

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI

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

MONTHLY FEE STATEMENT OF OGLETREE, DEAKINS, NASH,
SMOAK & STEWART, P.C. FOR PROFESSIONAL SERVICES AND
DISBURSEMENTS FOR THE PERIOD OF AUGUST 1, 2013
THROUGH AUGUST 31, 2013

NAME OF APPLICANT: Ogletree, Deakins, Nash, Smoak & Stewart, P.C.
ROLE IN THE CASE: Special Counsel for the Debtors
TIME PERIOD: August 1, 2013 through and including August 31,
2013
CURRENT APPLICATION: Total Fees Requested: \$104,120.00
80% of Fees Requested: \$83,296.00
Total Expenses Requested: \$3,998.83

1. In accordance with the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [ECF No. 262] (the "Interim Compensation Order") Ogletree, Deakins, Nash, Smoak & Stewart, P.C. ("Ogletree Deakins"), special counsel to the above-captioned debtors and debtors in possession (collectively, the "Debtors"), hereby submits its Monthly Statement for Professional Services and Disbursements (the "Fee Statement") for the period of August 1, 2013 through and including August 31, 2013 (the "Fee Statement Period").

2. Pursuant to the Interim Compensation Order, Ogletree Deakins seeks payment of \$83,296.00, representing (a) 80% of Ogletree Deakins' fees for services rendered and (b) 100% of actual and necessary expenses incurred.

3. Attached hereto as “Exhibit A” is a listing of Ogletree Deakins’ professionals and paraprofessionals (collectively, the “Ogletree Deakins Professionals”), including the hourly rate for each Ogletree Deakins Professional who rendered services to the Debtors in connection with these chapter 11 cases during the Fee Statement Period and the title, aggregate hours worked and the amount of fees billed by each Ogletree Deakins Professional.

4. Attached hereto as “Exhibit B” is a schedule specifying the categories of actual and necessary expenses for which Ogletree Deakins is seeking reimbursement and the total amount for each such expense category.

5. Attached hereto as “Exhibit C” is a summary of the number of hours and amounts billed by Ogletree Deakins during the Fee Statement Period for labor and employment advice including collective bargaining.

6. Attached as “Exhibit D” are the time records of Ogletree Deakins, which provide a daily summary of the time spent by each Ogletree Deakins Professional during the Fee Statement Period.

NOTICE

7. Consistent with the procedures described in the Interim Compensation Order, Ogletree Deakins will serve this Fee Statement, by hand or overnight delivery, on (i) the Debtors, Patriot Coal Corporation, 12312 Olive Boulevard, Suite 400, St. Louis, Missouri 63141, Attn.: Jacquelyn A. Jones, (ii) the Office of the United States Trustee for the Eastern District of Missouri, 111 South 10th Street, Suite 6353, St. Louis, Missouri 63102, Attn.: Leonora S. Long and Paul A. Randolph, (iii) attorneys for the administrative agent for a the Debtor’s post-petition lenders, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Att.: Marcia Goldstein and Joseph Smolinsky, and (b) Wilkie Farr & Gallagher LLP, 787 Seventh

Avenue, New York, New York 10019, Attn.: Margot B. Schonholtz and Ana Alfonso, and (iv) 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.

8. WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as is just and proper.

Dated this 2nd day of December, 2013.

By: /s/ John R. Woodrum
John R. Woodrum
OGLETREE, DEAKINS, NASH, SMOAK
& STEWART, P.C.
1909 K Street, N.W. Suite 1000
Washington, D.C. 20006
Tel.: (202) 887-0855
Fax.: (202) 887-0866
John.Woodrum@odnss.com
Special Counsel for Debtors

16544429.1

EXHIBIT A
Professionals and Rates

Members/Of Counsel

Shareholder – John R. Woodrum
Hourly Rate - \$475.00
Total Hours – 219.2
Total Fees - \$104,120.00

EXHIBIT B
Expenses

ACTUAL AND NECESSARY EXPENSES INCURRED BY
OGLETREE DEAKINS ON BEHALF OF THE DEBTORS

Photocopying charges	
Black and White	\$223.20
Color	212.55
Travel	<u>3,563.88</u>
 Total	 \$3,988.83

