed Petition received from Dr. Taub; prepare Probate of Foreign Will packet for filing in Henderson District Court Probate;	0.40 70.00/hr	28.00
	KM	Review of information received from Ariela B. LeGendre's attorney for probate of foreign will and order; update Petition and Order; conference with K. Gordon re filing; preparing filing for Union District Probate Court;	0.40 70.00/hr	28.00

Eric R. Waller, Assistant General Counsel

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
10/10/2013	KM	Conference with K. Gordon; telephone call to Union Probate to find out when Judge in Office - 10/17/13; advised that LeGendre Petition could be mailed; conference with K. Gordon; decision made to hand deliver;	0.50 70.00/hr	35.00
	KG	Review of F. Gordon email re Southard HC-213 5-1/2 acres; edit and revise attached Verified Petition and Motion to Appoint Warning Order Attorney, Affidavit in Support of Motion, and Lis Pendens;	1.00 180.00/hr	180.00
10/11/2013	KG	Follow-up on Harvey Denton Ancillary Probate in Henderson District Court Clerk's office; hand carried Order and Will packet to County Clerk's office;	0.70 180.00/hr	126.00
	KM	Telephone conference with K. Gordon re Taub probate hearing set forth 10/17/13; docket;	0.20 70.00/hr	14.00
	KG	Redline and clean versions of revised pleadings of Southard 5-1/2 acre emailed to F. Gordon re my revisions to Petition and Motion to Appoint Warning Order Attorney, Affidavit in Support of Motion, and Lis Pendens; telephone call from F. Gordon, further revisions made;	0.50 180.00/hr	90.00
	KG	File Sammie Gaines Taub ancillary Probate, obtained hearing 10/17/13;	0.50 180.00/hr	90.00
	KG	File LeGendre ancillary probate in Union District Court; obtained as filed copies of Petition and tendered Order; telephone conference with paralegal (KM) re need new husband's name on deed to Trust; obtained information from Deputy Clerk;	2.00 180.00/hr	360.00
10/14/2013	KM	Review of email from J. Detzer re Meadows email inquiry; email to J. Detzer after confirmation with K. Gordon;	0.40 70.00/hr	28.00
	KG	Review of M. Williams Southard Quiet title action for the 5-1/2 acres email to F. Gordon re his telephone conference with Brenda Southard and her phone numbers;	0.20 180.00/hr	36.00
	KM	Review of recorded Foreign Will in Henderson County of Harvey Denton; download to file; update source of title to Lease and Memo; email to J. Detzer and S. Byers;	0.40 70.00/hr	28.00
10/15/2013	KM	Email to Margretta at Attorney Mark Johnson's office for LeGendre Foreign Will Probate status and request for information re marital status of Ms. LeGendre (Wege);	0.50 70.00/hr	35.00
10/17/2013	KG	Court appearance in Henderson District Court Probate for foreign will probate of Sammie Gaines Taub; obtained copy of Order Admitting Foreign Will to Probate;	3.10 180.00/hr	558.00
10/22/2013	KM	Review of email from Margretta at Attorney Mark Johnson's law office re LeGendre Foreign Will Probate; telephone call to Union County Clerk re Will Book 5, page 519; email to Margretta, answered questions re deed prep into Trust;	0.70 70.00/hr	49.00

Eric R. Waller, Assistant General Counsel

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
10/22/2013	KM	Telephone call to Henderson County Clerk's office re recorded Will Book and page for Taub Will not yet received;	0.20 70.00/hr	14.00
10/24/2013	KM	Conference with K. Gordon re LeGendre deed revisions; review of email from Attorney Mark Johnson's legal assistant to proceed with preparation of Deed; email Deed, invoice, and first amendments;	1.50 70.00/hr	105.00
10/25/2013	KM	Review of email from Attorney Mark Johnson's legal assistant to change name of Trustee to LeGendre in Deed and both amendments; revisions made; email to M. Johnson's office;	0.70 85.00/hr	59.50
	KM	Telephone call to County Clerk and District Court Probate re status of recording of Will of Taub; advised to call on 10/28/13; status email to S. Byers;	0.30 70.00/hr	21.00
10/26/2013	KG	Telephone call from F. Gordon re Southard 5-1/2 acres meeting with B. Southard former Daviess County FCS employee; inquiry of her as to where the railroad deed is on M. Williams' desk; wife, Denise, only spouse not want to be on adverse possession affidavit;	0.30 180.00/hr	54.00
SUBTOTAL:			[17.20	2,127.50]
<u>Henderson County, Ky P/L Easement Code 0317-06310-7600</u>				
10/1/2013	KG	Review and revise Kalnins Option to Purchase and Memo of Option; instructions to paralegal (KM); review of redline 10/01/13 version of Option to Purchase and Memo of Option; review and revise 9/30/13 version of Easement and Memo; review of paralegal (KM) 10/01/13 email to M. Williams forwarding 10/1/13 versions of Option and Memo; review of M. Williams' email and paralegal (KM) reply email;	2.50 180.00/hr	450.00
	KG	Conference with paralegal (KM); review of Southard Easement maps with her;	0.20 180.00/hr	36.00
	KM	Conference with K. Gordon re amended Easement; instructions received; obtain copy of Plat Book 8, page 141; insert language re access from Highland 60 to powerline easement 995 feet in length and 20 feet wide; 10 feet on either side of center line between Lot 1 and remainder tract; corresponding revisions made to Memo; conference with K. Gordon (1.5); review of Union County Clerk's office online records for Release of Mortgage for M. Long and T. Long affecting grant of powerline easement and/or requiring release or subordination of banks (0.4); conference with K. Gordon re amended Easement and Memo; revisions made; prepare redline and clean versions; email to M. Williams (1.2); conference with K. Gordon re Option and Easement; email to M. Williams with redline versions; email to M. Williams with clean versions; email to M. Williams new redline of Easement changes (1.5);	4.60 70.00/hr	322.00

Eric R. Waller, Assistant General Counsel

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
10/1/2013	KG	Review of email of paralegal (KM) re Thomas Long payment to United Community Bank of West Kentucky, Inc. not released of record; record search made to confirm not released;	0.20 180.00/hr	36.00
10/2/2013	KM	Draft Easement and Memo for Curry and Milburn for 195.4 acres; email to J. Detzer to inquire as to known marital status and addresses;	1.50 70.00/hr	105.00
10/3/2013	KG	Email to M. Williams with updated status list; email to M. Williams, review of paralegal (KM) email re Hancock Easement; PVA 101-03 Long; PVA 101-05-06 Long; 101-05-04 Long; and 101-10 Royster; review of attached Easements;	0.70 180.00/hr	126.00
