

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

<p>In re:</p> <p style="text-align: center;">Patriot Coal Corporation, <i>et al.</i>,</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11 Case No. 12-51502-659 (Jointly Administered)</p> <p>Objection Deadline: TBD</p> <p>Hearing Date (if necessary): May 21, 2013 at 10:00 a.m. (Prevailing Central Time)</p> <p>Hearing Location: Courtroom 7 North</p>
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**SUMMARY OF SECOND INTERIM FEE APPLICATION OF GCG, INC.,
AS ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR ALLOWANCE
OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD OF OCTOBER 1, 2012 THROUGH JANUARY 31, 2013¹**

Name of Applicant:		GCG, Inc.
Role in the Case:		Administrative Agent for Debtors and Debtors in Possession
Date of Retention:		August 2, 2012, <i>nunc pro tunc</i> to July 9, 2012
Date Case Filed:		July 9, 2012
Date Services Commenced:		July 9, 2012
Current Application Period:		October 1, 2012 through January 31, 2013
Total Amount of Compensation sought for applicable period:		\$11,602.90

¹ Terms used but not defined herein shall have the definitions ascribed to such terms in the *Second Interim Fee Application of GCG, Inc., as Administrative Agent for the Debtors, for Allowance of Compensation and for Reimbursement of Expenses Incurred for the Period of October 1, 2012 Through January 31, 2013*.

Total Amount of Expense Reimbursement sought as actual, reasonable, and necessary for applicable period:		\$0.00
Total Amount of Fees and Expenses Paid as actual, reasonable, and necessary for applicable period:		\$0.00
Total Amount of Holdback Fees from Current Period sought:		\$0.00
Total Compensation and Expenses Previously Requested, but not yet rewarded:		\$0.00

This is an: interim final application.

**SUMMARY OF FEE STATEMENTS BY GCG, INC.
FOR THE PERIOD OCTOBER 1, 2012 THROUGH JANUARY 31, 2013**

Time Period	Date Filed	Docket No.	Amount of Fees Billed	Requested Expenses	Voluntary Reductions	Total Amount Requested	Paid Fees	Paid Expenses	Holdback	Total Requested Payment
10/1/12 – 10/31/12	N/A	N/A	\$4,685.40	\$0.00	(\$0.00)	\$4,685.40	\$0.00	\$0.00	\$0.00	\$4,685.40
11/1/12 – 11/30/12	N/A	N/A	\$4,642.00	\$0.00	(\$0.00)	\$4,642.00	\$0.00	\$0.00	\$0.00	\$4,642.00
12/1/12 – 12/31/12	N/A	N/A	\$1,187.70	\$0.00	(\$0.00)	\$1,187.70	\$0.00	\$0.00	\$0.00	\$1,187.70
1/1/13 – 1/31/13	N/A	N/A	\$1,087.80	\$0.00	(\$0.00)	\$1,087.80	\$0.00	\$0.00	(\$2,320.58) ²	\$1,087.80
TOTAL	-	-	\$11,602.90	\$0.00	\$0.00	\$11,602.90	\$0.00	\$0.00	(\$2,320.58)	\$9,282.32

² GCG is aware of case law suggesting a percentage cap on the amount of compensable fees on account of fee application preparation. At the same time, certain months during the pendency of a case may require a greater percentage of time spent on fee application preparation than on other matters (e.g., after plan confirmation, professionals may be provided thirty days to prepare final fee applications during which time almost all fees incurred may relate to fee application preparation and are usually deemed compensable). GCG asserts that the time period covered by this Second Interim Application similarly required a greater percentage of time to be devoted to fee application preparation, and considering this dollar amount in light of overall fees to be incurred throughout the case, such amount would most likely fall within the percentage recommendations set forth in potentially applicable case law. Accordingly, while GCG is seeking approval and allowance of all such fees incurred, it is voluntarily holding back payment on certain additional amounts until its final fee application to ensure that the overall fees requested in connection with fee application preparation fall within the recommended percentage breakdown.

SUMMARY OF BILLING BY TIMEKEEPER

Patriot Coal Corporation, *et al.*
(October 01, 2012 - January 31, 2013)

Name of Professional Person	Position with the applicant and number of years in that position	Hourly Billing Rate	Total Hours Billed	Total Compensation
Broutzas, Katina	Ass't Director, Bankruptcy (1.38 yrs.)	\$200.00	1.2	\$240.00
Somma, Gea	Ass't Director, Bankruptcy (3.32 yrs.)	\$200.00	2.5	\$500.00
Vrato, Elizabeth	Ass't Director, Bankruptcy (4.65 yrs.)	\$200.00	16.5	\$3,300.00
Ferrante, Angela	Vice President, Bankruptcy (6.25 yrs.)	\$200.00	1.8	\$360.00
Galbraith, Paula	Bankruptcy Consultant III (1.21 yrs.)	\$175.00	8.1	\$1,417.50
Jankowski, Susan	Sr. Project Manager, Bankruptcy (3.50 yrs.)	\$175.00	10.2	\$1,785.00
Nadick, Ryan	Sr. Project Manager, Bankruptcy (1.18 yrs.)	\$175.00	3.5	\$612.50
Heller, Jeffrey	Consultant (0.77 yrs.)	\$122.00	14.8	\$1,805.60
Jockel, Lawrence	Bankruptcy Consultant II (2.50 yrs.)	\$122.00	0.7	\$85.40
Westberg, Eric	Project Manager (2.09 yrs.)	\$122.00	0.0	\$0.00
Grover, Kevin	Project Manager, Bankruptcy (3.80 yrs.)	\$122.00	6.4	\$780.80
Lamour, Thierry	Project Supervisor (9.45 yrs.)	\$77.00	3.9	\$300.30
Williams, Michael	Project Supervisor (1.31 yrs.)	\$77.00	5.4	\$415.80
TOTAL			75.0	\$11,602.90

Blended Rate: \$154.71

DETAILED DESCRIPTIONS OF THE ROLES AND TITLES OF GCG, INC. TIMEKEEPERS¹

<u>Title</u>	<u>Description</u>
Vice President, Bankruptcy	Plans, directs and coordinates all bankruptcy case administration. Develops overall direction for the bankruptcy department.
Vice President, Solicitation Services	Plans, directs and coordinates solicitation activities. Develops an overall direction for the solicitation process, on a case by case basis.
Assistant Vice President	Plans, directs and coordinates bankruptcy department activities. Assists developing an overall direction for the bankruptcy department. Maintains communication with clients, as needed, throughout the lifetime of pending cases.
Director	Plans, directs and coordinates daily activities throughout the life of bankruptcy case. Provides direction to the case team, and maintains direct communication with the client on behalf of the company.
Assistant Director	Assists the Director with coordinating daily activities throughout the life of bankruptcy case. Provides direction to the case team. Reports to Director regarding progress.
Bankruptcy Consultant I-IV	Assists the case team with reference to the preparation of documents, service of documents, or the administration of the bankruptcy case, as needed. (The ranking of I, II, III and IV relates to years of experience in the field as a bankruptcy specialist).
Consultant	Assists the case team with reference to the preparation of documents, service of documents, or the administration of cases as needed.
Senior Project Manager	Manages all aspects of an extensive caseload with responsibility for budgeting, profitability, and timely completion of case administration tasks from inception through completion and closing of each case. Manages the workload balance between case team members with responsibility for all components on entire caseload. Assists case team with projects, as needed.
Senior Systems Project Administrator	Supports bankruptcy administration projects. Merges templates, generates mail data, and performs statistical and detail reporting.
Programmer Analyst	Receives, analyzes, and loads creditor information, configures data to meet project requirements and prepares bankruptcy Schedules and SoFAs. Programs calculations, merges templates, generates mail data, and performs statistical and detail reporting for Project Managers supporting bankruptcy administration projects.
Project Manager	Manages all components of an extensive caseload with responsibility on timely completion of case administration tasks.

