

Objection Date: November 26, 2012 at 4:00 p.m. (prevailing Eastern Time)
Hearing Date (if necessary): December 18, 2012 at 10:00 a.m. (prevailing Eastern Time)

DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 607-7983
Marshall S. Huebner
Damian S. Schaible
Brian M. Resnick
Michelle M. McGreal

*Counsel to the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

PATRIOT COAL CORPORATION, et al.,

Debtors.

Chapter 11

Case No. 12-12900 (SCC)

(Jointly Administered)

**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE GUIDELINES
FOR REVIEWING APPLICATIONS FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. §§ 330 AND 331**

FIRST INTERIM APPLICATION

NAME OF APPLICANT:	Davis Polk & Wardwell LLP
TIME PERIOD:	July 9, 2012 through and including September 30, 2012
ROLE IN THE CASE:	Counsel to the Debtors
CURRENT APPLICATION¹:	Total Fees Requested: \$8,145,882.50 Total Expenses Requested: \$272,375.68

¹ In addition to \$221,017.02 in voluntary reductions of fees and expenses and \$51,157.77 in reductions on account of Southern District of New York and U.S. Trustee guidelines reflected in Davis Polk's monthly fee statements, this amount reflects additional downward adjustments detailed herein in the amount of \$776.16 from Davis Polk's monthly fee statements.

PRIOR APPLICATIONS: None

I. Partners/Counsel

NAME OF PARTNER/ COUNSEL	YEAR ADMITTED	DEPARTMENT	TOTAL HOURS BILLED	HOURLY RATE	TOTAL FEES
Partners					
Sarah E. Beshar	1986-NY	Capital Markets	51.9	\$985	\$51,121.50
John H. Butler	1995-NY	Mergers & Acquisitions	34.3	\$985	\$33,785.50
Jeffrey P. Crandall	1983-NY	Executive Compensation and Employee Benefits	1.70	\$985	\$1,674.50
Alan Dean	1979-NY	Capital Markets	8.7	\$985	\$8,569.50
Kathleen Ferrell	1998-NY	Tax	20.4	\$985	\$ 20,094.00
Edmond T. FitzGerald	1992-NY	Executive Compensation and Employee Benefits	48.3	\$985	\$ 47,575.50
Timothy Graulich	1994-NJ 1995-NY	Insolvency & Restructuring	20.9	\$975	\$20,377.50
Marshall Huebner	1994-NY	Insolvency & Restructuring	453.6	\$985	\$446,796.00
Benjamin Kaminetzky	1996-NY	Litigation: Insolvency & Restructuring	18.1	\$985	\$17,828.50
Jean M. McLoughlin	1995-NY	Executive Compensation and Employee Benefits	3.7	\$985	\$3,644.50
Elliot Moskowitz	2002-NY	Litigation	340.6	\$975	\$332,085.00
Antonio J. Perez-Marques	2003-NY	Litigation	41.5	\$850	\$35,275.00
Brian M. Resnick	2004-NY	Insolvency & Restructuring	334.0	\$850	\$283,900.00
Damian S. Schaible	2002-NY	Insolvency & Restructuring	317.6	\$975	\$309,660.00
Amelia T.R. Starr	1995-NY	Litigation	330.8	\$985	\$325,838.00
William L. Taylor	1991-NY	Mergers and Acquisitions	10.8	\$985	\$10,638.00
Mischa Travers	1998-NY	Corporate	92.9	\$985	\$91,506.50
Waide Warner	1980-NY	Credit	96.6	\$985	\$95,151.00
Counsel					
Hayden S. Baker	2003-NY	Environmental	190.9	\$915	\$174,673.50
Ning Chiu	1996-NY	Capital Markets	3.8	\$985	\$3,743.00
Erin K. Cho	1998-NY	Executive Compensation and Employee Benefits	1.0	\$985	\$985.00
Betty M. Huber	1997-NY	Environmental	70.9	\$985	\$69,836.50
Lawrence E. Jacobs	1986-NY	Litigation	1.2	\$915	\$1,098.00
Catherine L. Martin	1988-NY	Investment Management	4.3	\$915	\$3,934.50
Jonathan D. Martin	2004-NY	Litigation	474.3	\$915	\$433,984.50
James I. McClammy	1998-NY	Litigation: Insolvency & Restructuring	127.6	\$985	\$125,686.00

NAME OF PARTNER/ COUNSEL	YEAR ADMITTED	DEPARTMENT	TOTAL HOURS BILLED	HOURLY RATE	TOTAL FEES
James P. McIntyre	1978-NY	Real Estate	1.5	\$985	\$1,477.50
David B. Toscano	1993-NY	Litigation: Insolvency & Restructuring	120.7	\$985	\$118,889.50
John T. Wright	1982-NY	Executive Compensation and Employee Benefits	58.3	\$985	\$57,425.50
Total Partners and Counsel:			3,280.9		\$3,127,254.00

