

IN THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:	Chapter 11
PATRIOT COAL CORPORATION, <i>et al.</i> ,	Case No. 12-51502 (Jointly Administered)
Debtors.	Hearing Date: March 25, 2014 at 10:00 a.m. CST Objection Deadline: February 17, 2014 at 4:00 p.m. CST Location: Thomas F. Eagleton United States Courthouse, Courtroom 7 North

**FINAL APPLICATION OF COLE, SCHOTZ, MEISEL, FORMAN & LEONARD, P.A.,
AS CONFLICTS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND FOR REIMBURSEMENT OF ACTUAL
AND NECESSARY EXPENSES INCURRED FOR THE PERIOD
FROM AUGUST 16, 2012 THROUGH DECEMBER 31, 2013**

Name of Applicant:	Cole, Schotz, Meisel, Forman & Leonard, P.A.
Authorized to provide professional services to:	The Official Committee of Unsecured Creditors
Date of Retention:	Effective as of August 16, 2012
Final Fee Period:	August 16, 2012 through December 31, 2013
Total Fees Sought as Actual, Reasonable and Necessary:	\$659,312.25
Total Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$ 38,023.54
Total Amount Requested:	\$697,335.79
Amount Paid to Date:	\$691,443.78 ¹
<u>Total Fees and Expenses Due:</u>	<u>\$ 5,892.01</u>
<i>The above requested amounts are for:</i>	FINAL FEE APPLICATION

¹ This amount reflects fees that were allowed pursuant to Cole Schotz's First Interim Fee Application and Second Interim Fee Application (defined herein), for the periods of August 16, 2012 – January 31, 2013 and February 1, 2013 – May 31, 2013, respectively, and includes voluntary reductions detailed in the First Interim Fee Application that are also referenced herein. This amount also includes eighty percent (80%) of the fees and one hundred percent (100%) of expenses incurred by Cole Schotz from August 1, 2013 through November 26, 2013. Cole Schotz has not yet received compensation for the month of December. Cole Schotz, however, anticipates receiving the December payment in accordance with the Interim Compensation Order (defined herein) in advance of the hearing on this application.

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TO: THE HONORABLE KATHY A. SURRATT-STATES,
CHIEF UNITED STATES BANKRUPTCY JUDGE:

Cole, Schotz, Meisel, Forman & Leonard, P.A. ("Cole Schotz"), as conflicts counsel to the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned confirmed debtors (collectively, the "Debtors"), hereby submits its final fee application (the "Application") pursuant to 11 U.S.C. §§ 330 and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Rules 2016-1 and 2016-2 of the Local Rules ("Local Rules") and the attendant Appendix A: *Guidelines for Compensation of Professionals* of the Procedures Manual (the "Procedures Manual") of the United States Bankruptcy Court for the Eastern District of Missouri (the "Missouri Court"), for allowance of compensation for professional services rendered and reimbursement of its actual, necessary and reasonable expenses incurred for the period from August 16, 2012 through December 31, 2013 (the "Compensation Period"). Cole Schotz respectfully represents as follows:

I. PRELIMINARY STATEMENT

1. Cole Schotz was retained as conflicts counsel to the Committee to investigate and assess potential grounds to challenge the validity and enforceability of the asserted liens and claims of the Debtors' pre-petition lenders and, if appropriate, to prepare and prosecute claims related thereto. Specifically, Cole Schotz was retained to investigate and, if appropriate, prepare and prosecute Claims and Defenses (defined herein) and Cole Schotz (i) analyzed the validity, enforceability and avoidability of the liens granted by the various Debtors (the "Pre-Petition Liens") in connection with the pre-petition debt (the "Pre-Petition Debt") owed to the Pre-Petition Lenders (as defined in the Final DIP Order), and (ii) investigated possible litigation claims, including (x) those referenced in Paragraph 19 of the Final DIP Order arising from a May 7, 2012 commitment letter ("Commitment Letter") issued by Citigroup Global Markets Inc., Barclays Bank PLC, and Nataxis, New York Branch (collectively, the "Citibank"), (y) claims against Bank of America, N.A., as Administrative Agent/L/C Issuer and Swing Line Lender under that certain pre-petition Amended and Restated Credit Agreement ("BofA"), among other lenders involved in the BofA pre-petition credit facility, arising from the Debtors' pre-petition request for a draw under its "Swing Line" facility, and (z) claims against and Fifth Third Bank, as Administrator and as LC Bank under that certain Receivables Purchase Agreement ("Fifth Third").

2. This required the review of more than 100,000 pages of documentation and significant work to analyze same so as to properly inform the Committee. Cole Schotz had to perform this multifaceted, comprehensive investigation under very strict time constraints given the posture of the cases when Cole Schotz was retained. This required the review of more than 100,000 pages and significant work to analyze and digest so as to properly inform the Committee of Cole Schotz's investigation and this investigation. To ensure it performed the requisite

services expeditiously, efficiently and reasonably, Cole Schotz staffed this case with a variety of qualified professionals and paralegal professionals.

3. Throughout its retention in these cases, Cole Schotz was presented with a number of unique issues, including addressing perfection issues relative to the nature of the Debtors' diverse assets and interests.

4. Cole Schotz's efforts throughout the course of its retention, in particular in identifying unencumbered assets, facilitated the formulation of and successful confirmation of a consensual plan. Cole Schotz's efforts, along with those of the Committee's other professionals, ensured value was maximized for the Debtors' various creditor-constituencies.

5. Cole Schotz respectfully asserts that it, together with the Committee's other professionals, provided realizable value to the Debtors' estates and their creditor-constituencies. Cole Schotz further respectfully asserts that the fees sought in this Application are reasonable and appropriate compensation for the services that it provided. Cole Schotz accordingly requests that the Court enter an Order approving its requested fees and expenses.

II. JURISDICTION

6. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334.

7. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

III. SUMMARY OF PROFESSIONAL COMPENSATION AND EXPENSE REIMBURSEMENTS REQUESTED

8. This Application has been prepared in accordance with Local Rules 2016-1 and 2016-2, the Procedures Manual, the *Unites States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, adopted on January 30, 1996 (the (the "UST Guidelines"), and the *Order to Establish Procedures for Interim*

Monthly Compensation and Reimbursement of Expenses of Professionals, dated August 2, 2012 [Docket No. 262] (the “Interim Compensation Order” and, collectively with the Local Rules, the Procedures Manual and the UST Guidelines, the “Guidelines”).

9. By this Application, Cole Schotz seeks final approval of professional fees in the amount of \$659,312.25 and \$38,023.54 in reimbursable expenses incurred from the commencement of Cole Schotz’s representation of the Committee on August 16, 2012, through December 31, 2013. During the Compensation Period, Cole Schotz’s professionals expended a total of 1,594.10 hours for which compensation is respectfully requested.

10. During the Compensation Period, and pursuant to the Interim Compensation Order, Cole Schotz timely submitted each of its requests for monthly compensation and reimbursement of expenses pursuant to the Interim Compensation Order.²

11. Inclusive of the forgoing amounts are professional fees incurred after the most recent interim fee applications were submitted (for the period of August 1, 2013 through December 31, 2013 (the “Last Compensation Period”)), which included \$28,071.25 in professional fees and \$119.41 in reimbursable expense disbursements. These amounts were not previously requested on an interim basis by Cole Schotz nor considered yet by the Court. Pursuant to the Interim Compensation Order, Cole Schotz has, however, timely submitted requests for all monthly compensation and reimbursement of expenses and has received 80% of its requested fees and 100% of its actual disbursements for the Last Compensation Period, with the exception of fees and expenses attributable to December 2013 (as reflected in the chart below – see paragraph 68, herein).

² There were three (3) periods for which Cole Schotz did not submit a monthly statement because it did not incur any fees or expenses relative to those periods, which included June, July and November 2013.

12. The fees charged by Cole Schotz for services rendered by its professionals and paralegal professionals in these chapter 11 cases were the same as the rates that Cole Schotz charged for professional and paralegal professional services rendered in non-bankruptcy matters. Cole Schotz respectfully asserts that such fees are reasonable based upon the customary compensation charged by similarly skilled practitioners in comparable non-bankruptcy cases.

13. In accordance with the Guidelines, attached as “**Exhibit A**” is a summary of the hours expended during the Compensation Period setting forth all professionals and paralegal professionals employed by Cole Schotz who have performed services in these cases during the Compensation Period, the capacities in which each such individual is employed by Cole Schotz, the department in which each individual practices, the year in which the individual was first licensed to practice law, the hourly billing rate charged by Cole Schotz for services performed by such individual, and the aggregate number of hours expended and fees billed pursuant to the UST Guidelines.

14. In accordance with the UST Guidelines, attached as “**Exhibit B**” is a summary of the professional services rendered by Cole Schotz during the Compensation Period, broken down by project category.

15. In the ordinary course of its business, Cole Schotz maintains records of time expended by its attorneys and paralegal professionals in rendering services to its clients. The time records are made contemporaneously with the rendition of professional services and are prepared contemporaneously by the professional who rendered the service. Attached as “**Exhibit C**” are the Monthly Fee Statements filed and served in accordance with the Interim Compensation Order for the Last Compensation Period, which includes the months of August,

September, October and December 2013.³ These statements detail chronologically, by project code, all of the professional services rendered to the Committee during the Last Compensation Period, from Cole Schotz's contemporaneous time records. The time records show the professional services rendered, the date on which the services were performed, the person who performed the services, and the amount of time spent performing the services. These materials were filed with the Court and submitted to the "Notice Parties" as required under the Interim Compensation Order [Docket Nos. 5226, 5021, 4837 and 4669].⁴

16. Cole Schotz also maintains contemporaneous records of all actual and necessary expenses incurred in connection with the rendition of professional services to its clients in the ordinary course of its business. Attached as "**Exhibit D**" is a summary of the expenses incurred in rendering services to the Committee during the Compensation Period and for which reimbursement is respectfully requested. These are considered extraordinary expenses, unique to the services provided by Cole Schotz to the Committee and not included in Cole Schotz's overhead.⁵ Cole Schotz's policy regarding such extraordinary expenses is set forth in Section VII below.

³ A separate Monthly Fee Statement was not filed for the period of November 1, 2013 – November 26, 2013, as Cole Schotz did not incur any fees or expenses during that period. The only time incurred relative to the month of November was a single time entry that was included in the Monthly Fee Statement filed with the Court for the period of December 1, 2013 – December 31, 2013 [Docket No. 5226].

⁴ The time records for the First Interim Application and the Second Interim Application (each defined herein) were previously filed with the Court in connection with the allowance of Cole Schotz's fees and expenses [Docket Nos. 3650, 4581]. The time records accompanying the First Interim Application modified the monthly fee statements for the First Interim Period (defined herein).

⁵ Pursuant to the Procedures Manual (Section D), for all expenses in excess of \$25.00, Cole Schotz has retained supporting documentation which, per the Procedures Manual, although not filed or served with this Application, is available upon request.

IV. BACKGROUND

A. The Debtors' Chapter 11 Cases

17. On July 9, 2012 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101, et seq. (the "Bankruptcy Code") with the United States Bankruptcy Court for the Southern District of New York (the "NY Court"). Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors were authorized to operate their businesses and their properties as debtors in possession.

18. On July 10, 2012, the Court entered an order granting the joint administration of the Debtors' chapter 11 cases [Docket No. 30] ("Chapter 11 Cases" or "Cases").

19. No trustee or examiner has been appointed in these Cases.

20. On August 2, 2012, the Court entered the Interim Compensation Order.

21. On July 18, 2012, the Office of the United States Trustee for the Southern District of New York (the "NY UST") appointed the Committee. The Committee currently consists of the following five (5) members: (i) Wilmington Trust Company; (ii) U.S. Bank National Association; (iii) United Mine Workers of America; (iv) United Mine Workers of America 1974 Pension Plan and Trust; and (v) American Electric Power.⁶

22. At a meeting of the Committee held on July 18, 2012, the Committee selected Kramer Levin Naftalis & Frankel LLP ("Kramer Levin") as its lead bankruptcy counsel.

23. On August 3, 2012, before the Committee retained Cole Schotz, the NY Court entered the *Final Order (I) Authorizing Debtors (A) to Obtain Post-Petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e), and (B) to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363 and (II) Granting Adequate Protection to*

⁶ Cecil Walker and Gulf Coast each tendered their resignation as members of the Committee with the UST on or about March 13, 2013 and March 20, 2013, respectively. The UST did not appoint any replacement members to the Committee.

Pre-Petition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364 [Docket No. 275]
(the “Final DIP Order”).

B. Cole Schotz’s Retention & Role

24. Following its appointment, the Committee selected Cole Schotz as its conflicts counsel to advise and represent it in these Cases with respect to conflicts and other designated matters. On September 10, 2012, the Court entered an order approving the Committee’s retention of Cole Schotz as its conflicts counsel [Docket No. 536].⁷

25. Pursuant to Paragraph 19 of the Final DIP Order, the Committee was given until the later of November 1, 2012 (the “Challenge Deadline”), or a date agreed to in writing by BofA, Fifth Third, or Citibank, as the case may be, or as otherwise ordered by the NY Court, to (i) challenge the validity, enforceability, priority or extent of the Pre-Petition Debt, or BofA’s or Fifth Third’s liens on the Debtors’ pre-petition collateral, or (ii) otherwise assert or prosecute any (A) action for preferences, fraudulent conveyances, other avoidance power claims, or any other claims, counterclaims or causes of action, objections contests, or defenses against BofA, Fifth Third or any other pre-petition secured lenders or their affiliates, in connection with matters related to the Pre-Petition Financing Agreements (as defined in the Final DIP Order), the Pre-Petition Debt or the pre-petition collateral, or (B) any causes of action against Citibank arising in connection with that the Commitment Letter (collectively referred to as “Claims and Defenses” in the Final DIP Order).

⁷ A copy of the Order approving Cole Schotz’s retention is attached as Exhibit “A” to the First Interim Application (defined herein).

C. Cole Schotz's Investigation and Methodologies Employed⁸

26. Following its retention and under very tight time frames based on the magnitude of the issues, the documents involved and the looming Challenge Deadline, Cole Schotz staffed this matter with a team of professionals to, among other things (i) review more than 100,000 pages of lien-related documents, (ii) assess the extent validity, priority and avoidability of the Pre-Petition Liens on diverse asset categories, (iii) research applicable state law lien perfection requirements in multiple jurisdictions, (iv) meet, confer and exchange information with lead and conflicts counsel for the Debtors and counsel for BofA, Citibank and Fifth Third, and (v) provide verbal updates and a series of reports and recommendations to the Committee as Cole Schotz's analysis progressed. The Cole Schotz team consisted of bankruptcy, corporate and real estate professionals with varying levels of expertise, as well as paralegal professionals.

27. The collateral that Cole Schotz had to examine included, but is not limited to, various equity interests in the Debtors, real property and leasehold interests and rights in "as extracted" collateral. Cole Schotz's analysis involved each of the 101 Debtors in these Cases and their various tangible and intangible assets. The Debtors' real property and leasehold interests were complex assemblages of numerous parcels, which were owned by multiple individuals, and in certain situations spanned across multiple states and counties.

28. As part of its review and for each of the Debtors' properties, Cole Schotz reviewed and determined the respective ownership and purported perfection related thereto, as well as examined the purported perfection of "as extracted" collateral relative to each property.

⁸ In addition to the Section VI which sets forth the *Summary Of Legal Services Performed By Cole Schotz During the Compensation Period*, this Section provides a comprehensive overview of Cole Schotz's role and methodologies employed in these Cases to assist the Missouri Court and all parties-in-interest with understanding the scope and breadth of the extensive professional services that Cole Schotz rendered to the Committee in analyzing and evaluating the issues Cole Schotz was tasked with.

29. The scope of these tasks, in addition to the condensed timeframes under which Cole Schotz acted was based on the size and complexity of the Debtors' pre-petition debt structure (summarized herein). During the course of its retention, Cole Schotz provided conclusions to the Committee regarding the extent of lien perfection with respect to, *inter alia*, the Debtors' intellectual property, collateral governed by certificates of title, "as extracted" collateral, fee and leasehold real property interests, collateral governed by the filing of UCC financing statements, deposit accounts, certificated and uncertificated securities and joint venture interests.

