

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

**In re:**

**PATRIOT COAL CORPORATION, *et al.*,**

**Debtors.**

**Chapter 11**

**Case No. 12-51502-659  
(Jointly Administered)**

Related to Docket Nos. 5293,  
5299, 5301, 5314, 5315, 5316,  
5320, 5321, 5322, 5323, 5324,  
5325, 5326, 5327, 5328, 5329,  
5331, 5332, 5333, 5334, 5335,  
5336, 5337, 5342, 5356

**ORDER GRANTING APPLICATIONS FOR FINAL ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the applications (the “**Applications**”) for (a) allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred during the period from August 1, 2013 through and including December 31, 2013 (the “**Fourth Compensation Period**”) and (b) final allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred during the period from July 9, 2012 through and including December 31, 2013 (the “**Entire Compensation Period**”<sup>1</sup> and, together with the Fourth Compensation Period, the

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<sup>1</sup> The period for which Bryan Cave LLP seeks compensation and reimbursement is November 27, 2012 through December 31, 2013. The period for which Carmody MacDonald P.C. seeks compensation and reimbursement is December 3, 2012 through December 31, 2013. The period for which Cole, Schotz, Meisel, Forman & Leonard, P.A. seeks compensation and reimbursement is August 16, 2012 through December 31, 2013. The period for which Desai Eggmann Mason LLC seeks compensation and reimbursement is January 7, 2013 through September 5, 2013. The period for which Duff & Phelps, LLC seeks compensation and reimbursement is June 6, 2013 through December 31, 2013. The period for which Epiq Bankruptcy Solutions, LLC seeks compensation and reimbursement is August 1, 2012 through December 31, 2013. The period for which GCP Legal Advisors, LLC seeks compensation and reimbursement is July 15, 2013 through December 31, 2013. The period for which Gordon & Gordon, P.S.C. seeks compensation and reimbursement is August 1, 2013 through December 31, 2013. The period for which Greenberg Traurig, LLP seeks compensation and reimbursement is May 1, 2013 through December 31, 2013. The period for which Houlihan Lokey Capital, Inc. seeks compensation and reimbursement is July 24, 2012 through December 18, 2013. The period for which Kramer Levin Naftalis & Frankel LLP seeks compensation and reimbursement is July 18, 2012 through December 31, 2013. The period for

“**Compensation Periods**”) filed by the professionals listed on Schedule A and Schedule B annexed hereto<sup>2</sup> (the “**Professionals**”); and notice having been given in accordance with the Order Establishing Certain Notice, Case Management and Administrative Procedures entered on March 22, 2013 [ECF No. 3361], the Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals entered on August 2, 2012 [ECF No. 262] (the “**Interim Compensation Order**”) and Section 7.1(a) of the Plan; and due consideration having been given to any responses thereto; and sufficient cause having been shown therefor; it is hereby

ORDERED that the Applications set forth on Schedule A and Schedule B annexed hereto are granted on a final basis to the extent set forth herein and therein; and it is further

ORDERED that compensation for professional services rendered during the Compensation Periods is hereby allowed on a final basis in the amounts set forth on Schedule A in the column entitled “Fees Allowed for Fourth Compensation Period” and Schedule B in the column entitled “Fees Allowed for Entire Compensation Period”; and it is further

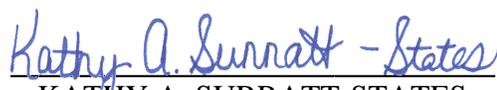
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which Mesirow Financial Consulting, LLC seeks compensation and reimbursement is July 24, 2012 through December 31, 2013. The period for which Ogletree, Deakins, Nash, Smoak & Stewart, P.C. seeks compensation and reimbursement is October 25, 2013 through December 31, 2013. The period for which Stahl Cowen Crowley Addis, LLC seeks compensation and reimbursement is January 4, 2013 through July 31, 2013. The period for which Steptoe & Johnson PLLC seeks compensation and reimbursement is August 1, 2012 through December 31, 2013. The period for which Veritas Consulting, LLC seeks compensation and reimbursement is August 15, 2013 through December 31, 2013. Pursuant to the Debtors’ Fourth Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code [ECF No. 5139] (as modified by the Order Confirming Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code [ECF No. 5157], the “**Plan**”), fees incurred on or after January 1, 2014 are payable by the Reorganized Debtor in the ordinary course of business without any further notice to, action by or order of approval of the Bankruptcy Court or any other party.