¹ The following "Titles" and "Descriptions," which are subject to change, generally reflect the titles and descriptions of GCG, Inc. timekeepers that bill time on bankruptcy matters. This list is overinclusive and meant to serve as a reference tool, and not every "Title" of GCG, Inc. timekeeper spent time on matters related to this specific bankruptcy case.

Senior Project Supervisor	Supervises all components of an extensive bankruptcy caseload with responsibility for timely completion of case administration tasks.
Assistant Project Supervisor	Assists with case administration tasks and responsibilities. Collaborates with all case personnel.
Project Supervisor	Coordinates the timely completion of case administration tasks and responsibilities. Collaborates with all case personnel.
Data Analyst	Configures data loads for proper mailing format, including claimant name and addresses, as well as thorough details necessary to meet proper mailing address standards, context and existence of specified court ordered information.
Senior Project Administrator	Performs the processing and database related tasks as determined on a case by case basis while keeping management informed of any changes or trends.
Project Administrator	Supports the Project Manager in the performance of the Director and/or Senior Project Manager's duties by, among other things, generating systems database reports and reports in Word and/or Excel format.
Senior Claims Control Supervisor	Supervises the receipt and handling of claims, ballots, and other correspondence.
Call Center Agent	Answers case specific calls from parties in a bankruptcy case. Maintains general knowledge of cases, and responds accordingly, or determines when certain inquiries require escalation. Solicits escalated responses from case team when needed.
Clerical Assistant	Performs clerical duties supporting the case team. Makes travel arrangements, coordinates materials, and handles special projects.
Administrative Assistant	Performs secretarial and clerical duties supporting the case team. Makes travel arrangements, coordinates materials, and handles special projects.

COMPENSATION BY TIMEKEEPER

Patriot Coal Corporation, *et al.*
(October 1, 2012 - January 31, 2013)

1. Fee Application Preparation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Brontzas, Katina	Ass't Director, Bankruptcy	\$200.00	1.2	\$240.00
Vrato, Elizabeth	Ass't Director, Bankruptcy	\$200.00	16.2	\$3,240.00
Ferrante, Angela	Vice President, Bankruptcy	\$200.00	1.8	\$360.00
Galbraith, Paula	Bankruptcy Consultant III	\$175.00	8.1	\$1,417.50
Jankowski, Susan	Sr. Project Manager, Bankruptcy	\$175.00	10.2	\$1,785.00
Nadick, Ryan	Sr. Project Manager, Bankruptcy	\$175.00	2.2	\$385.00
Heller, Jeffrey	Consultant	\$122.00	14.8	\$1,805.60
Jockel, Lawrence	Bankruptcy Consultant II	\$122.00	0.7	\$85.40
Grover, Kevin	Project Manager, Bankruptcy	\$122.00	6.4	\$780.80
Williams, Michael	Project Supervisor	\$77.00	5.4	\$415.80
Total Fee Application Preparation			67.0	\$10,515.10

2. Schedules/SoFAs/Other Schedules

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Somma, Gea	Ass't Director, Bankruptcy	\$200.00	2.5	\$500.00
Vrato, Elizabeth	Ass't Director, Bankruptcy	\$200.00	0.3	\$60.00
Nadick, Ryan	Sr. Project Manager, Bankruptcy	\$175.00	1.3	\$227.50
Lamour, Thierry	Project Supervisor	\$77.00	3.9	\$300.30
Total Schedules/SoFAs/Other Schedules			8.0	\$1,087.80

COMPENSATION BY BILLING CATEGORY

Patriot Coal Corporation, *et al.*
(October 1, 2012 - January 31, 2013)

	BLEND ED RATE	TOTAL HOURS BILLED	TOTAL FEES
Fee Application Preparation	\$156.94	67.0	\$10,515.10
Schedules/SoFAs/Other Schedules	\$135.98	8.0	\$1,087.80
Total	\$154.71	75.0	\$11,602.90

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.

Chapter 11
Case No. 12-51502-659
(Jointly Administered)

Objection Deadline:
TBD

Hearing Date (if necessary):
May 21, 2013 at 10:00 a.m.
(Prevailing Central Time)

Hearing Location:
Courtroom 7 North

**SECOND INTERIM FEE APPLICATION OF GCG, INC., AS
ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR ALLOWANCE
OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD OF OCTOBER 1, 2012 THROUGH JANUARY 31, 2013**

GCG, Inc. (“GCG”), as administrative agent to the above-captioned debtors and debtors in possession (the “Debtors”), submits its second application for allowance and approval of interim compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred (the “Second Interim Fee Application”), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), as well as all other applicable rules, orders and affiliated guidelines¹ (collectively, the

¹ GCG’s Second Interim Fee Application seeks to be in compliance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the Eastern District of Missouri (the “Local Bankruptcy Rules”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 (the “UST Guidelines”), and the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) (ECF Doc. No. 262).

“Fee Guidelines”), in connection with such services from October 1, 2012, through and including January 31, 2013 (the “Second Interim Fee Period”). In support of this Second Interim Fee Application, GCG respectfully represents as follows:

Jurisdiction

1. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The bases for the relief requested are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1, the UST Guidelines and the Interim Compensation Order. Attached hereto as **Exhibit A** is a certification of Elizabeth Vrato in connection with this Second Interim Fee Application.

Background

4. On July 9, 2012 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York. On December 19, 2012, the Southern District of New York Bankruptcy Court entered an order transferring these chapter 11 cases to this Court (ECF Doc. No. 1789). The Debtors’ cases have been consolidated for procedural purposes and are being jointly administered pursuant to Bankruptcy Rule 1015(b). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
5. On July 18, 2012, the United States Trustee appointed a committee to represent the interests of all unsecured creditors in these cases.

GCG's Retention

6. On July 19, 2012, the Debtors filed the *Application of Debtors for Authority to Employ and Retain GCG, Inc. as Administrative Agent Nunc Pro Tunc to the Petition Date* (ECF Doc. No. 135) pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014 for authority to retain and employ GCG as their administrative agent, *nunc pro tunc* to the Petition Date (the "Application"), as the date by which GCG commenced services. An order granting the Application and authorizing the Debtors' retention of GCG as their administrative agent was entered on August 2, 2012 (ECF Doc. No. 264) (the "Retention Order").² A copy of the Retention Order is attached as Exhibit B.

