

Gordon & Gordon, P.S.C.
6357 KY Hwy 405
P.O. Box 398
Owensboro, Kentucky 42302-0398
Telephone: (270) 281-0398
Facsimile: (270) 281-5866

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)

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

NAME OF APPLICANT:

GORDON & GORDON, P.S.C.

ROLE IN CASE:

Special Counsel to Debtors

TIME PERIOD:

December 1, 2013 through and
including December 31, 2013

CURRENT APPLICATION:

Total Fees Requested: \$ 7838.50
80% of Fees Requested: \$ 6270.80
Total Expenses Requested: \$301.28

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 Fifth Monthly Statement for Professional Services and Disbursements (the “**Fee Statement**”) for the period of December 1, 2013 through and including December 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 \$6,270.80, 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 reimbursable 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: December 31, 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. Wildecat, 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	7.9	\$1,422.00
M. Kirby Gordon, II (KG)	1975-KY	\$150.00	30.7	\$4,605.00
TOTAL:				\$6,027.00

II. Paraprofessionals:

Name of Paraprofessionals (Initials)		Hourly Rate	Total Hours	Total Fees
Kimberly Miller (KM)		\$85.00	19.5	\$1,657.50
Kimberly Miller (KM)		\$70.00	2.2	\$ 154.00
TOTAL:				\$1,811.50

GRAND TOTAL:	\$7,838.50
---------------------	-------------------

Attorney Blended Rate

Attorney	Attorney Blended Rate	Total Attorney Hours	Total Attorney Fees
M. Kirby Gordon, II	\$156.14	38.6	\$6,027.00

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]	\$131.60
FedEx [CODE 1540-08010-7600]	\$169.68
Total	\$301.28

EXHIBIT C

Summary by Project Category

Project Category	Description	Project Code	Hours	Amounts
Asset Distribution	DIP Proceedings	798-7120-7600	.5	\$90.00
Business Operations	Power Line Easement, Henderson/Union, KY	0317-06310-7600	1.2	\$84.00
Business Operations	Illinois Will Scarlet Hunting Lease	0998-06310-7600	1.0	\$70.00
Asset Distribution	Alliance Transaction, Union Co., Ky.	1545-08010-7600	59.6	\$7,594.50
	Total:			\$7,838.50

EXHIBIT D

Time Records

GORDON & GORDON, P.S.C.

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

December 31, 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
December 1, 2013 through December 31, 2013**

Invoice No. 11099

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>				
12/9/2013	KG	Review of attachments to M. Williams email with Plan Supplement filed with the Bankruptcy Court and proposed Midwest Organizational Chart regarding entity simplification plan;	0.50 180.00/hr	90.00
SUBTOTAL:			[0.50	90.00]
<u>Henderson County, Ky P/L Easement Code 0317-06310-7600</u>				
12/5/2013	KM	Review of email from M. Williams re Chapman revisions to Easement and letter; revisions made; redlines prepared; conference with K. Gordon; email to M. Williams;	1.20 70.00/hr	84.00
SUBTOTAL:			[1.20	84.00]
<u>Illinois Will Scarlet Hunting Lease Code 0998-06310-7600</u>				
12/9/2013	KM	Review of email from M. Williams with instructions concerning updating Lease with new Lessee; email to M. Williams with questions re effective date; review of email from M. Williams; draft Lease with redlines; email to M. Williams with questions concerning draft;	0.70 70.00/hr	49.00
12/16/2013	KM	Review of email from M. Williams with answers to questions; revisions made to draft Lease; email to M. Williams;	0.30 70.00/hr	21.00
SUBTOTAL:			[1.00	70.00]