<sup>2</sup> For clarification, AP Services, LLC (“**APS**”) was retained to provide interim management and restructuring services pursuant to 11 U.S.C. § 363, and not as a professional subject to the Interim Compensation Order. APS is not required to file a final fee application, but seeks final approval of its Contingent Success Fee, which is covered by this order.

ORDERED that reimbursement for expenses incurred during the Compensation Periods is hereby allowed on a final basis in the amounts set forth on Schedule A in the column entitled "Expenses Allowed for Fourth Compensation Period" and Schedule B in the column entitled "Expenses Allowed for the Entire Compensation Period"; and it is further

ORDERED that the Reorganized Debtors are authorized and directed to promptly pay the fees and expenses allowed for each Professional, in the amounts set forth on Schedule B in the columns entitled "Fees Allowed for Entire Compensation Period" and "Expenses Allowed for Entire Compensation Period" to the extent that such amounts have not been paid previously.

  
KATHY A. SURRATT-STATES  
Chief United States Bankruptcy Judge

DATED: April 10, 2014  
St. Louis, Missouri  
jjh

Order prepared by:

Marshall S. Huebner  
Brian M. Resnick  
Michelle M. McGreal  
Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, New York 10017

**Schedule A**

<b>Applicant</b>	<b>Date/Document Number of Application</b>	<b>Fees Requested for Fourth Compensation Period</b>	<b>Fees Allowed for Fourth Compensation Period</b>	<b>Fees to Be Paid for Fourth Compensation Period</b>	<b>Fees to Be Paid for Prior Compensation Period (if any)</b>	<b>Expenses Requested for Fourth Compensation Period</b>	<b>Expenses Allowed for Fourth Compensation Period</b>
Blackstone Advisory Partners L.P. Financial Advisor to the Debtors	1/31/2014 ECF No. 5322	\$7,301,612.90	\$7,301,612.90	\$7,301,612.90	N/A	\$13,976.43	\$8,135.14
Bowles Rice LLP Special Counsel to the Debtors	1/31/2014 ECF No. 5325	\$458,187.30	\$458,187.30	\$458,187.30	N/A	\$28,181.96	\$28,181.96
Bryan Cave LLP Local Restructuring Counsel and Corporate Counsel to the Debtors	1/31/2014 ECF No. 5323	\$331,550.50	\$331,550.50	\$331,550.50	N/A	\$4,517.67	\$4,408.82
Carmody MacDonald P.C. Local Counsel to the Official Committee of Unsecured Creditors	1/31/2014 ECF No. 5314	\$71,051.50	\$71,051.50	\$71,051.50	N/A	\$336.00	\$336.00
Cole, Schotz, Meisel, Forman & Leonard, P.A. Conflicts Counsel to the Official Committee of Unsecured Creditors	1/31/2014 ECF No. 5316	\$28,071.25	\$28,071.25	\$28,071.25	N/A	\$119.41	\$119.41
Curtis, Mallet-Prevost, Colt & Mosle LLP Conflicts Counsel to the Debtors	1/31/2014 ECF No. 5336	\$419,023.80	\$419,023.80	\$419,023.80	N/A	\$8,317.51	\$8,317.51

