

NOW COMES Ogletree, Deakins, Nash, Smoak & Stewart, P.C. (“Ogletree Deakins”), special counsel for debtors Patriot Coal Corporation, *et al.* (the “Debtors” or the “Reorganized Debtors”), pursuant to 11 U.S.C. § 330, and files this Final Application for Allowance of Fees and Expenses (the “Application”). In support of the Application, Ogletree Deakins shows the Court as follows:

Relief Requested

1. By this Application, Ogletree Deakins seeks entry of an order, pursuant to Section 330 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 2016, awarding \$129,912.50 in total fees and \$7,233.50 in total expenses incurred in connection with Ogletree Deakins’ representation of the Reorganized Debtors from the effective date of its retention under Section 327(a) of the Bankruptcy Code through and including December 31, 2013.

Jurisdiction

2. This Court has jurisdiction over this Motion under 28 U.S.C. § 1334. Venue of this proceeding is proper pursuant to 28 U.S.C. § 1409. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

4. Ninety-nine of the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on July 9, 2012 (the “Petition Date”) in the United States Bankruptcy Court for the Southern District of New York.

5. On December 19, 2012, the Debtors’ cases were transferred to the United States Bankruptcy Court for the Eastern District of Missouri [Dkt. No. 1789].

6. On October 25, 2013, this Court entered an order authorizing the employment of Ogletree Deakins as attorneys for the Debtor [Dkt. No. 4864], effective nunc pro tunc as of August 1, 2013.

7. On October 25, 2013, this Court entered an order expanding the employment of Ogletree Deakins to include the representation of Debtors Brody Mining, LLC and Patriot Ventures LLC [Dkt. No. 4865], effective as of September 23, 2013.

8. Pursuant to the Order to Establish Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Dkt. No. 262] (the "Interim Compensation Order"), Ogletree Deakins has filed a Monthly Fee Statement, defined in the Interim Compensation Order, for its fees and expenses incurred each month since it was retained as Section 327(a) counsel. Ogletree Deakins' Monthly Fee Statement for December 2013 remains subject to review and objection until February 7, 2014. No party objected to any of Ogletree Deakins' earlier Monthly Fee Statements, and pursuant to the Interim Compensation Order, Ogletree Deakins was paid 80% of the fees and 100% of the expenses detailed in each of those monthly statements.

9. Pursuant to the Interim Compensation Order and the Notice of Hearing and Related Procedures for Fee Applications of Retained Professionals [Dkt. No. 3417], Ogletree Deakins now submits its Final Application for final approval of fees and expenses incurred from August 1, 2013 through December 31, 2013 (the "Application Period").

Ogletree Deakins' Attorneys' Fees and Expenses

11. Ogletree Deakins is a law firm specializing in labor and employment issues with offices located at 7700 Bonhomme Avenue, Suite 650, Clayton, Missouri, and in more

than 40 locations in the United States and Europe. Ogletree Deakins possesses broad experience in all areas of labor and employment law, and all subject areas relevant to the workplace. This collective experience has allowed Ogletree Deakins to address promptly and efficiently the various complex labor relations issues that have arisen in the Debtors' bankruptcy cases.

12. Ogletree Deakins maintains detailed daily time records in the ordinary course of its business. These time records are prepared contemporaneously with the rendition of services to the client. These time records describe the person performing the services, the date services are rendered, a detailed description of services, and the length of time spent delivering the services. These time records are kept in increments of tenths of an hour. The names, positions, and hourly rates of each professional and paraprofessional who billed time in connection with Ogletree Deakins' engagement by the Debtors is attached as Exhibit A.

13. The services provided by Ogletree Deakins during the Application Period have been actual and necessary. Reasonable compensation for such services based on the time, the nature, the extent, and the value of such services, and the costs of such services other than in a bankruptcy case, are \$129,912.50. A summary of the total fees for each project category is attached as Exhibit B, which includes separate subtotals for the period from August 1, 2013 through December 31, 2013. Detailed time records for that period are attached as Exhibit C.

14. Ogletree Deakins has incurred expenses in the total amount of \$7,233.50 during the Application Period for which it seeks approval for reimbursement, which are detailed on Exhibit D, attached.

Ogletree Deakins' Services During the Application Period

15. Collective Bargaining: Ogletree Deakins provided extensive legal services to the Debtors involving collective bargaining which resulted in ratification of three labor agreements covering 11 of the Debtor companies.

