

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION**

In re: )  
 ) Chapter 11  
PATRIOT COAL CORPORATION, *et al.*, ) Case No. 12-51502  
 ) (Jointly Administered)  
Debtors. )

**ELEVENTH MONTHLY FEE STATEMENT OF CARMODY MACDONALD P.C.  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF PATRIOT COAL CORPORATION, ET AL. FROM  
OCTOBER 1, 2013 THROUGH AND INCLUDING OCTOBER 31, 2013**

Name of Applicant: Carmody MacDonald P.C.

Authorized to provide professional services to: Official Committee of Unsecured Creditors

Date of Retention: As of December 3, 2012 [Docket No. 2382]

Period for which compensation and reimbursement is sought: October 1, 2013 – October 31, 2013

Amount of compensation requested: \$20,455.00

Amount of expense reimbursement requested: \$ 336.00

In accordance with the Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated August 2, 2012 (the “**Interim Compensation Order**”), Carmody MacDonald P.C. (“**Carmody MacDonald**”), co-counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtors-in-possession (collectively, the “**Debtors**”), hereby submits this Eleventh Monthly Fee Statement (the “**Fee Statement**”), seeking compensation and reimbursement of expenses for the period of October 1, 2013 through and including October 31, 2013 (the “**Eleventh Monthly Period**”). By this Fee Statement, Carmody MacDonald seeks payment of: \$16,700.00, which is equal to (i) eighty percent of the total amount of compensation sought for actual and necessary professional services rendered during the Eleventh Monthly Period (which is \$16,364.00) and (ii) reimbursement of \$336.00<sup>1</sup>, which is equal to one hundred percent of its actual and necessary expenses incurred in connection with such services.

### **Services Rendered and Disbursements Incurred**

1. Attached as **Exhibit A** is a summary of the services rendered and compensation sought, by project category, for the Eleventh Monthly Period.
2. Attached as **Exhibit B** is a billing summary of Carmody MacDonald professionals and paraprofessionals by individual, setting forth the (i) name and title of each individual who performed services during the Eleventh Monthly Period, (ii) aggregate time expended by each such individual, (iii) hourly billing rate for each such individual at Carmody MacDonald’s current billing rates, (iv) the amount of fees earned by each Carmody MacDonald professional and paraprofessional, (v) year of bar admission for each attorney, and (vi) area of concentration for each attorney.

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<sup>1</sup> The expenses incurred on April 25, 2013 (\$336.00) were inadvertently omitted from the Fifth Monthly Fee Statement [Docket No. 4038]. Therefore, those expenses are also included in this Eleventh Monthly Fee Statement in matter 12059.1.

The blended hourly billing rate of Carmody MacDonald professionals during the Eleventh Monthly Period is \$329.91.

3. Attached as **Exhibit C** is a summary of reimbursement sought by expense type for all expenses for the Eleventh Monthly Period incurred in connection with the performance of professional services.

4. Attached as **Exhibit D** is an itemized record of all expenses for the Eleventh Monthly Period incurred in connection with the performance of professional services.

5. Attached as **Exhibit E** are itemized time records of Carmody MacDonald professionals.

**Total Fees and Expenses Sought for the Eleventh Monthly Period**

6. The total amounts sought for fees for services rendered and reimbursement of expenses incurred for the Eleventh Monthly Period are as follows:

Total Fees for the Eleventh Monthly Period	\$ 20,455.00
Total Disbursements for the Eleventh Monthly Period	\$ 336.00
<b>TOTAL</b>	<b>\$ 20,791.00</b>

7. Pursuant to the Interim Compensation Order, Carmody MacDonald seeks payment of \$16,700.00, which is equal to (i) 80% of Carmody MacDonald's total fees for services rendered during the Eleventh Monthly Period and (ii) 100% of the total disbursements incurred during the Eleventh Monthly Period.

