

Gordon & Gordon, P.S.C.  
6357 KY Hwy 405  
P.O. Box 398  
Owensboro, Kentucky 42302-0398  
Telephone: (270) 281-0398  
Facsimile: (270) 281-5866

M. Kirby Gordon, II

*Special Counsel for the Debtors  
and Debtors in Possession*

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

**In re**

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

**Debtors.1**

**Chapter 11**

**Case No. 12-51502-659**

**(Jointly Administered)**

**SECOND MONTHLY FEE STATEMENT OF GORDON & GORDON, P.S.C. FOR  
PROFESSIONAL SERVICES AND DISBURSEMENTS FOR THE PERIOD OF  
SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013**

<b>NAME OF APPLICANT:</b>	<b>GORDON &amp; GORDON, P.S.C.</b>
<b>ROLE IN CASE:</b>	Special Counsel to Debtors
<b>TIME PERIOD:</b>	September 1, 2013 through and including September 30, 2013
<b>CURRENT APPLICATION:</b>	Total Fees Requested: \$38,660.50 80% of Fees Requested: \$30,928.40 Total Expenses Requested: \$760.80

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1 The Debtors are the entities listed on Schedule 1 attached hereto. The employer tax identification numbers and addresses for each of the Debtors are set forth in Debtors' Chapter 11 petitions.

1. On July 9, 2012 (the “**Petition Date**”), Patriot Coal Corporation and substantially all of its affiliated subsidiary companies (“**Debtors**”) filed voluntary petitions for Chapter 11 Relief [ECF No. 1], Debtors’ cases are being jointly administered by order of this Court [ECF No. 30].

2. Prior to the Petition Date, Gordon & Gordon, P.S.C. (“**Gordon & Gordon**”) rendered substantial legal services to Debtors in a wide range of areas. Debtors have retained Gordon & Gordon with authorization by the United States Bankruptcy Court for the Eastern District of Missouri, Eastern Division pursuant to its *Order Authorizing the Employment and Retention of Gordon & Gordon, P.S.C. as Special Counsel for the Debtors Effective August 1, 2013*, entered July 26, 2013 [ECF No. 4381] (“**Gordon & Gordon Employment Order**”) to continue to render professional services (collectively the “**Authorized Representation**”):

- a. prepare, on behalf of the Debtors in support of Debtors’ coal and land development activities in Kentucky, all necessary and appropriate surface and coal deeds, leases and subleases, purchase and lease options, lease assignments, land purchase contracts, coal conveyor beltline and power transmission line easements and right-of-way agreements, and land use agreements, together with any complaints, petitions, motions, proposed orders, other pleadings, notices and other documents in connection with certain land related litigation and administrative proceeding in Kentucky (the “**Retained Matters**”);
- b. advise and assist the Debtors in connection with or concerning the Retained Matters including without limitation the performance of title examinations and lien searches and the submission to Debtors of title opinion certification letters and reports; and
- c. perform all other necessary or appropriate legal services in connection with or concerning the Retained Matters, including, without limitation, representation of the Debtors in land related litigation and administrative proceedings in Kentucky.

3. In accordance with the Gordon & Gordon Employment Order and the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [ECF No. 262] (the “**Interim Compensation Order**”), the terms of which are incorporated herein, Gordon & Gordon, as special counsel to the Debtors, hereby submits its Second Monthly Statement for Professional Services and Disbursements (the “**Fee Statement**”) for the period of September 1, 2013 through and including September 30, 2013 (the “**Fee Statement Period**”).

4. Gordon & Gordon holds no retainer in this case.

5. Pursuant to the Interim Compensation Order, Gordon & Gordon seeks payment of \$30,928.40, representing (a) eighty percent (80%) of Gordon & Gordon’s fees for services rendered and (b) one hundred percent (100%) of actual and necessary expenses incurred. As of the date of this Fee Statement, Gordon & Gordon has not been paid for the services and expenses included herein.

6. Attached hereto as “Exhibit A” is a listing of Gordon & Gordon’s professionals and paraprofessionals (collectively, the “**Gordon & Gordon Professionals**”), that rendered services for Debtors as authorized by the Gordon & Gordon Employment Order during the Fee Statement Period. “Exhibit A” includes, among other things, the total hours billed, hourly rate, and total fees for the Gordon & Gordon Professional, plus the blended hourly rate for the Gordon & Gordon Professional, excluding paralegals.

7. Attached hereto as “Exhibit B” is a schedule summarizing the categories of actual and necessary expenses for which Gordon & Gordon is seeking reimbursement and the total amount for each such expense category for the Fee Statement Period.

8. Attached hereto as “Exhibit C” is a summary of the number of hours and amounts billed by Gordon & Gordon during the Fee Statement Period for services authorized by the Gordon & Gordon Employment Order, organized by project category authorized by said Order. Such services include all services that were typically rendered in the ordinary course or were being provided to Debtors before the Petition Date, but only as specifically authorized by the Gordon & Gordon Employment Order in connection with the Authorized Representation.

9. Attached hereto as “Exhibit D” are the time records of Gordon & Gordon which provide the contemporaneous record summaries of the time spent by the Gordon & Gordon Professional during the Fee Statement Period by project category.

10. The undersigned certifying professional hereby certifies and represents: (i) that he has read this Fee Statement; (ii) that to the best of his knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements requested herein fall within this Court’s guidelines and those of the United States Trustee; (iii) that the fees and disbursements sought herein are billed at rates in accordance with the Gordon & Gordon’s customary practices and generally accepted by its clients; and (iv) that in providing reimburseable services, Gordon & Gordon does not make a profit on the services.