16. Pension Plan Withdrawal Liability: Ogletree Deakins advised the Debtor companies and their financial advisors concerning strategies for addressing pension plan withdrawal.

17. VEBA: Ogletree Deakins assisted Debtors and their financial advisors in issues involving establishing and funding a VEBA for provision of healthcare benefits for retired unionized coal miners.

18. Communications with Creditors and Investors: Ogletree Deakins communicated with and participated in meetings with creditors and other stakeholders to apprise them of critical issues in the labor agreements.

19. Other Contested Matters: Ogletree Deakins helped to prepare and prosecute various motions not readily categorized elsewhere, as well as preparing for argument of motions scheduled for hearing on the Court's omnibus hearing dates.

Johnson Factors

20. Local Rule 2016(1)(B) requires that all professional fee applications analyze the 12 factors for allowance of compensation set forth in *Johnson v. Georgia Highway Express*, 388 F.2d 714 (5th Cir. 1974) (the "Johnson Factors"); *see also P.A. Novelly v. Palans*, 960 F.2d 728 (8th Cir. 1992); *Chamberlain v. Kula*, 213 B.R. 729, 736-739 (B.A.P. 8th Cir. 1997).

21. Ogletree Deakins submits that its Application satisfies all of the *Johnson* Factors, as described below.

- (a) The time and labor required. Ogletree Deakins' representation of the Debtors as debtors-in-possession has required extensive time and effort given the complexity of the Debtors' cases.
- (b) The novelty and difficulty of questions. The Debtors' proceedings under Chapter 11 are multifaceted and involve a large number of creditors and parties-in-interest.
- (c) The skill required to perform legal services properly. Ogletree Deakins believes that its lawyers have demonstrated the skill levels necessary for the vigorous representation of the Debtors' interests in this case.
- (d) The preclusion of employment due to acceptance of the case. Acceptance of this case has precluded Ogletree Deakins from other employment. Additionally, professionals involved in this case devoted significant portions of their time to the Debtors' affairs and were, to that extent, unable to address other matters.
- (e) The customary fee. The rates charged by Ogletree Deakins in this matter are commensurate with rates it charges for similar clients on similar matters.
- (f) Whether the fee is fixed or contingent. The fees requested herein are requested on an hourly basis.

- (g) Time limitations imposed by the client or the circumstances. This case has posed time pressures that are at least as constraining as in a typical Chapter 11 case.
- (h) The amount involved and the results obtained. Ogletree Deakins has worked diligently to advocate for its client and has obtained results that are excellent in the circumstances of this case.
- (i) The experience, reputation, and ability of the attorneys. The professionals representing the Debtors in this engagement are highly skilled and experienced in issues relating to labor contracts and collective bargaining.
- (j) The undesirability of the case. This is not an undesirable case. Ogletree Deakins is privileged to have had the opportunity to represent the Debtors.
- (k) The nature and length of the professional relationship with the client. Ogletree Deakins provided labor and employment law services to the Debtors for more than five years prior to their Chapter 11 cases.
- (l) Awards in similar cases. The fees requested in this case are proportionate to fees requested in similar matters.

22. There is no agreement of any nature as to the sharing of any compensation to be paid to Ogletree Deakins, other than sharing among the partners and regular associates of Ogletree Deakins. Compensation previously paid to Ogletree Deakins has not been shared with any person other than the partners and regular associates of Ogletree Deakins.

23. I hereby certify that (a) the fees and expenses requested in this Application are in compliance with the requirements of the Interim Compensation Order; and (b) that the Reorganized Debtors have had an opportunity to review this Application prior to its filing and have approved the requested amounts.

WHEREFORE, Ogletree Deakins respectfully requests that this Court:

- (a) allow on a final basis attorneys' fees of \$129,912.50 and expenses of \$7,233.50 incurred during the Application Period;
- (b) authorize and direct the Reorganized Debtors to make payment to Ogletree Deakins for all allowed fees and expenses that have not been paid to date; and
- (c) grant Ogletree Deakins such other and further relief as is just and proper.

Dated this 10th day of February, 2014.