7. The Retention Order authorizes the Debtors to compensate and reimburse GCG in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules and the Fee Guidelines. The Retention Order authorizes the Debtors to compensate GCG at its hourly rates for services outlined in the Application which relates to services subject to section 327(a) of the Bankruptcy Code (the "327 Services") and to reimburse GCG for its actual and necessary out-of-pocket expenses incurred with respect to the 327 Services, subject to application to this Court as set forth herein. In addition, the Retention Order specifically authorizes GCG to provide the Debtors with the following non-exhaustive list of services: (a) assisting with the preparation and filing of the Debtors' schedules of assets and liabilities and the statements of financial affairs; (b) generating and providing claims reports and

² On July 9, 2012, the Debtors filed an application under 28 U.S.C. § 156(c) for authorization to retain GCG to serve as the claims and noticing agent in the Debtors' chapter 11 cases (ECF Doc. No. 23) (the "Section 156(c) Application"). On July 11, 2012, the Southern District of New York Bankruptcy Court entered an order granting the Section 156(c) Application (ECF Doc. No. 45). Because the administration of the chapter 11 cases requires GCG to perform duties outside the scope of 28 U.S.C. § 156(c), the Debtors supplemented the Section 156(c) Application with the Application. Only those services outside the scope of 28 U.S.C. § 156(c) are covered by the Application and, therefore, subject to, and covered by, this Second Interim Fee Application. All other services rendered by GCG have been, and will continue to be, invoiced to the Debtors directly in accordance with the order granting the Section 156(c) Application.

claims objection exhibits; (c) managing the preparation, compilation and mailing of documents to creditors and other parties in interest in connection with the solicitation of a chapter 11 plan; (d) collecting and tabulating votes in connection with any plan filed by the Debtors; (e) managing any distributions made pursuant to a confirmed plan; and (f) managing the publication of legal notices.

8. GCG received a \$500,000 prepetition retainer in these chapter 11 cases. After applying the retainer against \$412,102.88 in prepetition fees and \$1,527.27 in prepetition expenses in connection with the first bill rendered by GCG for services provided under 28 U.S.C. § 156(c), GCG continues to hold \$86,369.85 in retainer. This amount will be applied to GCG's final invoice in these cases.

Monthly Fee Statements

9. Unlike other professionals, GCG also serves as a claims and noticing agent pursuant to 28 U.S.C. § 156, making it necessary for GCG to bifurcate its time between tasks performed pursuant to 28 U.S.C. § 156 ("156 Services") and those performed outside the scope of that statute, and that are thus subject to retention pursuant to section 327 of the Bankruptcy Code and the fee application process pursuant to section 330 of the Bankruptcy Code (as defined *supra*, the "327 Services"). In certain months, including those in which GCG is heavily engaged in 327 Services such as assisting in the preparation of Schedules and Statements of Financial Affairs or in plan solicitation, the fees generated by such tasks may exceed those generated by the 156 Services, making the submission of a monthly fee statement worthwhile. However, in most months, where GCG's activities are concentrated in the 156 Services of noticing and claims processing, and 327 Services are minimal, GCG's costs of filing a monthly fee statement outweigh the benefits associated therewith.

10. For these reasons, GCG opted not to incur the time and expense to prepare and submit monthly fee statements for the months of October 2012 through and including January 2013, thus enabling the estate to avoid incurring unnecessary fees, while at the same time voluntarily postponing receipt of payment and financially benefitting the estate. No harm was done to the estate by GCG not filing monthly fee statements as parties in interest are still being provided ample time to review GCG's request for fees and expenses.

Compensation Requested

11. GCG submits this Second Interim Fee Application seeking approval of \$9,282.32 as compensation for services rendered.

12. The fees for the time period from October 1, 2012 through October 31, 2012 are included in this Second Interim Application, and include fees in the amount of \$4,685.40. The time entries for October are attached hereto as **Exhibit C**.

13. The fees for the time period from November 1, 2012 through November 30, 2012, are included in this Second Interim Application, and include fees in the amount of \$4,642.00. The time entries for November are attached hereto as **Exhibit D**.

14. The fees for the time period from December 1, 2012 through December 31, 2012 are included in this Second Interim Application, and include fees in the amount of \$1,187.70. The time entries for December are attached hereto as **Exhibit E**.

15. The fees for the time period from January 1, 2013 through January 31, 2013 are included in this Second Interim Application, and include fees in the amount of \$1,087.80. The time entries for January are attached hereto as **Exhibit F**.

16. GCG maintains computerized records of the time expended rendering the 327 Services requested by the Debtors and their estates. Such time records were made

contemporaneously with the rendering of the 327 Services by the person performing such services and in the ordinary course of GCG's practice, and are presented in a form that complies with the Local Bankruptcy Rules and the Fee Guidelines.

17. For the convenience of the Court and all parties in interest, attached as **Exhibit G** is a summary by timekeeper for the Second Interim Fee Period setting forth: (i) the name of each professional; (ii) each professional's length of time with GCG; (iii) the aggregate time expended by each professional; and (iv) the hourly billing rate for each professional at GCG's current billing rates.

18. The rates described herein are GCG's hourly rates for 327 Services provided during the Second Interim Fee Period. Based on these rates and the 327 Services performed by each individual, the total reasonable value of such 327 Services rendered during the Second Interim Fee Period is \$11,602.90. The fees sought by this Second Interim Fee Application reflect an aggregate of 75.0 hours of professional time spent and recorded in performing 327 Services for the Debtors during the Second Interim Fee Period at a blended average hourly rate of \$154.71.

19. During the course of the Second Interim Fee Period, GCG's hourly billing rates for professionals ranged from \$77.00 to \$200.00. The hourly rates and corresponding rate structure utilized by GCG in the chapter 11 cases are equivalent to the hourly rates and corresponding rate structure predominantly used by GCG for: (i) restructuring, workout, bankruptcy, insolvency, and comparable matters, and (ii) similar complex corporate, securities and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that GCG's matters are typically national in scope and typically involve great complexity and time pressures.

20. GCG's hourly rates are set at a level designed to compensate GCG fairly for the work of its professionals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere by GCG.

21. GCG regularly reviews its bills to ensure that the Debtors are billed only for services that were actual, necessary and requested by the Debtors and, in accordance with the Fee Guidelines, GCG reduces its fees when warranted.

22. There is no agreement or understanding between GCG and any other person for the sharing of compensation to be received for services rendered in these chapter 11 cases.

23. As discussed below, in accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable in light of: (a) the complexity of these chapter 11 cases; (b) the time expended; (c) the nature and extent of the 327 Services rendered; (d) the value of such 327 Services; and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

Summary of Services Performed

24. During the Second Interim Fee Period, GCG provided essential and significant professional services to the Debtors in connection with these chapter 11 cases. These 327 Services were sometimes performed under significant time constraints and were necessary to administer a multitude of critical tasks in these chapter 11 cases. To provide a meaningful summary of the 327 Services rendered on behalf of the Debtors and their estates, GCG has established, in accordance with the Fee Guidelines and its internal billing procedures, certain subject matters (each, a "Subject Matter") in connection with these chapter 11 cases. The

following is a summary by Subject Matter of the most significant 327 Services rendered by GCG during the Second Interim Fee Period. This summary is organized in accordance with GCG's internal system for billing tasks and corresponds to the tasks itemized on **Exhibit H**.