EXHIBIT C
Summary of Project Code

General Labor
Hours – 219.2
Amount - \$104,120.00

EXHIBIT D
Time Records

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Joseph W. Bean, Esq.
Sr. Vice President - Law & Administration
Patriot Coal Corporation
12312 Olive Boulevard
Saint Louis, MO 63141

Re: Patriot Coal Corporation - DIP - General Labor

For professional services rendered through August 31, 2013:

Date	Initials	Description	Hours	Amount
08/01/13	JRW	Review multiple versions of VEBA, Article XX and appeals process language (1.2); revisions to Gateway contract and supporting documents; coordination with Mr. Lucha and Mr. Bean regarding same (3.2); finalize and forward to Union with explanation (.6); prepare for Friday bargaining (1.2); telephone conversation with core group to review results of Mr. Hatfield's meeting with Mr. Roberts (.6); coordination with Mr. Luna regarding employee deferrals to Union Saving's Plan per contract agreement (.4); analysis of McKinley's proposed legislation that would take VEBA money and fund Patriot retiree benefits from 1993 Plan (1.0).	8.20	3,895.00
08/02/13	JRW	Negotiations with UMWA at Union headquarters and related travel (8.0); prepare and forward re-draft of main contract to Union and company negotiators (2.8).	10.80	5,130.00
08/03/13	JRW	Prepare new version of Master MOU and attachments and forward to company and Union negotiators (2.7); preparation for Monday bargaining (1.0); communications with Mr. Moskowitz regarding language changes to same (.3).	4.00	1,900.00
08/04/13	JRW	Preparation for bargaining (1.0); related travel to West Virginia and review of contract documents (2.0).	3.00	1,425.00
08/05/13	JRW	Bargaining with UMWA in Charleston (7.5); telephone conversation with core group (.5); related review of UMWA counter proposal (.5).	8.50	4,037.50

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Date	Initials	Description	Hours	Amount
08/06/13	JRW	Union negotiations in Charleston, West Virginia and related travel to Washington, D.C (8.5); conference call with core group (.5).	9.00	4,275.00
08/07/13	JRW	Review, comment and coordination with DPW counsel and bargaining team regarding Article XX and termination provisions (1.5); review Dale Lucha's proposals to resolve graduated vacation days and other contract provisions in dispute (1.2); review proposed language addressing Article XX resolution of disputes and health plan issues (.6); review Mr. Hatfield's proposed settlement sheet to resolve all case issues (.4); provide comments and forward supplemental settlement sheet proposal (.8); detailed review of current versions of labor agreements and compare same for consistency in language and concepts (4.0); forward new versions to bargaining team with summary of pending items (1.4); conference call with core group to review status of all pending matters (.6).	10.50	4,987.50
08/08/13	JRW	Negotiations with UMWA at Union headquarters and related travel (8.5); prepare new version of labor agreements and Master MOU for Friday discussions based on development during session (1.5); related document review, drafting and coordination with multiple team members regarding contract language (1.5); coordination with Patriot counsel preparing Approval Motion for submission to Bankruptcy Court (.3); review and incorporate Union's proposals into new drafts of labor agreements (1.2).	13.00	6,175.00
08/09/13	JRW	Negotiations with UMWA at Union headquarters and related travel (9.4); telephone conversation with core group to follow up status of developments (.6); review draft 9019 Motion to Approve Labor Agreements (1.0).	11.00	5,225.00