II. Associates

NAME OF ASSOCIATE	YEAR ADMITTED	DEPARTMENT	TOTAL HOURS BILLED	HOURLY RATE	TOTAL FEES
Jessica Agostinho	2011-NY	Executive Compensation and Employee Benefits	21.1	\$575	\$ 12,132.50
Ron M. Aizen	2006-NY	Executive Compensation and Employee Benefits	108.7	\$795	\$86,416.50
Jessica Alvarez	2011-NY	Litigation	61.4	\$575	\$35,305.00
Andres Arnaldos	2009-NY	Credit	34.8	\$750	\$26,100.00
Jeffrey Brenner	2012-NY	Capital Markets	122.3	\$465	\$56,869.50
Patrick W. Blakemore	Admission Pending	Litigation	2.8	\$325	\$910.00
Tenley L. Chepiga	2009-NY	Credit	121.2	\$750	\$90,900.00
Kevin J. Coco	2010-NY	Insolvency and Restructuring	348.9	\$675	\$235,507.50
Matthew Cormack	2012-NY	Litigation	79.5	\$465	\$36,967.50
Nicholas J. Dashman	2010-CA	Corporate	48.3	\$575	\$27,772.50
P. Alexandre de Richemont	2012-NY	Insolvency and Restructuring	125.0	\$465	\$58,125.00
Andrew N. DeLaney	2009-NY	Litigation	52.3	\$750	\$39,225.00
Meyer C. Dworkin	2006-NY	Credit	36.3	\$795	\$28,858.50
Richard Estacio	2010-NY	Litigation	515.2	\$675	\$347,760.00
Joshua Thomas Foust	2009-NY	Litigation	336.1	\$750	\$252,075.00
Elyse Glazer	2010-NY	Litigation	159.2	\$675	\$107,460.00
Kristin Haase	2011-NY	Mergers and Acquisitions	0.8	\$575	\$460.00
Samantha Hait	2011-NJ 2012-NY	Insolvency and Restructuring	176.7	\$465	\$82,165.50
Wendi Hoeben	2005-NY	Capital Markets	118.6	\$795	\$94,287.00
Lauren Howard	2010-NY	Litigation	50.7	\$675	\$34,222.50
Alexander Ibrahim	2011-NY	Litigation	88.6	\$575	\$50,945.00
Mhairi C. Immermann	2012-NY	Credit	45.1	\$465	\$20,971.50
Samir Kaushal	2008-NY	Litigation	89.8	\$795	\$71,391.00
Melissa C. King	2010-NY	Litigation	15.0	\$675	\$10,125.00
Darren S. Klein	2007-NY	Insolvency and Restructuring	431.7	\$795	\$343,201.50
Steven C. Krause	2007-NY	Insolvency and Restructuring	186.0	\$795	\$147,870.00
Julia Lapitskaya	2011-NY	Executive Compensation and Employee Benefits	34.2	\$575	\$19,665.00
Angela Libby	2012-NY	Insolvency and Restructuring	253.7	\$465	\$117,970.50
Jeffrey Lin	2012-NY	Litigation	32.6	\$465	\$15,159.00
Jessica Lutrin	2010-NY	Executive Compensation and Employee Benefits	24.9	\$675	\$16,807.50
Christopher Lynch	2008-NY	Litigation	34.8	\$795	\$27,666.00
Rebecca L. Martin	2012-NY	Litigation	101.0	\$465	\$46,965.00
Tracy Matlock	Admission Pending	Tax	35.7	\$465	\$16,600.50

NAME OF ASSOCIATE	YEAR ADMITTED	DEPARTMENT	TOTAL HOURS BILLED	HOURLY RATE	TOTAL FEES
Michelle M. McGreal	2007-NJ 2008-NY	Insolvency and Restructuring	471.1	\$795	\$374,524.50
Adam Mehes	2011-NY	Litigation	236.9	\$575	\$136,217.50
Gerald M. Moody	2010-MA 2010-NY	Litigation	401.7	\$675	\$271,147.50
Ona Oshen	2010-NY	Environmental	14.8	\$675	\$9,990.00
Gina Y. Pak	2011-NY	Credit	133.0	\$575	\$76,475.00
Tejuana A. Roberts	2011-NY	Investment Management	12.2	\$575	\$7,015.00
Christopher Robertson	Admission Pending	Insolvency and Restructuring	111.1	\$465	\$51,661.50
Alexander C. Robinson	2011-NY	Litigation	6.7	\$575	\$3,852.50
Arie Rubenstein	2007-NY	Litigation	7.0	\$795	\$5,565.00
Eric L. Ruiz	2010-NY	Insolvency and Restructuring	233.5	\$675	\$157,612.50
Lara Samet	2008-NJ 2009-NY	Litigation	406.2	\$750	\$304,650.00
Kevin M. Satter	2012-NY	Mergers and Acquisitions	96.3	\$575	\$55,372.50
Steve Sorkin	2010-NY	Real Estate	7.4	\$675	\$4,995.00
Monica Sullivan	2009-NY	Litigation	38.1	\$750	\$28,575.00
Natasha Tsiouris	2011-NY	Insolvency and Restructuring	144.7	\$575	\$83,202.50
Amy E. Turner	2009-NY	Environmental	128.1	\$750	\$96,075.00
Kevin VanLandingham	2009-NY	Litigation	28.0	\$750	\$21,000.00
Eli James Vonnegut	2008-NY	Insolvency and Restructuring	74.7	\$795	\$59,386.50
Jake H. Wang	2012-NY	Investment Management	15.3	\$465	\$7,114.50
Kahlil Williams	Admission Pending	Litigation	143.5	\$465	\$66,727.50
Bernard Chen Zhu	2008-NY	Litigation	474.2	\$795	\$376,989.00
Total Associates:			7,077.5		\$4,757,005.50

III. Summer Associates

NAME OF ASSOCIATE	YEAR ADMITTED	DEPARTMENT	TOTAL HOURS BILLED	HOURLY RATE	TOTAL FEES
Christopher Dodge	N/A	N/A	11.9	\$235	\$2,796.50
Dennis Heyman	N/A	N/A	8.7	\$235	\$2,044.50
Ali Issac-Lowry	N/A	N/A	20.6	\$235	\$4,841.00
Olga Kogan	N/A	N/A	4.6	\$235	\$1,081.00
Britton Kovachevich	N/A	N/A	9.4	\$235	\$2,209.00
James Pyo	N/A	N/A	23.0	\$235	\$5,405.00
David Robles	N/A	N/A	16.5	\$235	\$3,877.50
Total Summer Associates:			94.7		\$22,254.50

Attorney Blended Rates

	ATTORNEY BLENDED RATE	TOTAL ATTORNEY HOURS BILLED	TOTAL ATTORNEY FEES
Partners and Counsel	\$953.20	3,280.9	\$3,127,254.00
Associates	\$672.10	7,077.5	\$4,757,005.50
Total	\$761.10	10,358.4	\$7,884,259.50