25. **Preparation of Schedules and SoFAs** (Fees: \$1,087.80; Hours: 8.0). GCG assisted the Debtors with the preparation of amendments to the Debtors' Schedules. GCG's work included reviewing and editing spreadsheet data from the client, compiling information for the amended Schedules and coordinating with the Debtors to prepare and distribute drafts, revise as requested, and finalize for filing with the Court.

26. **Preparation of Fee Statements/Applications** (Fees: \$10,515.10; Hours: 67.0). In connection with the Interim Compensation Order, GCG incurred time during the Second Interim Fee Period preparing interim fee applications, and the exhibits attached to such documents, as well as preparing for and attending the hearing on GCG's first interim fee application, and meeting to review and establish procedures to prepare monthly and interim fee applications and the relevant exhibits.

Reasonable and Necessary Services Rendered by GCG

27. The foregoing professional services rendered by GCG on behalf of the Debtors during the Second Interim Fee Period were reasonable, necessary and appropriate to the administration of these chapter 11 cases and related matters. GCG has a prominent bankruptcy operations team, comprised of over 80 bankruptcy professionals, and has earned a national reputation for its expertise in all aspects of bankruptcy case administration. In particular, the professionals comprising GCG's bankruptcy operations team include numerous former bankruptcy attorneys and financial advisors with decades of experience in all aspects of case

administration and in representing debtors and creditors' committees in connection with their chapter 11 cases.

Actual and Necessary Expenses Incurred by GCG

28. GCG did not incur any expenses in connection with 327 Services rendered during the Second Interim Fee Period.

GCG's Requested Compensation and Reimbursement Should be Allowed

29. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code 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." 11 U.S.C. § 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 should consider the nature, 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; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3). The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

30. GCG respectfully submits that the 327 Services for which it seeks compensation in this Second Interim Fee Application were, at the time rendered, necessary for, and beneficial to, the Debtors and their estates, and in certain instances required by the Fee Guidelines and the Interim Compensation Order. Furthermore, GCG asserts that it performed the 327 Services for the Debtors economically, effectively and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and other parties in interest. GCG further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such 327 Services to the Debtors, their estates and parties in interest.

31. In sum, GCG respectfully submits that the 327 Services rendered by GCG on behalf of the Debtors and their estates during these chapter 11 cases were necessary and appropriate given the complexity of these chapter 11 cases, the time expended by GCG, the nature and extent of the 327 Services rendered, the value of the 327 Services, and the cost of comparable services provided outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, GCG respectfully submits that approval of the compensation sought herein is warranted and should be approved.

Notice

32. Notice of this Second Interim Fee Application has been provided to the compensation notice parties pursuant to the terms set forth in the Interim Compensation Order, and was submitted to the client prior to filing. In accordance with the Interim Compensation Order, no further notice is necessary.

No Prior Request

33. No prior request for the relief sought in this Second Interim Fee Application has been made to this Court or any other court.

Conclusion

WHEREFORE, GCG respectfully requests entry of an order: (i) approving \$11,602.90, allowing and authorizing payment on account of GCG's total professional fees for the Second Interim Fee Period in the amount of \$9,282.32; and (ii) granting such other and further relief as the Court deems just and proper.

April 15, 2013
Chicago, Illinois

GCG, INC.

/s/ Elizabeth Vrato
Elizabeth Vrato
190 South LaSalle Street, Suite 1520
Chicago, Illinois 60603
Telephone: (312) 499-6000
Facsimile: (312) 499-6999

Administrative Agent for the Debtors
and Debtors in Possession

FEE STATEMENT INDEX

Exhibit A	Certification
Exhibit B	Retention Order
Exhibit C	Detailed Time Entries: October 2012
Exhibit D	Detailed Time Entries: November 2012
Exhibit E	Detailed Time Entries: December 2012
Exhibit F	Detailed Time Entries: January 2013
Exhibit G	Summary of Compensation by Employee
Exhibit H	Summary of Compensation by Billing Category

Exhibit A

Certification

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.

Chapter 11
Case No. 12-51502-659
(Jointly Administered)

Objection Deadline:
TBD

Hearing Date (if necessary):
May 21, 2013 at 10:00 a.m.
(Prevailing Central Time)

Hearing Location:
Courtroom 7 North

CERTIFICATION OF ELIZABETH VRATO

ELIZABETH VRATO hereby declares:

1. I am an Assistant Director with GCG, Inc. ("GCG"), and I am authorized to make and submit this Certification on behalf of GCG. GCG is the administrative agent for the debtors and debtors in possession (the "Debtors") in the above-captioned proceeding. Our business address is 190 South LaSalle Street, Suite 1520, Chicago, Illinois 60603-1013.

2. I submit this Certification with respect to the *Second Interim Application of GCG, Inc. as Administrative Agent for the Debtors, For Allowance of Compensation and for Reimbursement of Expenses Incurred for the Period of October 1, 2012 through January 31, 2013* (the "Second Interim Application").¹

¹ All capitalized terms used but not otherwise defined herein shall have the meanings ascribed in the Second Interim Application.

3. I make this Certification in accordance with Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1 and the Fee Guidelines. In connection therewith, I hereby certify that:

- (a) I have read the Second Interim Application;
- (b) To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Second Interim Application fall within the Fee Guidelines;
- (c) Except to the extent that fees or disbursements are prohibited by the Fee Guidelines, the fees and disbursements requested in the Second Interim Application are billed in accordance with practices customarily utilized by GCG and generally accepted by GCG's clients; and
- (d) In providing a reimbursable expense, which GCG reflects on the expense side of its invoice, GCG does not make a profit on the service, whether the service is performed by GCG in-house or through a third party.

4. All services for which compensation is requested by GCG were services performed for, and on behalf of, the Debtors and their estates and not on behalf of any other person.

5. In accordance with 18 U.S.C. § 155, neither I nor any professional within GCG has entered into any agreement, express or implied, with any other party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of, or paid from, the Debtors' estates.

Dated: April 15, 2013
Chicago, Illinois

/s/ Elizabeth Vrato
Elizabeth Vrato

Exhibit B

Retention Order

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

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 12-12900 (SCC)

Jointly Administered

**ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT
AND RETENTION OF GCG, INC. AS ADMINISTRATIVE AGENT TO THE
DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

Upon consideration of the application (the “**Section 327 Application**”)² of Patriot Coal Corporation and those of its subsidiaries that are debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to section 327(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order authorizing the retention and employment of GCG, Inc. (“**GCG**”) as administrative agent for the Debtors’ chapter 11 cases (collectively, the “**Chapter 11 Cases**”) *nunc pro tunc*, effective as of the Petition Date pursuant to the terms of the Engagement Agreement, all as more fully described in the Section 327 Application; and upon the Declaration of Mark N. Schroeder, Patriot Coal Corporation’s Senior Vice President and Chief Financial Officer; and upon the declaration of Angela Ferrante, attached to the Section 327 Application as Exhibit C (the “**Ferrante Declaration**”); and the Court being satisfied, based on the representations made in the Section 327 Application and the Ferrante Declaration, that GCG and