**NOTICE**

11. Consistent with the procedures described in the Interim Compensation Order and this Court’s local rules, the Debtors will serve this Fee Statement, by hand or overnight delivery, upon (i) the Debtors, Patriot Coal Corporation, 12312 Olive Boulevard, Suite 400, St. Louis, Missouri 63141, Attn: Jacquelyn A. Jones, (ii) attorneys for the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York

10017, Attn: Marshall S. Heubner, Esq., and Brian M. Resnick, Esq.; (iii) the Office of the United States Trustee for the Eastern District of Missouri, 111 South 10<sup>th</sup> Street, Suite 6.353, St. Louis, MO 63102, Attn: Leonora S. Long and Paul A. Randolph, (iv) attorneys for the administrative agent for the Debtors' postpetition lenders, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Marcia Goldstein and Joseph Smolinsky, and (b) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Margot B. Schonholtz and Ana Alfonso, and (v) counsel to the official committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn: Adam C. Rogoff, Esq. and Gregory G. Plotko, Esq..

WHEREFORE, Gordon & Gordon respectfully requests that the Court grant the relief requested herein and such other and further relief as is just and proper.

Dated: October 10, 2013.

Respectfully submitted,

**GORDON & GORDON, P.S.C.**

*/s/ M. Kirby Gordon, II*

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M. Kirby Gordon, II  
GORDON & GORDON, P.S.C.  
6357 KY Hwy 405  
P.O. Box 398  
Owensboro, KY 42302-0398  
Telephone: (270) 281-0398  
Facsimile: (270) 281-5830

*Special Counsel for the Debtors  
and Debtors in Possession*

**SCHEDULE 1  
(Debtor Entities)**

- |   |                                      |
|---|--------------------------------------|
| 1. Affinity Mining Company                            | 51. KE Ventures, LLC                 |
| 2. Apogee Coal Company, LLC                           | 52. Little Creek LLC                 |
| 3. Appalachia Mine Services, LLC                      | 53. Logan Fork Coal Company          |
| 4. Beaver Dam Coal Company, LLC                       | 54. Magnum Coal Company, LLC         |
| 5. Big Eagle, LLC                                     | 55. Magnum Coal Sales, LLC           |
| 6. Big Eagle Rail, LLC                                | 56. Martinka Coal Company, LLC       |
| 7. Black Stallion Coal Company, LLC                   | 57. Midland Trail Energy LLC         |
| 8. Black Walnut Coal Company                          | 58. Midwest Coal Resources II, LLC   |
| 9. Bluegrass Mine Services, LLC                       | 59. Mountain View Coal Company, LLC  |
| 10. Brook Trout Coal, LLC                             | 60. New Trout Coal Holdings II, LLC  |
| 11. Catenary Coal Company, LLC                        | 61. Newtown Energy, Inc.             |
| 12. Central States Coal Reserves of Kentucky, LLC     | 62. North Page Coal Corp.            |
| 13. Charles Coal Company, LLC                         | 63. Ohio County Coal Company, LLC    |
| 14. Cleaton Coal Company                              | 64. Panther LLC                      |
| 15. Coal Clean LLC                                    | 65. Patriot Beaver Dam Holdings, LLC |
| 16. Coal Properties, LLC                              | 66. Patriot Coal Company, L.P.       |
| 17. Coal Reserve Holdings Limited Liability Co. No. 2 | 67. Patriot Coal Corporation         |
| 18. Colony Bay Coal Company                           | 68. Patriot Coal Sales LLC           |
| 19. Cook Mountain Coal Company, LLC                   | 69. Patriot Coal Services LLC        |
| 20. Corydon Resources LLC                             | 70. Patriot Leasing Company LLC      |
| 21. Coventry Mining Services, LLC                     | 71. Patriot Midwest Holdings, LLC    |
| 22. Coyote Coal Company LLC                           | 72. Patriot Reserve Holdings, LLC    |
| 23. Cub Branch Coal Company LLC                       | 73. Patriot Trading LLC              |
| 24. Dakota LLC  | 74. PCX Enterprises, Inc.            |
| 25. Day LLC   | 75. Pine Ridge Coal Company, LLC     |
| 26. Dixon Mining Company, LLC                         | 76. Pond Creek Land Resources, LLC   |
| 27. Dodge Hill Holding JV, LLC                        | 77. Pond Fork Processing LLC         |
| 28. Dodge Hill Mining Company, LLC                    | 78. Remington Holdings LLC           |
| 29. Dodge Hill of Kentucky, LLC                       | 79. Remington II LLC                 |
| 30. EACC Camps, Inc.                                  | 80. Remington LLC                    |
| 31. Eastern Associated Coal, LLC                      | 81. Rivers Edge Mining, Inc.         |
| 32. Eastern Coal Company, LLC                         | 82. Robin Land Company, LLC          |
| 33. Eastern Royalty, LLC                              | 83. Sentry Mining, LLC               |
| 34. Emerald Processing, L.L.C.                        | 84. Snowberry Land Company           |
| 35. Gateway Eagle Coal Company, LLC                   | 85. Speed Mining LLC                 |
| 36. Grand Eagle Mining, LLC                           | 86. Sterling Smokeless Coal Co., LLC |
| 37. Heritage Coal Company LLC                         | 87. TC Sales Company, LLC            |
| 38. Highland Mining Company, LLC                      | 88. The Presidents Energy Co., LLC   |
| 39. Hillside Mining Company                           | 89. Thunderhill Coal LLC             |
| 40. Hobet Mining, LLC                                 | 90. Trout Coal Holdings, LLC         |
| 41. Indian Hill Company LLC                           | 91. Union County Coal Co., LLC       |
| 42. Infinity Coal Sales, LLC                          | 92. Viper LLC                        |
| 43. Interior Holdings, LLC                            | 93. Weatherby Processing LLC         |
| 44. IO Coal LLC                                       | 94. Wildcat Energy LLC               |
| 45. Jarrell's Branch Coal Company                     | 95. Wildcat, LLC                     |
| 46. Jupiter Holdings LLC                              | 96. Will Scarlet Properties, LLC     |
| 47. Kanawha Eagle Coal, LLC                           | 97. Winchester LLC                   |
| 48. Kanawha River Ventures I, LLC                     | 98. Winifrede Dock Ltd Liability Co. |
| 49. Kanawha River Ventures II, LLC                    | 99. Yankeetown Dock, LLC             |
| 50. Kanawha River Ventures III, LLC                   |                                      |