III. Paraprofessionals

NAME OF PARAPROFESSIONAL	DEPARTMENT	TOTAL HOURS BILLED	HOURLY RATE	TOTAL FEES
Julia M. Bedell	Legal Assistant Corporate	6.1	\$325	\$1,982.50
Paulina Brown	Legal Assistant Corporate	5.0	\$205	\$1,025.00
Barbara Chan	Compliance Reporting Specialist	5.2	\$185	\$962.00
Stephen Chao	Legal Assistant Corporate	2.2	\$205	\$451.00
Caroline Downer	Legal Assistant Corporate	3.3	\$325	\$1,072.50
Jamila Dphreaulezz	Document Clerk	5.0	\$105	\$525.00
Kristyn Dunleavy	Legal Assistant Corporate	8.0	\$325	\$2,600.00
Jen Eum	Legal Assistant Corporate	128.9	\$325	\$41,892.50
Betsy Feldman	Legal Assistant Corporate	2.5	\$205	\$512.50
Edgar Halford	Research Services	6.6	\$290	\$1,914.00
James Kim	Legal Assistant Corporate	34.6	\$325	\$11,245.00
Candace Knight	Document Clerk	7.3	\$105	\$766.50
Rachel Lange	Legal Assistant Corporate	2.5	\$205	\$512.50
Elliot Law	Legal Assistant Corporate	170	\$400	\$68,000.00
Marguerite Melvin	Legal Assistant Corporate	188.7	\$400	\$75,480.00
Gomatie Narayan	Document Clerk	11.8	105	\$1,239.00
Rana Ramjas	Legal Assistant Corporate	12.5	400	\$5,000.00
Katherine Stewart	Legal Assistant Corporate	9.1	205	\$1,865.50
Bernadette Sullivan	Legal Assistant Corporate	8.3	\$400	\$3,320.00
Megan Teixeira	Legal Assistant Corporate	37.4	\$325	\$12,155.00
Theresa Volano	Legal Assistant Corporate	85.7	\$400	\$34,280.00
Evan Lane	Managing Attorney's Office	2.0	\$150	\$300.00
Tynslei Spence	Managing Attorney's Office	2.9	\$195	\$565.50
Christopher Wytenus	Managing Attorney's Office	5.2	\$130	\$676.00
Audrey Evans	Research Services	1.8	\$290	\$522.00
Edgar Halford	Research Services	5.0	\$290	\$1,450.00
Total Paraprofessionals:		757.6		\$270,314.00

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 12-12900 (SCC)

(Jointly Administered)

**FIRST INTERIM APPLICATION OF DAVIS POLK & WARDWELL LLP FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

TO THE HONORABLE SHELLEY C. CHAPMAN,
UNITED STATES BANKRUPTCY JUDGE:

Davis Polk & Wardwell LLP (“**Davis Polk**”), counsel to Patriot Coal Corporation and its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”), for its first interim application (the “**Application**”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for allowance of compensation for professional services

performed by Davis Polk during the period commencing July 9, 2012 through and including September 30, 2012 (the “**Compensation Period**”), and for reimbursement of its actual and necessary expenses incurred during the Compensation Period, respectfully represents:

PRELIMINARY STATEMENT

1. The Debtors’ chapter 11 cases are exceedingly complex. The Debtors’ schedules of assets and liabilities listed more than \$8.6 billion in assets and more than \$8.7 billion in liabilities. The Debtors sent their notice of commencement to more than 41,500 entities, and they are party to thousands of contracts. As of the Petition Date, the Debtors employed more than 4,000 people in active status. Approximately 42% of these employees are unionized and represented by the United Mine Workers of America under collective bargaining agreements.

2. As lead bankruptcy counsel, it has been necessary for Davis Polk to expend considerable amounts of time, energy and resources in efforts to help the Debtors continue operating their businesses, address the various and complex issues that arise in chapter 11 cases and begin the process of reorganization. During the Compensation Period, Davis Polk has dedicated significant time and resources to, among other things, (a) obtaining approval of an \$802 million debtor-in-possession credit facility on appropriate terms, permitting the financing of the Debtors’ operations during these chapter 11 cases; (b) defending against multiple motions to transfer the venue of these chapter 11 cases; (c) analyzing and taking initial steps to address costs associated with the Debtors’ labor and retiree obligations; (d) commencing and prosecuting multiple adversary proceedings related to coal sale contracts; (e) negotiating and entering into coal

supply stipulations; (f) beginning the process of analyzing thousands of leases and executory contracts to identify those that are beneficial to the Debtors' estates and seeking to reject those that are not; (g) responding to various automatic stay issues (including with respect to significant environmental obligations); (h) addressing a multitude of creditor, supplier and customer inquiries; (i) responding to discovery requests by certain equityholders; (j) finalizing and filing the Debtors' schedules of assets and liabilities, income and expenditures and executory contracts and unexpired leases, and their statements of financial affairs; and (k) establishing a bar date for the filing of claims. As of September 30, there were more than 1,200 entries on the Debtors' bankruptcy court docket, many of which required attention by Davis Polk attorneys. Additionally, Davis Polk helped successfully address scores of inquiries and issues on a consensual basis that might well otherwise have become contested matters.

3. Through all of this, Davis Polk has tried to be as efficient as possible to minimize cost to the Debtors' estates.

4. A core group of approximately 13 Davis Polk attorneys accounted for more than 50% of the attorney time expended on these cases. Moreover, five partners and two counsel accounted for approximately 75% of the partner and counsel hours worked. In addition to the efficient core teams, due to the large number of varied issues in these cases, attorneys from different practice areas were called on to assist with discrete issues within their areas of expertise. Many, of course, billed only a very limited number of hours.