	KM	Review of email from M. Williams, instructions received; revisions made to consideration and payment date for Hancock powerline easement; email to M. Williams (0.50); commence preparation of Easement and Memo for T. Long PVA 101-03 tracts; review of email from M. Williams that C. Long has no interest per landowners; research title file; research Union County Clerk indices; memo to K. Gordon and telephone conference with K. Gordon re findings that C. Long still owns 1/30th interest; email to M. Williams; telephone call from K. Gordon, instructions received to check findings with Clerk to confirm C. Long did not convey interest misindexed; telephone call to Clerk; confirmation received; memo to K. Gordon; finalize draft Easement and Memo; email to M. Williams (2.5); commence preparation of Easement and Memo for T. Long PVA 101-05-06; review of title opinion file for Consent, Acknowledgment, and Subordination of Mortgage; email proposed Easement and Memo to M. Williams with attached Subordination (1.0); email to M. Williams with M. Long Consent, Acknowledgment, and Subordination with Farm Credit Services not previously provided to him (0.3); prepare Easement and Memo for PVA 101-05-06 T. Long, et ux; email to M. Williams with final drafts and Consent for United Community Bank of West Kentucky, Inc. (1.2); prepare proposed Easement and Memo for PVA 101-10 tract; file study; online research; obtained final order of probate and Will; include in source; email to M. Williams with note concerning metering agreement (1.3)	6.80 70.00/hr	476.00
10/4/2013	KG	Update status list, email to M. Williams 10/4/13 version; conference with M. Williams; no metering agreement needed upon Royster, power to be dropped to cross beltline and return toward substation; status conference on all pending powerline easements;	1.00 180.00/hr	180.00
	KM	Telephone call from M. Williams, instructions received to revise Amendment #1 to Easement to include all signatures and amended Exhibits; prepare revised Amendment #1 to Easement and Memo; email to M. Williams (1.0); revise Schedule of Powerline documents and Auxiliary documents; email to M. Williams (.2);	1.20 70.00/hr	84.00
10/7/2013	KG	Telephone call to and conference with F. Gordon; memorandum to F. Gordon re T. Long's report to M. Williams re C. Long and W.P. Long; delivery of title opinion file on PVA 101-03; instructions given;	1.20 180.00/hr	216.00

Eric R. Waller, Assistant General Counsel

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
10/7/2013	KG	Conference with F. Gordon; delivery of copies of HC-312 and HC-313 (5-1/2 acres); map of Corydon and area to South to Southard family farms; instructions given;	0.50 180.00/hr	90.00
10/8/2013	KM	Telephone call from M. Williams, instructions received; update Curry and Milburn Easement and Memo with names and addresses; email to M. Williams;	0.50 70.00/hr	35.00
10/9/2013	KG	Review of S. Gordon's email that PACE Board approved Martin Easement; review of M. Williams reply;	0.20 180.00/hr	36.00
	KG	Telephone call from F. Gordon re his conference with Attorney and Master Commissioner Steve Arnett; reports no sale made of C. Long's 1/30th interest or B. Long's 1/15 interest; message from F. Gordon re W. R. Long, Jr. divorce from Debbie Long; restored to his 1/15th interest; review of F. Gordon's email to M. Williams and his reply re PVA 101-03 T. Long;	0.80 180.00/hr	144.00
10/14/2013	KG	Telephone call from M. Williams re Mattingly, received instructions to prepare airspace easement agreement and memo; review of draft; forward to M. Williams; telephone call to and conference with F. Gordon, file delivered; telephone call to F. Gordon re his telephone conference with Mattingly;	1.50 180.00/hr	270.00
	KG	Telephone call from M. Williams re Kalnins, need copies of property deeds to present to owner and surrounding owners, Clark, Southard, Beaven, and airshaft 9.22 acre tract; file study; deed and probate and indebtedness info sent to M. Williams; instructions to paralegal (KM);	0.80 180.00/hr	144.00
10/16/2013	KG	Telephone call from F. Gordon re K. Mattingly cancelled the meeting; there is another grandson identified;	0.20 180.00/hr	36.00
	KG	Conference with paralegal (KM) re amendment to Clark and revisions of Chapman to airspace easement; telephone conference with M. Williams re changes to Clark and Chapman; review of Clark map; instructions to paralegal (KM);	0.50 180.00/hr	90.00
	KM	Review of email from M. Williams, instructions received; prepare Amendment #1 to Easement extending width to 100 feet instead of 50 feet; prepare Memorandum (1.0); review of email from M. Williams, instructions received; prepare Airspace Easement Agreement and Memo; email to M. Williams (0.60);	1.60 70.00/hr	112.00
10/17/2013	KG	Review of email re research findings in attached Affidavit of Descent for Mattingly;	0.30 180.00/hr	54.00
10/18/2013	KG	Telephone conference with M. Williams; received instructions to obtain at least one interest in Mattingly; telephone call to F. Gordon; he will contact others today and call M. Williams today; telephone conference with F. Gordon re his email to M. Williams to request his contact as to Mr. Westerman to call him with M. Williams; he not yet heard from Mr. Westerman;	0.50 180.00/hr	90.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
10/19/2013	KG	Review of F. Gordon's email with Mary Elizabeth Mattingly genealogy attached; made notes of prominent facts;	0.30 180.00/hr	54.00
10/21/2013	KG	Telephone conference with F. Gordon, T. Long has a deed which was misindexed and unrecorded Deed obtained; returned title opinion file to F. Gordon office for revision and updating;	1.00 180.00/hr	180.00
	KG	Telephone call from F. Gordon re Mattingly; working on it with Mr. Westerman; he to write Mr. Davis, wife Elizabeth Marie has several powers of attorney;	0.20 180.00/hr	36.00
10/24/2013	KG	Review of F. Gordon 10/21/13 email to Mr. Jim Davis re their 10/17/13 meeting with later developments and requesting a family meeting; review of Jim Davis 10/24/13 email to F. Gordon and his email to M. Williams;	0.30 180.00/hr	54.00
10/29/2013	KG	Review of email from M. Williams re Chapman Easement; telephone call to and return telephone call from M. Williams re changes needed to two Easements and 2 Memos; instructions to paralegal (KM); redline and clean versions to M. Williams;	0.50 180.00/hr	90.00