¹ The Debtors are the entities listed on Schedule 1 to the Section 327 Application. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors’ chapter 11 petitions.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Section 327 Application.

its professionals are “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code; and that GCG and its professionals represent no interest adverse to the Debtors’ estates; and the Court having jurisdiction to consider the Section 327 Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Section 327 Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and due and proper notice of the Section 327 Application having been provided in accordance with the Order Establishing Certain Notice, Case Management and Administrative Procedures entered by the Court on July 16, 2012 [ECF No. 84]; and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Section 327 Application (the “**Hearing**”); and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Section 327 Application is in the best interests of the Debtors, their estates, creditors and other parties in interest; and that the legal and factual bases set forth in the Section 327 Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Section 327 Application is granted as provided herein; and it is further

ORDERED that pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), the Debtors are authorized to employ and retain GCG as administrative agent in the Chapter 11 Cases, *nunc pro tunc* to the Petition Date, pursuant to the terms and conditions set forth in the Section 327 Application and the Engagement Agreement; and it is further

ORDERED that GCG is authorized to perform the following actions and services:

- (a) Assisting with the preparation and filing of the Debtors' schedules of assets and liabilities and statements of financial affairs;
- (b) Generating and providing claim reports and claim objection exhibits, as requested by the Debtors and their professionals;
- (c) Managing the preparation, compilation and mailing of documents to creditors and other parties in interest in connection with the solicitation of a chapter 11 plan (a "**Plan**");
- (d) Managing the publication of legal notices, as requested;
- (e) Collecting and tabulating votes in connection with any Plan filed by the Debtors and providing ballot reports to the Debtors and their professionals;
- (f) Generating an official ballot certification and testifying, if necessary, in support of the ballot tabulation results; and
- (g) Managing any distributions made pursuant to a confirmed Plan;

and it is further

ORDERED that this Order shall not apply to any services GCG was authorized to render pursuant to the Section 156(c) Order; and it is further

ORDERED that, to the extent that GCG's duties exceed the scope of the Section 156(c) Order, GCG shall be compensated in accordance with, will file interim and final fee applications for allowance of its compensation and expenses pursuant to, and shall be subject to, the Fee Guidelines; and it is further

ORDERED that GCG shall be reimbursed only for actual, documented, reasonable and necessary expenses as provided in the Fee Guidelines; and it is further

ORDERED that GCG shall not be entitled to reimbursement of any attorney's fees incurred in connection with the preparation of any fee applications or drafting and negotiating the Engagement Agreement, the Section 327 Application or any related documents; and it is further

ORDERED that GCG shall apply any amounts of its prepetition retainer remaining, after applying such retainer to prepetition amounts (as described in the Section 327 Application), as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to the first order of the Court awarding fees and expenses to GCG; and it is further

ORDERED that GCG shall file a supplemental affidavit with the Court and give ten business days' notice to the Debtors, the U.S. Trustee and any official committee appointed in the Chapter 11 Cases, which supplemental affidavit shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and indicate whether the Debtors have received notice of and approved the proposed rate increase; and it is further

ORDERED that GCG shall use its best efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in the Chapter 11 Cases; and it is further

ORDERED that GCG is hereby authorized to keep reasonably detailed time records in 1/10th of an hour increments, and GCG will submit such time records along with any interim or final fee application, which shall include the amount of compensation requested and a narrative summary organized by project category which shall identify: (i) the services rendered, (ii) each professional rendering such services, and (iii) the categories of such services rendered; and it is further

ORDERED that the Debtors and GCG are authorized to take such other and further actions necessary to comply with all of the duties set forth in the Section 327 Application; and it is further

ORDERED that to the extent that there may be any inconsistency between the terms of the Section 327 Application, the Engagement Agreement or this Order, the terms of this Order shall govern; and it is further

ORDERED that the relief requested herein shall continue to apply to any of the Debtors' affiliates and their respective estates that subsequently commence chapter 11 cases without the need for any further requests or motions; and it is further

ORDERED that the Debtors and GCG are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Section 327 Application; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from, or related to, the implementation and/or interpretation of this Order; and it is further

ORDERED that notice of the Section 327 Application as provided therein shall be deemed good and sufficient notice of such application, and the requirements of Bankruptcy Rule 6004(a) and the local rules of the Court are satisfied by such notice.