## EXHIBIT A

### Professionals and Rates

**I. Attorney Member:**

Name of Attorney Member (Initials)	Year Admitted	Hourly Rate	Total Hours	Total Fees
M. Kirby Gordon, II (KG)	1975-KY	\$180.00	107.60	\$19,368.00
M. Kirby Gordon, II (KG)	1975-KY	\$150.00	38.80	\$ 5,820.00
<b>TOTAL:</b>			<b>146.4</b>	<b>\$25,188.00</b>

**II. Paraprofessionals:**

Name of Paraprofessionals (Initials)	Hourly Rate	Total Hours	Total Fees
Robyn C. Staples (RS)	\$85.00	52.00	\$ 4,420.00
Robyn C. Staples (RS)	\$70.00	87.75	\$ 6,142.50
Kimberly Miller (KM)	\$85.00	7.80	\$ 663.00
Kimberly Miller (KM)	\$70.00	32.10	\$ 2,247.00
<b>TOTAL:</b>		<b>161.75</b>	<b>\$13,472.50</b>

<b>GRAND TOTAL:</b>	<b>\$38,660.50</b>
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#### Attorney Blended Rate

Attorney	Attorney Blended Rate	Total Attorney Hours	Total Attorney Fees
M. Kirby Gordon, II	\$172.05	146.4	\$25,188.12

## EXHIBIT B

### Expenses

**ACTUAL AND NECESSARY EXPENSES  
INCURRED BY GORDON & GORDON, P.S.C.  
ON BEHALF OF DEBTORS DURING THE COMPENSATION PERIOD**

<b>Category of Expenses</b>	<b>Amounts</b>
Photocopy Charges	\$132.80
Court and other fees	\$278.00
Outside document retrieval (Online Clerk fees)	\$350.00
<b>Total</b>	<b>\$760.80</b>

## EXHIBIT C

### Summary by Project Category

<b>Project Category</b>	<b>Description</b>	<b>Project Code</b>	<b>Hours</b>	<b>Amounts</b>
Asset Distribution	DIP Proceedings	798-7120-7600	3.9	\$515.00
Business Operations	Wetlands Mitigation, Henderson Co, KY	2440-06310-7600	24.2	\$4,356.00
Business Operations	Henderson County, Ky. Corydon Reserves/Leases	1540-08010-7600	8.0	\$802.00
Business Operations	Henderson County, KY Highland Reserves/Leases	1540-08010-7600	16.5	\$2,078.00
Business Operations	Power Line Easement, Henderson/Union, KY	0317-06310-7600	178.15	\$19,436.50
Asset Distribution	Reserves Areas, Union Co., Ky.	1545-08010-7600	95.3	\$11,473.00
	<b>Total:</b>		<b>326.05</b>	<b>\$38,660.50</b>

## **EXHIBIT D**

### **Time Records**

## GORDON & GORDON, P.S.C.

Post Office Box 398  
6357 KY Hwy 405  
Owensboro, KY 42302-0398

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October 10, 2013

Invoice submitted to:

Eric R. Waller, Assistant General Counsel  
Patriot Coal Services, LLC  
900 Laidley Tower  
P.O. Box 1233  
Charleston WV 25324

In Reference To: **Patriot Coal Corporation Entities Matters by  
Special Counsel for Debtors in Possession  
September 1, 2013 through September 30, 2013**

Invoice No. 11092

Professional Services Rendered

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
<u>DIP Proceedings Code 798-7120-7600</u>				
9/2/2013	KG	Review of C. Ebetino email in response to J. Jones 8/30/13 email forwarded by M. Williams re subsidiary transfers; telephone conference with S. Gordon; review of S. Gordon email and M. Williams' reply;	0.30 180.00/hr	54.00
9/4/2013	KG	Review of C. Ebetino email re subsidiary transfers;	0.20 180.00/hr	36.00
9/18/2013	KM	Conference with K. Gordon, instructions received; draft new Barrett Court Office Lease for three-year term in one-year increments after each of which the Lease may be terminated; 6,165 square feet and possible additional area; prepare redline and clean versions for K. Gordon review and approval;	1.20 70.00/hr	84.00
	KG	Telephone call from M. Williams, received instructions and details for a new Barrett Court office lease and renewal language to be offered; review of old lease file; instructions to paralegal (KM);	0.50 180.00/hr	90.00
9/19/2013	KM	Conference with K. Gordon, instructions received; revisions made to draft Office Lease; email to M. Williams;	0.50 70.00/hr	35.00
	KG	Conference with paralegal (KM); review and revise draft Office Lease, renewal provisions rewritten; final review and approval of draft Office Lease for submission to M. Williams;	1.20 180.00/hr	216.00
SUBTOTAL:			[ 3.90	515.00]