30. During the Compensation Period, and in particular, during the First Interim Period (defined herein), when the Challenge Deadline first arose, Cole Schotz prepared and provided numerous comprehensive reports to the Committee which included status updates, an overview of the methodologies employed by Cole Schotz, an explanation of the applicable law, analysis of the perfection of the lenders' Pre-Petition Liens and possible litigation claims and recommendations. Preliminary, final and supplemental written reports were rendered to the Committee on November 27, 2012, November 30, 2012, January 24, 2013, February 7, 2013 and April 10, 2013. Cole Schotz's recommendations were summarized in an eighty-five (85) page report and executive summary, which were accompanied by comprehensive, detailed charts illustrating the status of the asserted liens on the Debtors' property interests located throughout the country. These initial conclusions were supplemented by the additional reports to the Committee referenced above.

31. An overview of the pre-petition debt structure, together with the summary of Cole Schotz's investigation and conclusions follows.

(i) **The BofA Facility and Pre-Petition Lien Analysis**

32. On October 31, 2007, Patriot and forty-seven (47) debtor entities became indebted to BofA, as Administrative Agent, under the terms of that certain (a) Credit Agreement (the

“Original Credit Agreement”), (b) Guarantee (the “2007 Guarantee”), and (c) Pledge and Security Agreement, each dated October 31, 2007 (the “2007 PSA”). Under the Original Credit Agreement, BofA agreed to extend a \$500 million four (4)-year revolving credit facility to be used solely for working capital (including the issuance of letters of credit) and capital expenditures, which included a \$50 million swing-line sub-facility and a letter of credit sub-facility. Under the 2007 Guarantee and the 2007 PSA, certain of Patriot’s subsidiaries, jointly and severally, guaranteed Patriot’s obligations under the Original Credit Agreement and granted BofA a security interest in substantially all of their respective assets including, without limitation, real property owned and/or leased by subsidiaries.

33. Subsequent to the Original Credit Agreement, and pursuant to the terms thereof, an additional forty (40) Debtors executed and delivered a Pledge Supplement and Assumption Agreement pursuant to which they agreed to guarantee Patriot’s obligations and pledge substantially all of their assets as collateral for the loan which included, without limitation, real property owned and/or leased by those Debtors.

34. On May 5, 2010, Patriot entered into an Amended and Restated Credit Agreement (the “2010 Credit Agreement”) with BofA and those certain lenders and issuers of letters of credit referenced therein. The 2010 Credit Agreement was expressly intended by the parties to amend and restate the Original Credit Agreement and the credit facility made available to Patriot thereunder was used to extend the maturity date and adjust borrowing capacity. Under the 2010 Credit Agreement: (a) \$427.5 million was made available to Patriot under the revolving credit facility, and (b) Patriot was permitted to increase the facility by an additional \$125 million, provided it added new lenders or had existing lenders increase their commitments.

35. Subsequent to the 2010 Credit Agreement, an additional eleven (11) Debtors executed and delivered a Pledge Supplement and Assumption Agreement pursuant to which they agreed to guarantee Patriot’s obligations and pledge substantially all of their assets as collateral

for the loan. Following such execution, a total of ninety-eight (98) Patriot subsidiaries guaranteed Patriot's obligations and granted pledges of substantially all of their assets as collateral for the loan, which included, without limitation, real property owned and/or leased by those Debtors.

36. Cole Schotz examined voluminous material relative to the BofA facility which included:

- (1.) Amended and Restated Credit Agreement, and amendments thereto;
- (2.) Schedules and Exhibits to Amended and Restated Credit Agreement;
- (3.) Pledge and Security Agreement;
- (4.) Schedules and Exhibits to Pledge and Security Agreement;
- (5.) Pledge Supplements;
- (6.) Guarantees;
- (7.) Assumption Agreements;
- (8.) Deposit Account Control Agreements;
- (9.) Uncertificated Securities Control Agreement;
- (10.) Trademark Security Agreement;
- (11.) Secretary's Certificates with attachments;
- (12.) Recorded UCC Financing Statements, on state and county levels for each of the Debtors;
- (13.) Recorded mortgages and deeds of trust with respect to certain of the Debtors' fee or leasehold interests in various surface properties and coal reserves;
- (14.) Landlord or lessor consents to leasehold mortgages or deeds of trust;
- (15.) Leases in which one or more Debtors held an interest as tenant, lessee or sublessee; and
- (16.) Copies of stock and LLC certificates.

37. Cole Schotz conducted its comprehensive investigation as detailed above, including a property by property investigation to isolate the claimed collateral, ownership, perfection steps taken by the lenders and steps necessary to properly perfect same. Each of the documents purporting to establish a properly perfected lien had to be compared against the requirements of the state or county in which such perfection documents were filed to determine if the documents evidenced properly perfected claims. As referenced above, the documentation Cole Schotz reviewed and analyzed also had to be compared against the schedules and

statements of financial affairs that each of the 101 Debtors filed with the NY Court (and Missouri Court as to the two (2) Debtors that filed on September 23, 2013).

38. With regard to BofA, Cole Schotz entered into a series of Stipulations which allowed Cole Schotz to extend the Challenge Deadline while preserving certain areas of challenge based on the production of documents and other information produced by BofA's counsel on a rolling basis.⁹ The issues preserved for possible challenge were outlined in schedules to each of the Stipulations. These schedules listed certain bank accounts and real property of the Debtors in which BofA did not appear to be perfected as of the Petition Date and numerous real property interests for which perfection information was not provided to Cole Schotz's satisfaction at the time of execution.

39. The Committee, through Cole Schotz, and BofA reached an agreement as to BoA's lack of perfection on (i) certain of the Debtors' bank accounts, (ii) motor vehicles, rolling stock and other vehicles or equipment of the Debtors that are subject to a certificate of title statutes of the applicable Debtor's jurisdiction, and (iii) the equity and assets, if any, of the Debtor, Cub Branch Coal Company, LLC. As for purported liens on the Debtors' numerous real estate interests and rights related thereto, including coal reserves, "as extracted" coal and the

⁹ To facilitate its analysis, Cole Schotz sought and obtained various extensions of the Challenge Deadline from BofA. The following Stipulations were filed with the Court extending the Challenge Deadlines and resolving all or a portion of the issues: (i) Stipulation filed on October 16, 2012 to extend the Challenge Deadline until December 2, 2012 [Docket No. 1365]; (ii) Stipulation filed on November 21, 2012 to further extend the Challenge Deadline until December 14, 2012 [Docket No. 1614]; (iii) Stipulation filed on December 14, 2012 to further extend the Challenge Deadline until January 31, 2013 only as to certain claims against BofA [Docket No. 1734]; (iv) Stipulation filed on February 12, 2013 to further extend the Challenge Deadline until April 14, 2013 as to certain further limited "Remaining Items" defined in the Stipulation between the parties [Docket No. 2813]; (v) Stipulation filed on April 12, 2013 to further extend the Challenge Deadline until September 16, 2013 as to "Remaining Real Estate Issues" defined in the Stipulation between the parties [Docket No. 3602]; and (vi) Stipulation filed on September 21, 2013 to further extend the Challenge Deadline until November 15, 2013 as to "Remaining Real Estate Issues" defined in the Stipulation between the parties [Docket No. 4629]. Negotiation of these Stipulations, as well as the others referenced herein, required significant expenditure of time by Cole Schotz's professionals.

identifiable proceeds of the foregoing, the parties agreed to extend the Challenge Deadline until November 15, 2013 [Docket No. 4629].

40. Ultimately, however, during the extended Challenge Deadline period, Cole Schotz's investigation showed that, with limited exceptions, the liens and security interests properly attached to all of the Debtors' real and personal property and that the liens and security interests were properly perfected under applicable non-bankruptcy law and, accordingly, Cole Schotz did not seek a further extension of the November 15, 2013 extended Challenge Deadline as to the claims against BofA.

41. Cole Schotz's steps preserved the value of numerous assets not subject to liens for the benefit of the Debtors' estates during the pendency of its investigation. Cole Schotz's agreement with BofA effectively reduced administrative expenses in these Cases because during the extended investigation period, Cole Schotz was able to continue its investigation, while preserving the right to proceed if circumstances warranted, without causing the estates to incur significant administrative expenses litigating the validity of the Pre-Petition Liens with BofA.

42. In addition to investigating the perfection of interests in favor of BofA, Cole Schotz also investigated potential litigation claims against BofA regarding its pre-petition denial of the Debtors' drawdown on the "Swing Line Loan." Cole Schotz worked with the Debtors' conflicts counsel, Curtis, Mallet-Prevost, Colt & Mosle LLP ("Curtis Mallet"), reviewed numerous documents relative to the Swing Line Loan, and interviewed the Debtors' CFO regarding the allegations.

43. Ultimately, however, Cole Schotz determined that, based upon its investigation, there existed no "Litigation Claims" worthy of pursuit against BofA with respect to the unfunded \$25 million swing line loan request.

(ii) **The Fifth Third Facility and Lien Analysis**

44. In addition to the 2010 Credit Agreement described above, Patriot (as servicer) and Patriot Coal Receivables (SPV) Ltd. (“Patriot SPV”), among others, entered into that certain Receivables Purchase Agreement, dated as of March 2, 2010 (the “Receivables Purchase Agreement”) with the lenders from time to time a party thereto and Fifth Third as Administrator and LC Bank. The Debtors’ pre-petition credit facility with Fifth Third included a \$125 million facility under which Patriot and certain of its subsidiaries sold their customer trade receivables to Patriot SPV on a revolving basis, which then in turn sold undivided interests in the receivables to the lenders, which would issue cash advances or letters of credit. Fifth Third was the initial funding source of the aforementioned facility with a maximum commitment of \$75 million, although Patriot was allowed to add subsequent funding sources.

45. Cole Schotz examined voluminous material relative to the Fifth Third facility which included:

- (1.) Purchase and Sale Agreement;
- (2.) Receivables Purchase Agreement;
- (3.) Performance Guaranty;
- (4.) Deposit Account Control Agreements;
- (5.) Recorded UCC Financing Statements;
- (6.) Patriot Coal Representation Letter; and
- (7.) Secretary’s Certificates with attachments.

46. As to the Fifth Third facility, the complex structure whereby receivables and “as extracted” collateral (as it relates to such receivables) were pledged as collateral, Cole Schotz had to identify the pledged receivables, trace the ownership of such receivables, and determine the proper perfection thereof. Cole Schotz also had to analyze and determine when the “as extracted” collateral became a pledged receivable. Similar to the BofA investigation, Cole Schotz carefully reviewed the property deeds and legal descriptions supplied, as compared to the Debtors’ schedules and as compared to the documents purporting to perfect interests in each element of collateral.

47. With regard to Fifth Third, Cole Schotz similarly entered into a series of Stipulations which allowed Cole Schotz to extend the Challenge Deadline while preserving certain areas of challenge.¹⁰

48. Cole Schotz ultimately concluded that there was no basis for a challenge of Fifth Third's liens and on February 8, 2013, a *Final Stipulation Between the Committee and Fifth Third* was entered into between Fifth Third and the Committee wherein the Committee agreed that, notwithstanding the existence of any potential unencumbered assets relative to Fifth Third, there was no basis to file a complaint based upon the over-collateralized status of Fifth Third's claims as of the Petition Date [Docket No. 2785].

(iii) **Citibank: Analysis of Claims**

49. With respect to the potential litigation claims against Citibank, Cole Schotz analyzed and reviewed the Commitment Letter, as well as documentation relative to the Debtors' public filings with the Securities and Exchange Commission and the communications between the Debtors and Citibank, including cash flow projections and other relevant material. Cole Schotz obtained information from Curtis Mallet, interviewed the Debtors' Senior Vice President and CFO, Mark Schroeder, and had extensive communications with Citibank's counsel, Weil, Gotshal & Manges LLP.¹¹

¹⁰ To facilitate its analysis, Cole Schotz sought and obtained various extensions of the Challenge Deadline relative to claims against Fifth Third. The following Stipulations were filed with the Court extending the Challenge Deadlines and resolving all or a portion of the issues: (i) Stipulation filed on October 18, 2012 to extend the Challenge Deadline until December 3, 2012 [Docket No. 1392]; (ii) Stipulation filed on November 21, 2012 to further extend the Challenge Deadline until December 14, 2012 [Docket No. 1625]; and (iii) Stipulation filed on December 14, 2012 to further extend the Challenge Deadline until January 31, 2013 only as to certain claims [Docket Nos. 1750].

¹¹ To facilitate its analysis, Cole Schotz similarly sought and obtained an extension of the Challenge Deadline relative to claims against CitiBank, pursuant to that certain Stipulation filed on October 25, 2012 to extend the Challenge until December 3, 2012 [Docket Nos. 1478].

50. Based upon Cole Schotz's investigation, it determined that the Commitment Letter was not improperly withdrawn and thus there was no viable claim as against Citibank. Cole Schotz accordingly recommended to the Committee that it allow the Challenge Deadline to pass relative to Citibank without taking any action.

51. Ultimately, nearly every facet of Cole Schotz's investigation unearthed assets that were not subject to the lenders' Pre-Petition Liens. Cole Schotz's careful, thorough and deliberate investigation preserved the value of these assets pending a completion of its investigation. Moreover, as mentioned herein, Cole Schotz's methodology and efforts avoided the unnecessary expenditure of estate assets on litigating with Debtors' pre-petition lenders, while Cole Schotz continued and completed its investigation.

D. Significant Developments in the Debtors' Chapter 11 Cases

52. On November 27, 2012, the NY Court issued a memorandum decision transferring venue of the Chapter 11 Cases to the Missouri Court [Docket no. 1629]. On December 19, 2012, the NY Bankruptcy Court entered an order transferring the Chapter 11 Cases, effective as of that date [Docket No. 1789].¹²

53. Given the transfer of the Chapter 11 Cases, the Committee sought and obtained the Missouri Court's approval to retain Carmody Michael P.C. ("Carmody") as its local counsel [Docket Nos. 1848, 2382]. Since the transfer, Cole Schotz has relied on Carmody to assist it in filing materials on Cole Schotz's behalf with the Missouri Court.

54. On September 6, 2013, the Debtors filed their proposed *Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 4606] (the "Initial Plan"). On October 9, 2013, the Debtors filed their *First Amended Joint Plan of Reorganization*

¹² Pursuant to the order transferring the Chapter 11 Cases, all orders previously entered in the Chapter 11 Cases remained in full force and effect in accordance with their terms notwithstanding the transfer of venue.

Under Chapter 11 of the Bankruptcy Code [Docket No. 4762] and the *Disclosure Statement for Debtors' First Amended Plan* [Docket No. 4763]. Thereafter, on October 26, 2013, the Debtors filed their *Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 4869] and their *Disclosure Statement for Debtors' Second Amended Plan* [Docket No. 4870]. On November 4, 2013, the Debtors filed their *Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 4927] and *Disclosure Statement for Debtors' Third Amended Plan* [Docket No. 4928] (the "Third Amended Disclosure Statement").

55. On November 7, 2013, the Missouri Court entered an Order approving the Third Amended Disclosure Statement [Docket No. 4968].

56. On December 15, 2013, the Debtors filed their *Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 5139] (collectively, the aforementioned Plans are referred to as the "Plan"). On December 17, 2013, and as amended by the Missouri Court's Order on December 18, 2013, the Missouri Court confirmed the Plan [Docket Nos. 5157, 5169], which went effective on December 18, 2013 (the "Effective Date"). The Committee dissolved on the Effective Date, except as to applications for allowance of compensation filed pursuant to sections 330 and 331 of the Bankruptcy Code.

E. Cole Schotz's Prior Interim Fee Applications

57. On November 13, 2012, Cole Schotz obtained the consent of the NY UST, as well as the Debtors and Kramer Levin, to defer preparing and filing its initial interim fee application with the balance of the professionals in these Chapter 11 Cases. Cole Schotz had requested to defer its first interim fee application until such time as all professionals were filing their second interim fee applications because Cole Schotz's retention period covered just a few days in August and the month of September. Cole Schotz was of the opinion, and the NY UST and other

professionals concurred, that the cost of preparing and filing an interim fee application to cover such a short period of time was not a prudent expenditure of estate assets.