Dated: August 2, 2012
New York, New York

/s/ Shelley C. Chapman
HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

Exhibit C

Detailed Time Entries: October 2012

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
Fee Application Preparation					
10/12/2012	3.8	Galbraith, Paula	Fee Application Preparation	\$665.00	Prepare detailed time entries for quality assurance review (.3); draft interim fee application including related documents (3.5).
10/16/2012	0.2	Galbraith, Paula	Fee Application Preparation	\$35.00	Review of interim fee order/deadlines for fee application preparation.
10/17/2012	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Internal correspondence regarding interim fee application status.
10/18/2012	0.8	Galbraith, Paula	Fee Application Preparation	\$140.00	Internal correspondence/meetings regarding fee application status/tasking (.2); prepare September monthly fee application (.2); correspondence to J. Heller regarding status/tasking for application preparation (.3); internal correspondence regarding uploads for fee application detail (.1).
10/19/2012	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Internal correspondence regarding fee application preparation.
10/22/2012	0.2	Galbraith, Paula	Fee Application Preparation	\$35.00	Internal correspondence regarding fee app status/tasking.
10/23/2012	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Internal correspondence regarding fee application status.
10/25/2012	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Internal correspondence regarding first interim fee application.
10/26/2012	0.2	Galbraith, Paula	Fee Application Preparation	\$35.00	Internal meeting regarding fee app tasking/preparation.
10/29/2012	0.2	Galbraith, Paula	Fee Application Preparation	\$35.00	Internal meeting regarding fee app status.
10/11/2012	0.4	Grover, Kevin	Fee Application Preparation	\$48.80	Participated in team meeting with internal fee application team re task assignments for fee application.
10/12/2012	0.4	Grover, Kevin	Fee Application Preparation	\$48.80	Participated in team meeting with fee application team re fee application tasking.
10/15/2012	0.4	Grover, Kevin	Fee Application Preparation	\$48.80	Internal fee application team meeting re task assignments for fee application.
10/16/2012	0.4	Grover, Kevin	Fee Application Preparation	\$48.80	Conferred with fee application team re status and time frame of deliverables.
10/17/2012	0.1	Grover, Kevin	Fee Application Preparation	\$12.20	Correspondence with fee application team re status and time frame of deliverables.
10/18/2012	0.1	Grover, Kevin	Fee Application Preparation	\$12.20	Communications with fee application team re status and time frame of deliverables.
10/19/2012	0.2	Grover, Kevin	Fee Application Preparation	\$24.40	Multiple correspondence with fee application team re status and time frame of deliverables.
10/22/2012	0.2	Grover, Kevin	Fee Application Preparation	\$24.40	Conferred with fee application team re status and time frame of deliverables.
10/26/2012	0.6	Grover, Kevin	Fee Application Preparation	\$73.20	Conferred with internal fee application team re status and time frame of deliverables (.2); updated tracking chart in connection with fee application drafting (.4).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
10/29/2012	0.2	Grover, Kevin	Fee Application Preparation	\$24.40	Conferred with fee application team re status and time frame of deliverables.
10/30/2012	0.2	Grover, Kevin	Fee Application Preparation	\$24.40	Reviewed first draft of first interim fee application.
10/16/2012	0.4	Heller, Jeffrey	Fee Application Preparation	\$48.80	Meeting with fee application team regarding fee application preparation.
10/17/2012	1.2	Heller, Jeffrey	Fee Application Preparation	\$146.40	Meeting with E. Vrato, K. Grover, S. Jankowski, P. Galbraith, and M. Williams regarding fee application preparation (.1); drafted fee application, including accompanying exhibits (1.1).
10/18/2012	1.7	Heller, Jeffrey	Fee Application Preparation	\$207.40	Meeting with internal fee application team regarding fee application preparation (.1); drafted fee application, including accompanying exhibits (1.6).
10/19/2012	1.2	Heller, Jeffrey	Fee Application Preparation	\$146.40	Communications with E. Vrato, K. Grover, S. Jankowski, and M. Williams regarding fee application preparation (.2); continued drafting fee application, including accompanying exhibits (1.0).
10/22/2012	0.4	Heller, Jeffrey	Fee Application Preparation	\$48.80	Continued drafting fee application.
10/29/2012	0.2	Heller, Jeffrey	Fee Application Preparation	\$24.40	Meeting with E. Vrato, S. Jankowski, K. Grover, P. Galbraith and M. Williams regarding fee application preparation.
10/30/2012	4.3	Heller, Jeffrey	Fee Application Preparation	\$524.60	Revised first interim fee application.
10/2/2012	0.4	Jankowski, Susan	Fee Application Preparation	\$70.00	Analyzed procedures order to identify filing requirements, including deadlines.
10/9/2012	0.3	Jankowski, Susan	Fee Application Preparation	\$52.50	Team meeting regarding preparation of fee application.
10/10/2012	0.3	Jankowski, Susan	Fee Application Preparation	\$52.50	Team meeting regarding preparation of fee application.
10/16/2012	0.4	Jankowski, Susan	Fee Application Preparation	\$70.00	Meeting with fee app team regarding timing with reference to preparation of fee application.
10/17/2012	0.6	Jankowski, Susan	Fee Application Preparation	\$105.00	Meeting with E. Vrato, K. Grover, M. Williams, J. Heller, P. Galbraith regarding timing with reference to preparation of fee application (.1); compiled information for exhibits to monthly fee statement (.5).
10/18/2012	0.7	Jankowski, Susan	Fee Application Preparation	\$122.50	Drafted exhibits to fee statement.
10/22/2012	0.2	Jankowski, Susan	Fee Application Preparation	\$35.00	Communications with internal case team regarding service of third monthly fee statement.
10/26/2012	0.2	Jankowski, Susan	Fee Application Preparation	\$35.00	Meeting with K. Grover, M. Williams and P. Galbraith regarding finalizing Monthly Fee Statement.
10/29/2012	0.2	Jankowski, Susan	Fee Application Preparation	\$35.00	Conference with M. Williams, K. Grover, E. Vrato, P. Galbraith, and J. Heller re preparation of interim fee application.
10/8/2012	0.5	Vrato, Elizabeth	Fee Application Preparation	\$100.00	Review timeframes for fee apps (.2); internal correspondence re same (.3).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
10/9/2012	0.5	Vrato, Elizabeth	Fee Application Preparation	\$100.00	Internal correspondence re preparation of fee apps.
10/10/2012	1.4	Vrato, Elizabeth	Fee Application Preparation	\$280.00	Internal case team meeting re preparation of fee apps (.4); review applicable supporting documentation (1.0).
10/11/2012	1.0	Vrato, Elizabeth	Fee Application Preparation	\$200.00	Review supporting documents for fee app preparation (.6); internal case team meeting re same (.4).
10/12/2012	1.0	Vrato, Elizabeth	Fee Application Preparation	\$200.00	Meeting with fee app team re status (.4); review drafts for accuracy (.6).
10/15/2012	0.4	Vrato, Elizabeth	Fee Application Preparation	\$80.00	Meeting with fee app team re status.
10/17/2012	0.5	Vrato, Elizabeth	Fee Application Preparation	\$100.00	Multiple correspondence with internal fee application team re preparation of monthly fee statement.
10/18/2012	0.3	Vrato, Elizabeth	Fee Application Preparation	\$60.00	Revised monthly fee statement.
10/22/2012	0.2	Vrato, Elizabeth	Fee Application Preparation	\$40.00	Conferred with fee app team re status and timeframe for deliverables.
10/29/2012	0.2	Vrato, Elizabeth	Fee Application Preparation	\$40.00	Conferred with fee app team re status and timeframe for deliverables.
10/30/2012	0.2	Vrato, Elizabeth	Fee Application Preparation	\$40.00	Conferred with fee app team re status and timeframe for deliverables.
10/9/2012	0.3	Williams, Michael	Fee Application Preparation	\$23.10	Attended meeting with internal fee application team re: fee app preparation.
10/10/2012	0.8	Williams, Michael	Fee Application Preparation	\$61.60	Attended meeting with internal fee application team re: fee app preparation (.3); prepared exhibits to fee statements (.5).
10/11/2012	0.4	Williams, Michael	Fee Application Preparation	\$30.80	Attended meeting with internal fee application team re: fee app preparation.
10/12/2012	0.4	Williams, Michael	Fee Application Preparation	\$30.80	Multiple communications with internal fee application team re: fee app preparation.
10/15/2012	0.4	Williams, Michael	Fee Application Preparation	\$30.80	Attended meeting with internal fee application team re: fee app preparation.
10/16/2012	0.4	Williams, Michael	Fee Application Preparation	\$30.80	Confer with fee application team re status and time frame of deliverables.
10/17/2012	0.6	Williams, Michael	Fee Application Preparation	\$46.20	Created fee application expense exhibit (.2); confer with fee application team re status and time frame of deliverables.
10/19/2012	0.2	Williams, Michael	Fee Application Preparation	\$15.40	Multiple communications with internal fee application team re: fee app preparation.
10/22/2012	0.2	Williams, Michael	Fee Application Preparation	\$15.40	Correspondence with fee application team re status and time frame of deliverables.
10/26/2012	0.2	Williams, Michael	Fee Application Preparation	\$15.40	Confer with fee application team re status and time frame of deliverables.