Eric R. Waller, Assistant General Counsel

Page 2

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
<u>Union County Ky Alliance Transaction Code 1545-08010-7600</u>				
12/2/2013	KG	Email to S. Gordon with body only of executed Armour Group Consent and Williams Trust Consent requesting he obtain Alliance execution and notary on page 7 of both Consents; email to S. Gordon attaching body only of Potter Consent and Snarr Consent requesting two (2) originals of each Consent of Alliance's execution and notary of page 8 of Snarr Consent and page 10 of Potter Consent; instructions to paralegal (KM) to inform S. Gordon by email as sent;	1.60 180.00/hr	288.00
12/3/2013	KG	Travel to Webster County Clerk's office to record Gryphon Deed, obtained originals; travel to Union County Clerk's office to record Union County documents; obtained originals; obtained copies of "as recorded" for insertion into assembled document packages; telephone call to Henderson County Clerk's office to verify operating hours;	8.00 150.00/hr	1,200.00
	KG	Review and revise draft of two letters to Armour Group Co-Trustees and to Williams Trustee;	1.00 180.00/hr	180.00
12/4/2013	KM	Conference with K. Gordon regarding insertion of recording information in Overriding Royalty Agreement Memorandum for recording review of recorded documents;	1.00 85.00/hr	85.00
	KG	Email to M. Williams with two (2) transmittal letters forwarding fully-executed and where applicable as recorded documents and payment checks to Waverly Group and Williams Trust; travel to Henderson office, brief conference with M. Williams, made copies of Armour Group and Williams documents for delivery to representatives;	2.50 180.00/hr	450.00
	KG	Three (3) telephone conferences with D. Olliver; picked up two signed transmittal letters from M. Williams; travel to Waverly Group office, delivery of Armour Group package of three copies; conference with David Olliver; delivery of package to FedEx for Ms. Toriscelli, Williams Trustee; office conference with S. Gordon;	5.00 150.00/hr	750.00
12/5/2013	KG	Travel to Henderson County Clerk's office, pick up all recorded documents; post recording references to two (2) Memorandums of Overriding Royalty Agreements; travel to Union County Clerk's office, conference with Clerk regarding recording of Overriding Royalty Agreement Memo; travel to Webster County Clerk's Office for recording Gryphon Overriding Royalty Agreement Memo; travel to Henderson County Clerk's Office, conference with Clerk; recording of original Highland Overriding Royalty Memo and original of Gryphon Overriding Royalty Memo; telephone conference with S. Gordon;	4.50 150.00/hr	675.00
12/6/2013	KG	Telephone call to Henderson County Clerk's office, documents have been recorded but Clerk's office to close at noon due to icy roads;	0.20 150.00/hr	30.00
	KG	Telephone conference with C. Toriscelli, Williams Trustee, explanation of documents and check received;	0.50 180.00/hr	90.00

Eric R. Waller, Assistant General Counsel

Page 3

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
12/9/2013	KG	Delivered as recorded documents to S. Gordon's office; travel to Henderson County Clerk's office to pick up additional as recorded documents of Memorandum of Highland Overriding Royalty Agreement and Memorandum of Gryphon Overriding Royalty Agreement; work at S. Gordon's office assembling documents with paralegal (KM); received original of Bank of America's 11/26/13 letter forwarding execution pages of Potter and Snarr Consents with instructions for distribution of copies;	7.50 150.00/hr	1,125.00
	KM	Conference with K. Gordon at S. Gordon's office to assemble recording closing documents; obtain as recorded documents from Henderson County Clerk's office;	4.00 85.00/hr	340.00
12/10/2013	KM	Assembly of closing documents as recorded copies behind Highland Master Agreement and Gryphon Master Agreement and 2010 Master Agreement, scan, email to all concerned;	7.50 85.00/hr	637.50
	KG	Sorted Patriot originals and copies; sorted Alliance originals and copies; worked on assembly of documents; created Master Agreement set with exhibits;	3.50 150.00/hr	525.00
12/11/2013	KM	Preparation of closing document originals to be delivered to Patriot and to Alliance at J. Henderson's office; preparation of draft closing document checklist per M. Williams' request;	5.50 85.00/hr	467.50
	KG	Conference with J. Henderson; two telephone conferences with paralegal (KM); instructions to paralegal (KM) re FedEx packages to Potter representatives;	2.00 150.00/hr	300.00
	KG	Telephone conference with paralegal (KM); travel to Henderson; documents delivered; conference with M. Williams and J. Detzer; second telephone conference with paralegal (KM); travel to Evansville, Indiana to deliver documents to J. Henderson's office;	1.80 180.00/hr	324.00
12/12/2013	KG	Travel to M. Williams' office, review of documents in box delivered; added copies of "as recorded" Union County documents where needed; verified entries on closing document checklist; conference with M. Williams following;	2.00 180.00/hr	NO CHARGE
	KM	Conference with K. Gordon re 2010 Master Agreement exhibits as recorded; assemble documents to check against checklist in Patriot original documents;	1.50 85.00/hr	127.50
SUBTOTAL:			[59.60	7,594.50]
For professional services rendered			62.30	\$7,838.50

Eric R. Waller, Assistant General Counsel

Page 4

Out of Pocket Expenses:

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Price</u>	<u>Amount</u>
<u>Union County Ky Alliance Transaction Code 1545-08010-7600</u>				
12/12/2013	KG	FedEx to D. Carr (Potter/Snarr Consents)	55.85	55.85
	KG	FedEx to C. Fletcher (Potter/Snarr Consents)	57.98	57.98
	KG	FedEx to P. Dirksen (Potter/Snarr Consents)	55.85	55.85
12/31/2013	KG	Xerox copy charges	131.60	131.60
SUBTOTAL:				[301.28]
Total additional charges				\$301.28
Total amount of this bill				\$8,139.78