58. Accordingly, on April 14, 2013, Cole Schotz filed with the Court its *First Interim Fee Application of Cole, Schotz, Meisel, Forman & Leonard, P.A. as Conflicts Counsel to the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses Incurred From August 16, 2012 Through January 31, 2013* [Docket No. 3650] (the “First Interim Application”). The First Interim Application covered the period of August 16, 2012, through January 31, 2013 (the “First Interim Period”). Pursuant to the First Interim Application, Cole Schotz sought approval, on an interim basis, of professional fees in the amount of \$581,003.50 and reimbursement of expenses in the amount of \$37,297.53, for a total award of \$618,301.03.

59. On May 23, 2013, the Court entered the *Order Granting Certain Applications for Allowance of Interim Compensation and Reimbursement of Expenses* [Docket No. 4050] (the “First Interim Order”). Pursuant to the First Interim Order, the Court awarded Cole Schotz professional fees in the amount of \$581,003.50 and reimbursement of expenses in the amount of \$37,297.53, for a total award of \$618,301.03, which Cole Schotz received pursuant to the First Interim Order.

60. On September 4, 2013, Cole Schotz filed with the Court its *Second Interim Fee Application of Cole, Schotz, Meisel, Forman & Leonard, P.A., as Conflicts Counsel to the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses Incurred from February 1, 2013 Through May 31, 2013* [Docket No. 4581] (the “Second Interim Application”). The Second Interim Application covered the period of February 1, 2013, through May 31, 2013 (the “Second Interim Period”). Pursuant to the Second Interim Application, Cole Schotz sought Court approval, on an interim basis, of professional fees in the

amount of \$50,237.50 and reimbursement of expenses in the amount of \$606.60, for a total award of \$50,844.10.

61. On November 8, 2013, the Court entered the *Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses* [Docket No. 4976] (the “Second Interim Order”). Pursuant to the Second Interim Order, the Court awarded Cole Schotz professional fees in the amount of \$50,237.50 and reimbursement of expenses in the amount of \$606.60, for a total award of \$50,844.10, which Cole Schotz received pursuant to the Second Interim Order.

62. In addition to submitting its First Interim Application and Second Interim Application, Cole Schotz also timely filed with the Court, and served in accordance with the Interim Compensation Order, all of its Monthly Fee Statements for the Last Compensation Period [Docket Nos. 4669, 4837, 5021, 5226].¹³

V. RELIEF REQUESTED

63. By this Application, Cole Schotz seeks final approval of professional fees in the amount of \$659,312.25 and \$38,023.54 in reimbursable expenses incurred from the commencement of Cole Schotz’s representation of the Committee on August 16, 2011, through December 31, 2013.

64. On November 19, 2012, Cole Schotz disclosed to the Court that it implemented a billing rate increase for certain of its professionals, effective October 1, 2012 [Docket No. 1596]. The rate increases are a result of the professional and paralegal professional’s annual advancement in seniority and this occurred in all of Cole Schotz’s departments and is effective

¹³ As previously disclosed herein, a separate monthly fee statement was not filed for the periods of: (i) June 1, 2013 – June 30, 2013; (ii) July 1, 2013 – July 31, 2013; and (iii) November 1, 2013 – November 26, 2013, because Cole Schotz did not incur any fees or expenses during that period. The only time incurred relative to the month of November was a single time entry that was included in the monthly fee statement filed with the Court for the period of December 1, 2013 through and including December 31, 2013 [Docket No. 5226].

for all of Cole Schotz's clients. Although on October 1, 2013, Cole Schotz's billing rates effectively increased, given the limited amount of work performed for the Committee during the Last Compensation Period, Cole Schotz has taken a voluntary deduction of \$355.00 to account for the billing rate increase effective October 1, 2013 and its rates have remained the same as those in effect for 2013.¹⁴

65. Inclusive of the forgoing amounts are professional fees of \$28,071.25 and reimbursable expenses of \$119.41 that were incurred during the Last Compensation Period and which were not previously requested on an interim basis nor considered by the Court. Pursuant to the Interim Compensation Order, Cole Schotz has submitted requests for monthly compensation and reimbursement of expenses and has received funds from the Debtors for the Last Compensation Period (as reflected in the chart below).

66. All of the professional services which are the subject of this Application were rendered by Cole Schotz exclusively at the request of the Committee and not for or at the request of any other person or entity.

67. No agreement exists, nor will any be made, to share any compensation received by Cole Schotz for its services on behalf of the Committee with any other person or firm.

68. The Chart below details all of the professional fees and reimbursable expenses requested, allowed and paid to Cole Schotz since the commencement of Cole Schotz's representation of the Committee. No parties objected to any of Cole Schotz's monthly fee statements. Pursuant to the Interim Compensation Order and, as outlined below, during the Compensation Period, Cole Schotz received \$653,480.40 in professional fees and \$37,963.38 in expenses from the Debtors in these cases. Cole Schotz accordingly respectfully requests that it

¹⁴ Because Cole Schotz intended to voluntarily reduce its fees relative to this additional fee increase, Cole Schotz did not subsequently file an additional notice of increase for its hourly rates.

be paid the remaining unpaid portion of \$5,831.85 in professional fees and \$60.16 in expenses for the Compensation Period (less any amounts that Cole Schotz may receive from the Debtors between the filing of this Application and a hearing to allow same).

Month	Professional Fees Requested (100%)	Reimbursable Expenses Requested (100%)	Professional Fees Paid	Reimbursable Expenses Paid	Balance Due to Cole Schotz
FIRST INTERIM APPLICATION					
August 16 – September 30, 2012	\$157,622.50	\$14,248.36	\$157,622.50	\$14,248.36	\$0.00
October 1 – 31, 2012	\$197,542.50	\$10,309.93	\$197,542.50	\$10,309.93	\$0.00
November 1 – 29, 2012	\$164,713.00	\$10,890.35	\$164,713.00	\$10,890.35	\$0.00
November 30 – December 31, 2012	\$36,538.00	\$1,647.69	\$36,538.00	\$1,647.69	\$0.00
January 1 – 31, 2013	\$27,568.00	\$201.20	\$27,568.00	\$201.20	\$0.00
Voluntary Reduction (previously taken)	(\$2,980.50)		(\$2,980.50)		
SECOND INTERIM APPLICATION					
February 1 – 28, 2013	\$15,844.50	\$105.45	\$15,844.50	\$105.45	\$0.00
March 1 – 31, 2013	\$10,976.00	\$151.95	\$10,976.00	\$151.95	\$0.00
April 1 – 30, 2013	\$20,474.50	\$320.45	\$20,474.50	\$320.45	\$0.00
May 1 – May 31, 2013	\$2,942.50	\$28.75	\$2,942.50	\$28.75	\$0.00
LAST COMPENSATION PERIOD¹⁵					
August 1 – 31, 2013	\$4,781.75	\$9.80	\$3,825.40	\$9.80	\$956.35
September 1 – 30, 2013	\$14,439.00	\$0.00	\$11,551.20	\$0.00	\$2,887.80
October 1 – 31, 2013	\$8,578.50	\$49.45	\$6,862.80	\$49.45	\$1,715.70
November 27 – December 31, 2013	\$627.00	\$60.16	\$0.00	\$0.00	\$687.16
Voluntary Reduction for Rate Increase	(\$355.00)				(\$355.00)
TOTALS	\$659,312.25	\$38,023.54	\$653,480.40	\$37,963.38	\$5,892.01

69. As set forth in detail below, the services performed by Cole Schotz on behalf of the Committee were reasonable, appropriate and in the best interests of the Committee and its constituency and were necessary to the administration of these Cases. All services were performed within a reasonable amount of time commensurate with the complexity, importance and nature of the problem, issue or task addressed.

70. The compensation requested is reasonable based on the customary compensation charged by comparably skilled practitioners in this and other firms in non-bankruptcy cases. The professional services were performed in an appropriately expeditious and efficient manner.

¹⁵ As detained herein, Cole Schotz did not incur time relative to the months of June, July or November 2013 and accordingly, no separate monthly fee statement was filed for these periods.

71. Cole Schotz has endeavored at all times to assign attorneys and paralegal professionals to tasks commensurate with their level of experience and to avoid the unnecessary duplication of services by professionals and/or paralegal professionals.¹⁶

72. As detailed herein, during the Compensation Period, Cole Schotz expended a total of 1,594.10 hours which equated to \$659,312.25 in legal fees. Cole Schotz's hourly billing rates for professionals range from \$225.00 to \$645.00 per hour and for paralegal professionals from \$185.00 to \$245.00 per hour.¹⁷ Allowance of compensation in the amount requested would result in a blended hourly billing rate for professionals (solely attorneys) of approximately \$455.61 per hour and for paralegal professionals of approximately \$203.32 per hour, for a total blended rate, encompassing all professionals and paralegal professionals working on this matter, of \$415.69 per hour. Such fees are reasonable based upon the customary compensation charged by comparably skilled practitioners in comparable bankruptcy cases in a competitive national legal market. As detailed herein, "Exhibit A" reflects the breakdown of each professional and paralegal professional, their hourly rate, the aggregate hours worked and the charges for such individual's services.

¹⁶ Cole Schotz is a firm consisting of approximately 120 practitioners in multiple areas of the law, each with varying levels of experience. At times, Cole Schotz's professionals and paralegal professionals confer with one another for the purposes of: (i) discussing nuances of the case that may involve a specific area of the law; (ii) discussing strategy; (iii) explaining and/or delegating assignments; and/or (iv) discussing the results of research. At times, more than one professional or paralegal professional will participate in or attend a court-hearing, meeting or telephone conference. In such cases, it is the regular practice of Cole Schotz for all professionals and paralegal professionals involved in the meeting, conference or hearing to enter time for such activity, except when the attendance of a professional or paralegal professional is purely for educational purposes. Cole Schotz believes and submits that the combined efforts of multiple professionals and paralegal professionals for such purposes do not constitute unnecessary duplication of services in that such services and procedures reduce the need for unnecessary research and ensures that tasks are delegated to professionals or paralegal professionals with the appropriate level of experience, thus reducing the overall expense to the Debtors' estates. The ability to draw upon the strengths and resources of Cole Schotz's professionals in such fashion also ensures that the client is properly and vigorously represented.

¹⁷ The effective rate increases have resulted in a maximum attorney hourly rate of \$665.00 for this matter. Because Cole Schotz has elected to not apply the most recent rate increase for the Last Compensation Period, a maximum hourly rate of \$645.00 for this matter is listed above and used to compute the blended rates.

73. Given the foregoing, Cole Schotz submits that the compensation requested herein is reasonable within the meaning of sections 330 and 331 of the Bankruptcy Code.

**VI. SUMMARY OF LEGAL SERVICES PERFORMED BY COLE SCHOTZ
DURING THE COMPENSATION PERIOD**

74. The legal services rendered by Cole Schotz are summarized below. The following is a summary, not a detailed description of the work performed, as the day-to-day services and the time expended in performing such services are fully set forth in the time records submitted to the Court and the Notice Parties (defined in the Interim Compensation Order). This summary, however, is provided in compliance with the UST Guidelines and highlights the areas that Cole Schotz devoted time and efforts to during the Compensation Period.¹⁸

**A. CSMF&L Fee Application (Category NY01) and Employment Application
(Category NY08)**

75. Fees included in the categories of CSMF&L Fee Application and Fee Employment Application encompassed time preparing and negotiating the retention papers for Cole Schotz's employment in these Cases, as well as the preparation and filing of Cole Schotz's First Interim Application and Second Interim Application, and Cole Schotz's supplemental disclosure for its retention in these Cases.

76. During the Compensation Period, under the category of Fee Employment Application, Cole Schotz expended time on drafting, negotiating and filing Cole Schotz's employment application. This included significant time expended to address inquiries and revisions requested by the NY UST and Cole Schotz worked closely with Kramer Levin to address the NY UST's inquiries. Under this category, Cole Schotz incurred 38.5 hours of professional time which equates to \$11,133.50 in legal fees.

¹⁸ The full breath of the legal services performed by Cole Schotz during the Compensation Period, in a chronological listing by task code, are reflected in the exhibits accompanying Cole Schotz's First Interim Application and Second Interim Application and "Exhibit C" for the Last Compensation Period.

77. During the Compensation Period, under the category of CSMF&L Fee Application, Cole Schotz expended time on the preparation of its First Interim Application, Second Interim Application and initial preparation of this Application in accordance with the Guidelines. Under this category, Cole Schotz incurred 54.6 hours of professional time which equates to \$27,016.75 in legal fees.¹⁹ This amount includes a voluntary reduction of fees, totaling \$2,268.00, for fees attributable initially to preparation of monthly fee statements; this voluntary reduction was already taken in the First Interim Application.

B. Case Administration (Category NY05)

78. Under the category of Case Administration, during the Compensation Period, Cole Schotz's attorneys and paralegal professionals expended time and effort with respect to numerous matters, generally addressing all correspondence, communications and pleadings filed concerning the general administration of the Chapter 11 Cases solely as it related to issues that Cole Schotz was tasked with addressing.

79. Included within the Case Administration category are Cole Schotz's efforts in reviewing certain pleadings and documents filed by the Debtors and other parties that impacted the issues assigned to Cole Schotz, the drafting and negotiating of the numerous Stipulations (detained herein) with the Debtors' pre-petition lenders, time expended addressing the subsequently filed voluntary petitions for Debtors Brody Mining, LLC and Patriot Ventures LLC, filed on September 23, 2013, time conferring generally with the Debtors' pre-petition lenders and other creditors regarding Cole Schotz's investigation and the Challenge Deadline, time conferring with the Committee as to general case-management issues (relative to Cole

¹⁹ During the First Interim Period, under these categories, Cole Schotz took a voluntary reduction in its professional fees of \$2,268.00 for time previously included in monthly fee statements for the preparation of any of Cole Schotz's monthly fee statements in accordance with the then-governing NY Guidelines. See "Exhibit G" to the First Interim Application.

Schotz's investigation), and time expended addressing filing each of the documents that Cole Schotz filed with the NY Court (and communicating with Carmody as to filings with the Missouri Court) on behalf of the Committee. Additionally, time expended under this category includes meetings and communications among the Committee's professionals to address coordinating the delegation of responsibilities to avoid duplication of efforts, which was particularly important given the volume of work required. Cole Schotz did not monitor the Debtors' dockets or expend time reviewing pleadings filed that were unrelated to Cole Schotz's assigned items.

80. Under the category of Case Administration, during the Compensation Period, Cole Schotz incurred 242.8 hours of professional time, which equates to \$145,321.50 of legal fees.

C. Meetings of Creditors (Category NY12)

81. The category of Meetings of Creditors includes, but is not limited to, attending substantive meetings and conferences with the Committee and their professionals, including weekly meetings conducted by Kramer Levin on the Debtors' cases and Cole Schotz's investigation, and time preparing, reviewing and finalizing the numerous memoranda (outlined above) and presentations which were submitted and made to the Committee regarding Cole Schotz's extensive lien and claims investigation and research.

82. Under the category of Meetings of Creditors, during the Compensation Period, Cole Schotz incurred 406.6 hours of professional time, which equates to \$181,836.50 of legal fees. The majority of the time incurred for this category occurred during the First Interim Period when the majority of the communications, negotiations and meetings occurred relative to Cole Schotz's investigation. During the First Interim Period, Cole Schotz expended significant time

under this category preparing the various extensive memoranda for the Committee in connection with Cole Schotz's research and analysis of liens and claims.²⁰

E. Pre-Petition Secured Lien and Claim Analysis (Category NY36)

83. The category of Pre-Petition Secured Lien and Claim Analysis includes, but is not limited to, the time expended by Cole Schotz on behalf of the Committee conducting the extensive multi-level lien analysis and reviews detailed above, as well as the legal and document-based research and due diligence relative to the Pre-Petition Lien claims and analysis.

84. Under the category of Pre-Petition Secured Lien and Claim Analysis, during the Compensation Period, Cole Schotz incurred 847.6 hours of professional time attributable to research and analysis relative to Cole Schotz's lien investigation, which equates to \$294,679.50 of legal fees.²¹ The majority of the time incurred under this category is attributable to the First Interim Period given the Challenge Deadline originally arose during that period. Because, however, the Debtors' lenders continued to produce materials to Cole Schotz relative to its investigation, and because the lenders consensually extended the Challenge Deadline, there is time attributable to this category that was incurred after the First Interim Period. The methodology employed by Cole Schotz in conducting its investigation is fully detailed above.