5. As described in further detail herein, Davis Polk's efforts to advise and represent the Debtors during the Compensation Period have provided substantial

benefit to the Debtors' chapter 11 estates. Among other things, (1) the Debtors' operational transition into chapter 11 has been smooth, (2) Davis Polk has assisted the Debtors in resolving scores of matters consensually and avoiding greater expense to the estates and (3) Davis Polk has assisted the Debtors in the process of rationalizing their operations and enhancing liquidity through, among other things, negotiating coal supply agreement stipulations and modifying several key coal supply agreements, analyzing and, when appropriate rejecting certain executory contracts, including seventy-eight (78) equipment leases, taking steps to ease the immediate liquidity burden of some of the Debtors' material environmental remediation obligations and beginning the process of addressing the costs associated with the Debtors' labor and retiree obligations.

Moreover, Davis Polk and the Debtors have established a harmonious relationship with the statutory committee of unsecured creditors appointed in these cases (the "**Creditors' Committee**") and have reached agreement with the Creditors' Committee on virtually every matter raised or litigated during the Compensation Period. In consideration of the complexity of these cases, Davis Polk's fees for professional services and expenses are reasonable under applicable standards. For all of these reasons, Davis Polk requests that the Court grant this application and allow the compensation for professional services and the reimbursement of expenses described herein.

BACKGROUND

6. On July 9, 2012 (the "**Petition Date**"), each Debtor commenced with this Court a voluntary case under chapter 11 the Bankruptcy Code. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

7. Pursuant to the Order Authorizing the Employment and Retention of Davis Polk & Wardwell LLP as Attorneys for the Debtors *nunc pro tunc* to the Petition Date entered by the Court on August 2, 2012 [ECF No. 265] (the “**Retention Order**”), the Debtors were authorized to retain Davis Polk as their attorneys to render legal services in the prosecution of their chapter 11 cases *nunc pro tunc* to the Petition Date.

8. On July 18, 2012, the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed the Creditors’ Committee pursuant to sections 1102(a) and 1102(b) of the Bankruptcy Code. No trustee or examiner has been appointed in the Debtors’ chapter 11 cases.

9. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

10. The Debtors filed a monthly operating report covering the period from the Petition Date through July 31, 2012 on August 30, 2012, a monthly operating report covering the period from August 1, 2012 through August 31, 2012 on September 24, 2012 and a monthly operating report covering the period from September 1, 2012 through September 30, 2012 on October 30, 2012.

11. On November 15, 2012, the Court entered an Order extending the Debtors’ exclusive periods within which to file a plan of reorganization and solicit votes thereon to May 5, 2013 and July 4, 2013, respectively.

12. The Debtors have advised Davis Polk that, to date, they have paid all quarterly fees due to the U.S. Trustee.

**SUMMARY OF REQUESTED PROFESSIONAL COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

13. This Application has been prepared in accordance with (a) the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 25, 2009 (the “**Local Guidelines**”), (b) the United 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 “**UST Guidelines**”) and (c) the Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals entered by the Court on August 2, 2012 [ECF No. 262] (the “**Interim Compensation Order**” and, collectively with the Local Guidelines and the UST Guidelines, the “**Guidelines**”).

14. Davis Polk has not requested previously any compensation from the Court for professional services or reimbursement of expenses.

15. In accordance with the Interim Compensation Order, Davis Polk filed a monthly fee statement covering the period from the Petition Date through July 31, 2012 on August 21, 2012 [ECF No. 400], a monthly fee statement covering the period from August 1, 2012 through August 31, 2012 on September 21, 2012 [ECF No. 788] and a monthly fee statement covering the period from September 1, 2012 through September 30, 2012 on October 22, 2012 [ECF No. 1457].

16. By this Application, Davis Polk seeks allowance in full of interim compensation for professional services rendered to the Debtors during the Compensation Period, in the aggregate amount of \$8,145,882.50, and for reimbursement of actual, necessary expenses incurred in connection with such services in the aggregate amount of

\$272,375.68. During the Compensation Period, Davis Polk attorneys, summer associates and paraprofessionals expended a total of 11,210.7 hours for which compensation is sought.

17. In accordance with the Interim Compensation Order, Davis Polk will have received payments to date totaling \$6,789,857.84 (\$6,516,706.00 of which is for services rendered and \$273,151.84¹ of which is for reimbursement of expenses) for the Compensation Period. By this Application, Davis Polk seeks payment of the remaining \$1,628,400.34, which amount represents the Court-ordered 20% holdback of Davis Polk's requested fees during the Compensation Period.² These amounts reflect the more than \$270,000 that Davis Polk has already "written off" since the Petition Date.

18. During the Compensation Period, other than pursuant to the Interim Compensation Order, Davis Polk has received no payment and no promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between Davis Polk and any other person, other than partners of the firm, for the sharing of compensation to be received for services rendered in these cases.

¹ After the July 2012 fee statement was filed, Davis Polk's expenses were reduced by \$488.51 pursuant to additional voluntary reductions. After the August 2012 fee statement was filed, Davis Polk's expenses were reduced by \$192.56 pursuant to additional voluntary reductions. After the September 2012 fee statement was filed, Davis Polk's expenses were increased by \$42.31 to correct for expenses incorrectly written off. In addition, Davis Polk is voluntarily reducing its July 2012 expenses by a further \$137.40 at this time.

² For the reasons detailed in Note 1 above, Davis Polk has reduced the requested holdback amount by \$776.16 pursuant to an additional voluntary expense reduction.

19. The fees charged by Davis Polk in these cases are billed in accordance with its agreed-upon billing rates and procedures in effect during the Compensation Period. The rates charged by Davis Polk for the services rendered in these chapter 11 cases do not (and will not) exceed the rates Davis Polk customarily charges for services rendered in comparable matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable assignments in a competitive national legal market.

20. Prior to the filing of this Application, Davis Polk filed with the Court and served on the Debtors, the U.S. Trustee, counsel to the Creditors' Committee and counsel to the Debtors' postpetition lenders monthly fee statements setting forth Davis Polk's fees for professional services rendered and expenses incurred beginning on the Petition Date through September 30, 2012. In connection with preparing each of the three monthly statements and this Application, Davis Polk has voluntarily adjusted its fees and expenses in favor of the estates. Specifically, since the Petition Date, Davis Polk has voluntarily reduced its fees and expenses by \$221,803.18.