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Date	Initials	Description	Hours	Amount
08/10/13	JRW	Prepare terms of labor agreements and Master MOU and forward to all parties (3.2); coordination with Dale Lucha regarding alternate schedule MOUs (.2); provide comments to same (.5); review Grant Crandall's comments to MOU and coordination with company team regarding same (.6).	4.50	2,137.50
08/11/13	JRW	Work on revision to labor contracts, MOUs, work schedules and related documents (8.5); multiple document turns and related telephone conferences (1.8); telephone conversation with Kirkland and Ellis lawyers concerning Article XX, VEBA and related issues (.5); review draft press releases (.2).	11.00	5,225.00
08/12/13	JRW	Telephone conversation with investor group (.4); multiple telephone conferences with company personnel to prepare agreements (.8); multiple telephone conferences with DPW counsel regarding documents and Approval Motion (.7); telephone conversation with Mr. Lucha and Mr. Sanson concerning issues in Gateway contract (.5); continued drafting of contract-related documents (5.0); review press releases (.2); follow up with investor's counsel (.3); conferences regarding benefit plan issues (.6).	9.50	4,512.50
08/13/13	JRW	Telephone conversation with Vicki Hood regarding Article XX issues (.3); multiple telephone conferences with Mr. Lucha concerning all agreements (.8); correspondence with Mr. Sanson, Mr. Crandall and Mr. Traynor concerning agreements (.5); coordination with DPW attorneys regarding Motion to Approve (.4); draft MOUs and contract language (2.5); work on Appendices and Schedules (3.0).	7.50	3,562.50

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Date	Initials	Description	Hours	Amount
08/14/13	JRW	Work on Highland labor agreement (4.6); prepare list of pending items and provide to Mr. Lucha (.5); coordination regarding calendars to accompany alternate schedules (.3); coordination with Mr. Sanson and Mr. Lucha and others concerning changes to contracting out provisions and related drafting (.4); telephone conferences with Mr. Crandall regarding Union's position on change to termination provision (.3); related conferences with Mr. Huebner and company negotiators regarding same and work on language to bridge differences (.6); monitor developments and pre-ratification meetings (.3); review reports of issues raised at meetings (.2); revise agreements per Union's request to address ambiguity in leave days and contracting out (.3); coordination with Ms. McGreal to obtain current documents for investor's counsel to review (.2); advice for responding to related questions (.2); telephone conferences with Ms. Vicki Hood to explain background of certain contract requirements and related matters (.3); review 9019 Order (.2); advise DIP lenders about impact of wage reopener language (.2) ; follow up telephone conferences regarding break out of categories of retiree health liability (.4); advise DPW concerning questions over signatory debtors and which documents constitute contracts to be listed in 9019 Motion and review same (.4); forward MOU on shaft unit to Union for approval (.2); coordination with Ms. McGreal regarding final letter on pension contributions (.2).	10.00	4,750.00

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Date	Initials	Description	Hours	Amount
08/15/13	JRW	Coordination with DPW regarding issues presented by DIP lender's counsel regarding new contracts (.3); conference call to discuss same (.4); coordination with Mr. Huebner and Mr. Crandall regarding remaining issue in termination provision (.4); prepare compromise language and obtain sign off regarding same (1.0); revise contracts to incorporate additional changes (2.5); work on assembling complete execution copies of all agreements and related coordination with Mr. Lucha (2.9); revise checklist of outstanding items (.2); review ratification materials prepared by Union (.5); follow up telephone conferences regarding developments at ratification meetings (.4); telephone conversation with Mr. Moskowitz and Ms. McGreal to review issues presented by counsel for DIP lenders (.2); telephone conversation with DIP lenders counsel to address questions about language and issues in tentative labor agreements (.4).	9.20	4,370.00
08/16/13	JRW	Review e-mails setting out status of negotiations over VEBA Funding Agreement (.2); forward e-mail to company setting out items to be resolved prior to executing all agreements and settlement documents (.6); review list of pending 9019 Motion issues (.3); memo to Mr. Lucha identifying remaining items and seeking guidance on certain contract provisions (1.0); review VFA (.5); provide memo to DIP lenders' counsel addressing questions presented in conference call regarding interpretation of IA(h) (.6); follow-up memo to Ms. Alfonso regarding same (.4); coordination with Ms. McGreal regarding current version of Master MOU (.2); revise and forward Master Agreement for review and comment (.7); revise and forward Highland and Gateway Agreements for review and comment (3.0); related editing of schedules and appendices (2.3).	9.80	4,655.00