	KG	Return telephone call from F. Gordon re Mattingly Easement meeting with 11 of 26 Mattingly heirs and spouse 85% agreement; crop damages requested; all want to sign at the same time; discussion of legal requirements;	0.30 180.00/hr	54.00
	KM	Conference with K. Gordon re M. Williams' email for revisions to Easement; revisions made to Easement and Memo; revisions made to second Easement and Memo; prepare redlines of all revisions; email to M. Williams;	1.20 70.00/hr	84.00
10/31/2013	KG	Review of M. Williams email re Chapman waterline with draft letter; file study of surface title opinions and coal title opinions file for existing plat of Chapman two surface tracts and aerial photo maps; revisions to letter; email to M. Williams with revised letter and plats and redline and clean versions of revised Easement; review of memo of telephone conference from M. Williams; additional revisions made to his letter to Chapman; email to M. Williams;	1.50 180.00/hr	270.00
	KM	Review of email from M. Williams with draft letter agreement regarding waterline on property over which Easement is to be located; conferences with K. Gordon; telephone all from M. Williams with further revisions for assignability and "life of mine" provisions; email redline and clean versions to M. Williams;	1.70 70.00/hr	119.00
SUBTOTAL:			[34.30	4,073.00]
<u>Union Co., Ky Heritage Slurry Injection Code 2115-06310-7600</u>				
10/17/2013	KM	Review of email from M. Williams with instructions; prepare Greenwell closing documents for exercise of Options; format Deeds, Easement, and Memorandum and Partial Mortgage Releases (1.5); review of email from	3.50 70.00/hr	245.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		M. Williams with instructions; prepare Amendment #1 to Option for Tract 25 and Tract 24-26; prepare Memos of Amendments (1.5); telephone call from J. Detzer re provisions for applying funds paid for extension to total consideration; revisions made, draft to check with K. Gordon, final revisions made to both amendments; email to J. Detzer (.5);		
10/17/2013	KG	Review of email from M. Williams re J. Greenwell T22 and McElroy 24/26 and 25; review of paralegal (KM) email to M. Williams with J. Greenwell T22 packet; review of paralegal (KM) email with McElroy T24/26 and 25 packet (1.0); telephone conference with paralegal (KM) re J. Detzer email re amendment to McElroy T25 as additional; instructions to paralegal (KM) (.3);	1.30 180.00/hr	234.00
SUBTOTAL:			[4.80	479.00]
<u>Union County, Ky Highland Mine Code 1545-08010-7600</u>				
10/1/2013	RS	Telephone conference with K. Gordon re work status discussion (.25); review third party leases and enter original lessor sources of title for each lease in Exhibit A (5.25); commence review of third party leases and sources of title for Exhibit A (0.50); telephone conference with K. Gordon and S. Byers re changes in tracts; remove MT 118, 59, 36, and 98 through 107 (1.25);	7.25 85.00/hr	616.25
	KG	Telephone conference with paralegal (RS) re need for source of title information; conference with paralegal (KM); discussion of changes, dropped tracts, L/C#140-049 and L/C#140-050 and map revisions; review of email of paralegal (RS) with Exhibit A to third party leases for #11 only; review of email of paralegal (RS) with 10/1/13 version of spreadsheets for #11 only; review of email of paralegal (RS) with 10/1/13 version of spreadsheets for Additional Area;	3.80 180.00/hr	684.00
10/2/2013	RS	Revise Exhibits A for third party leases in Union and Henderson Counties; revise Central States Exhibit A in Union and Henderson Counties; revise Highland Exhibits A in Union and Henderson Counties; revise additional area Exhibit A in Union County; revise spreadsheets to removed omitted tracts;	7.00 85.00/hr	595.00
10/4/2013	KG	Made list of questions to ask M. Williams, preparation for conference in Henderson with M. Williams; conference with M. Williams and S. Byers; received instructions to do a new lease on MT 119 and to draft a master; redraft of Term Sheet expected; confirmation of latest version; no longer separate #11 additional area; payment amount confirm; threshold tonnage amount confirmed; separate assignment and agreement to be done for additional area; amount confirmed; review of Release Area map; amount confirmed; discussion of Release Area B Map; received instructions of documents to be drafted and circulated for approval; discussion of two additionally owned tracts in Henderson County;	5.30 180.00/hr	954.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
10/4/2013	RS	Continue entering original grantor sources of title for Exhibit A for Highland and Central States tracts (4.25); revise Potter Exhibits A for Union and Henderson Counties; telephone conference with K. Gordon re addition and deletion of tracts (2.5);	6.75 85.00/hr	573.75
	KM	Conference with K. Gordon; telephone conference with K. Gordon and paralegal (RS); review of former documents and checklist; prepare for meeting with M. Williams in Henderson;	2.00 85.00/hr	170.00
10/7/2013	KG	Telephone call to paralegal (RS) re conference with S. Byers; renumbered tracts; two owned tracts added on Poole and Henderson PCC owned maps; tentative meeting set for 10/9/13; request copies of six title opinions; conference with S. Gordon re review of draft of master and royalty agreements;	0.70 180.00/hr	126.00
	RS	Meeting with S. Byers re renumbering of tracts in two Areas; combined both into one map (4.0); revisions made to exhibits; telephone conference with K. Gordon re lease expiration dates; prepare list of all leases with expirations; email to M. Williams requesting current addresses for all lessors (2.5);	6.50 85.00/hr	552.50
10/8/2013	RS	Revise third party exhibits; telephone conference with K. Gordon re third party lease spreadsheet to M. Williams; revise Central States and Highland exhibits into one Area removing all references to additional area;	9.50 85.00/hr	807.50