21. Pursuant to the UST Guidelines, annexed to the U.S. Trustee summary section preceding this Application is a schedule setting forth all Davis Polk professionals and paraprofessionals who have performed services in these chapter 11 cases during the Compensation Period, the capacities in which each such individual is employed by Davis Polk, the department in which each individual practices, the hourly billing rate charged by Davis Polk for services performed by such individual, the year in which each professional was first licensed to practice law and the year in which each

professional was licensed to practice in New York, if different and applicable, and the aggregate number of hours expended in this matter and fees billed therefor.

22. Pursuant to the Local Guidelines, a certification regarding compliance with the same is annexed hereto as Exhibit A.

23. Annexed hereto as Exhibit B is a schedule specifying the categories of actual, necessary expenses for which Davis Polk is seeking reimbursement and the total amount for each such expense category.

24. Pursuant to the UST Guidelines, annexed hereto as Exhibit C is a summary of the number of hours and amounts billed by Davis Polk during the Compensation Period, organized by project categories.

25. Davis Polk maintains computerized records of the time spent by all Davis Polk attorneys, summer associates and paraprofessionals in connection with the Debtors' chapter 11 cases.³

26. As of the date hereof, Davis Polk holds a retainer equal to approximately \$923,000. In accordance with the Retention Order, Davis Polk shall apply such retainer to the fees and expenses following the Court's approval of this Application.

27. To the extent that time or disbursement charges for services rendered or expenses incurred relate to the Compensation Period, but were not processed prior to the preparation of this Application, Davis Polk reserves the right to request

³ Detailed time records were filed with Davis Polk's monthly fee statements. Detailed expense records are not being publicly filed but are being provided to the Debtors, the Court, the U.S. Trustee and the Creditors' Committee. Parties in interest required to be served with monthly fee statements pursuant to the Interim Compensation Order have previously received such records. Copies of these records will be made available to other parties in interest upon reasonable request.

compensation for such services and reimbursement of such expenses in a future application.

SUMMARY OF SERVICES

28. In the initial three months of these chapter 11 cases, Davis Polk was required to render substantial professional services, in some cases under extraordinary time constraints, to assist the Debtors in dealing with various issues typically faced by a debtor at the outset of a chapter 11 case. Recitation of each and every item of professional services performed by Davis Polk during the Compensation Period would be extremely burdensome. Hence, the following summary highlights the major areas to which Davis Polk devoted time and attention during the Compensation Period. This summary is organized in accordance with Davis Polk's internal system of project categories. Exhibit C provides a detailed breakdown of the time devoted and fees allocable to each project category.

(a) Asset Dispositions (Project Category 1)

The total number of hours billed for this project was 235.8. The total fees related to this project were \$184,842.00.

Under this project category, Davis Polk worked on matters including:

- Research, analysis and drafting related to a motion establishing procedures for the sale of *de minimis* assets.
- Advising the Debtors and coordinating with the Creditors' Committee with respect to various asset dispositions and numerous inquiries regarding the same.

(b) Automatic Stay / Litigation (Project Category 2)

The total number of hours billed for this project was 4,160.7. The total fees related to this project were \$3,140,835.50.

Davis Polk provided services in connection with enforcing the automatic stay against creditors seeking to contravene the mandate of the Bankruptcy Code and

in connection with venue-related and numerous additional litigation matters. In these regards, Davis Polk performed services including:

- Defending against and developing strategies regarding parties seeking to change venue.
- Defending against and developing strategies with respect to parties filing motions seeking to lift the automatic stay.
- Coordinating and communicating with the Debtors and various parties regarding potential violations of the automatic stay.
- Developing strategies and seeking declaratory judgments regarding the Debtors' contractual rights under various royalty agreements.
- Defending the Debtors' rights and obligations under numerous commercial contracts and researching legal issues in connection with the same.
- Researching and preparing several non-first-day substantive motions.
- Participating in numerous teleconferences with the Debtors and other parties regarding critical vendor issues.
- Preparing for and participating in all bankruptcy court hearings in connection with the above-referenced litigation matters.

(c) Creditor / Equity Holder / UCC Issues (Project Category 3)

The total number of hours billed for this project was 880.8. The total fees related to this project were \$672,037.00.

Davis Polk assisted the Debtors with various claims-related issues. In addition, this project category includes communications with the Creditors' Committee or creditors and creditor issues that do not fall into a more specific category. In these regards, Davis Polk worked on matters including:

- Responding to numerous telephone calls and letters from creditors, equity holders and other parties in interest concerning the Debtors' chapter 11 cases, the filing of claims against the Debtors and the rights of creditors under the Bankruptcy Code and conducting associated legal research.
- Assisting the Debtors with and analyzing issues related to the Debtors' negotiations regarding reclamation claims and demands for utility deposits.

- Coordinating with the Creditors' Committee regarding various pleadings and administration of the Debtors' estates generally, and responding to comments and concerns of the Creditors' Committee.
- Research, analysis and drafting related to a motion to establish a claims bar date.
- Defending against letter request and motion filed by group of equity holders to establish an official committee of equity holders, and drafting a letter and an objection to same.
- Analysis and negotiation concerning critical vendors, shippers, warehousemen and foreign creditors.
- Analysis and negotiation regarding insurance agreements, shipping agreements, equipment leases, real estate leases and various other agreements.
- Reviewing and negotiating by-laws and related confidentiality requirements with the Creditors' Committee.

(d) Davis Polk Retention and Fee Issues (Project Category 4)

The total number of hours billed for this project was 279.5. The total fees related to this project were \$169,317.00.