By: /s/ John R. Woodrum
John R. Woodrum
OGLETREE, DEAKINS, NASH, SMOAK
& STEWART, P.C.
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Washington, D.C. 20006
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John.Woodrum@odnss.com
Special Counsel for Debtors

EXHIBIT A

CUMULATIVE TIMEKEEPER SUMMARY
(August 1, 2013 – December 31, 2013)

PARTNERS			8/1/13 – 12/31/13		Total Engagement	
Name	Admission Year	Rate	Hours	Fees	Hours	Fees
John Woodrum		\$475.00	267.9	\$127,252.50	267.9	\$127,252.50
Preston R. Burch		\$475.00	5.60	\$2,660.00	5.60	\$2,660.00

EXHIBIT B

**TASK CODE CATEGORY SUMMARY
(August 1, 2013 – December 31, 2013)**

Project Category	8/1/13-12/31/13		Total Engagement	
	Hours	Fees	Hours	Fees
Employee Benefits and Pensions	255.3	\$121,267.50	255.3	\$121,267.50
Fee and Employment Applications	12.6	\$5,985.00	12.6	\$5,985.00
Meetings of and Communications With Creditors	5.6	\$2,660.00	5.6	\$2,660.00
TOTALS:	273.5	\$129,912.50	273.5	\$129,912.50

EXHIBIT C

DETAILED TIME RECORDS FROM AUGUST 1, 2013 - DECEMBER 31, 2013

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

Re: Patriot Coal Corporation - DIP - General Labor

For professional services rendered through August 31, 2013:

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

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

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

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

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

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

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

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

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

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

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

Re: Patriot Coal Corporation - DIP - General Labor

For professional services rendered through September 30, 2013:

Date	Initials	Description	Hours	Amount
09/03/13	JRW	Coordination with Mr. Lucha regarding finalized contract.	0.30	142.50
09/04/13	JRW	Advise Mr. Bean concerning procedural aspects of how liability for Coal Act retirees health care would flow if responsible Patriot companies failed to provide benefits and related considerations (.3); review Mr. Luna's inquiry regarding implementation of VEBA co-payment (.2).	0.50	237.50
09/05/13	JRW	Review inquiry from Michelle McGreal regarding certain statements in Reorganization Plan and advise regarding same.	0.30	142.50
09/06/13	JRW	Review inquiry from Mr. Luna concerning review of index of human resources contracts and assess which are extinguished as a result of new labor agreements and advise regarding same (.8); preliminary review of Plan of reorganization (.5).	1.30	617.50
09/12/13	JRW	Review inquiry from Elliott Moscowitz concerning how withdrawal liability would play out in various situations and advise regarding same (.5); work on Special Counsel application (.6).	1.10	522.50

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09/13/13	JRW	Review communications from DPW counsel Andrew Gehring regarding appeal filings involving retiree benefits (.3); review Mr. Luna's request regarding PPA notice (.3); work on Application for Special Counsel status and related telephone conference with Bryan Cave counsel and ODNSS personnel regarding same (.9).	1.50	712.50
09/16/13	JRW	Advise Mr. Joe Bean on Coal Act liability issues (.3); telephone conversation with Lorin Cothrim concerning completion of Application for Special Counsel and related matters incident to preparing and filing same (.7); advise Mickey Luna concerning aspects of notice to employees of availability of Health Care Exchanges (.4); review proposed transaction documents (.3).	1.70	807.50
09/17/13	JRW	Coordination with conflicts group concerning special counsel application.	0.30	142.50
09/18/13	JRW	Review request from Mr. Lucha for data on allocating withdrawal liability among companies based on prior affiliations (.2); advice regarding same (.3); continued work on organizing data relevant to Special Counsel application (.5).	1.00	475.00
09/19/13	JRW	Review timeline provided by Ms. McGreal (.3); multiple telephone conversations concerning conflicts review and Special Counsel Application (1.0).	1.30	617.50
09/20/13	JRW	Telephone conversation with Ms. McGreal regarding labor issues presented by Brody.	0.30	142.50
09/24/13	JRW	Review inquiry from Mr. Bean concerning fiduciary and agency relationship with non-member companies (.2); review opinion and briefs in Freeman case and provide to Mr. Bean (.8); correspondence with group working on Special Counsel Application (.3); related work on Application and Declaration (.5).	1.80	855.00