C. Plan & Disclosure Statement (Category NY13)

85. During the Last Compensation Period, Cole Schotz incurred time attributable to the Plan & Disclosure Statement category that relates to time reviewing and revising the language in the Disclosure Statement relative to Cole Schotz's investigation and the Committee's

²⁰ This includes a \$525.00 voluntary reduction of fees for travel time to the Committee meeting that was held on December 4, 2012 (during the First Interim Period), in accordance with the Missouri Guidelines reducing a professional's rates by fifty (50%) percent for travel time. This reduction was already accounted for in the First Interim Application.

²¹ This includes a voluntary reduction in Cole Schotz's professional fees of \$187.50 that was taken during the First Interim Period to account for an errant time entry of 0.30 from September 7, 2012. See "Exhibit G" to the First Interim Application [Docket No. 3650]. The time expended subsequently reviewing the invoices was not billed.

determinations related thereto, as well as time expended reviewing the Plan. Cole Schotz only billed a discreet amount of time under this category and worked carefully to ensure there was no duplication of effort by Cole Schotz and the Committee's other professionals

86. Under the category of Plan & Disclosure Statement, during the Last Compensation Period (and for the whole of the Compensation Period), Cole Schotz incurred 4.0 hours of professional time, which equates to \$2,660.00 of legal fees.

VII. COLE SCHOTZ'S POLICY REGARDING EXPENSES AND PROFESSIONAL BILLING

87. "Exhibit D" sets forth the expenses incurred by Cole Schotz during the Compensation Period for which reimbursement is sought in connection with its representation of the Committee. Cole Schotz' policy with regard to expenses incurred is as follows:²²

- (i) **Photocopying & Printing.** Cole Schotz uses its best efforts to limit employment of outside copying/printing services for large projects and for those projects connected with mailing of notices to interested parties. When an outside service is utilized, the cost is charged to the estate without any mark-up thereon. As set forth in "Exhibit D," Cole Schotz seeks reimbursement of \$15,215.79 for photocopying and printing costs during the Compensation Period. In accordance with the Guidelines, Cole Schotz charges \$0.10/per page.
- (ii) **Lien/Litigation Fees.** Although Cole Schotz received the lien and property searches previously conducted on the Debtors' property interests, there were numerous properties that were not accounted for. The charges in this category include the UCC and mortgage-related searches for these limited properties. Cole Schotz used an outside vendor for UCC searches. The outside service cost is charged to the estate without any mark-up thereon. As set forth in "Exhibit D," Cole Schotz seeks reimbursement of \$19,727.25 for the related fee payments.
- (iii) **Westlaw/Pacer Research.** Cole Schotz uses certain web-based internet sites to perform legal research that is needed in representing their clients. As set forth in "Exhibit D," Cole Schotz seeks reimbursement of \$381.00 attributable for Pacer research services during the Compensation Period relative to the Chapter 11 Cases. Cole Schotz also seeks reimbursement of

²² Pursuant to the Procedures Manual (Section D), for all expenses in excess of \$25.00, Cole Schotz has retained supporting documentation which, although not filed or served with this Application, is available upon request.

\$1,851.67 attributable to Westlaw for legal research of issues attendant to Cole Schotz's investigation in these Chapter 11 Cases that could not be performed without utilizing such service.

- (iv) **Telephone and Conference Call Expense.** Cole Schotz seeks reimbursement for telephone calls and utilization of its conference call service that is passed through to the estates at the actual cost to Cole Schotz. As set forth in "Exhibit D," Cole Schotz seeks reimbursement of \$281.28 for the conference call services during the Compensation Period.
- (v) **Messenger Service (Federal Express).** Cole Schotz seeks reimbursement for using Federal Express as a messenger service that is passed through to the estates at its actual cost to Cole Schotz. As set forth in "Exhibit D", Cole Schotz seeks reimbursement of \$397.45 for the messenger service during the Compensation Period.
- (vi) **Other Expenses.** In addition to the foregoing expenses, Cole Schotz also seeks reimbursement for expenses incurred during the First Interim Period for parking/travel totaling \$169.10.

VIII. THE REQUESTED COMPENSATION SHOULD BE ALLOWED

88. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under 11 U.S.C. § 1103 "reasonable compensation for actual, necessary services rendered....and....reimbursement for actual, necessary expenses." See 11 U.S.C. § 330(a)(1)(A), (B).

89. Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded...., the court should consider the nature, the extent, and the value of such services, taking into account all relevant factors, including-

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion, of a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the

complexity, importance, and nature of the problem, issue, or task addressed;

- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

90. Section 503(b)(2) of the Bankruptcy Code provides that “[a]fter notice and a hearing, there shall be allowed administrative expenses...including....compensation and reimbursement of expenses awarded under section 330(a)...” 11 U.S.C. § 503(b)(2).

91. Rule 2016-1(B) of the Local Rules further requires that all professional fee applications analyze the twelve (12) factors for allowance of compensation set forth in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 717-19 (5th Cir. 1974) (the “Johnson Factors”). See also *P.A. Novelly v. Palans (In re Apex Oil Co.)*, 960 F.2d 728 (8th Cir. 1992); *Chamberlain v. Kula (In re Kula)*, 213 B.R. 729, 736-39 (B.A.P. 8th Cir. 1997).

- (i) Time and Labor Required. Cole Schotz has described in detail the time spent and a description of the tasks performed in each of its monthly statements properly filed with this Court. See First Interim Application, Second Interim Application and Exhibit C hereto. The time spent is also summarized in “Exhibit A” attached hereto. As more fully detailed above, the nature of Cole Schotz’s engagement, and the volume and type of assets in question, required a significant expenditure of time, in particular during the First Interim Period, to properly investigate the validity of the Pre-Petition Liens and claims against the Debtors’ pre-petition lenders.
- (ii) Novelty and Difficulty of the Questions Presented. The nature of the Debtors’ assets presented certain novel issues for Cole Schotz in analyzing the lien-claims of the Debtors’ pre-petition lenders. Cole Schotz expended time educating the Committee on its investigation, a necessary step to assist the Committee in understanding Cole Schotz’s analysis, investigation and proposed recommendations. During its retention, Cole Schotz communicated with the Committee frequently about the status of its investigation and recommendations.

- (iii) *Skill Requisite to Perform the Legal Services Properly.* Cole Schotz respectfully asserts that its professionals exemplified the high level of skill necessary to zealously represent the Committee's interests in the investigation of the claims against the Debtors' pre-petition lenders and such lenders' asserted liens.
- (iv) *Preclusion of Employment by the Firm Due to Acceptance of the Case.* Acceptance of employment in these Cases did not preclude Cole Schotz from other engagements.
- (v) *Customary Fee.* The rates charged by Cole Schotz in these Cases is commensurate with the rates charged by Cole Schotz to its clients in other bankruptcy and commercial cases.
- (vi) *Whether the Fee is Fixed or Contingent.* Cole Schotz's requested compensation and fees, while subject to the Court's approval, are based upon its hourly rates.
- (vii) *Time Limitations Imposed by the Client or the Circumstances.* Cole Schotz continued to operate and conduct its lien-review and analysis under significant time constraints, in spite of the volume of material involved.
- (viii) *Amount Involved and the Results Obtained.* During the Compensation Period, Cole Schotz thoroughly investigated the lien-claims of BofA and Fifth Third and were able to identify potentially unencumbered assets of the Debtors. The negotiation of additional time to analyze and consider the lien-claims of the Debtors' pre-petition lenders, including as to the unencumbered assets identified, translated into direct value for the Debtors' creditor-constituencies because it avoided the administrative expense of a formal challenge. Although ultimately the Committee, on the advice of Cole Schotz, elected not to pursue the claims as to the pre-petition lenders, Cole Schotz respectfully submits that identification of unencumbered assets facilitated the Plan formulation and confirmation, and most importantly, realized value in the form of distributions to the Debtors' creditor-constituencies.
- (ix) *Experience, Reputation and Ability of the Attorneys.* Cole Schotz's professionals and paralegal professionals are highly skilled and experienced in the areas of corporate restructuring, real estate and corporate transactions and lien perfection analysis. Their skills were a pre-requisite to conducting the necessary investigation into the Pre-Petition Liens of and claims against the Debtors' pre-petition lenders. Cole Schotz is also aware of the role of its work in the overall scheme of these Cases based on its extensive experience in corporate restructurings, including in representing committees and as conflicts counsel, and has therefore worked as economically as possible for an engagement of this type.

- (x) “Undesirability” of the Cases. This factor is inapplicable as these Cases were not undesirable.
- (xi) Nature and Length of the Professional Relationship with the Client. Cole Schotz’s engagement and professional relationship with the Committee began at the time of its retention in these Cases on August 16, 2012.
- (xii) Awards in Similar Cases. Cole Schotz’s requested compensation in this Application is proportionate to the fees requested in other Chapter 11 cases and similar matters.

92. Cole Schotz respectfully asserts that analysis of the applicable *Johnson* factors and those factors set forth in section 330(a)(3) of the Bankruptcy Code results in approval of this Application and allowance of the requested fees and reimbursement of expenses on a final basis.

IX. NOTICE

93. Notice of this Application has been provided in accordance with the Case Management Order [Docket No. 3361]. Because of the nature of the relief requested, Cole Schotz submits that such notice is sufficient and that no further notice of the relief requested in the Application need be given to any party.

X. CONCLUSION

94. Cole Schotz respectfully requests final approval of compensation in the amount of \$659,312.25 and reimbursement of expenses in the amount of \$38,023.54 for the Compensation Period. Cole Schotz further requests that the Missouri Court authorize and direct that the Debtors issue payment of such fees and expenses.

WHEREFORE, Cole Schotz respectfully requests that this Court enter an Order: (a) awarding Cole Schotz the final allowance of professional fees for the Compensation Period in the amount of \$659,312.25 and reimbursement of actual and necessary expenses incurred during the Compensation Period of \$38,023.54, for an aggregate award of \$697,335.79; (b) authorizing and instructing the Debtors to pay to Cole Schotz the sum of \$5,892.01, which includes \$5,831.85 in unpaid professional fees and \$60.16 in actual and necessary reimbursable expenses

for the Compensation Period, less any amounts that Cole Schotz may receive in the time between filing this Application and allowance of same; and (c) granting such other and further relief as the Court deems appropriate under the circumstances.

Dated: January 31, 2014

Respectfully submitted,

**COLE, SCHOTZ, MEISEL, FORMAN &
LEONARD, P.A.**

By: /s/ Stuart Komrower

Michael D. Warner, Esq. (Admitted *Pro Hac Vice*)
Stuart Komrower, Esq. (Admitted *Pro Hac Vice*)
900 Third Avenue, 16th Floor
New York, NY 10022-4728
Telephone: (212) 752-8000
Facsimile: (212) 752-8393
*Conflicts Counsel for The Official Committee
of Unsecured Creditors for Patriot Coal
Corporation, et al.*

EXHIBIT A

Summary of Professionals

Name of Professional Person	Position with Cole Schotz	Department	Date of Bar Admission	Hourly Billing Rate ¹	Total Billed Hours	Total Compensation
Stuart Komrower	Member	Bankruptcy	1984	\$625	47.0	\$29,375.00
				\$645	171.7	\$131,322.00
				\$665	11.7	\$7,780.50
Michael D. Warner	Member	Bankruptcy	1984	\$620	32.0	\$19,840.00
				\$650	5.3	\$3,445.00
David M. Bass	Member	Bankruptcy	1994	\$595	14.7	\$8,746.50
				\$610	104.3	\$66,368.00
Roger M. Iorio	Member	Corporate	2002	\$395	60.5	\$23,897.50
				\$405	162.0	\$70,956.00
Robyn A Pellegrino	Associate	Corporate	1996	\$385	51.1	\$19,673.50
				\$400	183.0	\$75,280.00
Wylie D. Van Ness	Associate	Corporate	2006	\$305	60.3	\$18,391.50
				\$330	182.6	\$61,017.00
Grant Cartwright	Associate	Bankruptcy	2008	\$280	16.0	\$4,480.00
Jill B. Bienstock	Associate	Bankruptcy	2008	\$275	73.3	\$20,157.50
				\$295	83.9	\$29,500.00
				\$330	3.2	\$1,056.00
Patrick McCormick	Associate	Tax	2009	\$275	21.9	\$6,022.50
Amanda Bassen	Associate	Bankruptcy	2010	\$245	56.8	\$13,916.00
Eric Latzer	Associate	Litigation	2011	\$225	1.1	\$247.50
Frances Pisano	Paralegal	Bankruptcy	N/A	\$245	9.1	\$2,229.50
Mary Manetas	Paralegal	Bankruptcy	N/A	\$195	5.8	\$1,657.50

¹ On November 19, 2012, Cole Schotz disclosed to the Court that it implemented a billing rate increase for certain of its professionals, effective October 1, 2012 [Docket No. 1596]. The rate increases are a result of the professional and paralegal professional's annual advancement in seniority and this occurred in all of Cole Schotz's departments and is effective for all of Cole Schotz's clients. Although on October 1, 2013, Cole Schotz's billing rates effectively increased, given the limited amount of work performed for the Committee during the Last Compensation Period, Cole Schotz has taken a voluntary deduction of \$355.00 to account for the billing rate increase effective October 1, 2013.

EXHIBIT B

Summary of Time by Category

Category Number	Description	Hours	Fees¹
NY01	CSMF&L Fee Application	54.6	\$27,016.75
NY05	Case Administration	242.8	\$145,321.50
NY08	Fee/Employment Application	38.5	\$11,133.50
NY12	Meeting of Creditors	406.6	\$181,836.50
NY13	Plan & Disclosure Statement	4.0	\$2,660.00
NY36	Pre-Petition Secured Lien and Claim Analysis	847.6	\$294,679.50
**Voluntary Reduction Given in First Interim Fee Application			(\$2,980.50)
**Voluntary Reduction regarding Rate Increase for months of October – December 2013			(\$355.00)
TOTAL		1,594.1	\$659,312.25

¹ As reflected in the *Affidavit of Michael D. Warner* filed with the NY Court [Docket No. 1596], Cole Schotz's hourly rates for certain of its professionals increased effective as of October 1, 2012. Exhibit D reflects the rate changes. As reflected in the aforementioned Affidavit, the rate increases are a result of the attorneys' and paralegals' annual advance in seniority and occurred in all of Cole Schotz's departments and is effective for all of Cole Schotz's clients. Cole Schotz effectively increased the rates for its professionals effective as of October 1, 2013. Given the modest amount of hours incurred since this increase and the modest amount of fees attributable to this period, Cole Schotz has voluntarily reduced its fees incurred during the Last Compensation Period for the period of October through December 2013, resulting in a total reduction of \$355.00.

EXHIBIT C

Cole Schotz Monthly Fee Statements

IN THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re: PATRIOT COAL CORPORATION, <i>et al.</i> , Debtors.	Chapter 11 Case No. 12-51502 (Jointly Administered)
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**TENTH MONTHLY FEE STATEMENT OF COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A., AS CONFLICTS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF PATRIOT COAL
CORPORATION, ET AL., FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD AUGUST 1, 2013 THROUGH AUGUST 31, 2013**

Name of Applicant:	<u>Cole, Schotz, Meisel, Forman & Leonard, P.A. (“Cole Schotz”)</u>
Authorized to Provide Professional Services to:	<u>The Official Committee of Unsecured Creditors</u>
Effective Date of Retention:	<u>August 16, 2012</u>
Period for which Compensation and Reimbursement is Sought:	<u>August 1, 2013 through August 31, 2013</u>
Total Amount of Compensation for Period:	<u>\$4,781.75</u>
Total Amount of Expenses for Period:	<u>\$ 9.80</u>
80% of Fees Requested for Payment:	<u>\$3,825.40</u>
100% of Expenses Requested for Payment:	<u>\$ 9.80</u>
Total Fees and Expenses Requested for Payment:	<u>\$3,835.20</u>

In accordance with this Court’s *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals*, dated August 2, 2012 [Docket No. 262] (the “**Interim Compensation Order**”), Cole, Schotz, Meisel, Forman & Leonard, P.A. (“**Cole Schotz**”), conflicts counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtors and debtors-in-possession (collectively, the

“**Debtors**”), hereby submits this Tenth Monthly Fee Statement (the “**Fee Statement**”), seeking compensation and reimbursement of expenses for the period of August 1, 2013 through August 31, 2013 (the “**Tenth Monthly Period**”). By this Fee Statement, Cole Schotz seeks payment of \$3,825.40, which is comprised of eighty percent (80%) of the total amount of compensation sought for actual and necessary professional services rendered during the Tenth Monthly Period, and reimbursement of \$9.80, which is equal to one hundred percent (100%) of its actual and necessary expenses incurred in connection with such services.