80% of Total Fees for the Eleventh Monthly Period	\$ 16,364.00
100% of Total Disbursements for the Eleventh Monthly Period	\$ 336.00
<b>TOTAL</b>	<b>\$ 16,700.00</b>

**Notice and Objection Procedures**

8. No trustee or examiner has been appointed in these Chapter 11 Cases. Pursuant to the Interim Compensation Order, notice of this Fee Statement has been served, via the Court's ECF system, upon: (i) the Debtors, Patriot Coal Corporation, 12312 Olive Boulevard, Suite 400, St. Louis, MO 63141, Attn: Jacquelyn A. Jones; (ii) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Marshall S. Huebner and Brian M. Resnick; (iii) Bryan Cave LLP, One Metropolitan Square, 211 N. Broadway, Suite 3600, St. Louis, MO 63102, Attn: Lloyd A. Palans and Brian C. Walsh; (iv) Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036, Attn: Adam C. Rogoff and Gregory G. Plotko; (v) the Office of the United States Trustee for the Eastern District of Missouri, 111 S. 10<sup>th</sup> Street, 4<sup>th</sup> Floor, St. Louis, MO 63102, Attn: Leonora Long; and (vi) attorneys for the administrative agent for the Debtors' post petition lenders, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attn: Marcia Goldstein and Joseph Smolinsky, and (b) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019, Attn: Margot B. Schonholtz and Ana Alfonso, (collectively, the "**Notice Parties**"). Carmody MacDonald submits that no other or further notice need be provided.

9. Pursuant to the Interim Compensation Order, objections to this Fee Statement, if any, must be served upon the Notice Parties, including Carmody MacDonald, no later than December 5, 2013 (the "**Review Deadline**"), setting forth the nature of the objection and the specific amount of fees or expenses at issue.

10. If no objections to the Fee Statement are received on or before the Review Deadline, the Debtors will pay Carmody MacDonald: (i) 80% of Carmody MacDonald's total

fees for services rendered during the Eleventh Monthly Period and (ii) 100% of the total disbursements incurred during the Eleventh Monthly Period.

11. To the extent an objection to the Fee Statement is received on or before the Review Deadline, the Debtors will withhold payment of that portion of the Fee Statement to which the objection is directed and will promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing.

Dated: November 20, 2013  
St. Louis, Missouri

CARMODY MACDONALD P.C.

*/s/ Gregory D. Willard*

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*Co-Counsel to the Official Committee of  
Unsecured Creditors*

**EXHIBIT A**

**Summary of Time by Category**

<b><u>Matter Number</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Fees</u></b>
12059.0	CASE ADMINISTRATION	4.90	\$ 822.00
12059.1	HEARINGS	8.00	\$ 2,640.00
12059.9	PLAN AND DISCLOSURE STATEMENT	26.60	\$ 9,709.00
12059.15	COMMITTEE MEETINGS / COMMUNICATIONS	13.50	\$ 4,398.00
12059.17	RETENTIONS / OTHER PROFESSIONAL APPLICATIONS	8.10	\$ 2,620.50
12059.18	CARMODY MACDONALD MONTHLY FEE STATEMENTS	.90	\$ 265.50
	<b>TOTAL</b>	<b>62.00</b>	<b>\$20,455.00</b>

**EXHIBIT B**

**Summary of Professionals**

<b><u>Attorney/Professional Name</u></b>	<b><u>Department/Position at Carmody MacDonald</u></b>	<b><u>Year Admitted</u></b>	<b><u>Hourly Billing Rate</u></b>	<b><u>Total Worked Hours</u></b>	<b><u>Total Compensation Requested</u></b>
Gregory D. Willard	Corporate Restructuring & Bankruptcy Partner	1980	\$365.00	40.80	\$14,892.00
Angela L. Schisler	Corporate Restructuring & Bankruptcy Associate	2005	\$295.00	15.40	\$ 4,543.00
John D. McAnnar	Corporate Restructuring & Bankruptcy Associate	2009	\$250.00	1.50	\$ 375.00
John G. Willard	Corporate Restructuring & Bankruptcy Paraprofessional	N/A	\$150.00	4.30	\$ 645.00
<b>TOTAL</b>				<b>62.0</b>	<b>\$20,455.00</b>

**EXHIBIT C**

**Summary of Expenses**

<b><u>Description</u></b>	<b><u>Amount</u></b>
Transcript of Patriot Coal Corporation and Peabody Holding Company Adversary Proceeding Hearing on April 23, 2013	\$336.00
<b>TOTAL</b>	<b>\$336.00</b>