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Date	Initials	Description	Hours	Amount
09/25/13	JRW	Review inquiry from Eliot Moskowitz regarding circumstances pursuant to which an individual Union member could challenge a settlement entered into between employer and Union (.3); prepare memo advising of legal framework and relevant considerations (1.8); coordination with conflicts group regarding special counsel application and extensive search and representations required to complete same (1.4).	3.50	1,662.50
09/26/13	JRW	Advise Mr. Halloway regarding aspects of legislative efforts to obtain additional funding for 1974 Pension Plan and for orphan health plans (.3); multiple conversations with internal staff and with Bryan Cave attorney regarding compliance with court requirements for Special Counsel status (1.0); work on application (.9).	2.20	1,045.00
09/27/13	JRW	Coordination with Jeff Walker and Bryan Cave counsel concerning disclosure and supplemental application required by new bankruptcy filings (.8); finalize and submit Special Counsel application (.2); follow up revisions to Application (.3); correspondence with firm attorneys regarding their contacts with court personnel (.4); coordination with Mr. Halloway regarding status of legislation (.3).	2.00	950.00
09/29/13	JRW	Advise Mr. Bean regarding implications of liability assumption as regards possible suits by UMW Funds.	0.20	95.00
Total Services			19.30	\$9,167.50

Timekeeper Summary				
Timekeeper	Title	Rate	Hours	Amount
John R. Woodrum	Shareholder	475.00	19.30	9,167.50

Expenses

Ogletree Deakins

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11/12/13
Invoice No. 1166765
031437-000001-JRW

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

Re: Patriot Coal Corporation - DIP - General Labor

For professional services rendered through October 31, 2013:

Date	Initials	Description	Hours	Amount
10/01/13	JRW	Work on questions forwarded by Ms. Hughes concerning fee applications (.3); work on supplemental application resulting from additional subsidiary filings (.7).	1.00	475.00
10/08/13	JRW	Review inquiry from Mr. Moscovitz concerning demand from UMWA Funds for contributions for post Court Order and contract execution periods (.3); locate, assess and forward previous communication to Plan regarding same (.6); follow up conferences and ongoing discussions with Mr. Moskowitz regarding same (.6).	1.50	712.50
10/14/13	JRW	Inquire of Mr. Moskowitz status of VEBA (.1); review request from Mr. Moskowitz regarding basis under which UMWA could call a strike at Patriot and advise regarding same (.3); telephone conference with Mr. Luna regarding Funding of VEBA (.2).	0.60	285.00
10/15/13	JRW	Forward supplemental declaration to Ms. Hughes (.4); coordination with Mr. Joe Bean regarding VEBA document (.4); telephone conference with Mr. Halloway regarding implications of sale of Consol on BCOA and potential relevance to future Patriot negotiations (.7).	1.50	712.50
10/15/13	JRW	Coordination with Mr. Luna regarding strategy for obtaining copy of VEBA (.3); work on supplemental declaration and forward draft to Laura Hughes (.5).	0.80	380.00

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11/12/13
Invoice No. 1166765
031437-000001-JRW

Date	Initials	Description	Hours	Amount
10/17/13	JRW	Complete and forward Supplemental Declaration in support of retention as special counsel (.5); coordination with Mr. Luna regarding delivery of copy of VEBA (.4); coordination with Ms. McGreal regarding need to verify compliance with DOL exemption (.3).	1.20	570.00
10/18/13	JRW	Correspondence with UMWA General Counsel requesting copy of VEBA and inquiry regarding status of request for DOL exemption for use of equity to Fund VEBA (.2); advise company and Davis Polk regarding same (.2).	0.40	190.00
10/25/13	JRW	Coordination with Brian Walsh regarding court action on application and related matters.	0.20	95.00
10/29/13	JRW	Coordination with Mr. Lucha regarding final labor agreements.	0.30	142.50
10/30/13	JRW	Review Mr. Huebner's summary of status of bankruptcy court actions and status of funding of VEBA.	0.30	142.50
10/31/13	JRW	Compile and forward executed original contracts to Mr. Bean.	0.40	190.00
Total Services			8.20	\$3,895.00

		Timekeeper Summary			
Timekeeper		Title	Rate	Hours	Amount
John R. Woodrum		Shareholder	475.00	8.20	3,895.00

TOTAL FEES	\$3,895.00
TOTAL EXPENSES	\$0.00
TOTAL THIS INVOICE	\$3,895.00

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12/09/13
Invoice No. 1175653
031437-000001-JRW

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

Re: Patriot Coal Corporation - DIP - General Labor

For professional services rendered through November 30, 2013:

Date	Initials	Description	Hours	Amount
11/01/13	JRW	Advise Mr. Bean of Union's failure to provide VEBA.	0.30	142.50
11/04/13	JRW	Correspondence with Mickey Luna regarding copy of VEBA.	0.20	95.00
11/08/13	JRW	Review approved orders; advise Michelle McGreal regarding status of VEBA.	0.30	142.50
11/13/13	JRW	Review draft letters to UMWA retirees regarding transition of coverage to VEBA (.3); provide comments to Mickey Luna regarding same (.4).	0.70	332.50
11/14/13	JRW	Review letter from Retiree Bonus Trust to Gateway and comment regarding same (.2); telephone conversation with Mickey Luna regarding retiree letters (.2).	0.40	190.00
11/15/13	JRW	Telephone conversation with Mickey Luna regarding letters to retirees concerning transition to VEBA (.2); advice letter to Joe Bean, et al. regarding possible response to UMWA Retiree Bonus Trust letter refusing to provide payments to certain Patriot retirees (.5).	0.70	332.50
11/18/13	JRW	Review correspondence from Dale Lucha and Joe Bean on Retiree Benefit Trust issue; related review of letters from Trust.	0.30	142.50
11/19/13	JRW	Review correspondence from Dale Lucha and Joe Bean on Retiree Bonus Trust issue; advise regarding same.	0.60	285.00

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Invoice No. 1175653
031437-000001-JRW

Date	Initials	Description	Hours	Amount
11/19/13	JRW	Review inquiry from UMWA counsel Paul Green concerning information needed by Union to complete DOL exemption request (.2); memo to Joe Bean regarding same (.2); advise Mr. Green concerning correct answers to inquiry (.2).	0.60	285.00
11/25/13	JRW	Work on Motions for approval of invoices (.7); related coordination with Laura Hughes regarding protocol and presentation of same (.3).	1.00	475.00
11/26/13	JRW	Review draft provision for ERISA Compliance Representation and Warranty for accuracy.	0.30	142.50
11/26/13	JRW	Review documents relating to UMWA Pension Plan request for extension of amortization schedule and related disclosures.	0.30	142.50
11/26/13	JRW	Telephone conversation with Plan officials concerning verification of funding status to comply with Representation and Warranty.	0.30	142.50
11/26/13	JRW	Provide comments to draft Representation and Warranty to Dale Lucha and Jackie Jones.	0.30	142.50
11/26/13	JRW	Work on preparing Motions for approval of invoices.	0.80	380.00
Total Services			7.10	\$3,372.50

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
John R. Woodrum	Shareholder	475.00	7.10	3,372.50

Expenses

Description	Rate	Hours	Amount
Copies	1 @	0.10 ea.	0.10
Delivery Service			26.34
Total Expenses			\$26.44

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Invoice No. 1191195
031437-000001-JRW

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

Re: Patriot Coal Corporation - DIP - General Labor

For professional services rendered through December 31, 2013:

Date	Initials	Description	Hours	Amount
12/02/13	JRW	Review Charles Shi's inquiry concerning details of ERISA disclosure regarding amortization schedule and respond to same.	0.40	190.00
12/02/13	JRW	Follow up correspondence regarding representations and warranties relating to amortization schedule.	0.20	95.00
12/02/13	JRW	Complete submission and Motion for Fee Approval for three month period.	0.50	237.50
12/02/13	JRW	Coordination with Laura Hughes regarding Motion for Fee Approval.	0.20	95.00
12/03/13	JRW	Exchange e-mails with Dale Lucha, Mickey Luna and Joe Bean regarding status of letters from Retiree Trust to UMWA signatory companies.	0.40	190.00
12/03/13	JRW	Prepare letter to Trust seeking information regarding status of letter from Retiree Trust to UMWA signatory companies.	0.50	237.50
12/03/13	JRW	Advise Joe Bean regarding status of VEBA document.	0.10	47.50
12/05/13	JRW	Review Plan Supplement filed with Bankruptcy Court.	0.30	142.50
12/05/13	JRW	Review draft disclosure prepared by Charles Shi and confirm same.	0.20	95.00
12/05/13	JRW	Coordination with Laura Hughes regarding filing of fee request motion.	0.20	95.00
12/09/13	JRW	Coordination with Michelle McGreal and Joe Bean regarding status of VEBA document.	0.30	142.50

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Invoice No. 1191195
031437-000001-JRW