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Date	Initials	Description	Hours	Amount
08/17/13	JRW	Coordination with Ms. McGreal regarding current contract language (.3); review Mr. Lucha's proposed changes to contract language and follow up regarding same (1.0); modify schedules to incorporate changes requested by Mr. Sanson (.5).	1.80	855.00
08/19/13	JRW	Review draft VEBA (.3); attorney-client call regarding issues in VFA requiring resolution (.4); telephone conversation with Mickey Luna, Lonnie Knight and Hal Morgan regarding issues presented by withholding employee wage deferrals for Union Savings Plan in view of termination of participation in UMWA CDSP and strategies for handling same (.5); telephone conversation with Mr. Luna regarding interplay between processing grievances and termination of bankruptcy claims (.3); coordination with Mr. Lucha regarding additional changes to labor agreements and schedules and analysis and comment regarding same (.8); coordination with Mr. Moskowitz and DPW counsel regarding changes in agreements to address developments in structure of VFA (.4); obtain from Michelle McGreal language changes for Master MOU and Article XX to include in final closing documents (.3); coordination with UMWA counsel Art Traynor regarding current language regarding termination and contracting out (.4); provide same and respond to Mr. Crandall's e-mail regarding termination language (.4); advise Joe Bean regarding status of final agreements and remaining issues (.3); coordination with Mr. Lucha regarding appendices to Highland Agreement (.6); assemble closing documents and forward for review (4.9).	9.60	4,560.00

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Date	Initials	Description	Hours	Amount
08/20/13	JRW	Coordination with Mr. Lucha regarding language in new bargaining agreements and assess need for same (.4); continued work on proofing and assembling execution package of all settlement documents and labor agreement (2.2); review VEBA Funding Agreement (.3); revise Master MOU to incorporate changes (.2); coordination with DPW attorneys regarding final documents (.3); revisions to Alternate Schedules per Union request (.3); listen to bankruptcy court proceedings regarding 1113 and 1114 Motions and related follow up (1.5); prepare initial package of closing documents and distribute to company and company counsel for review and comment with list of remaining items (2.0); review bankruptcy claims provided by Mr. Luna and advise regarding same (.3); review final Highland wage table and coordination with Mr. Lucha regarding same (.3).	7.80	3,705.00
08/21/13	JRW	Assemble execution copies of all settlement documents and contracts (3.5); telephone conferences with Mr. Lucha regarding changes to Weekend Warrior schedule (.2); revisions to same and related coordination and slotting into labor agreements (.6); obtain Gateway Appendix A inserts and prepare for inclusion in Agreement (.5); prepare maps and calendars for agreement appendices (.8); obtain and review final Health Plan for closing package (1.3); complete memo describing settlement package with signature instructions for distribution (1.0); telephone conversation with Mr. Hatfield and Mr. Bean regarding status of same (.2); review panel decision reversing bankruptcy judge regarding Peabody assumed retirees (.5); telephone conversation with Mr. Crandall regarding UMWA sign-off of all contract and settlement documents (.2); follow up with company team regarding status of same (.3); analysis of Sun Capital Partners withdrawal liability case (.4).	9.50	4,512.50

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Date	Initials	Description	Hours	Amount
08/22/13	JRW	Telephone conversation with Mr. Lucha concerning problems with the Gateway Execution contract (.3); fix and distribute for signatures (1.2); fix appendix omission in Highland document (.8); review order approving Debtor's 1113/1114 settlement motion (.3); telephone conversation with Mr. Moskowitz and Kirkland and Ellis attorneys regarding investors' questions about UMWA Pension Plan (.4); follow-up telephone conversation with Vicki Hood regarding same (.3); provide copies of Plan documents and withdrawal calculations (.7); telephone conversation with UMWA General Counsel regarding timing for executing documents and remaining issues (.4); advise company regarding status and options (.8); communications with Mr. Traynor regarding Jobs MOU issues (.4); review same (.3); correspondence with Mr. Lucha regarding signatory company affiliations (.4); prepare draft memo to Mr. Traynor regarding same (.8); advise Ms. Vicki Hood regarding sale of assets transaction and telephone conversation with Mr. Aizen regarding same (.4); review communication to beneficiaries regarding health plan and advise Mr. Luna regarding same (.9); provide side letters template to Mr. Crandall (.4).	8.80	4,180.00
08/24/13	JRW	Work on assembling all final contracts, MOUs and side letters for execution by parties and preparation for Monday meeting with UMWA regarding same (3.1); advise Vicki Hood regarding treatment of withdrawal liability in bankruptcy (.3).	3.40	1,615.00
08/25/13	JRW	Telephone conversation with Mr. Hatfield concerning Union request that effective date of Execution Agreements be delayed pending grace period for parties to review for errors and omissions (.2); prepare letter setting out terms of agreement regarding same (.4); complete assembly of duplicate signature copies of all settlement agreements (1.4).	2.00	950.00