Services Rendered and Expenses Incurred

1. Attached hereto as **Exhibit A** is a summary of the services rendered and compensation sought, broken down by project category, for the Tenth Monthly Period.
2. Attached hereto as **Exhibit B** is a billing summary of Cole Schotz’s professionals and paralegals by individual, setting forth the (i) name and title of each individual who performed services during the Tenth Monthly Period, (ii) aggregate time expended by each such individual, (iii) hourly billing rate for each such individual at Cole Schotz’s current billing rates, (iv) the amount of fees for the time expended by each Cole Schotz professional and paralegal, (v) year of bar admission for each attorney, and (vi) area of concentration for each attorney. The blended hourly billing rate of Cole Schotz’s professionals during the Tenth Monthly Period is approximately \$412.22.
3. Attached hereto as **Exhibit C** is a summary of reimbursements sought by Cole Schotz for expenses for the Tenth Monthly Period incurred in connection with the performance of professional services, broken down by expense type.
4. Attached hereto as **Exhibit D** is an itemized record of all time records for Cole Schotz professionals and all expenses for the Tenth Monthly Period.

Total Fees and Expenses Sought for the Tenth Monthly Period

5. The total amounts sought for fees for services rendered and reimbursement of expenses incurred for professional services rendered during the Tenth Monthly Period are as follows:

Total Fees for the Tenth Monthly Period:	\$4,781.75
Total Expenses for the Tenth Monthly Period:	\$9.80
TOTAL:	\$4,791.55

6. Pursuant to the Interim Compensation Order, Cole Schotz seeks payment of \$3,825.40 which is equal to (i) 80% of Cole Schotz’s total fees for services rendered during the Tenth Monthly Period and (ii) 100% of the total expenses incurred during the Tenth Monthly Period.

80% of Total Fees for the Tenth Monthly Period:	\$3,825.40
100% of Total Expenses for the Tenth Monthly Period:	\$9.80
TOTAL:	\$3,835.20

Notice and Objection Procedures

7. 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 upon: (i) the Debtors, Patriot Coal Corporation, 12312 Olive Boulevard, Suite 400, St. Louis, Missouri 63141, Attn: Jacquelyn A. Jones, (ii) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner and Brian M. Resnick, (iii) the Office of the United States Trustee for the Eastern District of Missouri, 111 S. 10th Street, Suite 6353, St. Louis,

Missouri 63102, Attn: Leonora S. Long and Paul A. Randolph, (iv) attorneys for the administrative agent for the Debtors' post-petition lenders, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Marcia Goldstein and Joseph Smolinsky, and (b) Wilkie Farr & Gallagher LLP, 787 Tenth Avenue, New York, New York 10019, Attn: Margot B. Schonholtz and Ana Alfonso, and (v) counsel for 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., and (vi) the Debtors' local counsel, Bryan Cave LLP, 211 N. Broadway, Suite 3600, St. Louis, Missouri 63102, Attn: Brian C. Walsh, Esq. and Lloyd A. Palans, Esq., (collectively, the "**Notice Parties**"). Cole Schotz submits that no other or further notice need to be provided.

8. Pursuant to the Interim Compensation Order, objections to this Fee Statement, if any, must be in writing, filed with the Court and served upon the Notice Parties, including Cole Schotz, by no later than October 6, 2013 (the "**Review Deadline**"), setting forth the nature of the objection and the specific amount of fees or expenses at issue.

9. If no objections to the Fee Statement are received on or before the Review Deadline, the Debtors will pay Cole Schotz (i) 80% of its total fees for services rendered during the Tenth Monthly Period and (ii) 100% of the total expenses incurred during the Tenth Monthly Period.

10. 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 expenses 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: September 20, 2013

**COLE, SCHOTZ, MEISEL, FORMAN &
LEONARD, P.A.**

By: /s/ Michael D. Warner

Michael D. Warner, Esq.

301 Commerce Street, Ste 1700

Fort Worth, Texas 76102

Telephone: (817) 810-5250

Facsimile: (817) 810-5255

*Conflicts Counsel for The Official Committee
of Unsecured Creditors for Patriot Coal
Corporation, et al.*

EXHIBIT A

Summary of Time by Category

Matter Number	Description	Hours	Fees
NY01	CSMF&L Fee Application	8.8	\$3,095.75
NY05	Case Administration	2.8	\$1,686.00
	TOTAL	11.6	\$4,781.75

EXHIBIT B

Summary of Professionals

Name of Professional Person	Date of Bar Admission	Position with Cole Schotz and Number of Years in that Position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Stuart Komrower	1984	Member (since 1994)	\$645	5.3	\$3,418.50
Roger M. Iorio	2002	Member (since 2010)	\$405	.5	\$202.50
Kerri L. LaBrada	N/A	Paralegal (since 2010)	\$200	5.8	\$1,160.75
TOTAL				11.6	\$4,781.75

EXHIBIT C

Summary of Expenses

Expense Category	Service Provider (if applicable)	Total Expenses
Pacer		\$9.80
Total		\$9.80

EXHIBIT D

Cole Schotz August 2013 Invoice



301 COMMERCE STREET
SUITE 1700
FORT WORTH, TX 76102
817.810.5250 817.810.5255 FAX
FEDERAL ID# 22-2113414

PATRIOT COAL - CREDITORS COMMITTEE
ATTN: STEVE CIMALORE
WILMINGTON TRUST COMPANY
RODNEY SQUARE NORTH
1100 NORTH MARKET STREET
WILMINGTON, DE 19890

NEW JERSEY
NEW YORK
DELAWARE
MARYLAND

Re: **Client/Matter No. 51175-0001**
OFFICIAL COMMITTEE OF CREDITORS

Invoice No. 725409
September 18, 2013

FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST 31, 2013

<u>DATE</u>	<u>NARRATIVE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>AMOUNT</u>
CSMF&L FEE APPLICATION			8.80	\$3,095.75
08/01/13	CONFERENCE WITH CO-COUNSEL RE INTERIM FEE APPLICATIONS; DATES; REVIEW DOCKET FOR STATUS OF PROCEEDINGS RELEVANT TO LIEN ISSUES	SK	0.50	322.50
08/13/13	PREPARE COLE SCHOTZ SECOND INTERIM FEE APP	KLL	3.40	680.00
08/14/13	CONTINUE PREPARATION OF SECOND INTERIM FEE APP AND EXHIBITS TO SAME	KLL	2.40	480.00
08/16/13	CONTINUE PREPARATION OF SECOND INTERIM FEE APPLICATION	KLL	0.00	0.75
08/29/13	REVIEW, REVISE AND DRAFT SECTIONS FOR SECOND INTERIM FEE APPLICATION; REVIEW STIPULATIONS AND DOCUMENTS TO RECAP TASKS PERFORMED IN SECOND INTERIM PERIOD	SK	2.10	1,354.50
08/29/13	CORRESPONDENCE TO ADVERSARY RE POINTS, FINAL PREPARATION OF SECOND INTERIM FEE APPLICATION	SK	0.40	258.00
CASE ADMINISTRATION			2.80	\$1,686.00
08/09/13	REVIEW EMAILS, CASE STATUS; ASSESS COURSE OF CASE AND CREDITOR RECOVERIES VIS-A-VIS LIEN VALIDITY ANALYSIS; REVIEW LATEST PROCEEDINGS AND DOCKET ENTRIES	SK	0.70	451.50
08/13/13	REVIEW STIPULATION EXHIBITS, OPEN ITEMS FOR LIEN CHALLENGE/DETERMINATION; NOTES OF OPEN ITEMS	SK	0.50	322.50
08/13/13	CONFERENCE WITH R. IORIO; DISCUSS REMAINING ISSUES, WILLKIE CONTACT	SK	0.20	129.00
08/14/13	TELEPHONE CALL TO LENDER'S COUNSEL RE: STIPULATION	RMI	0.30	121.50
08/22/13	FOLLOW UP WITH P. JENSEN RE: STIPULATION	RMI	0.20	81.00
08/27/13	CONFERENCE WITH CO-COUNSEL; DISCUSS REMAINING LIEN ISSUES, WILLKIE CONTACT	SK	0.20	129.00

Re: OFFICIAL COMMITTEE OF CREDITORS
 Client/Matter No. 51175-0001

Invoice No. 725409
 September 18, 2013
 Page 2

08/27/13	REVIEW PRIOR BOFA STIPULATION; NOTES FOR LATEST AGREEMENT	SK	0.40	258.00
08/27/13	REVIEW COURT DOCKET; STATUS VIS-A-VIS TASKS	SK	0.30	193.50
		TOTAL HOURS	11.60	
	PROFESSIONAL SERVICES:			\$ 4,781.75

<u>TIMEKEEPER</u>	<u>STAFF LEVEL</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
STUART KOMROWER	MEMBER	5.30	645.00	3,418.50
ROGER M. IORIO	MEMBER	0.50	405.00	202.50
KERRI L. LABRADA	PARALEGAL	5.80	200.00	1,160.75

Re: OFFICIAL COMMITTEE OF CREDITORS
Client/Matter No. 51175-0001

Invoice No. 725409
September 18, 2013
Page 3

COSTS ADVANCED

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
07/15/13	COPY OF OFFICIAL DOCUMENTS	3.00
07/15/13	COPY OF OFFICIAL DOCUMENTS	3.00
07/15/13	COPY OF OFFICIAL DOCUMENTS	0.10
07/15/13	COPY OF OFFICIAL DOCUMENTS	0.10
07/15/13	COPY OF OFFICIAL DOCUMENTS	0.10
07/15/13	COPY OF OFFICIAL DOCUMENTS	3.00
07/15/13	COPY OF OFFICIAL DOCUMENTS	0.50

TOTAL COSTS ADVANCED: \$ 9.80

TOTAL SERVICES AND COSTS: \$ 4,791.55



COURT PLAZA NORTH
25 MAIN STREET
P.O. BOX 800
HACKENSACK, NJ 07602-0800
201.489.3000 201.489.1536 FAX
FEDERAL ID# 22-2113414

—
NEW YORK
—
DELAWARE
—
MARYLAND
—
TEXAS

PATRIOT COAL - CREDITORS COMMITTEE
ATTN: STEVE CIMALORE
WILMINGTON TRUST COMPANY
RODNEY SQUARE NORTH
1100 NORTH MARKET STREET
WILMINGTON, DE 19890

REMITTANCE PAGE

FOR PROFESSIONAL SERVICES RENDERED

Re: Client/Matter No. 51175-0001
OFFICIAL COMMITTEE OF CREDITORS

Invoice No. 725409
September 18, 2013

PLEASE RETURN THIS COPY WITH YOUR PAYMENT

TOTAL SERVICES AND COSTS:

\$ 4,791.55

IN THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re: PATRIOT COAL CORPORATION, <i>et al.</i> , Debtors.	Chapter 11 Case No. 12-51502 (Jointly Administered)
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**ELEVENTH MONTHLY FEE STATEMENT OF COLE, SCHOTZ,
MEISEL, FORMAN & LEONARD, P.A., AS CONFLICTS COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF PATRIOT
COAL CORPORATION, ET AL., FOR COMPENSATION FOR THE PERIOD
SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013**

Name of Applicant:	<u>Cole, Schotz, Meisel, Forman & Leonard, P.A. (“Cole Schotz”)</u>
Authorized to Provide Professional Services to:	<u>The Official Committee of Unsecured Creditors</u>
Effective Date of Retention:	<u>August 16, 2012</u>
Period for which Compensation and Reimbursement is Sought:	<u>September 1, 2013 through September 30, 2013</u>
Total Amount of Compensation for Period:	<u>\$14,439.00</u>
Total Amount of Expenses for Period:	<u>\$ 0.00</u>
80% of Fees Requested for Payment:	<u>\$11,551.20</u>
100% of Expenses Requested for Payment:	<u>\$ 0.00</u>
Total Fees and Expenses Requested for Payment:	<u>\$11,551.20</u>

In accordance with this Court’s *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals*, dated August 2, 2012 [Docket No. 262] (the “**Interim Compensation Order**”), Cole, Schotz, Meisel, Forman & Leonard, P.A. (“**Cole Schotz**”), conflicts counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtors and debtors-in-possession (collectively, the

“**Debtors**”), hereby submits this Eleventh Monthly Fee Statement (the “**Fee Statement**”), seeking compensation for the period of September 1, 2013 through September 30, 2013 (the “**Eleventh Monthly Period**”). By this Fee Statement, Cole Schotz seeks payment of \$11,551.20, which is comprised of eighty percent (80%) of the total amount of compensation sought for actual and necessary professional services rendered during the Eleventh Monthly Period.

Services Rendered

1. Attached hereto as **Exhibit A** is a summary of the services rendered and compensation sought, broken down by project category, for the Eleventh Monthly Period.

2. Attached hereto as **Exhibit B** is a billing summary of Cole Schotz’s professionals and paralegals 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 Cole Schotz’s current billing rates, (iv) the amount of fees for the time expended by each Cole Schotz professional and paralegal, (v) year of bar admission for each attorney, and (vi) area of concentration for each attorney. The blended hourly billing rate of Cole Schotz’s professionals during the Eleventh Monthly Period is approximately \$532.80.

3. Attached hereto as **Exhibit C** is an itemized record of all time records for Cole Schotz professionals for the Eleventh Monthly Period.

Total Fees Sought for the Eleventh Monthly Period

5. The total amounts sought for fees for services rendered for professional services rendered during the Eleventh Monthly Period are as follows:

Total Fees for the Eleventh Monthly Period:	\$14,439.00
TOTAL:	\$14,439.00

6. Pursuant to the Interim Compensation Order, Cole Schotz seeks payment of \$11,551.20 which is equal to (i) 80% of Cole Schotz’s total fees for services rendered during the Eleventh Monthly Period.

80% of Total Fees for the Eleventh Monthly Period:	\$11,551.20
TOTAL:	\$11,551.20

Notice and Objection Procedures

7. 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 upon: (i) the Debtors, Patriot Coal Corporation, 12312 Olive Boulevard, Suite 400, St. Louis, Missouri 63141, Attn: Jacquelyn A. Jones, (ii) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner and Brian M. Resnick, (iii) the Office of the United States Trustee for the Eastern District of Missouri, 111 S. 10th Street, Suite 6353, St. Louis, Missouri 63102, Attn: Leonora S. Long and Paul A. Randolph, (iv) attorneys for the administrative agent for the Debtors’ post-petition lenders, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Marcia Goldstein and Joseph Smolinsky, and (b) Wilkie Farr & Gallagher LLP, 787 Eleventh Avenue, New York, New York 10019, Attn: Margot B. Schonholtz and Ana Alfonso, and (v) counsel for 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., and (vi)

the Debtors' local counsel, Bryan Cave LLP, 211 N. Broadway, Suite 3600, St. Louis, Missouri 63102, Attn: Brian C. Walsh, Esq. and Lloyd A. Palans, Esq., (collectively, the "**Notice Parties**"). Cole Schotz submits that no other or further notice need to be provided.

8. Pursuant to the Interim Compensation Order, objections to this Fee Statement, if any, must be in writing, filed with the Court and served upon the Notice Parties, including Cole Schotz, by no later than November 5, 2013 (the "**Review Deadline**"), setting forth the nature of the objection and the specific amount of fees at issue.

9. If no objections to the Fee Statement are received on or before the Review Deadline, the Debtors will pay Cole Schotz (i) 80% of its total fees for services rendered during the Eleventh Monthly Period.