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(270) 281-0398

Eric R. Waller, Assistant General Counsel

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
<u>Henderson Co., Ky. Wetlands Mitigation Code 2440-06310-7600</u>				
9/2/2013	KG	Telephone conference with S. Gordon, background discussion of conflict in opinions of requirement for a restrictive covenant; need for research of available 2008 and 2009 information and documentation;	0.50 180.00/hr	90.00
9/3/2013	KG	Review of M. Williams email and attachments; review of four page permit (3/9/09) of Loadout, LLC, 6/8/09 letter of M. Munday to USACOE, 6/10/09 transfer approval letter from USACOE, and 12/2/08 PCN;	1.00 180.00/hr	180.00
9/4/2013	KG	Review of email of paralegal (RS) with memo to file of 8/27/13 search of Planning and Zoning office and findings; tracts also identified by PVA map tract numbers in addition to street addresses (.2); telephone call to and from M. Williams; preparation for conference with M. Williams and M. Munday; file study; map review; selection of maps, easements, and lease amendments from other files including Mason Landing; conference with M. Williams and M. Munday; conference with M. Williams; discussion of ecologist opinion; initial review of precise language; obtained copy of Exhibit maps of T.H.Engineering from M. Williams (2.0);	2.20 180.00/hr	396.00
9/5/2013	KG	Telephone call to and conference with M. Williams; file review; begin work on draft of letter re restrictive covenant in USACOE 404/401 permit 2007-1318 for Area 3; review of April 2008 mitigation plans; attention given to page 13 of December 2008 of Preconstruction Notice (PCN) and to 3/9/09 permit; conference with M. Williams; telephone call to D. Lamb, President of Associated Engineers re whether restrictive covenant was required in 2009 on this permit; conference with M. Williams following; received instructions from M. Williams to hold pending response from D. Lamb after his file review;	3.80 180.00/hr	684.00
9/9/2013	KG	Two telephone conferences with D. Lamb, Associated Engineers requesting copies of latest version of stream and wetland mitigation plans whether a protective covenant included;	0.50 180.00/hr	90.00
9/10/2013	KG	Review of email from M. Munday; telephone call to M. Munday re flash drive of information; telephone call to D. Lamb of Associated Engineers, re his telephone conference with T.H.E., the consultants in 2009 re T.H.E. conversations with Project Manager, George Delancy; instructions from PVR manager re permit application, no objection received from PVR as to the language in the PCN; stream mitigation must be done on-site, not shown as a special condition as they are now; emailed information to D. Lamb; telephone call to M. Munday; need "as approved" versions of the USACOE document; M. Munday to do the search himself; telephone call to D. Lamb re M. Munday to conduct the search of USACOE; telephone call from, to, and from M. Williams; review of my telephone conferences with M. Munday and D. Lamb; discussion of instructions to be given to T. Sandefur; review of email from T. Sandefur; review of M. Williams email to T. Sandefur; review of M. Williams' email, comment provided;	3.80 180.00/hr	684.00
9/11/2013	KG	Review of email from M. Munday; scheduled meeting with him; conference with M. Munday; status of reclamation of wetlands on the site; stream mitigation status discussed; requirement for stream mitigation to be on the	2.50 180.00/hr	450.00

Eric R. Waller, Assistant General Counsel

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		site permitted; obtained copy of "Decision" document; conference with M. Williams re foregoing matters; review of M. Williams' 9/10/13 email to T. Sandefur;		
9/12/2013	KG	Review of email to T. Sandefur in response to M. Williams' 9/10/13 email to him with two maps attached - Area 3 and sloughs; review of M. Williams' reply email re sloughs; review of M. Munday's email to T. Sandefur re sloughs being a fall back position if demanded; review of T. Sandefur's reply email re maps provided as options;	2.60 180.00/hr	468.00
9/17/2013	KG	Conference with M. Williams; discussion of valuation of Baxter Option to Purchase on various tracts; telephone call to S. Gordon;	0.30 180.00/hr	54.00
9/18/2013	KG	Conference with paralegal (KM); request copies of Henderson County Clerk indices on possible parties be obtained and copy forwarded to S. Gordon; review of email to S. Gordon;	0.50 180.00/hr	90.00
	KG	Telephone call from M. Williams, discussion of revised recommendation for approach to USACOE; discussion of need for a meeting and who should attend (.5); conference with S. Gordon, discussion of change in recommended approach due to inter-relationship of additional off-site wetlands mitigation; approach discussed (1.0); conference and file study with S. Gordon re Baxter tracts; identified questions to be asked; review of all relevant Baxter agreements; discussion of recommended approaches to be made to Baxter; review of County Clerk's record indices for liens, encumbrances, deeds, and mortgages (2.0);	3.50 180.00/hr	630.00
9/19/2013	KG	Review of S. Gordon's email; conference with M. Williams re revised approach to USACOE discussed; to have meeting; copy of two-sided USACOE Decision document delivered to M. Williams (.5); conference with M. Williams and S. Gordon; discussion of all Patriot tracts to which Baxter has rights; course of action developed (1.0);	1.50 180.00/hr	270.00
9/24/2013	KG	Review of M. Munday email; re-review of C.7 site protection of PCN (12/2/08); re-review of USACOE Decision Document (2/2/09) page 27; re-review of Right of Entry items 9.1 and 9.2 of Permit #851-0044;	1.00 180.00/hr	180.00
9/30/2013	KG	Review of M. Williams email re 10/5 or 10/9 meeting with G. Delancy at USACOE; reply email sent; conference with M. Williams, discussion of meeting attendees;	0.50 180.00/hr	90.00
		SUBTOTAL:	[ 24.20	4,356.00]
<u>Henderson County, Ky Corydon Reserves Code 1540-08010-7600</u>				
9/5/2013	KG	Court appearance in Henderson District Court Probate re Case No. 13-P-00244 on Petition to Probate Foreign Will of Harvey Dayton Denton, Deceased, a resident of Marin County, California; telephone call to paralegal (KM) that certificate defective; instructions to paralegal (KM);	2.00 180.00/hr	360.00