<b>Applicant</b>	<b>Date/Document Number of Application</b>	<b>Fees Requested for Fourth Compensation Period</b>	<b>Fees Allowed for Fourth Compensation Period</b>	<b>Fees to Be Paid for Fourth Compensation Period</b>	<b>Fees to Be Paid for Prior Compensation Period (if any)</b>	<b>Expenses Requested for Fourth Compensation Period</b>	<b>Expenses Allowed for Fourth Compensation Period</b>
Davis Polk & Wardwell LLP Counsel to the Debtors	1/31/2014 ECF No. 5337	\$7,970,222.25	\$7,970,222.25	\$7,970,222.25	N/A	\$90,466.73	\$77,289.21
Desai Eggmann Mason LLC Counsel to the Official Salaried Retiree Committee	1/31/2014 ECF No. 5329	\$11,015.50	\$939.01	\$939.01	N/A	\$48.15	\$0.00
Duff & Phelps, LLC Valuation Services Provider for the Debtors	1/31/2014 ECF No. 5326	\$581,687.00	\$581,687.00	\$581,687.00	N/A	\$17,622.61	\$13,417.69
Epiq Bankruptcy Solutions, LLC <sup>3</sup> Information Agent for the Official Committee of Unsecured Creditors	1/29/2014 ECF No. 5293	N/A	N/A	N/A	N/A	N/A	N/A
Ernst & Young LLP Independent Auditor and Tax Advisor to the Debtors	1/31/2014 ECF No. 5324	\$1,147,901.50	\$1,147,901.50	\$1,147,901.50	N/A	\$10,180.24	\$10,012.04
GCG, Inc. Administrative Agent for the Debtors	1/31/2014 ECF No. 5333	\$341,588.10	\$341,588.10	\$341,588.10	N/A	\$0.00	\$0.00

<sup>3</sup> Pursuant to the Order Authorizing the Retention of Epiq Bankruptcy Solutions, LLC as Information Agent for the Official Committee of Unsecured Creditors [ECF No. 1251], Epiq Bankruptcy Solutions, LLC is not required to seek interim approval for fees and expenses incurred during the Fourth Compensation Period.

<b>Applicant</b>	<b>Date/Document Number of Application</b>	<b>Fees Requested for Fourth Compensation Period</b>	<b>Fees Allowed for Fourth Compensation Period</b>	<b>Fees to Be Paid for Fourth Compensation Period</b>	<b>Fees to Be Paid for Prior Compensation Period (if any)</b>	<b>Expenses Requested for Fourth Compensation Period</b>	<b>Expenses Allowed for Fourth Compensation Period</b>
GCP Legal Advisors, LLC Special Counsel to the Debtors	2/3/2014 ECF No. 5342	\$52,975.00	\$52,975.00	\$52,975.00	N/A	\$0.00	\$0.00
Gordon & Gordon, P.S.C. Special Counsel to the Debtors	1/31/2014 ECF No. 5301	\$205,408.25	\$205,408.25	\$205,408.25	N/A	\$2,062.88	\$2,062.88
Greenberg Traurig, LLP Special Counsel to the Debtors	1/31/2014 ECF No. 5320	\$214,507.00	\$214,507.00	\$214,507.00	N/A	\$3,068.53	\$3,068.53
Houlihan Lokey Capital, Inc. Financial Advisor and Investment Banker to the Official Committee of Unsecured Creditors	1/31/2014 ECF No. 5315	3,188,767.12	3,188,767.12	3,188,767.12	N/A	\$4,388.19	\$4,308.67
Jackson Kelly PLLC Special Counsel to the Debtors	1/31/2014 ECF No. 5321	\$607,516.90	\$607,516.90	\$607,516.90	N/A	\$29,152.94	\$29,152.94
Kramer Levin Naftalis & Frankel LLP Counsel to the Official Committee of Unsecured Creditors	1/31/2014 ECF No. 5332	\$1,528,721.50	\$1,528,721.50	\$1,528,721.50	N/A	\$67,269.32	\$58,751.88