10. 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 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: October 21, 2013

**COLE, SCHOTZ, MEISEL, FORMAN &
LEONARD, P.A.**

By: /s/ Michael D. Warner

Michael D. Warner, Esq.
301 Commerce Street, Ste 1700
Fort Worth, Texas 76102
Telephone: (817) 810-5250
Facsimile: (817) 810-5255

*Conflicts Counsel for The Official Committee
of Unsecured Creditors for Patriot Coal
Corporation, et al.*

EXHIBIT A

Summary of Time by Category

Matter Number	Description	Hours	Fees
NY01	CSMF&L Fee Application	6.4	\$1,790.50
NY05	Case Administration	20.7	\$12,648.50
	TOTAL	27.1	\$14,439.00

EXHIBIT B

Summary of Professionals

Name of Professional Person	Date of Bar Admission	Position with Cole Schotz and Number of Years in that Position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Stuart Komrower	1984	Member (since 1994)	\$645	18.4	\$11,868.00
Roger M. Iorio	2002	Member (since 2010)	\$405	2.2	\$891.00
Jill Bienstock	2008	Associate (since 2008)	\$295	4.0	\$1,180.00
Kerri L. LaBrada	N/A	Paralegal (since 2010)	\$200	2.5	\$500.00
TOTAL				27.1	\$14,439.00

EXHIBIT C

Cole Schotz Invoice



301 COMMERCE STREET
SUITE 1700
FORT WORTH, TX 76102
817.810.5250 817.810.5255 FAX
FEDERAL ID# 22-2113414

PATRIOT COAL - CREDITORS COMMITTEE
ATTN: STEVE CIMALORE
WILMINGTON TRUST COMPANY
RODNEY SQUARE NORTH
1100 NORTH MARKET STREET
WILMINGTON, DE 19890

NEW JERSEY
NEW YORK
DELAWARE
MARYLAND

Re: **Client/Matter No. 51175-0001**
OFFICIAL COMMITTEE OF CREDITORS

Invoice No. 726891
October 14, 2013

FOR PROFESSIONAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2013

<u>DATE</u>	<u>NARRATIVE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>AMOUNT</u>
CSMF&L FEE APPLICATION			6.40	\$1,790.50
09/03/13	REVIEW AND REVISE FEE APPLICATION FOR COLE SCHOTZ	JBB	1.20	354.00
09/03/13	TELEPHONE CONFERENCE WITH K. LABRADA RE: REVISIONS TO FEE APPLICATION AND EXHIBITS	JBB	0.20	59.00
09/03/13	FURTHER REVIEW AND REVISE SECOND INTERIM FEE APPLICATION FOR COLE SCHOTZ AND REVISE EXHIBITS	JBB	1.40	413.00
09/03/13	TELEPHONE CALL WITH J. BIENSTOCK RE SECOND INTERIM FEE APPLICATION AND REVISIONS THERETO	KLL	0.20	40.00
09/03/13	REVIEW EDITS TO SECOND INTERIM FEE APPLICATION; EMAILS	SK	0.40	258.00
09/03/13	REVISIONS TO INTERIM FEE APPLICATION AND EXHIBITS THERETO; RETRIEVE PREVIOUS FILED INTERIM FEE APPLICATIONS FOR REFERENCE	KLL	1.80	360.00
09/04/13	FINALIZE INTERIM FEE APPLICATION	JBB	0.60	177.00
09/04/13	CORRESPONDENCE WITH K. LABRADA RE: INTERIM FEE APPLICATION AND FILING ISSUES	JBB	0.10	29.50
09/04/13	FINALIZE THE INTERIM FEE APPLICATION; EMAILS TO LOCAL COUNSEL RE FILING OF SAME; EMAILS TO EPIQ ON SERVICE OF SAME	KLL	0.50	100.00
CASE ADMINISTRATION			20.70	\$12,648.50
09/03/13	TELEPHONE CALL WITH LENDER'S COUNSEL RE: STIPULATION	RMI	0.40	162.00
09/03/13	REVIEW DRAFT OF REORGANIZATION PLAN WITH COMMITTEE COUNSEL'S COMMENTS; ASSESS PLAN INTERPLAY WITH LIEN REVIEW AND VALIDATION ISSUES	SK	1.00	645.00
09/03/13	CORRESPONDENCE FROM BOFA'S COUNSEL RE BK'S STIPULATION	SK	0.20	129.00

Re: OFFICIAL COMMITTEE OF CREDITORS
 Client/Matter No. 51175-0001

Invoice No. 726891
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09/04/13	TELEPHONE TO KRAMER LEVIN, STEPHEN BLANK; DISCUSS PLAN ISSUES AND IMPACT ON LIEN - CLAIM REVIEW	SK	0.20	129.00
09/04/13	TELEPHONE TO PENELOPE JENSEN OF WILLKIE FARR, BOFA'S COUNSEL RE STIPULATION AND PLAN STATUS	SK	0.20	129.00
09/04/13	CORRESPONDENCE FROM S. BLANK RE PRESERVATION OF BANKRUPTCY INVESTIGATION CLAIMS	SK	0.20	129.00
09/06/13	REVIEW PLEADINGS SIXTH STIPULATION EXTENDING TIME FOR CHALLENGE TO SECURED LENDERS' CLAIMS AND PREPARE NOTICE OF LIEN AVOIDANCE	SK	0.60	387.00
09/06/13	REVIEW REORG./ARRANGEMENT; REVIEW OF CHAPTER 11 PLAN; ASSESS FINANCING; PRESERVATION OF CLAIMS	SK	0.80	516.00
09/10/13	REVIEW DRAFT STIPULATION AND CONFERENCE WITH S. KOMROWER RE: REVISIONS TO SAME	RMI	0.30	121.50
09/10/13	CONFERENCE WITH R. IORIO; DISCUSS REMAINING LIEN ISSUES, STIPULATION	SK	0.20	129.00
09/10/13	CONFERENCE CALL WITH S. BLAND, G. PLOTKO OF KRAMER LEVIN; DISCUSS PLAN AND DISCLOSURE STATEMENT ISSUES	SK	0.20	129.00
09/10/13	TRACK CHANGES REVISIONS TO SIXTH FINAL FINANCING ORDER STIPULATION; COMPARE TO PRIOR DRAFT; COVERING EMAIL EXPLANATIONS TO BOFA'S COUNSEL	SK	1.40	903.00
09/11/13	REVISE SIXTH STIPULATION WITH LENDERS	SK	0.30	193.50
09/11/13	TELEPHONE TO ADVERSARY P. JENSEN; FOLLOW UP NEGOTIATION OF PARAGRAPH 3 OF PROPOSED SIXTH EXTENSION STIPULATION; NOTES AND EMAIL RE SAME	SK	0.30	193.50
09/11/13	CONFERENCE WITH P. JENSEN OF WILLKIE FARR; DISCUSS STIPULATION REVISIONS	SK	0.20	129.00
09/12/13	VARIOUS CORRESPONDENCE WITH S. KOMROWER AND WILLKIE RE: SIXTH STIPULATION	JBB	0.20	59.00
09/12/13	CALL BACK PENELOPE JENSEN, BOFA; DISCUSS PARAGRAPH 3 OF 6TH STIPULATION; REVIEW LANGUAGE OF PRIOR STIPULATIONS AND FOLLOW UP CALL	SK	0.50	322.50
09/12/13	WORK ON 6TH STIPULATION WITH BOFA; EMAILS RE EXECUTION AND ARRANGEMENTS FOR FILING; COORDINATE WITH ASSOCIATE	SK	0.30	193.50
09/12/13	REVIEW REVISED STIPULATION	RMI	0.20	81.00
09/12/13	REVIEW OF STIPULATION AND CORRESPONDENCE WITH S. SCHISLER RE: SAME	JBB	0.20	59.00
09/12/13	TELEPHONE CALL TO LOCAL COUNSEL A. SCHISLER RE: SIXTH STIPULATION	JBB	0.10	29.50

Re: OFFICIAL COMMITTEE OF CREDITORS
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09/13/13	CORRESPONDENCE FROM ATTORNEY/CO-COUNSEL S. BLANK RE: RECENT FILINGS; PEABODY ACTION; REVIEW PEABODY FILINGS AND DOCUMENTS (CURSORY)	SK	0.50	322.50
09/17/13	DRAFT INSERT FOR DISCLOSURE STATEMENT PERTAINING TO SECURED CREDITOR LIEN AND CLAIM REVIEW AS CONFLICTS COUNSEL	SK	1.50	967.50
09/18/13	REVIEW EMAILS FROM KRAMER LEVIN RE NEW DEBTOR FILINGS; STATUS OF VARIOUS MATTERS	SK	0.30	193.50
09/18/13	REVIEW LIEN MEMORANDUM RE: REVIEW OF COLLATERAL PERFECTION FOR POTENTIAL NEW DEBTOR ENTITIES	RMI	0.40	162.00
09/18/13	REVIEW LIEN / RELEASE PROVISIONS	SK	0.50	322.50
09/18/13	REVISE DISCLOSURE STATEMENT INSERT ON LIEN REVIEW; REVIEW COURT DOCKET, SEVERAL PRIOR STIPULATIONS	SK	1.80	1,161.00
09/18/13	CORRESPONDENCE TO G. PLOTKO AND S. BLANK WITH DISCLOSURE STATEMENT WRITE-UP AND QUESTIONS	SK	0.20	129.00
09/19/13	REVIEW EMAILS RE TERM SHEET AND PLAN ISSUES	SK	0.20	129.00
09/19/13	EMAIL FROM D. TOBIN RE: COAL RESERVES AND REVIEW STIPULATION RE: SAME	RMI	0.30	121.50
09/19/13	CORRESPONDENCE TO S. BLANK, KRAMER LEVIN, RE LIEN REVIEW FOR TWO NEW DEBTOR FILINGS EXPECTED	SK	0.30	193.50
09/19/13	TELEPHONE FROM KRAMER LEVIN; DISCUSS PLAN AND LIEN ISSUES AND SECOND FOLLOW UP CALL	SK	0.20	129.00
09/19/13	CORRESPONDENCE TO STEPHEN BLANK; PER REQUEST, TRANSMIT AND EXPLAIN REAL ESTATE INTERESTS REMAINING ISSUES LIST	SK	0.20	129.00
09/20/13	REVIEW FINDINGS ON PATRIOT COAL VENTURES, PRIOR COMMITTEE REPORTS, MEMOS	SK	0.60	387.00
09/20/13	EMAIL EXCHANGE WITH D. TOBIN	RMI	0.20	81.00
09/20/13	ATTEND TO KRAMER LEVIN INQUIRIES RE MET V. THERMAL COLE FOR ANALYSIS OF POTENTIALLY UNPERFECTED REAL PROPERTY INTEREST EMAILS AND CONFERENCES RE SAME	SK	0.50	322.50
09/23/13	REVIEW FILE RE: COAL MINE LOCATIONS AND EMAIL TO D. TOBIN RE: SAME	RMI	0.40	162.00
09/23/13	REVIEW NEW CASE FILING INFORMATION (Brody Mining/Patriot Ventures)	SK	0.30	193.50
09/23/13	CONFERENCE WITH R. IORIO RE SEARCHES FOR NEW DEBTORS; REVIEW EMAILS, FILE MATERIALS	SK	0.30	193.50
09/24/13	CONFERENCE WITH R. IORIO RE LIENS STATUS	SK	0.20	129.00
09/24/13	REVIEW PATRIOT JOINT VENTURE AND OTHER CASE FILINGS	SK	0.30	193.50

Re: OFFICIAL COMMITTEE OF CREDITORS
 Client/Matter No. 51175-0001

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09/24/13	REVIEW PLEADING APPLICABLE TO NEW DEBTOR ENTITIES; REVIEW MOTIONS AND SCHEDULES FOR BRODY MINING	SK	0.70	451.50
09/24/13	CORRESPONDENCE TO CO-COUNSEL AT KRAMER LEVIN; REQUEST GUIDANCE ON PERFECTION OF TWO NEW DEBTORS' ASSETS, PLAN ISSUES	SK	0.20	129.00
09/25/13	CORRESPONDENCE TO KRAMER LEVIN; RECEIVE DIRECTIVE RE ADDITIONAL LIEN REVIEW WORK REGARDING TWO NEW DEBTORS; EMAILS EXCHANGED	SK	0.20	129.00
09/26/13	CORRESPONDENCE FROM KRAMER LEVIN; EMAILS EXCHANGED RE SCOPE OF FURTHER WORK	SK	0.20	129.00
09/26/13	TELEPHONE FROM GREG P. AND S. BLANK; DISCUSS DIP DOCUMENTS, LEGAL ANALYSIS AND VALUATION AS JUSTIFICATION FOR BANK RELEASES IN PLAN; DISCUSS FINAL REPORT TO COMMITTEE	SK	0.20	129.00
09/27/13	REVIEW PRIOR STIPULATION AND EXHIBITS, COMMITTEE REPORTS	SK	0.60	387.00
09/27/13	CORRESPONDENCE TO CO-COUNSEL; EXCHANGES RE ONGOING ISSUES	SK	0.20	129.00
09/27/13	CORRESPONDENCE FROM S. BLANK RE LIEN ISSUES AND VALUATION; EMAIL STRING WITH HOULIHAN LOKEY, VALUE ANALYSIS, REVIEW DIP ORDER PROVISIONS, MECHANICS	SK	0.70	451.50
09/27/13	REVIEW NOTES/REPORTS RE LIEN ISSUES, SCOPE OF PERFECTION	SK	0.50	322.50

TOTAL HOURS 27.10

PROFESSIONAL SERVICES: \$ 14,439.00

<u>TIMEKEEPER</u>	<u>STAFF LEVEL</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
STUART KOMROWER	MEMBER	18.40	645.00	11,868.00
ROGER M. IORIO	MEMBER	2.20	405.00	891.00
JILL BIENSTOCK	ASSOCIATE	4.00	295.00	1,180.00
KERRI L. LABRADA	PARALEGAL	2.50	200.00	500.00



COURT PLAZA NORTH
25 MAIN STREET
P.O. BOX 800
HACKENSACK, NJ 07602-0800
201.489.3000 201.489.1536 FAX
FEDERAL ID# 22-2113414

—
NEW YORK
—
DELAWARE
—
MARYLAND
—
TEXAS

PATRIOT COAL - CREDITORS COMMITTEE
ATTN: STEVE CIMALORE
WILMINGTON TRUST COMPANY
RODNEY SQUARE NORTH
1100 NORTH MARKET STREET
WILMINGTON, DE 19890

REMITTANCE PAGE

FOR PROFESSIONAL SERVICES RENDERED

Re: **Client/Matter No. 51175-0001**
OFFICIAL COMMITTEE OF CREDITORS

Invoice No. 726891
October 14, 2013

PLEASE RETURN THIS COPY WITH YOUR PAYMENT

TOTAL SERVICES:

\$ 14,439.00

IN THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re: PATRIOT COAL CORPORATION, <i>et al.</i> , Debtors.	Chapter 11 Case No. 12-51502 (Jointly Administered)
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**TWELFTH MONTHLY FEE STATEMENT OF COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A., AS CONFLICTS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF PATRIOT COAL
CORPORATION, ET AL., FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD OCTOBER 1, 2013 THROUGH OCTOBER 31, 2013**

Name of Applicant:	<u>Cole, Schotz, Meisel, Forman & Leonard, P.A. (“Cole Schotz”)</u>
Authorized to Provide Professional Services to:	<u>The Official Committee of Unsecured Creditors</u>
Effective Date of Retention:	<u>August 16, 2012</u>
Period for which Compensation and Reimbursement is Sought:	<u>October 1, 2013 through October 31, 2013</u>
Total Amount of Compensation for Period:	<u>\$8,578.50</u>
Total Amount of Expenses for Period:	<u>\$ 49.45</u>
80% of Fees Requested for Payment:	<u>\$6,862.80</u>
100% of Expenses Requested for Payment:	<u>\$ 49.45</u>
Total Fees and Expenses Requested for Payment:	<u>\$6,912.25</u>

In accordance with this Court’s *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals*, dated August 2, 2012 [Docket No. 262] (the “**Interim Compensation Order**”), Cole, Schotz, Meisel, Forman & Leonard, P.A. (“**Cole Schotz**”), conflicts counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtors and debtors-in-possession (collectively, the

“**Debtors**”), hereby submits this Twelfth Monthly Fee Statement (the “**Fee Statement**”), seeking compensation and reimbursement of expenses for the period of October 1, 2013 through October 31, 2013 (the “**Twelfth Monthly Period**”). By this Fee Statement, Cole Schotz seeks payment of \$6,862.80, which is comprised of eighty percent (80%) of the total amount of compensation sought for actual and necessary professional services rendered during the Twelfth Monthly Period, and reimbursement of \$49.45, which is equal to one hundred percent (100%) of its actual and necessary expenses incurred in connection with such services.

Services Rendered and Expenses Incurred

1. Attached hereto as **Exhibit A** is a summary of the services rendered and compensation sought, broken down by project category, for the Twelfth Monthly Period.