Eric R. Waller, Assistant General Counsel

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
9/6/2013	KM	Email to Clerk of Marin County, California with attached unauthenticated Will and Order previously provided to us unacceptable to Henderson District Probate Court for Harvey Denton;	0.70 70.00/hr	49.00
9/9/2013	KM	re: HC-285/366: Review of email from J. Detzer; file study; telephone conference with J. Detzer; discussion of preparation of Affidavits for William O. Ball, Sr. and Jr.; file study; prepare two Affidavits of Descent; prepare Coal Deed of Conveyance; email to J. Detzer;	1.80 70.00/hr	126.00
	KM	Review of email from Marin County Clerk, California; email to Marin County Clerk reiterating triple certified copy; review of email from Marin County Clerk and forward payment information re Harvey Denton;	0.60 70.00/hr	42.00
9/10/2013	KM	Review of email from Marin County, California confirming placement of order and estimating two weeks for return of authenticated Will;	0.20 70.00/hr	14.00
9/12/2013	KM	HC-285/366 - Review of J. Detzer's 9/11/13 email with revision to Affidavits and Deed; review of changes; email confirming no material changes are okay to make;	0.40 70.00/hr	28.00
9/18/2013	KM	HC-285/366 - Review of email from J. Detzer requesting language concerning after-acquired title in Ball Deed; information inserted; final review of proposed Deed; email to J. Detzer;	0.60 70.00/hr	42.00
9/24/2013	KG	Review of triple authenticated Will form ancillary probate Marin County, California re Harvey Denton; instructions to paralegal (KM);	0.20 180.00/hr	36.00
	KM	Review of authenticated Will from Marin County, California; conference with K. Gordon, instructions received; prepare pleading to substitute authenticated Will as attachment to Petition for Probate of Foreign Will of Harvey Denton; update tendered Order Admitting to Probate; prepare letter to District Court Clerk - Probate Division with background and instructions;	1.50 70.00/hr	105.00
SUBTOTAL:			[ 8.00	802.00]
<u>Henderson County, Ky Highland Mine Code 1540-08010-7600</u>				
9/10/2013	KG	Research of current case law on Heritage L/C#140-034 railroad right of way easement, abandonment of service; adverse possession for 15 years, Circuit Court deed required to be obtained; file study; no adverse possession action been found to have been taken; made notes for the file;	1.50 150.00/hr	225.00
9/12/2013	KM	Review of email from J. Detzer, instructions received re HC-299; file study; prepare Walter Duncan, Inc. Lease and Short Form; email to J. Detzer;	1.00 70.00/hr	70.00
9/16/2013	KM	Telephone call from S. Byers; update Petition and Order for S. Gaines Taub as heir at law of Sammie Gaines (HC-246, 247, 248, 249, 250, 251, 252); revise Deed; email to S. Byers;	0.50 70.00/hr	35.00