	KG	Review of schedules for #11 received from paralegal (RS) (2.0); telephone call from M. Williams; status discussion; telephone call to M. Williams, left message; second telephone call from M. Williams (.7); telephone call from M. Williams, inquiries to list of documents needs updating; he not received a Term Sheet yet; received deadline of 10/10/13 for maps; tweaks required to royalty agreement; discussion of held by production and possession of other tracts; clauses in certain leases; discussion of for so long thereafter language; telephone call to M. Williams; discussion of lease terms and assignability; second telephone call from M. Williams; review of revised 10/17/13 version of Release Area A&B map; made notes for revisions; instructions to paralegal (KM) (3.6);	5.60 180.00/hr	1,008.00
	KM	Conference with K. Gordon, instructions received; prepare list of third party leases term status; update list of consents;	1.50 85.00/hr	127.50
	KG	Telephone call from paralegal (RS) re list of #11 third party leases primary term expirations; discussion of legal assistant to send lease list; instructions to paralegal (KM); dictated transmittal email to M. Williams; telephone call from M. Williams, left message; review of paralegal (RS) email; telephone conference with paralegal (RS), recommend changes to her transmittal email for clarification of its scope; recommend changes to headings on spreadsheet;	1.50 180.00/hr	270.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
10/9/2013	RS	Prepare all exhibits and spreadsheets for meeting with K. Gordon; meeting with K. Gordon to review Henderson County leased sources of title, owned sources of title; review of tracts involved in 2010 agreement; telephone conference with K. Gordon and M. Williams re tracts;	8.00 85.00/hr	680.00
	KG	Conference with paralegal (RS); review of 2010 agreement post-closing obligations and all drafts prepared as part of current closing; instructions to paralegal (KM); review of email to M. Williams and email from M. Williams with three maps; conference with paralegals (RS) (KM); telephone call from M. Williams re transaction leases 1/2 Consol and 1/2 TGas; some requiring extension (3.1); review of status of all leased tracts depicted on #11 map; review of 2010 agreement regarding those tracts; review of J. Detzer's email with spreadsheet (10/9/13) with current payees and addresses; instructions to paralegal (KM) re amendments and extensions; conference with paralegal (RS), comparison of 2010 agreement; two telephone conferences with M. Williams, receipt and review of map tract number conversions list (10/08/13) prepared by paralegal (RS); dictated email to M. Williams re leases in map tracts on 2013 map obtained from RCPC and TGas; attached 2013 maps and 2010 map; attached third party leases and all interests schedules; map tracts requiring deletion; review of emails of M. Williams re MT22; reply email still have Potter lease interest remaining; MT 2 should come off list (5.1);	8.20 180.00/hr	1,476.00
	KM	Conference with K. Gordon and paralegal (RS); review of new maps; review of spreadsheets for revision; obtain source of title information for various interests;	2.30 85.00/hr	195.50
10/10/2013	RS	Revise Area spreadsheets reflecting removal of MT 2, 3, and 20; revise third party leases and owned involved in removal of tracts (4.0); telephone conference with K. Gordon re tracts to be conveyed; MT 22 is not to be removed as it contains leased interest; review email correspondence with M. Williams and K. Gordon re removal of MT 2, 3, and 20; discussion of mailing consent letters to all third party lessors and lease extensions for leases; email schedules to K. Gordon and M. Williams; email exhibits A for third party leases, owned, and Potter (2.0);	6.00 85.00/hr	510.00
	KG	Review of email of M. Williams re leased tracts in 2010 agreement; #11 in MT 22 of 2013 to be assigned; telephone conference with M. Williams re #11 tract 3 and 20 also to be dropped; discussion of mapping; review of 10/10/13 email of M. Williams with Term Sheet emailed of redline of 8/6/13 version and six maps; telephone call from M. Williams, received instructions to send written by email comments to him; draft email to M. Williams; review and revise draft; instructions to paralegal (KM) re draft amendment and extensions to leases - copy of all long form and leases and involved;	4.50 180.00/hr	810.00
	KG	Telephone call to paralegal (RS); review of all recent email correspondence with her regarding MT 3, 20 and 2; discussion of overlaps if any of leases as to primary terms; review of schedules of third party leases; confirmation that all exhibits have all former leased and owned tracts removed and all	1.80 180.00/hr	324.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		owned tracts to be conveyed in 2010 agreement removed; review of email with her;		
10/11/2013	KG	Dictate email to M. Williams re 13 Consol/TGas leases; conference with paralegal (RS) in Morganfield; memo to file re 13 leases are full lease assignments; review of email of paralegal (RS) with clean version of six (6) schedules of the #11; discussion of schedules; discussion of 13 leases dropped from #11; discussion of sublease descriptions for PA T4; map and title opinion study; review of source of title deeds of 170 acre tract D1 T11; telephone conference with paralegal (KM) re two emails received from M. Williams; dictate email to M. Williams enroute to his office (4.3); review and revise #11 third party leases draft assignment (1.5); review of paralegal (KM) email to M. Williams re change to the third party leases schedule; review of email from paralegal (RS) with redline version of #11 area spreadsheets; review of paralegal (KM) email forwarding to M. Williams; review of M. Williams' email to me re 20179-219 and 220; review of M. Williams' email re administrative duties document; conference with M. Williams re two administrative duties documents executed in 2010; conference with M. Williams re email; dictated email to clarify 13 leases are extended year to year by payment; email to M. Williams; review with M. Williams language of advance royalty paragraphs of all I and contracts for the 13 Consol/TGas leases; conference with M. Williams and S. Byers; discussion of royalty agreement, proposed master, extensions of areas leases, partial assignments, consents; timing opinion given (5.2);	11.00 180.00/hr	1,980.00
	KM	Review of instructions from K. Gordon; draft letter for certain Area expiring leases; draft Amendment and Extension; email for approval to M. Williams; telephone conference with paralegal (RS) re spreadsheet revisions; she to make redline of changes for M. Williams' information;	2.10 85.00/hr	178.50