**EXHIBIT D**

**Expense Detail**

**Expenses**

4/25/2013	Transcript of Patriot Coal Corporation and Peabody Holding Company Adversary Proceeding Hearing on April 23, 2013.	\$336.00
	Total Costs:	<u>\$336.00</u>

**EXHIBIT E**

**Time Detail**

12059.0 Re: Case Administration

Date	Tmkpr	Narrative	Hours	Amount
10/3/2013	JGW	Conference regarding Fourth Supplemental Disclosure; draft Fourth Supplemental Disclosure; contact J.L. Thompson to obtain necessary information regarding the litigation.	2.00	\$ 300.00
10/4/2013	JGW	Draft Supplemental Declaration.	2.00	\$ 300.00
10/9/2013	JGW	Revise Fourth Supplemental Declaration and Supplemental Statement.	0.30	\$ 45.00
10/9/2013	ALS	Telephone conference with S. Blank regarding declarations.	0.20	\$ 59.00
10/10/2013	ALS	Follow-up with S. Blank regarding the Committee members' certifications for the third quarter of 2013, and transmit the same to the U.S. Trustee.	0.20	\$ 59.00
10/10/2013	ALS	Finalize Fourth Supplemental Declaration.	0.20	\$ 59.00
Total Hours:			4.90	
Total Fees:				<u>\$ 822.00</u>

12059.1 Re: Hearings

Date	Tmkpr	Narrative	Hours	Amount
10/21/2013	GDW	Review materials for hearings tomorrow on several matters (.8); prepare materials for same and review issues in contested matter (.4).	1.20	\$ 438.00
10/22/2013	ALS	Prepare for and attend Omnibus Hearing before Judge Surratt-States.	4.00	\$ 1,180.00
10/22/2013	GDW	Final preparations for and attend hearing before U.S. Bankruptcy Judge Surratt-States on several matters and follow-up on two action items resulting from same.	2.80	\$ 1,022.00
			Total Hours:	<u>8.00</u>
			Total Fees:	<u><u>\$ 2,640.00</u></u>

12059.9 Re: Plan and Disclosure Statement

Date	Tmkpr	Narrative	Hours	Amount
10/1/2013	GDW	Research and analysis of EDMo precedent affecting legal issues and questions on draft plan of reorganization and Committee recommendations regarding same.	4.40	\$1,606.00
10/2/2013	GDW	Additional research of EDMo precedent on legal questions on draft plan of reorganization and Committee recommendations.	3.90	\$1,423.50
10/3/2013	GDW	Analysis of EDMo caselaw and precedent and related 8th Circuit cases affecting draft plan of reorganization and Committee recommendations, and additional assessment of alternatives in light of current contribution parameters (2.4 a.m. / 2.8 p.m.).	5.20	\$1,898.00
10/8/2013	GDW	Telephone conferences with Committee and Committee professionals regarding plan of reorganization matters, open issues, and related matters.	1.30	\$ 474.50
10/10/2013	GDW	Work on question regarding disclosure statement/ballot form per prior precedent in EDMo and research regarding same.	2.20	\$ 803.00
10/21/2013	GDW	Review and analysis of revised drafts for EDMo/8th Circuit specific issues and requirements.	2.70	\$ 985.50
10/24/2013	GDW	Review and analysis of updated POR/DS (and related documentation) revisions and assess EDMo and 8th Circuit considerations for same.	3.30	\$1,204.50
10/28/2013	GDW	Work on Disclosure Statement matters and Committee support document, including research of EDMo precedents.	2.40	\$ 876.00
10/29/2013	GDW	Research on EDMo precedents regarding Disclosure Statement and matters for hearing next week before U.S. Bankruptcy Judge Surratt-States.	1.20	\$ 438.00
			Total Hours:	<u>26.60</u>
			Total Fees:	<u><u>\$9,709.00</u></u>