Davis Polk assisted the Debtors with issues surrounding the Debtors' retention of Davis Polk in connection with these cases. Davis Polk also worked to ensure its compliance with applicable guidelines, court rules and orders. In these regards, Davis Polk performed services including:

- Research, analysis and drafting related to the Debtors' application to employ and retain Davis Polk as Debtors' counsel.
- Reviewing the three monthly bills submitted to date in these cases to prevent disclosure of confidential information and to ensure compliance with applicable rules and guidelines.
- Research, drafting and filing monthly fee statements pursuant to the Interim Compensation Order and all applicable guidelines and rules.
- Conducting checks for conflicts of interest and correspondence regarding the same.

(e) Employee Labor Issues (Project Category 5)

The total number of hours billed for this project was 964.9. The total fees related to this project were \$764,117.00.

The Employee Labor Issues project category encompasses the services necessary to deal with the Debtors' unionized and non-unionized employees. Entry into chapter 11 mandates analysis of an entirely new set of issues applicable to employees, particularly union workers. To ensure that the Debtors' workforce remains functioning, Davis Polk has worked on matters including:

- Researching and analyzing labor and retiree issues, including related to sections 1113 and 1114 of the Bankruptcy Code.
- Participating in numerous meetings and teleconferences to provide advice to the Debtors' management concerning financial matters (*e.g.*, cost reductions), union negotiations, union and non-union communications, and litigation and non-litigation strategy with respect to labor issues.
- Preparing proposals in connection with section 1113 and 1114 of the Bankruptcy Code and advising the Debtors with respect to the same.
- Communicating and negotiating with professionals engaged by the Debtors' union concerning collective bargaining agreements and various other matters.
- Reviewing certain employee compensation and benefit issues, conducting related legal research and advising the Debtors regarding the same.

(f) Executory Contacts (Project Category 6)

The total number of hours billed for this project was 795.9. The total fees related to this project were \$609,543.00.

During the Compensation Period, Davis Polk provided substantial services with respect to the Debtors' executory contracts. Under this project category, Davis Polk worked on matters including:

- Research and analysis related to the Debtors' rights and obligations under coal supply agreements and other commercial contracts.
- Analyzing and researching issues related to numerous executory contracts and advising the Debtors regarding the assumption, rejection and extending the time to assume or reject the same.
- Participating in numerous sessions with company and financial advisors regarding analysis of executory contract issues, including with respect to equipment and real estate leases.
- Filing and defending multiple motions and notices rejecting executory contracts.

- Responding to numerous inquiries from contractual counterparties regarding assumption, rejection and other issues.

(g) Financing (Project Category 7)

The total number of hours billed for this project was 774.5. The total fees related to this project were \$554,459.00.

During the Compensation Period, Davis Polk attorneys devoted substantial resources to ensuring that the Debtors' liquidity needs were satisfied so that the Debtors' business operations could continue running smoothly and customer expectations would be met. To that end, Davis Polk worked on matters including:

- Analyzing, researching, negotiating and drafting a credit agreement, motion and order regarding debtor-in-possession financing.
- Preparation for, and coordination of, the closing of the debtor-in-possession financing facilities.
- Preparation for bankruptcy court hearings on the debtor-in-possession financing facilities.
- Attending to post closing matters related to the debtor-in-possession financing facilities, including negotiating, revising and reviewing deposit account control agreements and opinions.
- Assisting the Debtors in the bank syndication process, including reviewing bank presentation materials.
- Numerous telephone conferences with the lenders, counsel to lenders and other parties in connection with the debtor-in-possession credit facilities.
- Providing advice generally to the Debtors about the debtor-in-possession financing facilities.

(h) General Case Administration (Project Category 8)

The total number of hours billed for this project was 1,567.2. The total fees related to this project were \$972,945.00.

General Case Administration encompasses a multitude of tasks that do not fall within the other project categories. The specific tasks associated with General Case Administration include:

- Obtaining critical relief to permit the Debtors to continue to operate in the ordinary course of business.

- Participating in numerous meetings and telephone conferences with the Debtors' management and employees covering topics such as the chapter 11 cases generally, interpretation of court orders, determination of the status of claims, contract and lease rejection issues, operational issues and general business issues.
- Participating in numerous telephone conferences with the Office of the U.S. Trustee regarding various procedural, case management and other issues.
- Attending the organizational meeting for the Creditors' Committee.
- Attending two meetings of creditors pursuant to section 341 of the Bankruptcy Code.
- Preparing for, attending and taking part in bankruptcy court hearings.
- Filing and service of court papers.
- Participating in numerous telephone conferences with the advisors to the Creditors' Committee regarding procedural, case management and other issues.
- Maintaining a case calendar and coordinating meetings and scheduling of bankruptcy court hearings.

(i) Governance Communications (Project Category 9)

The total number of hours billed for this project was 80.8. The total fees related to this project were \$63,306.00.

As part of its representation of the Debtors, Davis Polk analyzed many of the Debtors' disclosure and governance issues. To that end, Davis Polk worked on matters including:

- Advising the Debtors on responding to press inquiries and other corporate communications issues.
- Advising the Patriot Coal Corporation board of directors regarding fiduciary duty issues, disclosure obligations, business and reorganization issues, the bankruptcy process and its options regarding all of the above.

(j) Non-Davis Polk Retention (Project Category 10)

The total number of hours billed for this project was 408.2. The total fees related to this project were \$232,070.00.