	RS	Telephone conference with K. Gordon; email certain Area schedules to K. Gordon; discussion of leases in certain Area are in 2010 agreement; discussion of certain Area MT 4 which is misidentified on quad map and should be D1 P11 (2.0); conference with K. Gordon in Union County to research certain Area MT 4 erroneously marked on quad sheet; research portion of 170 acre tract lying south of Waverly-Hitesville road to confirm it is part of D1 P11 (4.5);	6.50 85.00/hr	552.50
10/12/2013	KG	Review of paralegal (RS) redline of #11 schedule; review of email with copy of C. Ebetino response email to M. Williams; draft proposed response email; telephone call to M. Williams' office, left message, requested maps; telephone conference with M. Williams, received instructions to mark-up terms sheet; received two maps attached to his email and reviewed them; revised draft response email to M. Williams; email to M. Williams; review of email from M. Williams; response email to M. Williams, recommendations made;	3.60 180.00/hr	648.00
10/13/2013	KG	Review of M. Williams email with C. Ebetino's email attached; review of paralegal (KM) email to M. Williams with draft proposed draft letter and proposed amendment of 2079-059 Lease attached; review and revision of letter and extension; instructions to paralegal (KM); review of email of paralegal (RS) with #11 leases; exhibits to assignments; review of both	8.30 180.00/hr	1,494.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		attached exhibits; comparison to related schedules; review of memo from telephone conference from paralegal (RS) re 2079-219 and 220 removed long ago; file study; they were all old MT 36 (HC-162) small tract; instructions to paralegal (KM) re Lamar/Williams draft exhibits to #11 and full assignments; memo to paralegal (KM); review of M. Williams email to C. Ebetino re #11 extensions, budget estimate, term sheet mark-up, extra time, and review of C. Ebetino's response email and M. Williams' reply email with a question; worked on mark-up to the term sheet; applied amounts from C. Ebetino's email to M. Williams re Gryphon;		
10/14/2013	RS	Transmittal emails to K. Gordon of Exhibits for certain Area; review of HC-86 title opinion (3.0); review of deeds for possible metes and bounds descriptions and sources of title for 170 acre coal tract which includes portion south of the Waverly-Hitesville road mismarked on quad map (2.75);	5.75 85.00/hr	488.75
	KG	Telephone conference with M. Williams, review and revise draft term sheet; telephone conference with M. Williams, discussion of proposed revisions; revised instructions; review of email of paralegal (RS) with exhibits to leases in #11 area Henderson and Union; review of email of paralegal (RS) with exhibits for deed tracts, Union and Henderson and maps for MT 2 and 22 have been removed; review of email of M. Williams to C. Ebetino with schedule of leases to be extended and maps (3.1); telephone conference with M. Williams re attachments; review of M. Williams email forwarding C. Ebetino's email in response to M. Williams' email with question; review of email of M. Williams with revised maps including MT 42-46 removal; email forwarded to paralegal (RS); email to M. Williams re need to remove MT 42-46 from A&B maps; review of reply email of M. Williams and mentioned old MT 36; sent reply email to M. Williams (2.8); review and revise draft #11 CSCR deed; review and revise draft #11 HMC deed; made additional revisions to draft of term sheet based upon three additional telephone conferences with M. Williams; email to M. Williams re date on A&B maps; review of M. Williams reply email; review of emails to C. Ebetino by M. Williams; telephone call to paralegal (RS) re 110 acre tract; informed it includes the 36-40 acre area of MT 4 of 1/2CL D1 P11; added clause to paragraph of draft redline of term sheet; telephone conference with M. Williams, discussion of proposed revisions; made his changes; formation change made; final revised draft 10/14/13 redline of 10/9/13 version of redline and clean version of term sheet to M. Williams (3.6);	9.50 180.00/hr	1,710.00
10/15/2013	KM	Begin preparation of letters for Area leases; review of leases; telephone conference with K. Gordon and M. Williams; conference with K. Gordon and email correspondence with M. Williams and J. Detzer re renewal of leases; prepare letters and amendments; email correspondence re each with attachments to J. Detzer and M. Williams;	4.70 85.00/hr	399.50
	KG	Telephone conference with paralegal (RS); status discussion; set tentative meeting date of 10/16/13; review of third party leases, term status, spreadsheet; work with paralegal (KM); review of four leases; review of #11 leases term status; review of four leases in area; instructions to paralegal (KM) (2.8); review of email from paralegal (RS) re 170 acre tracts;	5.00 180.00/hr	900.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		telephone conference with paralegal (RS) re location of 170 acre tract parent tract of MT 4 (2.2);		
10/15/2013	RS	Review new Area map removing MT 42-46; revise Area Exhibit A and spreadsheet (0.50); prepare memo re 170 acre coal tract known as D1 P11 misidentified on quad map; preparation of Plats 1-4; email to K. Gordon (2.0); telephone conference with K. Gordon re meeting schedule for 10/18/13; possible meeting in Henderson 10/16/13; discussion of MT4; review quad map with erroneous 1/2 CL for D1 P11; review Lease showing 100% ownership; review Wolfe Estate acquisition of portion of 170 acres lying north of Waverly-Hitesville road; review of Union County PVA tax maps (1.5);	4.00 85.00/hr	340.00
10/16/2013	RS	Research western portion of 105 acre tract part of 170 acre coal tract; determine acreage in eastern portion; prepare Memo and exhibits depicting 170 acre boundary;	4.50 85.00/hr	382.50
	KM	Telephone conference with M. Williams and K. Gordon re logistics of amendments of leases and letters (0.50); revisions made to amendments and letters; copy to flash drive for S. Byers pick-up (1.9); commence preparation of letters and amendments for certain areas (3.5);	5.90 85.00/hr	501.50