Eric R. Waller, Assistant General Counsel

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
9/16/2013	KG	Telephone call from M. Williams re Heritage railroad right of way L/C#140-034; received instructions to revise and finalize draft deed to Southard family of portions of Parcel 8 of L/C#140-034 strip of railroad right of way surface; prepare description; instructions to paralegal (KM);	1.20 180.00/hr	216.00
	KG	Telephone call from M. Williams; received instructions to prepare draft deed from Heritage of 2.08 acres to Royster of L/C#140-034 of portions of railroad right of way in Parcel 8; prepare description; instructions to paralegal (KM);	1.20 180.00/hr	216.00
9/17/2013	KG	File study Heritage Coal deed to Royster of railroad right of way; instructions to paralegal (KM); updates made to draft Quitclaim Deed for 2.08 acres of railroad right of way;	0.80 180.00/hr	144.00
	KM	Instructions received from K. Gordon, review of notes; prepare Quitclaim Deed of railroad right of way from Heritage to Grantee to be named with new Valuation Stations of 2.08 acres; telephone conference with paralegal (RS) and K. Gordon re source of title from Buckman to railroad company to Heritage Coal Company; update draft Quitclaim Deed; email to M. Williams;	1.20 70.00/hr	84.00
	KM	Conferences with K. Gordon, instructions received; file study of Henderson County Clerk's records online for latest status of property in Southard Farms, a Kentucky partnership and death of James L. Southard; acquired copies of instruments; revisions made to Grantees and status of property on 11/20/12 Quitclaim Deed of railroad right of way from Heritage to Southard family; conference with K. Gordon; email to M. Williams;	1.00 70.00/hr	70.00
	KG	Review of email from paralegal (KM) forwarding draft railroad right of way deeds to Southard family and 2.08 acres to Royster L/C#140-034;	0.20 180.00/hr	36.00
	KG	Review of Henderson County Clerk records on James L. Southard's death; discussion of necessary changes to be made to 11/20/12 draft deed from Heritage Coal L/C#140-034;	1.00 180.00/hr	180.00
9/18/2013	KM	Southard Quiet Title Action - review of email from M. Williams with instructions regarding Southard (HC-313 of 5-1/2 acres) quiet title agreement; update parties to Quiet Title Agreement for Southard family after death of James L. Southard; update attached Lease and Memo; email to M. Williams with attached Agreement;	0.60 70.00/hr	42.00
9/19/2013	KM	Review of email from J. Detzer; prepare draft Lease and Short Form for Richard Collins 1/20th (HC-299); prepare 10-year Affidavit of Descent; email to J. Detzer with question concerning title warranty in paragraph 4(a) of Lease;	1.10 70.00/hr	77.00
9/20/2013	KM	Conference with K. Gordon; conference with K. Gordon and paralegal (RS); telephone conference with M. Williams and K. Gordon concerning tract over which rights of way will cross for John W. Royster, et ux; review of PVA records; review of Henderson County Clerk records; obtain new deed; prepare description for Quitclaim Deed; prepare draft Quitclaim Deed for Royster; update Quitclaim Deed for Southards; email to M. Williams;	1.50 70.00/hr	105.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
9/20/2013	KG	Review and revise 9/16/13 version of railroad right of way deed to Southard family; revised draft deed to Roysters; revise deed emailed to M. Williams with draft of right of way deed to Royster of 2.08 acres;	0.80 180.00/hr	144.00
9/25/2013	KG	Telephone call from M. Williams re valuation station can be shown from the railroad map for Southard L/C#140-034;	0.20 180.00/hr	36.00
	KM	Review of email from J. Detzer requesting Termination of Land Use Easement and Agreement for R. M. Crenshaw heirs; file study of attachments to email with letter signed by grantors agreeing to termination; conference with K. Gordon; preparation of Termination and Release with attached Exhibit A of the letter signed by grantors; email to J. Detzer with attachments;	0.80 70.00/hr	56.00
	KG	Conference with paralegal (KM); review of letter from R. Crenshaw heirs to M. Williams; review and revise Termination to unilateral with R. Crenshaw heirs letter to be attached;	0.50 180.00/hr	90.00
9/30/2013	KG	Southard Quiet Title - Conference with M. Williams, obtained two copies of signed agreement with Southards to file Quiet Title action on HC-313 of 5-1/2 acre tract; telephone call to and copy delivered to S. Gordon for delivery to F. Gordon; instructions to paralegal (KM) (1.0);	1.00 180.00/hr	180.00
	KG	Conference with M. Williams, Southard railroad right of way deed finalized; nominal consideration; discussion of quitclaim of rights of adverse possession only (.2); conference with M. Williams, railroad right of way deed finalized; nominal consideration; discussion of quitclaim of rights of adverse possession only (.2);	0.40 180.00/hr	72.00
SUBTOTAL:			[ 16.50	2,078.00]
<u>Henderson County, Ky P/L Easement Code 0317-06310-7600</u>				
9/3/2013	KG	Review and revise draft title opinion certification letter with draft chain of title and plats for tract 2 of 45.13 acres and tract 3 of 33.76 acres John B. Hancock, et ux;	0.90 150.00/hr	135.00
	KG	Telephone conference with paralegal (RS) re priority of title examinations after completion of Mattingly to be Cloud-Martin; status discussion;	0.30 180.00/hr	54.00
	KG	Review and revise draft title opinion certification letter with draft chain of title and plats for 45.039 acres less 1.07 acres Thomas Long, et ux;	0.80 150.00/hr	120.00
	KG	Review and revise draft title opinion certification letter with draft chain of title and plats for 16.27 acres Michael Long, et ux;	1.10 150.00/hr	165.00
	RS	Research McCollom out conveyances; telephone conference with K. Gordon re change in prior of right of way tracts by moving up Cloud-Martin to follow Mattingly; research Mattingly out conveyances;	7.50 70.00/hr	525.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
9/4/2013	RS	Continue preparation of McCollom chain of title; revise letter and source of title for easement; commence research of chain of title for Cloud-Martin;	7.00 70.00/hr	490.00
	KG	Review and revise draft title opinion certification letter with draft chain of title and plats; instructions to paralegal (KM); rechecked large project map;	0.90 150.00/hr	135.00
	KG	Conference with paralegal (KM) re status of opinions on three tracts - Hancock, T. Long, and Michael Long; telephone call from paralegal (KM) in receipt of electronic draft on Curry tract (.3); status conference with M. Williams; discussion of responses of landowners; discussion of priority given to surface title opinions on Cloud-Martin before McCollom and Chapman (1.0);	1.30 180.00/hr	234.00
9/5/2013	KG	Conference with paralegal (RS) re research findings to date re McCollom; plat study; map review; revisions to chain of title; instructions to paralegal (RS);	0.90 150.00/hr	135.00
	RS	Telephone conference with K. Gordon re railroad right of way tracts reviewed and revise position of right of way (.5); commence research of out conveyances for Mattingly; continue research on chain of title (4.5); conference with K. Gordon to review chains for McCollom, Mattingly, and Cloud Martin PACE Easement (2.5);	7.50 70.00/hr	525.00
	KG	Conference with paralegal (RS) re research findings to date re Mattingly; plat study; map review; revisions to chain of title; instructions to paralegal (RS);	1.10 150.00/hr	165.00