Davis Polk assisted the Debtors with issues surrounding the Debtors' retention of professionals retained specifically for these cases and other professionals

retained in the ordinary course of the Debtors' businesses. Davis Polk also worked to ensure compliance of such professionals with applicable guidelines, court rules and orders. In these regards, Davis Polk performed services including:

- Assisting with the Debtors' retention of professionals in the Debtors' chapter 11 cases and in the ordinary course of business.
- Reviewing, commenting upon and filing retention applications for the professionals separately retained by the Debtors in these cases.
- Communication and consultation with other retained professionals regarding monthly fee statement requirements, scheduling and procedures.
- Responding to the other retained professionals' retention, monthly fee statement and interim fee application inquiries and various assistance to those professionals.
- Negotiating and resolving issues raised by (1) the Creditors' Committee relating to the retention of certain advisors to the Debtors and (2) the Debtors relating to the retention of certain advisors to the Creditors' Committee.
- Communication with and advice to the Debtors regarding monthly billing schedules and procedures.
- Communication with the Debtors' retained professionals related to establishing the schedule for the first interim fee application process.
- Compiling, filing and serving monthly fee statements on all appropriate parties, pursuant to the terms of the Interim Compensation Order.

(k) Non-Working Travel (Project Category 11)

The total number of hours billed for this project was 74.1. The total fees related to this project were \$30,945.50.

The Non-Working Travel project category isolates Davis Polk's non-working travel time. It includes traveling to and from various destinations as part of Davis Polk's representation of the Debtors, including, but not limited to, this Court and the Debtors' offices in St. Louis, Missouri and Charleston, West Virginia. Per the Guidelines, adjustments in the aggregate amount of \$30,945.50 were made to Davis Polk's monthly statements during the Compensation Period to reflect a 50% reduction in time billed for non-working travel time.

(l) Regulatory and Environmental (Project Category 12)

The total number of hours billed for this project was 975.0. The total fees related to this project were \$740,009.00.

Davis Polk has assisted the Debtors with numerous environmental, regulatory and tax issues. In connection therewith, Davis Polk performed services including:

- Researching and analyzing environmental and regulatory issues, including with respect to the U.S. Securities and Exchange Commission, the Financial Industry Regulatory Authority, and the Mine Safety and Health Administration, and advising the Debtors regarding the same.
- Advising the Debtors in connection with their participation in environmental and mining legal proceedings and negotiations.
- Researching and preparing pleadings with respect to the Debtors' pre- and post-petition selenium-related environmental obligations.
- Researching and analyzing tax issues and advising the Debtors regarding the same.
- Assisting the Debtors with all of their public disclosure filings with the Securities and Exchange Commission, including forms 10-K, 10-Q, 8-K and other questions of disclosure obligations under the securities law.
- Preparation and filing of Exchange Act filings.

(m) Plan/Disclosure Statement (Project Category 13)

The total number of hours billed for this project was 4.3. The total fees related to this project were \$2,771.50.

The Debtors have not yet filed a disclosure statement or a plan of reorganization. However, Davis Polk rendered services regarding the same, including:

- Research and analysis regarding exclusivity.
- Communications regarding emergence planning.

(n) Securities Class Action (Project Category 14)⁴

The total number of hours billed for this project was 9.0. The total fees related to this project were \$8,685.00.

⁴ The July 2012 fee statement contains one hour of time billed to the "Shareholder Derivative Suit" project category. This category was subsequently combined with the "Securities Class Action" project category.

Under this project category, Davis Polk worked on matters including:

- Preparing and filing motions to permit certain former Patriot Coal Corporation executives who are named as defendants in two securities class action lawsuits to access the proceeds of Patriot's Directors & Officers Liability Insurance in order to fund their defense.
- Research and analysis relating to the extent to which the automatic stay might apply to the securities class action lawsuits.

29. The foregoing professional services performed by Davis Polk were necessary and appropriate to the administration of the Debtors' chapter 11 cases. These services were in the best interests of the Debtors and other parties in interest.

Compensation for the foregoing services as requested is commensurate with the complexity, importance and nature of the problems, issues and tasks involved. The services were performed in an efficient manner.

ACTUAL AND NECESSARY EXPENSES

30. As set forth in Exhibit B hereto, Davis Polk has incurred or disbursed \$272,375.68⁵ in expenses in providing professional services to the Debtors during the Compensation Period. These expense amounts are intended to cover Davis Polk's direct operating costs, which costs are not incorporated into the Davis Polk hourly billing rates. Only clients who actually use services of the types set forth in Exhibit B are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would unfairly impose additional costs upon clients who do not require extensive photocopying, delivery and other services.

⁵ This amount does not include certain additional amounts that Davis Polk voluntarily wrote off during the Compensation Period.

31. In accordance with the Guidelines, Davis Polk is seeking reimbursement for standard photocopying expenses at the lesser of \$0.20 per page or cost.

32. On several occasions, overnight delivery of documents and other materials was required as a result of circumstances necessitating the use of such express services. These expenses are not included in Davis Polk's overhead for the purpose of setting billing rates. Per the Guidelines, Davis Polk is not seeking reimbursement of the expenses it has incurred delivering documents to Davis Polk attorneys at their homes by radio car or taxi. Davis Polk has made every effort to minimize its expenses in these cases. The actual expenses incurred in providing professional services to the Debtors were necessary, reasonable and justified under the circumstances to serve the needs of the Debtors, their estates and their creditors.

**THE REQUESTED COMPENSATION AND EXPENSE REIMBURSEMENT
SHOULD BE ALLOWED**

33. Section 331 of the Bankruptcy Code provides for compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses." *Id.* § 330(a)(1). 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 shall 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 the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Id. § 330(a)(3).

34. In the instant case, Davis Polk respectfully submits that the services for which it seeks compensation and the expenditures for which it seeks reimbursement in this Application were necessary for and beneficial to the orderly administration of the Debtors' estates and their rehabilitation and reorganization effort. Davis Polk worked assiduously to anticipate or respond to the Debtors' needs and assist in the Debtors' chapter 11 process. Such services and expenditures were necessary to and in the best interests of the Debtors' estates and creditors. Davis Polk further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates and all parties in interest.

35. Whenever possible, Davis Polk sought to minimize the costs of its services to the Debtors by utilizing talented junior attorneys and paraprofessionals to handle more routine aspects of case administration. A small group of the same Davis

Polk attorneys was utilized for the vast majority of the work in these cases to minimize the costs of intra-Davis Polk communication and education about the Debtors' circumstances. For example, as mentioned above, a core group of approximately 13 Davis Polk attorneys accounted for more than 50% of the attorney hours worked, and a core group of five partners and two counsel accounted for approximately 75% of the partner and counsel hours worked during the Compensation Period.