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
10/29/2012	0.2	Williams, Michael	Fee Application Preparation	\$15.40	Multiple communications with internal fee application team re: fee app preparation.
Total Billing Amount:				\$4,685.40	

Exhibit D

Detailed Time Entries: November 2012

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
Fee Application Preparation					
11/6/2012	0.4	Galbraith, Paula	Fee Application Preparation	\$70.00	Reviewed local rules fee application requirements (.1); prepared exhibits for draft fee application (.3).
11/8/2012	0.2	Galbraith, Paula	Fee Application Preparation	\$35.00	Internal meeting with fee application team regarding status/tasking.
11/12/2012	0.2	Galbraith, Paula	Fee Application Preparation	\$35.00	Internal correspondence regarding preparation of first interim fee app.
11/13/2012	0.5	Galbraith, Paula	Fee Application Preparation	\$87.50	Edited fee application for team lead review.
11/14/2012	0.3	Galbraith, Paula	Fee Application Preparation	\$52.50	Internal fee app team meeting regarding tasking/deadlines.
11/16/2012	0.2	Galbraith, Paula	Fee Application Preparation	\$35.00	Various internal correspondence regarding finalization of fee application.
11/5/2012	0.2	Grover, Kevin	Fee Application Preparation	\$24.40	Conferred with fee application team re status of deliverables.
11/8/2012	0.2	Grover, Kevin	Fee Application Preparation	\$24.40	Conferred with fee application team re status of deliverables.
11/12/2012	0.3	Grover, Kevin	Fee Application Preparation	\$36.60	Conferred with fee application team re status of deliverables.
11/13/2012	0.9	Grover, Kevin	Fee Application Preparation	\$109.80	Reviewed draft of first interim fee application.
11/14/2012	0.7	Grover, Kevin	Fee Application Preparation	\$85.40	Conferred with fee application team re status of deliverables (.3); analyzed updated draft of interim fee application (.4).
11/16/2012	0.2	Grover, Kevin	Fee Application Preparation	\$24.40	Conferred with fee application team re status of deliverables.
11/19/2012	0.3	Grover, Kevin	Fee Application Preparation	\$36.60	Updated fee application tracking database.
11/5/2012	0.2	Heller, Jeffrey	Fee Application Preparation	\$24.40	Meeting with E. Vrato, S. Jankowski, K. Grover and M. Williams regarding fee application preparation.
11/6/2012	0.9	Heller, Jeffrey	Fee Application Preparation	\$109.80	Continue drafting first interim fee application.
11/8/2012	0.2	Heller, Jeffrey	Fee Application Preparation	\$24.40	Meeting with fee application team regarding fee application preparation.
11/9/2012	1.1	Heller, Jeffrey	Fee Application Preparation	\$134.20	Continued drafting first interim fee application.
11/12/2012	2.0	Heller, Jeffrey	Fee Application Preparation	\$244.00	Meeting with E. Vrato, S. Jankowski, K. Grover and M. Williams regarding fee application preparation (.3); draft fee application including accompanying exhibits (1.7).
11/14/2012	0.3	Heller, Jeffrey	Fee Application Preparation	\$36.60	Meeting with fee app team regarding fee application preparation.
11/16/2012	0.2	Heller, Jeffrey	Fee Application Preparation	\$24.40	Meeting with fee app team regarding fee application preparation.
11/5/2012	0.2	Jankowski, Susan	Fee Application Preparation	\$35.00	Conference with E. Vrato, J. Heller, K. Grover, and M. Williams re planning for steps needed to complete interim fee application.
11/6/2012	0.2	Jankowski, Susan	Fee Application Preparation	\$35.00	Reviewed draft of interim fee application included related exhibits.
11/7/2012	0.3	Jankowski, Susan	Fee Application Preparation	\$52.50	Conference with E. Vrato, K. Grover, and M. Williams regarding next steps needed for finalizing Interim Fee application.
11/9/2012	1.1	Jankowski, Susan	Fee Application Preparation	\$192.50	Revised interim fee application (.5); drafted exhibits for same (.6).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
11/12/2012	1.6	Jankowski, Susan	Fee Application Preparation	\$280.00	Conference with E. Vrato, J. Heller, K. Grover, M. Williams re preparing fee application (.2); revised summary sheet (.3); revised exhibits to fee application (1.1).
11/13/2012	1.1	Jankowski, Susan	Fee Application Preparation	\$192.50	Revised fee application (.6); updated exhibits to fee application (.5).
11/14/2012	1.1	Jankowski, Susan	Fee Application Preparation	\$192.50	Conference with M. Williams, K. Grover, E. Vrato, J. Heller, P. Galbraith regarding preparation of fee application (.3); revised fee application per comments of case team (.8).
11/16/2012	0.7	Jankowski, Susan	Fee Application Preparation	\$122.50	Revised first interim fee application (.5); communicated with case team regarding filing the first interim fee application (.1); correspondence to case team regarding service of same (.1).
11/9/2012	1.0	Nadick, Ryan	Fee Application Preparation	\$175.00	Reviewed interim fee application (.5); revised same (.5)
11/14/2012	1.2	Nadick, Ryan	Fee Application Preparation	\$210.00	Reviewed fee application (.7); revised fee application (.5).
11/5/2012	0.2	Vrato, Elizabeth	Fee Application Preparation	\$40.00	Confer with team to coordinate fee application matters.
11/12/2012	3.0	Vrato, Elizabeth	Fee Application Preparation	\$600.00	Reviewed drafts and related documentation for accuracy (.7); correspondence with internal case team re same (.6); review of revisions (.4); further correspondence re same (1.3).
11/13/2012	3.0	Vrato, Elizabeth	Fee Application Preparation	\$600.00	Review of draft fee application with underlying documentation (.8); correspondence with internal teams re same (1.5); review revised draft (.7).
11/14/2012	1.3	Vrato, Elizabeth	Fee Application Preparation	\$260.00	Review relevant underlying documentation (.4); correspondence re prep of fee app (.6); meeting with internal case team re same (.3).
11/15/2012	1.0	Vrato, Elizabeth	Fee Application Preparation	\$200.00	Review relevant documents (.7); internal case team correspondence re same (.3).
11/16/2012	0.5	Vrato, Elizabeth	Fee Application Preparation	\$100.00	Finalized fee app for approval and filing.
11/5/2012	0.2	Williams, Michael	Fee Application Preparation	\$15.40	Confer with Fee App Team re status of deliverables.
11/7/2012	0.3	Williams, Michael	Fee Application Preparation	\$23.10	Confer with Fee App Team re status of deliverables.
11/8/2012	0.2	Williams, Michael	Fee Application Preparation	\$15.40	Confer with Fee App Team re status of deliverables.
11/12/2012	0.3	Williams, Michael	Fee Application Preparation	\$23.10	Confer with Fee App Team re status of deliverables.
11/14/2012	0.3	Williams, Michael	Fee Application Preparation	\$23.10	Confer with Fee App Team re status of deliverables.