12059.15 Re: Committee Meetings/Communications

Date	Tmkpr	Narrative	Hours	Amount
10/6/2013	GDW	Review and analysis of terms and counter-proposals related to plan of reorganization and final open issues for Committee and teleconference Committee meeting regarding same.	2.30	\$ 839.50
10/7/2013	ALS	Prepare for and participate in Committee professionals' telephone conference.	2.30	\$ 678.50
10/7/2013	JDM	Participate in Committee professionals' telephone conference.	1.50	\$ 375.00
10/7/2013	GDW	Preparations for and telephone conference on Committee matters and follow-up work regarding open items on plan of reorganization.	1.70	\$ 620.50
10/8/2013	ALS	Participate in Committee telephone conference (.5); attention to email correspondence regarding term sheets (.4).	0.90	\$ 265.50
10/9/2013	ALS	Attention to email correspondence regarding term sheets and review of same.	0.90	\$ 265.50
10/24/2013	ALS	Prepare for and participate in Professionals telephone status conference.	0.50	\$ 147.50
10/24/2013	GDW	Preparations for and participate in Committee professionals call to coordinate action items and open questions related to Plan and Disclosure Statement (.4); follow-up on three items for Committee and compile data from court file regarding same (1.9).	2.30	\$ 839.50
10/29/2013	ALS	Prepare for and participate in Committee telephone conference.	0.50	\$ 147.50
10/29/2013	GDW	Preparations for and Committee telephone conference on several matters.	0.60	\$ 219.00
Total Hours:			13.50	
Total Fees:				<u>\$ 4,398.00</u>

12059.17 Re: Retentions/Other Professional Fee Applications

Date	Tmkpr	Narrative	Hours	Amount
10/3/2013	ALS	Finalize and file Monthly Fee Statement of Mesirow Financial Consulting, LLC, as financial advisors to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of August 1, 2013 through August 31, 2013.	0.30	\$ 88.50
10/3/2013	ALS	Meeting regarding updating Affidavit of Disinterestedness; review updated list of additional parties in interest and prepare email to circulate to firm.	0.50	\$ 147.50
10/14/2013	ALS	Work on and file Fourth Supplemental Declaration of Gregory D. Willard (.8); review, revise and file 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 (.6); review and file Second Supplemental Declaration of Monty Kehl in Support of Application to Employ Mesirow Financial Consulting, LLP as Financial Advisors to the Official Committee of Unsecured Creditors (.4); arrange for service for filed Declarations (.1).	1.90	\$ 560.50
10/21/2013	ALS	Finalize and file Monthly Fee Statement of Cole, Schotz, Meisel, Forman & Leonard, P.A., as conflicts counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of September 1, 2013 through September 30, 2013.	0.30	\$ 88.50
10/22/2013	GDW	Research and follow-up on requests for additional information announced at court hearing by U.S. Bankruptcy Judge Surratt-States on other Committee Professionals interim fee applications.	3.30	\$ 1,204.50
10/23/2013	ALS	Finalize, file and coordinate service of Third Supplemental Declaration of Matthew A. Mazzucchi in Support of Application to Employ Houlihan Lokey Capital, Inc. as Financial Advisor and Investment Banker for the Official Committee of Unsecured Creditors.	0.30	\$ 88.50
10/24/2013	ALS	Review transcript regarding Houlihan Lockey's fee application and telephone conference with D. Tobin regarding same (.6); finalize and file Monthly Fee Statement of Houlihan Lokey Capital, Inc., as financial advisor and investment banker to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of September 1, 2013 through September 30, 2013 (.3).	0.90	\$ 265.50
10/28/2013	ALS	Telephone conference with S. Magnus, Law Clerk to Chief Judge Kathy A. Surratt-States, regarding Houlihan Lokey's Fee Application and reconciling numbers and follow-up with D. Tobin regarding same.	0.30	\$ 88.50



10/30/2013	ALS	Finalize and file Monthly Fee Statement of Kramer Levin Naftalis & Frankel LLP, as counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of September 1, 2013 through and including September 30, 2013.	0.30	\$	88.50
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Total Hours: 8.10

Total Fees: \$ 2,620.50

12059.18 Re: Carmody MacDonald Monthly Fee Statements

Date	Tmkpr	Narrative	Hours	Amount
10/18/2013	ALS	Review, finalize and circulate Carmody's September 2013 Monthly Fee Statement to Committee.	0.60	\$ 177.00
10/21/2013	ALS	Finalize and file Monthly Fee Statement of Carmody MacDonald P.C., as co-counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of September 1, 2013 through and including September 30, 2013.	0.30	\$ 88.50
			Total Hours:	<u>0.90</u>
			Total Fees:	<u>\$ 265.50</u>