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Mesirow Financial Consulting, LLC Financial Advisors to the Official Committee of Unsecured Creditors	1/30/2014 ECF No. 5299	\$594,648.25	\$594,648.25	\$594,648.25	N/A	\$597.68	\$80.52
Ogletree, Deakins, Nash, Smoak & Stewart, P.C. Special Counsel to the Debtors	2/10/2014 ECF No. 5356	\$129,912.50	\$129,912.50	\$129,912.50	N/A	\$7,233.50	\$7,233.50
Stahl Cowen Crowley Addis, LLC Counsel to the Official Salaried Retiree Committee	1/31/2014 ECF No. 5327	\$0.00	\$0.00	\$0.00	N/A	\$0.00	\$0.00
Steptoe & Johnson PLLC Special Counsel to the Debtors	1/31/2014 ECF No. 5335	\$177,840.20	\$177,840.20	\$177,840.20	N/A	\$5,352.84	\$5,352.84
Thompson Coburn LLP Special Counsel to the Debtors	1/31/2014 ECF No. 5328	\$141,292.80	\$141,292.80	\$141,292.80	N/A	\$36,851.72	\$36,851.72
Veritas Consulting, LLC Special Counsel to the Debtors	1/31/2014 ECF No. 5334	\$150,000.00	\$150,000.00	\$150,000.00	N/A	\$27,448.60	\$27,448.60

**Schedule B**

<b>Applicant</b>	<b>Date/Document Number of Application</b>	<b>Fees Requested for Entire Compensation Period</b>	<b>Fees Allowed for Entire Compensation Period</b>	<b>Expenses Requested for Entire Compensation Period</b>	<b>Expenses Allowed for Entire Compensation Period</b>
AP Services, LLC <sup>4</sup> Management and Chief Restructuring Officer to the Debtors	1/31/2014 ECF No. 5331	\$2,000,000.00	\$2,000,000.00	\$0.00	\$0.00
Blackstone Advisory Partners L.P. Financial Advisor to the Debtors	1/31/2014 ECF No. 5322	\$13,541,451.61	\$13,541,451.61	\$64,448.52	\$58,607.23
Bowles Rice LLP Special Counsel to the Debtors	1/31/2014 ECF No. 5325	\$1,474,578.88	\$1,474,578.88	\$58,512.41	\$58,512.41
Bryan Cave LLP Local Restructuring Counsel and Corporate Counsel to the Debtors	1/31/2014 ECF No. 5323	\$843,673.50	\$843,673.50	\$17,881.16	\$17,772.31
Carmody MacDonald P.C. Local Counsel to the Official Committee of Unsecured Creditors	1/31/2014 ECF No. 5314	\$372,759.20	\$372,759.20	\$6,252.61	\$6,252.61
Cole, Schotz, Meisel, Forman & Leonard, P.A. Conflicts Counsel to the Official Committee of Unsecured Creditors	1/31/2014 ECF No. 5316	\$659,312.25	\$659,312.25	\$38,023.54	\$38,023.54

<sup>4</sup> For clarification, AP Services, LLC (“APS”) was retained to provide interim management and restructuring services pursuant to 11 U.S.C. § 363, and not as a professional subject to the Interim Compensation Order. APS is not required to file a final fee application, but seeks final approval of its Contingent Success Fee, which is covered by this order