	KG	Telephone conference with paralegal (RS) re railroad right of way tracts in right of way location changed (.2); conference with paralegal (RS) and M. Williams; received copy of Cloud Agricultural Conservation Easement (PACE); opinion given of effect on powerline easement (.8); telephone call to and conference with S. Gordon re language added to Easement in addition to the statutory language in KRS 262.910(4)(3); courses of action discussed; alternate routes search initiated; three telephone conferences with M. Williams and S. Gordon (1.5);	2.50 180.00/hr	450.00
9/6/2013	KG	Review and revise draft title opinion certification letter with attached draft chain of title and plats of Royster; instructions to paralegal (KM); recheck project map;	1.20 150.00/hr	180.00
	RS	Review of tracts in PVA office for Mattingly and McCollom; research out conveyances, liens, and mortgages, for 25-5 and 25-6;	6.00 70.00/hr	420.00
9/8/2013	RS	Telephone conference with K. Gordon re priority of powerline easement and working with S. Byers on exhibits;	0.50 70.00/hr	35.00
	KG	Telephone conference with paralegal (RS) re priority for powerline easements;	0.50 180.00/hr	90.00
9/9/2013	KM	Conference with K. Gordon; telephone call from K. Gordon and M. Williams; review of draft letter from G. Martin to PACE Board; revisions made; email to S. Gordon and M. Williams with request for S. Gordon to	3.20 70.00/hr	224.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		add impact upon neighbors language; telephone conference with K. Gordon and M. Williams; revisions made to draft letter; email to S. Gordon and M. Williams;		
9/9/2013	KG	Telephone conference with paralegal (RS) re research of railroad right of way easements for P & L Railway Co. for easement on conveyance; second telephone conference with paralegal (RS) re railroad right of way deed; conference with paralegal (KM); two telephone conferences with M. Williams and paralegal (RS) (1.0); review of email correspondence to S. Gordon with Agricultural Conservation Easement of Thomas Rudd attached; review of email from M. Williams to paralegal (KM) with handwritten draft of M. Williams for use by Cloud-Martin to PACE Board; email of draft letter to S. Gordon for review and input; email to S. Gordon with revisions; conference with M. Williams; review of draft letter; telephone call to paralegal (KM) with M. Williams; telephone call to S. Gordon re Attorney Clint Quarles in Office of Strategic Planning and Administration; to give local representative to PACE Board a chance to review and revise redline of local representative identified and located; review of email from F. Gordon; review of email with letter of transmittal of draft letter to Cloud-Martin; review of S. Gordon email re KRS 262.914 and 302 KAR 100.020 Sec. 4(e) re verbatim language of statute required in the deed to PACE Board (4.0);	5.00 180.00/hr	900.00
	RS	Telephone conference with K. Gordon re research of railroad right of way easement from P&L Railroad for easement for 25-6; research railroad right of way deeds; telephone conference with K. Gordon re platting of DB 433, p. 650 forward;	7.75 70.00/hr	542.50
9/10/2013	RS	Research P&L Railroad to Peabody Coal deed from 1993 to present (5.0); review L/C#140-034 file for Hughlett title opinion for Union County (2.0);	7.00 70.00/hr	490.00
	KG	Review of M. Williams email; S. Gordon response and M. Williams reply; review an approve 9/10/13 version of Easement and Memo of Easement; email to S. Gordon; email to M. Williams for approval; review of M. Williams request for redline; furnished; telephone call from S. Gordon re he to call Attorney C. Quarles; instructions to paralegal (KM); review of S. Gordon email re his telephone conference with PACE Board Attorney C. Quarles; conference call with M. Williams and S. Gordon re S. Gordon telephone conference with C. Quarles; Easement to PACE Board exceeds the statute; discussion of his suggestions; telephone conference with M. Williams re map showing poles; instructions to paralegal (KM); review of email of paralegal (KM) to M. Williams with aerial photo map attached; review of S. Gordon's email and revised draft of Easement and S. Gordon email with draft revised letter for G. Martin to the PACE Board; review of email correspondence; review and approval of final revised Martin letter to PACE Board and M. Williams' transmittal letter to G. Martin; review and approval of final 9/10/13 version of Easement and Memo of Easement ; review of M. Williams email with proposed map attached; review and approval of revised map with nine (9) poles; approval sent to M. Williams; review and approve additional revisions to transmittal; comments made to map;	4.30 180.00/hr	774.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
9/11/2013	RS	Research railroad right of way deeds in Union County for easement language (3.0); conference with K. Gordon to review railroad deeds, plats, maps, and title opinions for meeting with M. Williams (4.0);	7.00 70.00/hr	490.00
	KG	Work session with paralegal (RS); review of all railroad rights of way deeds in area south of Corydon; review of associated plats and maps; review of previously published title opinions; preparation for conference with M. Williams re viability of railroad right of way for use as powerline easements (4.0); review of S. Gordon email with attached email correspondence regarding Acting Chief Counsel for Kentucky Department of Agriculture; review of S. Gordon email with M. Williams (.3);	4.30 180.00/hr	774.00
9/12/2013	RS	Research railroad right of way containing 141.5 acre tract; review of old right of way easement language (2.0); review of railroad right of way data; prepare Memo to K. Gordon of findings (2.25); finalize chains of title, letters, plats, and exhibits (3.5);	7.75 70.00/hr	542.50
	KG	Review of email from M. Williams with letter from G. Martin and her "markups" of the 8/28/13 version of the Easement and Memo prior to her telephone conference with M. Williams; telephone conference with M. Williams, she acknowledged receipt of 9/6/13 versions of draft letter to the PACE board which she rewrote;	0.50 180.00/hr	90.00
9/13/2013	KG	Telephone conference and conference with paralegal (RS) re railroad rights of way; picked up files on Mattingly and McCollom (.4); conference with M. Williams; review of G. Martin's 9/11/13 letter to M. Williams; review of her redline of draft letter to PACE Board; review of an extra page of 3 paragraphs; review of her signed 9/13/13 clean version of the letter to the PACE board with five (5) poles; telephone conference with S. Gordon and M. Williams (1.0);	1.40 180.00/hr	252.00
	RS	Prepare railroad right of way spreadsheets for Union and Henderson Counties; telephone conference with K. Gordon re railroad right of way findings; deliver title opinions for McCollom and Mattingly to K. Gordon;	3.25 70.00/hr	227.50
9/14/2013	KG	Review and revise draft title opinion certification letter with draft plats; instructions to paralegal (KM) re tract 1 of 211.7 acres and tract 2 of 35 acres less 20 acres McCollom;	1.50 150.00/hr	225.00
	KG	Review and revise draft title opinion certification letter with draft plats; instructions to paralegal (KM) re 17.5 acres Mattingly;	0.80 150.00/hr	120.00
9/15/2013	KG	Review of S. Gordon's 9/13/13 email; review of revised Easement, Memo, and letter to PACE Board; instructions to paralegal (KM); review of email;	0.50 180.00/hr	90.00
9/16/2013	KG	Final review and execution of title opinion certification letter with chain of title and plats for 195.4 acres Curry and Milburn;	0.80 150.00/hr	120.00
	KG	Final review and execution of title opinion certification letter with chain of title and plats for tract 2 of 95 acres less 2.5 acres and less 10.618 acres Royster, et al;	1.10 150.00/hr	165.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