2. Attached hereto as **Exhibit B** is a billing summary of Cole Schotz’s professionals and paralegals by individual, setting forth the (i) name and title of each individual who performed services during the Twelfth Monthly Period, (ii) aggregate time expended by each such individual, (iii) hourly billing rate for each such individual at Cole Schotz’s current billing rates, (iv) the amount of fees for the time expended by each Cole Schotz professional and paralegal, (v) year of bar admission for each attorney, and (vi) area of concentration for each attorney. The blended hourly billing rate of Cole Schotz’s professionals during the Twelfth Monthly Period is approximately \$579.63.

3. Attached hereto as **Exhibit C** is a summary of reimbursements sought by Cole Schotz for expenses for the Twelfth Monthly Period incurred in connection with the performance of professional services, broken down by expense type.

4. Attached hereto as **Exhibit D** is an itemized record of all time records for Cole Schotz professionals and all expenses for the Twelfth Monthly Period.

Total Fees and Expenses Sought for the Twelfth Monthly Period

5. The total amounts sought for fees for services rendered and reimbursement of expenses incurred for professional services rendered during the Twelfth Monthly Period are as follows:

Total Fees for the Twelfth Monthly Period:	\$8,578.50
Total Expenses for the Twelfth Monthly Period:	\$49.45
TOTAL:	\$8,627.95

6. Pursuant to the Interim Compensation Order, Cole Schotz seeks payment of \$6,862.80 which is equal to (i) 80% of Cole Schotz's total fees for services rendered during the Twelfth Monthly Period and (ii) 100% of the total expenses incurred during the Twelfth Monthly Period.

80% of Total Fees for the Twelfth Monthly Period:	\$6,862.80
100% of Total Expenses for the Twelfth Monthly Period:	\$49.45
TOTAL:	\$6,912.25

Notice and Objection Procedures

7. 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 upon: (i) the Debtors, Patriot Coal Corporation, 12312 Olive Boulevard, Suite 400, St. Louis, Missouri 63141, Attn: Jacquelyn A. Jones, (ii) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner and Brian M. Resnick, (iii) the Office of the United States Trustee for the Eastern District of Missouri, 111 S. 10th Street, Suite 6353, St. Louis,

Missouri 63102, Attn: Leonora S. Long and Paul A. Randolph, (iv) attorneys for the administrative agent for the Debtors' post-petition lenders, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Marcia Goldstein and Joseph Smolinsky, and (b) Wilkie Farr & Gallagher LLP, 787 Twelfth Avenue, New York, New York 10019, Attn: Margot B. Schonholtz and Ana Alfonso, and (v) counsel for 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., and (vi) the Debtors' local counsel, Bryan Cave LLP, 211 N. Broadway, Suite 3600, St. Louis, Missouri 63102, Attn: Brian C. Walsh, Esq. and Lloyd A. Palans, Esq., (collectively, the "**Notice Parties**"). Cole Schotz submits that no other or further notice need to be provided.

8. Pursuant to the Interim Compensation Order, objections to this Fee Statement, if any, must be in writing, filed with the Court and served upon the Notice Parties, including Cole Schotz, by 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.

9. If no objections to the Fee Statement are received on or before the Review Deadline, the Debtors will pay Cole Schotz (i) 80% of its total fees for services rendered during the Twelfth Monthly Period and (ii) 100% of the total expenses incurred during the Twelfth Monthly Period.

10. 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 expenses 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: October 20, 2013

**COLE, SCHOTZ, MEISEL, FORMAN &
LEONARD, P.A.**

By: /s/ Michael D. Warner

Michael D. Warner, Esq.

301 Commerce Street, Ste 1700

Fort Worth, Texas 76102

Telephone: (817) 810-5250

Facsimile: (817) 810-5255

*Conflicts Counsel for The Official Committee
of Unsecured Creditors for Patriot Coal
Corporation, et al.*

EXHIBIT A

Summary of Time by Category

Matter Number	Description	Hours	Fees
NY01	CSMF&L Fee Application	3.3	\$931.00
NY05	Case Administration	5.0	\$3,325.00
NY12	Meetings of Creditors	2.5	\$1,662.50
NY13	Plan & Disclosure Statement	4.0	\$2,660.00
	TOTAL	14.8	\$8,578.50

EXHIBIT B

Summary of Professionals

Name of Professional Person	Date of Bar Admission	Position with Cole Schotz and Number of Years in that Position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Stuart Komrower	1984	Member (since 1994)	\$665	11.7	\$7,780.50
Jill Bienstock	2008	Associate (since 2008)	\$330	1.3	\$429.00
Kerri L. LaBrada	N/A	Paralegal (since 2010)	\$205	1.8	\$369.00
TOTAL				14.8	\$8,578.50

EXHIBIT C

Summary of Expenses

Expense Category	Service Provider (if applicable)	Total Expenses
Pacer		\$36.90
Photocopying		\$11.40
Telephone Charges		\$1.15
Total		\$49.45

EXHIBIT D

Cole Schotz Invoice



301 COMMERCE STREET
 SUITE 1700
 FORT WORTH, TX 76102
 817.810.5250 817.810.5255 FAX
 FEDERAL ID# 22-2113414
 —
 NEW JERSEY
 —
 NEW YORK
 —
 DELAWARE
 —
 MARYLAND

PATRIOT COAL - CREDITORS COMMITTEE
 ATTN: STEVE CIMALORE
 WILMINGTON TRUST COMPANY
 RODNEY SQUARE NORTH
 1100 NORTH MARKET STREET
 WILMINGTON, DE 19890

Re: **Client/Matter No. 51175-0001**
OFFICIAL COMMITTEE OF CREDITORS

Invoice No. 729283
 November 14, 2013

FOR PROFESSIONAL SERVICES RENDERED THROUGH OCTOBER 31, 2013

<u>DATE</u>	<u>NARRATIVE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>AMOUNT</u>
	CSMF&L FEE APPLICATION		3.30	\$931.00
10/10/13	ADDRESS UPCOMING INTERIM FEE APPLICATION	JBB	0.20	66.00
10/14/13	REVIEW OF DOCKET RE: UPCOMING DEADLINE TO OBJECT TO INTERIM FEE APPLICATIONS	JBB	0.10	33.00
10/15/13	CORRESPONDENCE WITH K. LABRADA RE: SUPPLEMENTAL DISCLOSURE FOR RETENTION APPLICATION RE: NEW DEBTORS	JBB	0.10	33.00
10/15/13	REVIEW OF DOCKET RE: INTERIM FEE APPLICATION OBJECTIONS AND CORRESPONDENCE WITH S. KOMROWER RE: SAME	JBB	0.10	33.00
10/16/13	VARIOUS CORRESPONDENCE WITH S. KOMROWER AND K. LABRADA RE: SUPPLEMENTAL DISCLOSURE FOR RETENTION	JBB	0.20	66.00
10/21/13	CORRESPONDENCE WITH K. LABRADA AND S. KOMROWER RE: THIRD INTERIM FEE APPLICATION	JBB	0.10	33.00
10/21/13	PREPARE SUPPLEMENTAL DECLARATION RE EMPLOYMENT FEE APPLICATION AND CONFLICT CHECK RE NEW DEBTORS	KLL	1.30	266.50
10/24/13	REVIEW AND REVISE SUPPLEMENTAL DECLARATION RE: ADDITIONAL NEW DEBTORS	JBB	0.30	99.00
10/24/13	REVIEW EMAIL RE SUPP DECLARATION FROM J. BIENSTOCK; CIRCULATE SAME TO S. KOMROWER AND M. WARNER	KLL	0.20	41.00
10/24/13	REVIEW SUPPLEMENTAL WARNER AFFIDAVIT OF DISCLOSURE; RETENTION	SK	0.20	133.00
10/29/13	CONFERENCE WITH S. KOMROWER RE: HEARING ON INTERIM FEE APPLICATIONS	JBB	0.10	33.00
10/29/13	CORRESPONDENCE WITH K. LABRADA RE: SUPPLEMENTAL DISCLOSURE FOR WARNER	JBB	0.10	33.00
10/30/13	FOLLOW UP WITH MDW RE DECLARATION FOR EMPLOYMENT APP	KLL	0.30	61.50

Re: OFFICIAL COMMITTEE OF CREDITORS
 Client/Matter No. 51175-0001

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CASE ADMINISTRATION			5.00	\$3,325.00
10/01/13	CORRESPONDENCE TO S. BLANK; RESPONSE RE FURTHER ACTION RELATIVE TO LIEN REVIEW, COLLATERAL PRESERVATION, DISPOSITION OF CHALLENGE DEADLINE	SK	0.50	332.50
10/04/13	CORRESPONDENCE FROM S. BLANK; REQUEST FOR PRESENTATION DURING COMMITTEE CALL ON 10/7; EMAILS EXCHANGED RE RECOMMENDATION	SK	0.30	199.50
10/04/13	REVIEW STIPULATIONS WITH BOFA; EMAILS; FINAL DIP ORDER; COLLATERAL CARVE-OUT EXHIBITS; PRIOR REPORTS TO COMMITTEE TO PREPARE FOR COMMITTEE CONFERENCE CALL PRESENTATION PER KRAMER LEVIN'S REQUEST	SK	1.50	997.50
10/04/13	EMAILS WITH G. PLOTKO AND S. BLANK; FOLLOW UP NOTES	SK	0.30	199.50
10/04/13	REVIEW AGENDA FOR COMMITTEE CONFERENCE CALL, ATTACHMENTS	SK	0.30	199.50
10/07/13	CORRESPONDENCE TO G. PLOTKO AND S. BLANK IN RESPONSE TO CALL AND EMAILS; REVIEW COMMITTEE CALL TALKING POINTS EMAIL; REVIEW MATERIALS FOR CALL	SK	0.90	598.50
10/07/13	CONFERENCE WITH R. IORIO RE COLLATERAL ISSUES	SK	0.20	133.00
10/07/13	TELEPHONE TO ADVERSARY P. JENSEN; DISCUSS FURTHER STIPULATION WITH BOFA TIMING	SK	0.20	133.00
10/28/13	CORRESPONDENCE FROM WILLKIE FARR RE EXTENSION STIPULATION	SK	0.20	133.00
10/28/13	CORRESPONDENCE FROM KRAMER LEVIN; FOLLOW UP AND COMMITTEE CALL / AGENDA	SK	0.20	133.00
10/29/13	REVIEW EMAILS, STATUS FOR COMMITTEE CALL AND FOLLOW UP	SK	0.40	266.00
MEETINGS OF CREDITORS			2.50	\$1,662.50
10/01/13	REVIEW COMMITTEE EMAILS, FILING STATUS	SK	0.30	199.50
10/07/13	COMMITTEE STATUS CALL; PRESENTATION RE LIEN REVIEW STATUS	SK	1.50	997.50
10/29/13	COMMITTEE CONFERENCE CALL FOR VOTE TO ALLOW CHALLENGE DEADLINE TO PASS - PRESENTATION	SK	0.30	199.50
10/29/13	CORRESPONDENCE TO ADVERSARY ANA ALFONSO - BOFA COUNSEL RE COMMITTEE'S POSITION ON CHALLENGE DEADLINE	SK	0.20	133.00
10/29/13	CONFERENCE WITH R. IORIO; DISCUSSION OF FINAL LIEN ISSUES	SK	0.20	133.00
PLAN & DISCLOSURE STATEMENT			4.00	\$2,660.00
10/07/13	CORRESPONDENCE TO G. PLOTKO RE LANGUAGE OF DISCLOSURE STATEMENT	SK	0.20	133.00
10/09/13	REVIEW EMAILS RE PLAN, TERM SHEETS	SK	0.30	199.50

Re: OFFICIAL COMMITTEE OF CREDITORS
Client/Matter No. 51175-0001

Invoice No. 729283
November 14, 2013
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10/09/13	CORRESPONDENCE FROM G. PLOTKO WITH DISCLOSURE STATEMENT LANGUAGE TO COVER COMMITTEE'S LIEN INVESTIGATION AND DRAFT RESPONSE EMAIL WITH COMMENTS	SK	0.50	332.50
10/09/13	REVIEW CARVE OUT, FEE ALLOWANCE STIPULATION AND REVIEW APPLICABLE PLAN RELEASE SECTIONS	SK	0.50	332.50
10/09/13	CORRESPONDENCE TO G. PLOTKO RE MODIFICATION TO LANGUAGE; FOLLOW UP	SK	0.20	133.00
10/11/13	CORRESPONDENCE TO ATTORNEY/CO-COUNSEL GREG PLOTKO RE: PLAN ISSUES	SK	0.20	133.00
10/14/13	CONFERENCE (10/11) WITH G. PLOTKO; DISCUSS PLAN RELEASES AND CARVE OUT SCOPE ISSUE	SK	0.20	133.00
10/18/13	REVIEW EMAILS FROM KRAMER LEVIN; REVIEW DOCUMENTS VIS-A-VIS COLE SCHOTZ WORK AND PLAN (VARIOUS)	SK	0.80	532.00
10/24/13	CORRESPONDENCE FROM COMMITTEE COUNSEL; EMAILS; REVIEW FOR PLAN STATUS	SK	0.20	133.00
10/25/13	REVIEW DISCLOSURE STATEMENT DATES; STIPULATIONS WITH BOFA	SK	0.40	266.00
10/28/13	TELEPHONE FROM ADVERSARY ANA ALFONSO; DISCUSS DIP, PLAN PROVISIONS AND EXTENSION OF TIME TO CHALLENGE	SK	0.20	133.00
10/28/13	CORRESPONDENCE TO GREG PLOTKO; CONFIRM NO FURTHER NEED FOR EXTENSION STIPULATION AND EMAILS WITH A. ROGOFF	SK	0.30	199.50

TOTAL HOURS 14.80

PROFESSIONAL SERVICES: \$ 8,578.50

<u>TIMEKEEPER</u>	<u>STAFF LEVEL</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
STUART KOMROWER	MEMBER	11.70	665.00	7,780.50
JILL BIENSTOCK	ASSOCIATE	1.30	330.00	429.00
KERRI L. LABRADA	PARALEGAL	1.80	205.00	369.00

Re: OFFICIAL COMMITTEE OF CREDITORS
 Client/Matter No. 51175-0001

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COSTS ADVANCED

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
09/03/13	PHOTOCOPYING / PRINTING / SCANNING	3.40
09/03/13	PHOTOCOPYING / PRINTING / SCANNING	4.60
09/03/13	COPY OF OFFICIAL DOCUMENTS	3.00
09/03/13	COPY OF OFFICIAL DOCUMENTS	3.00
09/03/13	COPY OF OFFICIAL DOCUMENTS	3.00
09/03/13	COPY OF OFFICIAL DOCUMENTS	3.00
09/03/13	COPY OF OFFICIAL DOCUMENTS	3.00
09/04/13	TELEPHONE TOLL CHARGE	0.10
09/04/13	TELEPHONE TOLL CHARGE	0.20
09/11/13	TELEPHONE TOLL CHARGE	0.50
09/12/13	TELEPHONE TOLL CHARGE	0.10
09/17/13	COPY OF OFFICIAL DOCUMENTS	0.10
09/17/13	COPY OF OFFICIAL DOCUMENTS	0.10
09/17/13	COPY OF OFFICIAL DOCUMENTS	3.00
09/17/13	COPY OF OFFICIAL DOCUMENTS	0.40
09/17/13	COPY OF OFFICIAL DOCUMENTS	3.00
09/17/13	COPY OF OFFICIAL DOCUMENTS	3.00
09/19/13	TELEPHONE TOLL CHARGE	0.05
09/19/13	COPY OF OFFICIAL DOCUMENTS	0.10
09/19/13	COPY OF OFFICIAL DOCUMENTS	0.50
09/19/13	COPY OF OFFICIAL DOCUMENTS	1.70
09/20/13	COPY OF OFFICIAL DOCUMENTS	3.00
09/20/13	COPY OF OFFICIAL DOCUMENTS	0.40
09/20/13	COPY OF OFFICIAL DOCUMENTS	1.60
09/20/13	COPY OF OFFICIAL DOCUMENTS	0.20
09/20/13	COPY OF OFFICIAL DOCUMENTS	0.10
09/20/13	COPY OF OFFICIAL DOCUMENTS	0.20
09/20/13	COPY OF OFFICIAL DOCUMENTS	0.20
09/20/13	COPY OF OFFICIAL DOCUMENTS	0.20
09/20/13	COPY OF OFFICIAL DOCUMENTS	0.20
09/20/13	COPY OF OFFICIAL DOCUMENTS	0.20
09/20/13	COPY OF OFFICIAL DOCUMENTS	0.80
09/20/13	COPY OF OFFICIAL DOCUMENTS	1.90
09/20/13	COPY OF OFFICIAL DOCUMENTS	0.20
09/20/13	COPY OF OFFICIAL DOCUMENTS	0.30
09/20/13	COPY OF OFFICIAL DOCUMENTS	0.20