Date	Initials	Description	Hours	Amount
12/10/13	JRW	Telephone conferences with DPW attorneys regarding need to follow-up on obtaining VEBA to verify for ERISA compliance and related proposal to Ben Hatfield regarding same (.5); review response to proposal and related coordination with Joe Bean and DPW (.3); review schedules for credit facility regarding CBAs and advise Michelle McGreal regarding same (.8); review summary of filings regarding plan objection (.2); review closing checklist provided by Ms. McGreal (.4).	2.20	1,045.00
12/11/13	JRW	Review inquiry from Michelle McGreal concerning disclosures for Exit Facility (.2), provide response to same (.2); inquiry regarding absence of litigation trust on checklist and related document review and coordination with Joe Bean and DPW (.4); review MOUs provided by Michelle McGreal modifying labor agreements with respect to litigation trust (.3); e-mail Joe Bean regarding obtaining copy of VEBA (.2); correspondence with Laura Hughes regarding filing fee applications (.3); advise Ms. McGreal regarding Jobs MOU applicability (.2); review VEBA provided by Joe Bean (.8); provide VEBA to Rad Burch and others with list of potential issues (.5); complete and forward fee statement to Ms. Hughes (.4); review Mr. Burch's comments to VEBA and distribute list of issues to Mr. Aizen and Ms. Cho (1.0); review Exemption Certificate prepared by Mr. Aizen (.4).	3.90	1,852.50
12/11/13	PRB	Begin to analyze Union's VEBA for potential problems for Patriot and for ERISA compliance.	2.20	1,045.00

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01/22/14
Invoice No. 1191195
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Date	Initials	Description	Hours	Amount
12/12/13	JRW	E-mail exchange with Rad Burch regarding issues in VEBA DOL exemption application (.2); e-mail exchange with Ron Aizen regarding same (.2); telephone conference with Rad Burch, Ron Aizen and Erin Cho regarding issues in VEBA and options for addressing same (.7: coordination with Mr. Burch regarding penalties for violating prohibited transactions rule (.2); telephone conference with UMWA, ERISA counsel concerning status of exemption application; and advise Ms. Cho and Mr. Aizen regarding same (.4); review and forward DOL policy statement on retroactive approval of exemption applications for prohibited transactions (.5); consider risks of transferring money to VEBA absent approved exemption and review language in contractual agreements to make transfers (.5).	2.70	1,282.50
12/12/13	PRB	Electronic communications with Ron Aizen and Erin Cho regarding VEBA funding issues (.5); analyze trustee certification (.2); begin to analyze prohibited transaction issues with contribution of stock to VEBA (1.5); teleconference with Mr. Aizen, Ms. Cho, and John Woodrum to discuss issues with contribution of stock to VEBA (.7).	2.90	1,377.50
12/13/13	JRW	Correspondence with Rad Burch regarding VEBA (.2); review Joe Beau's e-mail response regarding VEBA recommendation (.2); review summary of recommendation prepared by Ron Aizen and related correspondence (.3).	0.70	332.50
12/16/13	JRW	Coordinate with UMWA ERISA counsel regarding status of application for waiver and advise core group regarding same.	0.30	142.50
12/17/13	JRW	Review VEBA prohibited transaction application provided by UMWA counsel and distribute to ERISA group.	0.80	380.00
12/18/13	JRW	Review Rad Burch's comments regarding UMWA VEBA.	0.20	95.00

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01/22/14
Invoice No. 1191195
031437-000001-JRW

Date	Initials	Description	Hours	Amount
12/18/13	PRB	Analyze prohibited transaction exemption application filed by the Union.	0.40	190.00
12/19/13	PRB	Begin to determine if warrants count toward the twenty-five percent limit on stock ownership.	0.10	47.50
Total Services			19.70	\$9,357.50

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
John R. Woodrum	Shareholder	475.00	14.10	6,697.50
Preston R. Burch	Shareholder	475.00	5.60	2,660.00

TOTAL FEES	\$9,357.50
TOTAL EXPENSES	\$0.00
TOTAL THIS INVOICE	\$9,357.50

EXHIBIT D

EXPENSES

Expense Description	8/1/13 – 12/31/13	Total Engagement
Black and white copies	\$223.30	\$223.30
Color copies	\$212.55	\$212.55
Travel	\$6,771.31	\$6,771.31
Delivery	\$26.34	\$26.34
TOTAL EXPENSES:		\$7,233.50

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