	KG	Telephone call from M. Williams and paralegal (KM) on language of Amendment to leases and transmittal letters; received instructions, paralegal (KM) to prepare all amendments and letters for #11; discussion of tasks to be performed and their relative priority (1.5); review of 10/8/13 MT conversion list; M. Williams has no intention to add back in #11 tons or any of MTs dropped; work on royalty agreement; gather additional thoughts notes from the file; review of email from paralegal (RS) (1.5) review and revise draft amendments to third party leases in Area with transmittal letter (2.0);	5.00 180.00/hr	900.00
10/17/2013	KG	Review of J. Detzer's email; review of paralegal (RS) report on MT 4 - outer boundary of 137-002 D1 P11 of 170 acres; conference with paralegal (RS) in Henderson; review of attached maps, plats and aerial photos; made list of tasks and tweaks to be made to Exhibits A; asked paralegal (RS) to inquire of S. Byers at next session whether MT 29 and 30 on LMS; made ownership analysis on several tracts; telephone conference with paralegal (RS); instructions to paralegal (KM) to email opinion of June 1969 to paralegal (RS); review of C. Ebetino email re mains crossing and deterioration formula; review of C. Ebetino email forwarded by M. Williams of term sheet for indemnity of damage to mine (3.8); review and revise draft amendments of leases and transmittal letters for #11 area third party leases - Henderson (1.5); review and revise draft amendments of leases and transmittal letters for #11 area third party leases - Union (1.5);	6.80 180.00/hr	1,224.00
	RS	Finalize memo and exhibits to 170 acre coal tract; conference with K. Gordon at Henderson office to discuss MT 4; review certain Area tracts and descriptions; conference with S. Byers to discuss map changes to Area MT 4, missing tract identification on tract in Area map;	7.50 85.00/hr	637.50

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
10/17/2013	KM	Continue preparation of lease letters and amendments for certain areas;	4.25 85.00/hr	361.25
10/18/2013	KG	Review of C. Ebetino's email re redline version of term sheet; telephone conference with paralegal (RS), instructions given re spreadsheet on Additional Area; instructions to delete from 135 acre D2 P3 T1 with paralegal (KM); review of email of S. Byers with new area map with MT4 boundary correction; telephone conference with paralegal (RS); forward revised area map to paralegal (RS); instructions to ask S. Byers if text unreadable is D2 P7 T1 on Additional Area map; telephone conference with S. Gordon re two C. Ebetino 10/12/13 emails; telephone conference with M. Williams, received extensive instructions to separate two areas in all deeds, partial assignments; does not apply to Option exercise on leases resulting in full assignment; telephone call to and from Greg Moore, request for Balance Sheet information on ARLP and AHGP and possible information on certain subsidiaries; lists and information sent to Greg Moore by fax; email from paralegal (RS) confirming meeting with S. Byers re LMS interests in Additional Area; review of proposed addition of MT30; review of eleven emails from C. Ebetino incorporate comments into term sheet; return telephone call from M. Williams, not heard from representatives and not sent term sheet; received instructions re addition to term sheet of "entire area" language; telephone call to paralegal (KM); telephone call to M. Williams; revise term sheet; redline and clean cleared to be sent to M. Williams with emphasis on additions since 10/14/13 version;	12.20 180.00/hr	2,196.00
	RS	Commence preparation of Exhibit A for certain Area; telephone conference with K. Gordon and K. Miller re Additional Area; prepare summary spreadsheet for Additional Area; enter interests for each tract (1.0); telephone conference with K. Gordon re erroneous 1/7 interest; also 1/2 interest; set up meeting with S. Byers to acquire interests in Additional Area (1.0); continue work on Additional Area Exhibit A to release of leases (5.5);	7.50 85.00/hr	637.50
	KM	Continue preparation of lease letters and amendments; finalize; email to J. Detzer that all have been transferred to flash drive for S. Byers to pick-up and transport to her (3.50); redline revisions to terms; email to M. Williams (.8)	11.50 85.00/hr	977.50
10/19/2013	KG	Study and analysis of each suggestion in email correspondence from C. Ebetino from 10/14/13 through 10/19/13; telephone call to M. Williams; email from M. Williams; received instructions to provide term sheet changes; work on term sheet changes; telephone call from M. Williams, received instructions to prepare a redline against last clean version; telephone call to M. Williams; telephone conference with S. Gordon, requests made for assistance; logistics outlined;	4.00 180.00/hr	720.00
10/20/2013	KG	Redraft of 10/18/13 version of term sheet; instructions to paralegal (KM); telephone call to M. Williams (3.0); review of term sheet; second telephone call to M. Williams; telephone call from M. Williams, additional revisions made; review of 10/09/13 third party leases as to MT9 of 55.08 acres; third telephone call to M. Williams, cleared 10/20/13 redline and clean versions to be sent (3.0); work on Interest Area, map study; revisions to exhibits;	8.00 180.00/hr	1,440.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		work on Area maps; revisions to exhibits A; telephone conference with paralegal (RS) re MT 16 in Interest Area and Additional Area tract 20 interest; meeting set for 10/21/13 (2.0);		
10/21/2013	RS	Conference with S. Byers to acquire Additional Area tract interests of Exhibit A (1.25); continue preparation of Exhibit A and summary spreadsheet for Additional Area; review interests in all tracts with K. Gordon; review of 1969 Mitchell title opinions for tracts; review Central States descriptions and sources of title with K. Gordon (4.0);	5.75 85.00/hr	488.75
	KG	Telephone conference with M. Williams re Indemnity of damages; review of J. Brock email re term sheet; work on revisions to 10/20/13 term sheet; email correspondence reviewed and replied; review of J. Brock email re guarantor; review of WV sample of ORR on a single tract deed transaction; email to M. Williams re subparagraphs 1(c) and 1(d); review of C. Ebetino's emails re language in term sheet (3.5); conference and draft file review with paralegal (RS); discussion of C. Ebetino's proposed inclusion of contingent guarantor; telephone conference with M. Williams re emphasized version of term sheet (3.5);	7.00 180.00/hr	1,260.00