Re: OFFICIAL COMMITTEE OF CREDITORS
Client/Matter No. 51175-0001

Invoice No. 729283
November 14, 2013
Page 5

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
09/20/13	COPY OF OFFICIAL DOCUMENTS	0.20
09/20/13	COPY OF OFFICIAL DOCUMENTS	0.10
10/07/13	PHOTOCOPYING / PRINTING / SCANNING	3.40
10/07/13	TELEPHONE TOLL CHARGE	0.05
10/07/13	TELEPHONE TOLL CHARGE	0.05
10/07/13	TELEPHONE TOLL CHARGE	0.05
10/07/13	TELEPHONE TOLL CHARGE	0.05
	TOTAL COSTS ADVANCED:	\$ <u>49.45</u>
	TOTAL SERVICES AND COSTS:	\$ <u>8,627.95</u>



COURT PLAZA NORTH
25 MAIN STREET
P.O. BOX 800
HACKENSACK, NJ 07602-0800
201.489.3000 201.489.1536 FAX
FEDERAL ID# 22-2113414

—
NEW YORK
—
DELAWARE
—
MARYLAND
—
TEXAS

PATRIOT COAL - CREDITORS COMMITTEE
ATTN: STEVE CIMALORE
WILMINGTON TRUST COMPANY
RODNEY SQUARE NORTH
1100 NORTH MARKET STREET
WILMINGTON, DE 19890

REMITTANCE PAGE

FOR PROFESSIONAL SERVICES RENDERED

Re: Client/Matter No. 51175-0001
OFFICIAL COMMITTEE OF CREDITORS

Invoice No. 729283
November 14, 2013

PLEASE RETURN THIS COPY WITH YOUR PAYMENT

TOTAL SERVICES AND COSTS:

\$ 8,627.95

IN THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re: PATRIOT COAL CORPORATION, <i>et al.</i> , Debtors.	Chapter 11 Case No. 12-51502 (Jointly Administered)
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THIRTEENTH MONTHLY FEE STATEMENT OF COLE, SCHOTZ, MEISEL, FORMAN & LEONARD, P.A., AS CONFLICTS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF PATRIOT COAL CORPORATION, ET AL., FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD DECEMBER 1, 2013 THROUGH DECEMBER 31, 2013

Name of Applicant:	<u>Cole, Schotz, Meisel, Forman & Leonard, P.A. ("Cole Schotz")</u>
Authorized to Provide Professional Services to:	<u>The Official Committee of Unsecured Creditors</u>
Effective Date of Retention:	<u>August 16, 2012</u>
Period for which Compensation and Reimbursement is Sought:	<u>December 1, 2013 through December 31, 2013</u>
Total Amount of Compensation for Period:	<u>\$627.00</u>
Total Amount of Expenses for Period:	<u>\$ 60.16</u>
80% of Fees Requested for Payment:	<u>\$501.60</u>
100% of Expenses Requested for Payment:	<u>\$ 60.16</u>
Total Fees and Expenses Requested for Payment:	<u>\$561.76</u>

In accordance with this Court's *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals*, dated August 2, 2012 [Docket No. 262] (the "**Interim Compensation Order**"), Cole, Schotz, Meisel, Forman & Leonard, P.A. ("**Cole Schotz**"), conflicts counsel to the Official Committee of Unsecured Creditors (the "**Committee**") of the above-captioned debtors and debtors-in-possession (collectively, the

“**Debtors**”), hereby submits this Thirteenth Monthly Fee Statement (the “**Fee Statement**”), seeking compensation and reimbursement of expenses for the period of December 1, 2013 through December 31, 2013 (the “**Thirteenth Monthly Period**”). By this Fee Statement, Cole Schotz seeks payment of \$501.60, which is comprised of eighty percent (80%) of the total amount of compensation sought for actual and necessary professional services rendered during the Thirteenth Monthly Period, and reimbursement of \$60.16, which is equal to one hundred percent (100%) of its actual and necessary expenses incurred in connection with such services.

Services Rendered and Expenses Incurred

1. Attached hereto as **Exhibit A** is a summary of the services rendered and compensation sought, broken down by project category, for the Thirteenth Monthly Period.
2. Attached hereto as **Exhibit B** is a billing summary of Cole Schotz’s professionals and paralegals by individual, setting forth the (i) name and title of each individual who performed services during the Thirteenth Monthly Period, (ii) aggregate time expended by each such individual, (iii) hourly billing rate for each such individual at Cole Schotz’s current billing rates, (iv) the amount of fees for the time expended by each Cole Schotz professional and paralegal, (v) year of bar admission for each attorney, and (vi) area of concentration for each attorney. The blended hourly billing rate of Cole Schotz’s professionals during the Thirteenth Monthly Period is approximately \$330.00.
3. Attached hereto as **Exhibit C** is a summary of reimbursements sought by Cole Schotz for expenses for the Thirteenth Monthly Period incurred in connection with the performance of professional services, broken down by expense type.
4. Attached hereto as **Exhibit D** is an itemized record of all time records for Cole Schotz professionals and all expenses for the Thirteenth Monthly Period.

Total Fees and Expenses Sought for the Thirteenth Monthly Period

5. The total amounts sought for fees for services rendered and reimbursement of expenses incurred for professional services rendered during the Thirteenth Monthly Period are as follows:

Total Fees for the Thirteenth Monthly Period:	\$627.00
Total Expenses for the Thirteenth Monthly Period:	\$60.16
TOTAL:	\$687.16

6. Pursuant to the Interim Compensation Order, Cole Schotz seeks payment of \$501.60 which is equal to (i) 80% of Cole Schotz’s total fees for services rendered during the Thirteenth Monthly Period and (ii) 100% of the total expenses incurred during the Thirteenth Monthly Period.

80% of Total Fees for the Thirteenth Monthly Period:	\$501.60
100% of Total Expenses for the Thirteenth Monthly Period:	\$60.16
TOTAL:	\$561.76

Notice and Objection Procedures

7. 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 upon: (i) the Debtors, Patriot Coal Corporation, 12312 Olive Boulevard, Suite 400, St. Louis, Missouri 63141, Attn: Jacquelyn A. Jones, (ii) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner and Brian M. Resnick, (iii) the Office of the United States Trustee for the Eastern District of Missouri, 111 S. 10th Street, Suite 6353, St. Louis,

Missouri 63102, Attn: Leonora S. Long and Paul A. Randolph, (iv) attorneys for the administrative agent for the Debtors' post-petition lenders, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Marcia Goldstein and Joseph Smolinsky, and (b) Wilkie Farr & Gallagher LLP, 787 Thirteenth Avenue, New York, New York 10019, Attn: Margot B. Schonholtz and Ana Alfonso, and (v) counsel for 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., and (vi) the Debtors' local counsel, Bryan Cave LLP, 211 N. Broadway, Suite 3600, St. Louis, Missouri 63102, Attn: Brian C. Walsh, Esq. and Lloyd A. Palans, Esq., (collectively, the "**Notice Parties**"). Cole Schotz submits that no other or further notice need to be provided.

8. Pursuant to the Interim Compensation Order, objections to this Fee Statement, if any, must be in writing, filed with the Court and served upon the Notice Parties, including Cole Schotz, by no later than February 6, 2014 (the "**Review Deadline**"), setting forth the nature of the objection and the specific amount of fees or expenses at issue.

9. If no objections to the Fee Statement are received on or before the Review Deadline, the Debtors will pay Cole Schotz (i) 80% of its total fees for services rendered during the Thirteenth Monthly Period and (ii) 100% of the total expenses incurred during the Thirteenth Monthly Period.

10. 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 expenses 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: January 17, 2014

**COLE, SCHOTZ, MEISEL, FORMAN &
LEONARD, P.A.**

By: /s/ Michael D. Warner

Michael D. Warner, Esq.

301 Commerce Street, Ste 1700

Fort Worth, Texas 76102

Telephone: (817) 810-5250

Facsimile: (817) 810-5255

*Conflicts Counsel for The Official Committee
of Unsecured Creditors for Patriot Coal
Corporation, et al.*

EXHIBIT A

Summary of Time by Category

Matter Number	Description	Hours	Fees
NY01	CSMF&L Fee Application	1.9	\$627.00
	TOTAL	1.9	\$627.00

EXHIBIT B

Summary of Professionals

Name of Professional Person	Date of Bar Admission	Position with Cole Schotz and Number of Years in that Position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jill Bienstock	2008	Associate (since 2008)	\$330	1.9	\$627.00
TOTAL				1.9	\$627.00

EXHIBIT C

Summary of Expenses

Expense Category	Service Provider (if applicable)	Total Expenses
Pacer		\$37.90
Messenger Service	<i>Federal Express</i>	\$22.26
Total		\$60.16

EXHIBIT D

Cole Schotz Invoice



COLE, SCHOTZ, MEISEL, FORMAN & LEONARD P.A.

Commerce Street
Suite 1700
Fort Worth, TX 76102
817.810.5250 817.810.5255 fax
FEDERAL ID# 22-2113414

PATRIOT COAL - CREDITORS COMMITTEE
ATTN: STEVE CIMALORE
WILMINGTON TRUST COMPANY
RODNEY SQUARE NORTH
1100 NORTH MARKET STREET
WILMINGTON, DE 19890

—
New Jersey
—
New York
—
Delaware
—
Maryland

Re: Client/Matter No. 51175-0001
OFFICIAL COMMITTEE OF CREDITORS

Invoice No. 733375
January 9, 2014

FOR PROFESSIONAL SERVICES RENDERED THROUGH DECEMBER 31, 2013

<u>DATE</u>	<u>NARRATIVE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>AMOUNT</u>
CSMF&L FEE APPLICATION			1.90	\$627.00
11/27/13	CONTINUE REVIEW OF PLAN RELEASE LANGUAGE AND ADDRESS ISSUES RE: SAME	JBB	0.80	264.00
12/06/13	TELEPHONE CALL FROM AND TO S. KOMROWER RE: PLAN AND DISCLOSURE STATEMENT RELEASE ISSUES AND FEE APPLICATIONS FOR PROFESSIONALS	JBB	0.10	33.00
12/18/13	REVIEW OF CONFIRMATION ORDER AND PLAN	JBB	0.50	165.00
12/18/13	CORRESP. W/ S. KOMROWER AND K. LABRADA RE FINAL FEE APPLICATIONS	JBB	0.20	66.00
12/18/13	FURTHER CORRESP. FROM K. LABRADA RE REVISED SCHEDULE FOR FINAL FEE APPS	JBB	0.10	33.00
12/19/13	REVIEW OF CORRESPONDENCE FROM D. POLK RE: FINAL FEE APPLICATIONS AND CORRESPONDENCE WITH K. LABRADA AND S. KOMROWER RE: SAME	JBB	0.20	66.00
			TOTAL HOURS	1.90
PROFESSIONAL SERVICES:				\$ 627.00

<u>TIMEKEEPER</u>	<u>STAFF LEVEL</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
JILL BIENSTOCK	ASSOCIATE	1.90	330.00	627.00

Re: OFFICIAL COMMITTEE OF CREDITORS
 Client/Matter No. 51175-0001

Invoice No. 733375
 January 9, 2014
 Page 2

ACTIVITY CODE SUMMARY

DESCRIPTION	HOURS	RATE	AMOUNT
CSMF&L FEE APPLICATION	1.90	330.00	627.00
Total For CSMF&L FEE APPLICATION	1.90	330.00	627.00

COSTS ADVANCED

DATE	DESCRIPTION	AMOUNT
10/21/13	COPY OF OFFICIAL DOCUMENTS	0.40
10/21/13	COPY OF OFFICIAL DOCUMENTS	1.40
10/21/13	COPY OF OFFICIAL DOCUMENTS	3.00
10/21/13	COPY OF OFFICIAL DOCUMENTS	3.00
10/21/13	COPY OF OFFICIAL DOCUMENTS	0.30
10/21/13	COPY OF OFFICIAL DOCUMENTS	0.70
10/21/13	COPY OF OFFICIAL DOCUMENTS	3.00
10/21/13	COPY OF OFFICIAL DOCUMENTS	2.10
10/21/13	COPY OF OFFICIAL DOCUMENTS	0.30
11/01/13	COPY OF OFFICIAL DOCUMENTS	1.50
11/01/13	COPY OF OFFICIAL DOCUMENTS	0.60
11/01/13	COPY OF OFFICIAL DOCUMENTS	0.60
11/01/13	COPY OF OFFICIAL DOCUMENTS	3.00
11/01/13	COPY OF OFFICIAL DOCUMENTS	0.90
11/01/13	COPY OF OFFICIAL DOCUMENTS	0.20
11/01/13	COPY OF OFFICIAL DOCUMENTS	0.20
11/01/13	COPY OF OFFICIAL DOCUMENTS	0.40
11/01/13	COPY OF OFFICIAL DOCUMENTS	0.10
11/01/13	COPY OF OFFICIAL DOCUMENTS	3.00
11/01/13	COPY OF OFFICIAL DOCUMENTS	3.00
11/01/13	COPY OF OFFICIAL DOCUMENTS	1.20
11/01/13	COPY OF OFFICIAL DOCUMENTS	0.20
11/01/13	COPY OF OFFICIAL DOCUMENTS	0.20
11/01/13	COPY OF OFFICIAL DOCUMENTS	0.20
11/01/13	COPY OF OFFICIAL DOCUMENTS	0.60
11/04/13	COPY OF OFFICIAL DOCUMENTS	3.00
11/04/13	COPY OF OFFICIAL DOCUMENTS	0.50
11/04/13	COPY OF OFFICIAL DOCUMENTS	3.00

Re: OFFICIAL COMMITTEE OF CREDITORS
Client/Matter No. 51175-0001

Invoice No. 733375
January 9, 2014
Page 3

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
11/04/13	COPY OF OFFICIAL DOCUMENTS	0.20
11/04/13	COPY OF OFFICIAL DOCUMENTS	0.20
11/04/13	COPY OF OFFICIAL DOCUMENTS	0.90
12/02/13	MESSENGER SERVICE - FEDERAL EXPRESS	22.26
	TOTAL COSTS ADVANCED:	\$ <u>60.16</u>
	TOTAL SERVICES AND COSTS:	\$ <u>687.16</u>

Cole Schotz

COLE, SCHOTZ, MEISEL, FORMAN & LEONARD P.A.

PATRIOT COAL - CREDITORS COMMITTEE
ATTN: STEVE CIMALORE
WILMINGTON TRUST COMPANY
RODNEY SQUARE NORTH
1100 NORTH MARKET STREET
WILMINGTON, DE 19890

Court Plaza North
25 Main Street
P.O. Box 800
Hackensack, NJ 07602-0800
201.489.3000 201.489.1536 fax
FEDERAL ID# 22-2113414

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New York
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Delaware
—
Maryland
—
Texas

REMITTANCE PAGE

FOR PROFESSIONAL SERVICES RENDERED

Re: Client/Matter No. 51175-0001
OFFICIAL COMMITTEE OF CREDITORS

Invoice No. 733375
January 9, 2014

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TOTAL SERVICES AND COSTS:

\$ 687.16

EXHIBIT D

Summary of Expenses

Expense Category	Service Provider (if applicable)	Total Expenses¹
Copy of Official Documents	<i>Pacer</i>	\$381.00
Lien/Litigation Work	<i>CSC – UCC Searches</i>	\$19,727.25
Messenger	<i>Federal Express</i>	\$397.45
Photocopying		\$15,215.79
Travel (Mileage/Tolls/Parking)	<i>Attorney Attendance for Committee Meeting</i>	\$169.10
Telephone Charge		\$281.28
Westlaw		\$1,851.67
Total		\$38,023.54

¹ Pursuant to the Procedures Manual (Section D), for all expenses in excess of \$25.00, Cole Schotz has retained supporting documentation which, although not filed or served with this Application, is available upon request.