<b>Applicant</b>	<b>Date/Document Number of Application</b>	<b>Fees Requested for Entire Compensation Period</b>	<b>Fees Allowed for Entire Compensation Period</b>	<b>Expenses Requested for Entire Compensation Period</b>	<b>Expenses Allowed for Entire Compensation Period</b>
Curtis, Mallet-Prevost, Colt & Mosle LLP Conflicts Counsel to the Debtors	1/31/2014 ECF No. 5336	\$1,344,633.90	\$1,344,633.90	\$36,567.58	\$36,567.58
Davis Polk & Wardwell LLP Counsel to the Debtors	1/31/2014 ECF No. 5337	\$39,663,674.00	\$39,663,674.00	\$906,747.20	\$893,569.68
Desai Eggmann Mason LLC Counsel to the Official Salaried Retiree Committee	1/31/2014 ECF No. 5329	\$11,015.50	\$939.01	\$48.15	\$0.00
Duff & Phelps, LLC Valuation Services Provider for the Debtors	1/31/2014 ECF No. 5326	\$581,687.00	\$581,687.00	\$17,622.61	\$13,417.69
Epiq Bankruptcy Solutions, LLC Information Agent for the Official Committee of Unsecured Creditors	1/29/2014 ECF No. 5293	\$34,308.00	\$34,308.00	\$13,122.48	\$13,122.48
Ernst & Young LLP Independent Auditor and Tax Advisor to the Debtors	1/31/2014 ECF No. 5324	\$3,157,962.50	\$3,157,962.50	\$25,700.60	\$25,532.40
GCG, Inc. Administrative Agent for the Debtors	1/31/2014 ECF No. 5333	\$724,777.02	\$724,777.02	\$2,945.57	\$2,945.57
GCP Legal Advisors, LLC Special Counsel to the Debtors	2/3/2014 ECF No. 5342	\$52,975.00	\$52,975.00	\$0.00	\$0.00
Gordon & Gordon, P.S.C. Special Counsel to the Debtors	1/31/2014 ECF No. 5301	\$205,408.25	\$205,408.25	\$2,062.88	\$2,062.88
Greenberg Traurig, LLP Special Counsel to the Debtors	1/31/2014 ECF No. 5320	\$367,265.25	\$367,265.25	\$4,567.67	\$4,567.67

<b>Applicant</b>	<b>Date/Document Number of Application</b>	<b>Fees Requested for Entire Compensation Period</b>	<b>Fees Allowed for Entire Compensation Period</b>	<b>Expenses Requested for Entire Compensation Period</b>	<b>Expenses Allowed for Entire Compensation Period</b>
Houlihan Lokey Capital, Inc. Financial Advisor and Investment Banker to the Official Committee of Unsecured Creditors	1/31/2014 ECF No. 5315	\$5,027,476.80	\$5,027,476.80	\$154,135.67	\$154,056.15
Jackson Kelly PLLC Special Counsel to the Debtors	1/31/2014 ECF No. 5321	\$1,573,290.32	\$1,573,290.32	\$113,769.96	\$113,769.96
Kramer Levin Naftalis & Frankel LLP Counsel to the Official Committee of Unsecured Creditors	1/31/2014 ECF No. 5332	\$9,645,898.23	\$9,645,898.23	\$377,790.65	\$369,273.21
Mesirow Financial Consulting, LLC Financial Advisors to the Official Committee of Unsecured Creditors	1/30/2014 ECF No. 5299	\$2,892,957.12	\$2,892,957.12	\$11,342.22	\$10,825.06
Ogletree, Deakins, Nash, Smoak & Stewart, P.C. Special Counsel to the Debtors	2/10/2014 ECF No. 5356	\$129,912.50	\$129,912.50	\$7,233.50	\$7,233.50
Stahl Cowen Crowley Addis, LLC Counsel to the Official Salaried Retiree Committee	1/31/2014 ECF No. 5327	\$297,580.75	\$297,580.75	\$3,220.60	\$3,220.60
Step toe & Johnson PLLC Special Counsel to the Debtors	1/31/2014 ECF No. 5335	\$663,443.55	\$663,443.55	\$19,424.46	\$19,424.46

<b>Applicant</b>	<b>Date/Document Number of Application</b>	<b>Fees Requested for Entire Compensation Period</b>	<b>Fees Allowed for Entire Compensation Period</b>	<b>Expenses Requested for Entire Compensation Period</b>	<b>Expenses Allowed for Entire Compensation Period</b>
Thompson Coburn LLP Special Counsel to the Debtors	1/31/2014 ECF No. 5328	\$967,182.30	\$967,182.30	\$141,688.01	\$141,688.01
Veritas Consulting, LLC Special Counsel to the Debtors	1/31/2014 ECF No. 5334	\$157,002.80	\$157,002.80	\$27,448.60	\$27,448.60