36. In sum, approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

CONCLUSION

WHEREFORE Davis Polk respectfully requests (i) an allowance of compensation for professional services rendered during the Compensation Period in the amount of \$8,145,882.50 and reimbursement of actual and necessary expenses Davis Polk incurred during the Compensation Period in the amount of \$272,375.68; (ii) authorization for the Debtors to pay to Davis Polk that portion of the compensation amount not yet paid; (iii) that the allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to Davis Polk's right to seek additional compensation for services performed and expenses incurred during the Compensation Period that were not processed at the time of this Application and (iv) such other and further relief as is just.

Dated: New York, New York
November 16, 2012

By: /s/ Brian M. Resnick
Marshall S. Huebner
Damian S. Schaible
Brian M. Resnick
Michelle M. McGreal

DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 607-7983

*Counsel to the Debtors
and Debtors in Possession*

INDEX OF EXHIBITS

Exhibit A	Brian M. Resnick's Certification
Exhibit B	Schedule of Expenses
Exhibit C	Summary of Hours and Amounts Billed by Project Category

EXHIBIT A

DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 607-7983
Marshall S. Huebner
Damian S. Schaible
Brian J. Rooder
Darren S. Klein

*Counsel to the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 12-12900 (SSC)

(Jointly Administered)

**CERTIFICATION UNDER UNITED STATES TRUSTEE GUIDELINES IN
RESPECT OF FIRST INTERIM APPLICATION OF DAVIS POLK &
WARDWELL LLP FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES**

I, Brian M. Resick, hereby certify that:

- I. I am a partner with the applicant firm, Davis Polk & Wardwell LLP (“**Davis Polk**”), with responsibility for the chapter 11 cases of Patriot Coal Corporation and its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”) with respect to compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 25, 2009 (the

“**Local Guidelines**”), the United 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 “**UST Guidelines**”) and the Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals entered by the Court on August 2, 2012 [ECF No. 262] (the “**Interim Compensation Order**” and, collectively with the Local Guidelines and UST Guidelines, the “**Guidelines**”).

II. This certification is made in respect of Davis Polk’s application, dated November 16, 2012 (the “**Application**”), for compensation and reimbursement of expenses for the period commencing July 9, 2012 through and including September 30, 2012 (the “**Compensation Period**”) in accordance with the Local Guidelines.

III. In respect of section A.1 of the Local Guidelines, I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and expense reimbursements sought fall within the Guidelines;
- c. the fees and expense reimbursements sought are billed at rates not exceeding those customarily charged by Davis Polk, are in accordance with practices customarily employed by Davis Polk, and generally accepted by Davis Polk’s clients; and
- d. in providing a reimbursable service, Davis Polk does not make a profit on that service, whether the service is performed by Davis Polk in-house or through a third party.

- IV.** In respect of section A.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that Davis Polk has complied with those provisions requiring it to provide the Debtors, counsel for the statutory committee of unsecured creditors appointed in these cases and United States Trustee for the Southern District of New York, on a monthly basis, a statement of Davis Polk's fees and expenses accrued during the previous month.
- V.** Although the Debtors have not reviewed this Application, they have reviewed Davis Polk's monthly statements of fees and expenses, to which there have been no objections, and approved the amounts requested.
- VI.** In respect of section A.3 of the Local Guidelines, I certify that the Debtors, counsel for the statutory committee of unsecured creditors, and the United States Trustee for the Southern District of New York are each being provided with a copy of the Application.

Dated: New York, New York
November 16, 2012

By: /s/ Brian M. Resnick
Brian M. Resnick

DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 607-7983

*Counsel to the Debtors
and Debtors in Possession*

EXHIBIT B

**ACTUAL AND NECESSARY EXPENSES
INCURRED BY DAVIS POLK & WARDWELL LLP ON
BEHALF OF THE DEBTORS DURING THE COMPENSATION PERIOD**

CATEGORY OF EXPENSES	AMOUNTS
Computer research	\$102,019.90
Duplication	\$18,434.65
Postage, courier & freight	\$2,008.74
Outside Document Retrieval (transcript, PACER, etc.)	\$6,710.49
Court and related fees	\$1,197.90
Filing, registration, fees & taxes	\$104,726.00
Travel	\$26,456.06
Miscellaneous disbursements	\$422.53
Meals	\$10,399.41
TOTAL	\$272,375.68

EXHIBIT C

**SUMMARY OF HOURS AND AMOUNTS BILLED DURING
THE COMPENSATION PERIOD BY DAVIS POLK & WARDWELL LLP,
ORGANIZED BY INTERNAL PROJECT CATEGORY**

PROJECT CATEGORY	DESCRIPTION	HOURS	AMOUNT
1.	Asset Dispositions	235.8	\$184,842.00
2.	Automatic Stay / Litigation	4,160.7	\$3,140,835.50
3.	Creditor/EquityHolder/UCC Issues	880.8	\$672,037.00
4.	Davis Polk Retention and Fee Issues	279.5	\$169,317.00
5.	Employee Labor Issues	964.9	\$764,117.00
6.	Executory Contracts	795.9	\$609,543.00
7.	Financing	774.5	\$554,459.00
8.	General Case Administration	1,567.2	\$972,945.00
9.	Governance Communications	80.8	\$63,306.00
10.	Non-Davis Polk Retention	408.2	\$232,070.00
11.	Non-Working Travel	74.1	\$30,945.50
12.	Plan/Disclosure Statement	4.3	\$2,771.50
13.	Regulatory and Environmental	975.0	\$740,009.00
14.	Securities Class Action	9.0	\$8,685.00
Total Hours and Compensation Requested:		11,210.7	\$8,145,882.50