10/22/2013	KG	Revisions made to subparagraph (g); instructions to paralegal (KM), circulate to all concerned; telephone call from M. Williams, discussion of C. Ebetino's email; received instructions to correct subparagraph 1(g) and circulate redline and clean term sheet; instructions to paralegal (KM); telephone conference with M. Williams re subparagraphs 1(a), (b) and (c) being separate; three telephone conferences with paralegal (RS); instructions to paralegal (RS); three emails to M. Williams re subparagraph 1(g); review of M. Williams' email with attachments; review of tonnage payment language in Deed; review of M. Williams' 10/21/13 email with executed version of deed and unsigned payment agreement (3.5); review and revise amendments to leases and renewal letters for third parties in area (2.0);	5.50 180.00/hr	990.00
	KG	Work with paralegal (RS); reconciliation of interests in Additional Area and Interest Area; conference with paralegals (KM & RS); coordinate cross-checking efforts; email correspondence with M. Williams with instructions; telephone conference with M. Williams re use of language furnished by risk management;	5.50 180.00/hr	990.00
	KM	Email from J. Detzer re version of amendment to send certain lessors pending information concerning conveyance of his interest to LLC; email to send old version pending actual conveyance in Union County of interest into family LLC; and that we would handle amendment for brother lessor;	0.40 85.00/hr	34.00
	RS	Telephone conferences with K. Gordon re Additional Area interests to be used in Exhibit A; review of Lease and Mitchell 1969 title opinions; review of Stoll Keenon title opinions; continue work on Exhibit A to Additional Area (3.0); conference with K. Gordon and K. Miller to review draft document checklist; review owned Exhibit A; acquire sources of title from original grantor deeds for exhibit; insert unit parcel numbers in Additional Area Exhibit A; add MT 42-46 back in exhibit A (4.0);	7.00 85.00/hr	595.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
10/23/2013	RS	Commence work on inserting original grantor sources of title into exhibits for Central States (1.0; review files in Patriot office to get original grantor sources of title for Central States in Union and Henderson Counties (1.5); revise Central States Exhibits A adding original grantor sources of title (2.0); review draft Deed to which Exhibit A is to be attached (0.50);	5.00 85.00/hr	425.00
	KM	Begin preparation of third party lease assignment; conference with paralegal (RS);	1.50 85.00/hr	127.50
	KG	Review of M. Williams email re paragraph in term sheet; review email correspondence from M. Williams; redraft term sheet to 10/9/13 version; added paragraph 8 to term sheet 10/9/13 version (2.5); review and revise draft owned deeds for CSCR (1.0);	3.50 180.00/hr	630.00
10/24/2013	RS	Telephone conference with K. Gordon re J. Henderson email re tracts; review email and deeds; trace chain of title for all tracts through each deed; commence preparation of memo for K. Gordon discussing 137-076 T1-4, T7 and T21 not vested in Central States (5.5); review draft of certain Area deed and partial assignment of third party leases to which Exhibits A are to be attached (1.0);	6.50 85.00/hr	552.50
	KG	Review of M. Williams email re date of release area map; review of release area map dated 10/14/13; made list of necessary change to be made to subparagraphs (b), (d), and (e); made revision to 10/9/13 term sheet; cleared 10/24/13 version of term sheet, redline and clean (3.5); dictate transmittal email to M. Williams explaining changes made; review of C. Ebetino's email (1.0);	4.50 180.00/hr	810.00
	KM	Telephone conference with K. Gordon, revisions made to terms showing 10/24 revisions to 10/23 version; redline changes to 10/09/13 terms; clean version of 10/24/13; email to M. Williams; email to K. Gordon (3.5); conference with paralegal (RS); work on Area documents and exhibits (4.0);	7.50 85.00/hr	637.50
	KG	Telephone conferences with M. Williams re revisions made to term sheet (1.0); review of revised consents on third party assignment (1.5);	2.50 180.00/hr	450.00
10/25/2013	KG	Review of M. Williams' email to J. Brock and H. Lovell forwarding 10/24/13 term sheet with six maps attached; made notes for possible future revisions (1.0); review and revisions made to Lamar draft First Lease and Sublease (2.0);	3.00 180.00/hr	540.00
	KM	Commence preparation of Area lease and sublease exhibit A and Area lease exhibit A;	3.40 85.00/hr	289.00
10/28/2013	KG	Telephone conference with paralegal (RS); conference with paralegal (KM); review of email correspondence from paralegal (RS) 10/25/13 and 10/18/13; work on corridor language for MT 44; minimum crossing requirements; review of materials furnished by paralegal (RS); telephone conference with M. Williams; telephone call from and telephone conference with S. Gordon; review and revise body of draft assignment of third party leases, royalty agreement; emailed to S. Gordon with copy of 2010 Master Agreement without exhibits; work on closing document checklist; review of	9.50 180.00/hr	1,710.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		paralegal (RS) emails; work on reconciliation of 6 acres of 224 acres and 82.1 acres;		
10/28/2013	KM	Commence preparation of Lamar Lease and Sublease exhibit A and Williams Lease exhibit A;	7.00 85.00/hr	595.00
	RS	Prepare revised Memorandum to K. Gordon re J. Henderson email discussing 16 acres out of the 224 acres vested in Peabody Coal Company; finalize certain Area exhibits; email to K. Gordon;	1.50 85.00/hr	127.50
10/29/2013	KM	Conference with K. Gordon; review of drafts of Areas leases and subleases; continue work on exhibits with percentage interests (3.5); conference with K. Gordon and S. Gordon re revisions to consents and letters for Areas; revisions made to Consent and transmittal letter; email to M. Williams; telephone call from J. Detzer (1.5); conference with paralegal (RS), revisions made to exhibits (1545 and 1540 references) (1.0);	6.00 85.00/hr	510.00
	RS	Conference with S. Byers to acquire interests for tracts in certain Area; make copies of each source deed into Peabody Coal Company; map review (3.5); conference with K. Gordon and S. Gordon re tracts still in Heritage and need for deeds out of Heritage into Central States (0.50); review map and deeds with K. Gordon; revise Area and Additional Area exhibits with paralegal (KM) (2.50);	6.50 85.00/hr	552.50