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Date	Initials	Description	Hours	Amount
08/26/13	JRW	Meeting with UMWA in Triangle, Virginia to review all documents constituting settlement package and related negotiations to address outstanding issues and related travel (3.5); exchange final documents and preparation of related side letters resolving issues (.8); document review to ensure conformity and completeness of all contracts (1.6); preliminary review of Appendix D provided by Mr. Sanson (1.0); preliminary work on preparing Master Agreement for printing, including list of corrections to provide to UMWA counsel identifying necessary changes (2.0); review and comment on draft Form 8-K filing (.4).	9.30	4,417.50
08/27/13	JRW	Prepare summaries of changes needed to Gateway and Highland contracts (2.2); forward to Art Traynor at UMWA for comment and related follow up (.5); telephone conversation with Dale Lucha and Mickey Luna concerning issue in Article XX language regarding methodology for calculating percentage contributions to Union Savings Plan (.6); review and revise language and advise Mr. Traynor of need to change provision (.7); telephone conversation with Mr. Traynor regarding remaining confidentiality designation from certain documents in data room (.3); complete analysis of Master Agreement (.8); prepare and forward digest of conforming changes to Mr. Traynor per prior agreement and recommend approach for resolving same (1.4); complete revisions to Appendix D classifications and distribute for review (.8); follow up with Mr. Traynor regarding extension of time to finalize documents (.2); advise client regarding same (.2); advise Mr. Hatfield of issue in Article XX (.2); confirm additional time with Mr. Traynor (.2); advise Michelle McGreal regarding current status of Pension Plan's unfunded liability and scenarios under which Plan could attempt to impose an assessment of third parties (.4).	8.50	4,037.50

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Date	Initials	Description	Hours	Amount
08/28/13	JRW	Advise DPW counsel of Union's request for document confidentiality waiver (.2); follow up regarding same (.2); provide executed side agreements to Michelle McGreal (.3); exchange of e-mails with Vicki Hood regarding implementation of pension contribution increase (.3); continued review of contract documents for formatting and corrections prior to distribution for printing (4.5).	5.50	2,612.50
08/29/13	JRW	Exchange drafts of final Highland, Gateway and Master Agreements with Art Traynor (3.3); telephone conferences with Mr. Traynor concerning same (.6); review inquiries from Elliott Moskowitz regarding aspects of contributions to UMWA Pension Plan and scenarios for future withdrawals from same (.6); consult with Joe Bean regarding UMWA position on scope of Jobs MOU (.3); memo advising Vicki Hood concerning how implementation of PPA mandated increase would occur and related telephone conversation with UMWA General Counsel confirming same (.7); coordination with Art Traynor regarding revisions to Gateway side letter on certain exemptions from new schedules (2.0).	7.50	3,562.50
08/30/13	JRW	Review correspondence from Art Traynor reserving Union's position on Jobs MOU (.3); prepare draft response and forward to client for review (1.0); revise and provide Union with position on same (.5); multiple communications with Mr. Traynor and Mr. Sanson regarding finalizing PDF conversions of all agreements (1.3); revisions and related telephone conversation with Mr. Hatfield regarding remaining issues (1.6); distribution of signed contracts to all parties (.8); follow up advice to Elliott Moskowitz concerning possible future withdrawal liability scenarios and related matters (.5).	6.00	2,850.00
Total Services			219.20	\$104,120.00