Total Billing Amount: \$4,642.00

Exhibit E

Detailed Time Entries: December 2012

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
Fee Application Preparation					
12/17/2012	0.5	Brontzas, Katina	Fee Application Preparation	\$100.00	Review pleadings, including proposed arguments, in preparation for fee hearing.
12/18/2012	0.7	Brontzas, Katina	Fee Application Preparation	\$140.00	Attended fee hearing.
12/14/2012	0.6	Ferrante, Angela	Fee Application Preparation	\$120.00	Conf. w/ team re fee application response prep in anticipation of hearing (.4); reviewed UST response letter (.1); provided comments to same (.1).
12/17/2012	0.7	Ferrante, Angela	Fee Application Preparation	\$140.00	Confs w/K. Brontzas re preparing for fee application hearing (.5); confs w/UST re same (.2).
12/18/2012	0.5	Ferrante, Angela	Fee Application Preparation	\$100.00	Conf. w/K. Brontzas re fee application hrg (.2); follow-up w/billing and team re same (.3).
12/13/2012	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Internal correspondence to fee app team regarding UST comments to fees.
12/14/2012	0.2	Galbraith, Paula	Fee Application Preparation	\$35.00	Internal meeting with K. Brontzas, A. Ferrante & S. Jankowski regarding resolution of disputed fees (partial meeting).
12/20/2012	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Review UST fee app objection.
12/21/2012	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Review hearing transcript summary related to fee applications.
12/14/2012	0.4	Grover, Kevin	Fee Application Preparation	\$48.80	Conference with A. Ferrante, K. Brontzas and S. Jankowski regarding analysis of U.S. Trustee fee application objection in connection with proposed resolution.
12/3/2012	0.5	Heller, Jeffrey	Fee Application Preparation	\$61.00	Analyze exhibits for fee application.
12/14/2012	0.4	Jankowski, Susan	Fee Application Preparation	\$70.00	Conference with A. Ferrante, K. Brontzas, and K. Grover regarding analysis of U.S. Trustee fee application objection in connection with proposed resolution.
12/21/2012	0.2	Jankowski, Susan	Fee Application Preparation	\$35.00	Reviewed order entered re first interim application (.1); updated fee application records in connection with future fee apps (.1).
12/17/2012	0.7	Jockel, Lawrence	Fee Application Preparation	\$85.40	Prepared analysis of materials for K. Brontzas in connection with hearing on first interim fee application.
12/14/2012	0.5	Vrato, Elizabeth	Fee Application Preparation	\$100.00	Correspondence with internal case team re UST objection to first interim fee application.
12/17/2012	0.5	Vrato, Elizabeth	Fee Application Preparation	\$100.00	Follow up communications with internal case team re UST objection to first interim fee application.
Total Billing Amount:				\$1,187.70	

Exhibit F

Detailed Time Entries: January 2013

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
Schedules/SoFAs/Other Schedules					
1/10/2013	1.5	Lamour, Thierry	Schedules/SoFAs/Other Schedules	\$115.50	Prepared new Debtor list for amended Schedule drafts (.9); prepared for processing of amended Debtors (.6).
1/15/2013	1.1	Lamour, Thierry	Schedules/SoFAs/Other Schedules	\$84.70	Assisted with data processing for amended Schedules (.3); reviewed edits to amended Schedules (.8).
1/17/2013	1.0	Lamour, Thierry	Schedules/SoFAs/Other Schedules	\$77.00	Communications with G. Somma regarding preparation of amended data upload file (.2); prepared data for upload (.2); additional communications with quality control regarding review of amended records in database (.6).
1/18/2013	0.3	Lamour, Thierry	Schedules/SoFAs/Other Schedules	\$23.10	Communications with quality control team regarding database records for amended Schedules.
1/9/2013	1.3	Nadick, Ryan	Schedules/SoFAs/Other Schedules	\$227.50	Reviewed amended Schedules for accuracy (1.0); reviewed local rules re amended schedules (.3).
1/9/2013	0.4	Somma, Gea	Schedules/SoFAs/Other Schedules	\$80.00	Conferred w/ P. Kinealy re: potential Schedules amendments (.1); communicated w/ L. Hagen re same (.1); reviewed sample data provided by the client (.1); sent same to L. Hagen (.1).
1/10/2013	1.1	Somma, Gea	Schedules/SoFAs/Other Schedules	\$220.00	Reviewed Schedule F5 data from client (.2); emailed Data Team for the production of the amended schedules (.2); reviewed amended schedules F produced by the Data team (.4); communicated w/ the Schedules Team and QA re same (.2); conferred w/ P. Kinealy re the additional data to be sent by the client (.1).
1/11/2013	0.1	Somma, Gea	Schedules/SoFAs/Other Schedules	\$20.00	Communications w/ P. Kinealy re amended Schedules to be sent to the client.
1/14/2013	0.1	Somma, Gea	Schedules/SoFAs/Other Schedules	\$20.00	Correspondence w/ P. Kinealy re potential additional amendments.
1/15/2013	0.8	Somma, Gea	Schedules/SoFAs/Other Schedules	\$160.00	Reviewed data provided by the client for the Eastern Associated Coal's amended Schedule (.1); communicated with the Data Team regarding processing of amended Schedule (.1); communicated w/ Quality Assurance re amended schedule form for Eastern Associated Coal (.1); communicated w/ T. Lamour re the amended Schedules (.2); communicated w/ C. Hansen re revised Case No. (.1); final review of all amended forms for client deliverable (.2).
1/10/2013	0.3	Vrato, Elizabeth	Schedules/SoFAs/Other Schedules	\$60.00	Multiple communications with client and Schedules team regarding data for amended Schedules.

Total Billing Amount: \$1,087.80

Exhibit G

Summary of Compensation by Employee

SUMMARY OF BILLING BY TIMEKEEPER

Patriot Coal Corporation, *et al.*
(October 01, 2012 - January 31, 2013)

Name of Professional Person	Position with the applicant and number of years in that position	Hourly Billing Rate	Total Hours Billed	Total Compensation
Broutzas, Katina	Ass't Director, Bankruptcy (1.38 yrs.)	\$200.00	1.2	\$240.00
Somma, Gea	Ass't Director, Bankruptcy (3.32 yrs.)	\$200.00	2.5	\$500.00
Vrato, Elizabeth	Ass't Director, Bankruptcy (4.65 yrs.)	\$200.00	16.5	\$3,300.00
Ferrante, Angela	Vice President, Bankruptcy (6.25 yrs.)	\$200.00	1.8	\$360.00
Galbraith, Paula	Bankruptcy Consultant III (1.21 yrs.)	\$175.00	8.1	\$1,417.50
Jankowski, Susan	Sr. Project Manager, Bankruptcy (3.50 yrs.)	\$175.00	10.2	\$1,785.00
Nadick, Ryan	Sr. Project Manager, Bankruptcy (1.18 yrs.)	\$175.00	3.5	\$612.50
Heller, Jeffrey	Consultant (0.77 yrs.)	\$122.00	14.8	\$1,805.60
Jockel, Lawrence	Bankruptcy Consultant II (2.50 yrs.)	\$122.00	0.7	\$85.40
Westberg, Eric	Project Manager (2.09 yrs.)	\$122.00	0.0	\$0.00
Grover, Kevin	Project Manager, Bankruptcy (3.80 yrs.)	\$122.00	6.4	\$780.80
Lamour, Thierry	Project Supervisor (9.45 yrs.)	\$77.00	3.9	\$300.30
Williams, Michael	Project Supervisor (1.31 yrs.)	\$77.00	5.4	\$415.80
TOTAL			75.0	\$11,602.90

Blended Rate: \$154.71

Exhibit H

Summary of Compensation by Billing Category

COMPENSATION BY BILLING CATEGORY

Patriot Coal Corporation, *et al.*
(October 1, 2012 - January 31, 2013)

	BLEND ED RATE	TOTAL HOURS BILLED	TOTAL FEES
Fee Application Preparation	\$156.94	67.0	\$10,515.10
Schedules/SoFAs/Other Schedules	\$135.98	8.0	\$1,087.80
Total	\$154.71	75.0	\$11,602.90