	KG	Review of six (6) title opinions; conference with paralegal (KM); instructions given; map study for required additional title information; made notes for addition to Exhibit A to Interest Area re MT 59 of 16 acres of 224 acres (3.2); conference with paralegal (RS); map study; deeds reviewed; in old Panama area 284, has description and source of title; not have Peabody Coal old area 137 deeds (4.3); review and revisions made to consents and consent letters for third parties lessors (1.5);	7.50 180.00/hr	1,350.00
10/30/2013	KG	Review of 10/29/13 email from M. Williams; review of Reserve Area map; forward to paralegal (RS) with instructions; review of email with Additional Area exhibit and summary spreadsheet (2.0); review of email drafted restrictions upon MT 44 in Interest Area; telephone conference with paralegal (RS); email sent to M. Williams re Heritage tracts; discussion of 2010 need for a confirmation deed (2.0); review and revisions made to Exhibit A to Additional area assignment; report made all last minute tweaks to ownership have been made in the Areas and working on Reserve Area; forward map to S. Gordon; revisions made to draft of Deed by Heritage to CSCR of tracts; revised Special Warranty Deed of Confirmation (1.0);	4.00 180.00/hr	720.00
	KG	Review email from M. Williams and reply sent correcting; telephone conference with M. Williams re term sheet; review of M. Williams email with questions; answers to questions sent to M. Williams re annual payment of #11 only area; all to buyer at this time; review of M. Williams advance royalty payments made in past and recoupment; reply to M. Williams email; review of email of M. Williams with email from buyer re corporate structure; reply to questions re guaranty;	4.00 180.00/hr	720.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
10/30/2013	KM	Review of paralegal (RS) email with attached descriptions for conveyance to Central States of omitted tracts T1-4, portion of T7, and T21; prepare draft Special Warranty Deed to Central States; telephone conference with K. Gordon and S. Gordon re draft; revisions made to Special Warranty Deed;	1.40 70.00/hr	98.00
	KM	Conference with K. Gordon, review of Lamar percentage interests per title opinions; review of Williams percentage interests per title opinions (1.75); review of paralegal (RS) email with attached descriptions for conveyance by Heritage to Central States of T1-T4, portion of T7, and T21; prepare Special Warranty Deed to Central States; telephone conference with K. Gordon and S. Gordon re draft; prepare Special Warranty Confirmation Deed confirming 6/24/2010 Deed of same tracts; revisions made to Special Warranty Deed to Central States draft (1.1);	2.85 85.00/hr	242.25
	RS	Revise Exhibit A for Additional Area; email to K. Gordon (1.0); email to K. Gordon with latest versions of Exhibits A; email reminder to K. Gordon about placing restrictions on MT 44 and possibly MT 46; prepare Exhibit A from Heritage to Central States of tracts overlooked in 2006 conveyances; email to K. Gordon; commence work on Area Exhibit A (4.0); research County Clerk office for out conveyances since 2006 conveyance; copy source deeds not found in files (3.0);	8.00 85.00/hr	680.00
10/31/2013	KM	Continue work on Special Warranty confirmation Deed; conference with K. Gordon; add to 2010 document list;	1.80 85.00/hr	153.00
	KM	Conferences with K. Gordon; update draft of Special Warranty Deed of tracts to Central States; email to M. Williams;	1.30 70.00/hr	91.00
	KG	Prepare for conference; telephone call to S. Gordon; telephone call to M. Williams and S. Gordon re 10/30/13 revisions of term sheet; telephone call to and from paralegal (RS) re Gryphon descriptions on exhibit to deeds; discussion of possible tract changes; discussion of Interest Area spreadsheets; revisions made to 10/30/13 redline draft of term sheet; additional revisions made; telephone call from paralegal (RS) re changes needed to two tracts; discussion of metes and bounds descriptions and how they platted; review of Robards Quad Map; review of email of paralegal (RS) re Reserve MT 7, 8, 9; review of deed; opinion given; review of email of buyer to M. Williams; removal of Note 3 from term sheet; telephone call from M. Williams, received instructions to do a redline to the 10/30/13 version taking 44, 45, 46 off; new version of map removed; 141-1/2 acre south end of MT 78 (P-10) back in; put to deal with in subparagraph 1(e) and (f); refer to only Release area map and language re assignment with royalty on found interests in Release area; review of C. Ebetino's email to remove corridor;	5.70 180.00/hr	1,026.00
	KG	Post C. Ebetino's language changes to redline version of term sheet; review and emphasize for release 10/31/13 version of term sheet (3.2); review of emails of S. Gordon; telephone conferences with M. Williams re maps (1.8); review of three exhibit maps revised as requested; review of S. Gordon emails with clause to be added as #2; review of all emails re term	6.50 180.00/hr	1,170.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		sheet; review and revise #11 area assignment exhibits - Union and Henderson (1.5);		
10/31/2013	RS	Continue work on Area exhibits (0.50); telephone conference with K. Gordon re Area MT 44 may be taken out as well as MTS 45-46 (0.50); continue work on Exhibit A to Area (5.25);	6.25 85.00/hr	531.25
SUBTOTAL:			[374.15	48,244.75]
For professional services rendered			437.85	\$55,618.25

Out of Pocket Expenses:

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Price</u>	
<u>Henderson County, Ky Highland Mine Code 1540-08010-7600</u>				
10/10/2013	KG	Henderson District Court Probate - Foreign Will (Taub)	86.00	86.00
10/11/2013	KG	Union County Clerk copy charges	2.00	2.00
10/14/2013	KG	Union County Clerk copy charges	11.50	11.50
10/16/2013	KG	Union County Clerk copy charges	7.50	7.50
SUBTOTAL:			[107.00]
<u>Union County, Ky Highland Mine Code 1545-08010-7600</u>				
10/30/2013	KG	Webster County Clerk copy charges	11.50	11.50
10/31/2013	KG	Union County Clerk copy charges	241.50	241.50
11/6/2013	KG	Evansville Blueprint - Lamar Waverly Maps	91.26	91.26
SUBTOTAL:			[344.26]
Total additional charges				\$451.26
Total amount of this bill				\$56,069.51