9/16/2013	KG	Final review and execution of title opinion certification letter with chain of title and plats for 16.27 acres Long, et ux;	0.80 150.00/hr	120.00
	KG	Final review and execution of title opinion certification letter with chain of title and plats for 45.13 acres and 3.76 acres Hancock, et ux;	1.00 150.00/hr	150.00
	KG	Conference with paralegal (KM); dictated email to M. Williams and S. Gordon; review of S. Gordon reply; instructions to paralegal (KM) to circulate slightly revised Memo of Easement (.3); review of paralegal (RS) email to M. Williams re Easement reserved by Paul Raymond over the Clark property; telephone conference with paralegal (RS) that "disposed" of in his Will if not by his death alone; review of paralegal (RS) email to M. Williams and his reply (1.0);	1.30 180.00/hr	234.00
	KG	Final review and execution of title opinion certification letter with chain of title and plats for 45.039 acres less 1.075 acres Long, et ux;	0.70 150.00/hr	105.00
	RS	Commence research for Clark; plat railroad deeds from St. Louis and New Orleans railroad to P&L railroad; research out conveyances for old easement from J. Shead Clark to Paul Raymond for access to Clark property; email to M. Williams of results of P. Raymond easement search; research out conveyances for Cloud-Martin;	6.50 70.00/hr	455.00
9/17/2013	KG	Final review and execution of title opinion certification letter with attached chain of title and plats for tract 1 of 211.7 acres and tract 2 of 35 less 20 acres McCollom;	1.20 150.00/hr	180.00
	KG	Conference with paralegals (KM and RS); project review of title work in progress; instructions given;	0.80 150.00/hr	120.00
	KG	Conference with M. Williams; telephone call to paralegal (KM); telephone conference with paralegals (KM and RS) re title opinions on Clark tract and Southard family tracts (.3); telephone conference with paralegals (RS and KM); research only the tracts within the current planned path of the Easements; discussion of status of 24-27, 25-7, 25-6, and 25-1 (.5);	0.80 150.00/hr	120.00
	KG	Final review and execution of title opinion certification letter with attached chain of title and plats for 17.5 acres;	0.70 150.00/hr	105.00
	RS	Telephone conference with K. Gordon and paralegal (KM) re tracts to be researched and identified in path of easement; research only tracts in path of right of way easement in title opinions; identify which tracts are to be included; email finalized draft documents 24-27, 25-7, 25-6, 25-1 to K. Gordon;	0.50 70.00/hr	35.00
	KM	Conference with K. Gordon; conference with K. Gordon and paralegal (RS); review of email from M. Williams requesting Easements for Southard and Clark; telephone conference with paralegal (RS); review of Henderson County Clerk records; revisions made to Southard Easement and Memo after James L. Southard's death; review of draft title opinion from paralegal (RS); prepare draft of Lillian Clark Easement and Memo; telephone	2.10 70.00/hr	147.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		conference with paralegal (RS) and K. Gordon regarding tracts over which Southard and Clark easements will traverse;		
9/17/2013	RS	Finalize chain and letter, plats and exhibits for Clark (3.0); finalize chain and letter, plats and exhibits for Cloud-Martin (2.0); finalize chain and letter, plats and exhibits for Southard (2.5); review of chain and finalize letter, plats, and exhibits for Kalnins (1.0);	8.50 70.00/hr	595.00
9/18/2013	KG	Telephone conference with paralegal (RS); instructions given to separate Chapman 47 acre tract; discussion of status of Beaven title work (.5); telephone conference with F. Gordon re 1944 certification and 1944 description of T. Long 141.25 acre tract; conference with F. Gordon, plat and map review; file returned to F. Gordon; discussion of necessary revisions if three acre tract deed can be found (1.0); conference with F. Gordon; delivered file; discussion of consensus; powerline easement title work to be performed in Union County discussed (1.0);	2.50 150.00/hr	375.00
	RS	Finalize chain and letter, plats and exhibits for Beaven (2.0); review of Chapman chain of title; telephone conference with K. Gordon re whether or not to separate chains; finalize Beaven draft title opinion; email to K. Gordon (4.5);	6.50 70.00/hr	455.00
	KM	Prepare Subordination Agreements for Mortgages of Michael Long and Thomas Long on Easement property, attached to title opinions;	1.20 70.00/hr	84.00
9/19/2013	KG	Instructions to paralegal (KM) re revisions to Kalnins Easement width and length (.5); conference with M. Williams; telephone call to paralegal (KM) re Memo of Easement; conference with M. Williams and S. Gordon re signed originals (1 of 2) of G. Martin letter to PACE Board, Easement, and Memo of Easement; discussion of future courses of action (1.0);	1.50 180.00/hr	270.00
	RS	Research out conveyances, mortgages, and lien relating to Chapman chain of title;	3.50 70.00/hr	245.00
	KG	Telephone call to and conference with paralegal (RS); picked up files; status of work on two Chapman title opinions discussed; obtained plats; conference with M. Williams; two Henderson and five Union title opinions delivered; brief conference with S. Byers;	1.00 150.00/hr	150.00
9/20/2013	KM	Review of instructions from K. Gordon; update 4/6/13 Easement and Memo with correct widths and lengths of Easement for Tracie Kalnins; email to M. Williams; review of email from M. Williams re consideration; update Easement and Memo and email to M. Williams;	0.50 70.00/hr	35.00
	KG	Review and revise draft title opinion certification letter with draft chain of title and plats re Cloud-Martin; review of Memo from paralegal (RS); added provisions of KRS 262.910 (4)(e) to PACE Easement requirement; re-review of KRS 262.914; instructions to paralegal (KM); discussion of applicability of KRS 262.914;	1.30 150.00/hr	195.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
9/20/2013	KG	Review of S. Gordon email to PACE Board Attorney C. Quarles forwarding G. Martin letter with PACE Easement, proposed Easement and Memo; review of all attachments;	0.50 180.00/hr	90.00
	KG	Review and revise draft title opinion certification letter with draft chain of title and plats; review of memo from paralegal (RS); instructions to paralegal (KM) re revisions to 4/19/13 email to M. Williams re need for airspace easement upon Kalnins;	1.50 150.00/hr	225.00
	KG	Review and revise draft title opinion certification letter with draft chain of title and plats; review of memo from paralegal (RS); instructions to paralegal (KM) re need to advise M. Williams and furnish three KU Easements over Kalnins; review of three Easements and plats;	1.60 150.00/hr	240.00
	KG	Review and revise draft title opinion certification letter with draft chain of title and plats; review of Memo from paralegal (RS); instructions to paralegal (KM) re need to advise M. Williams and furnish BRREC easement of Clark; review of Easement with plat;	1.20 150.00/hr	180.00
	KG	Review and revise draft title opinion certification letter with draft chain of title and plats; review of Memo from paralegal (RS); instructions to paralegal (KM) re need to advise M. Williams and furnish BRREC easement of Herndon (Southard); review of email;	1.10 150.00/hr	165.00
	KG	Conference with F. Gordon re three acre tract shown by PVA to be out of T. Long 141.25 and 1.1 less 3 acres tract; discussion of F. Gordon's findings regarding Will of Emma Catherine Thompson Long; revised locator map in accordance with revised plats; brief review and revision of revised chain of title and draft of certification letter;	1.50 150.00/hr	225.00
	KG	Telephone conference with paralegal (RS) re railroad right of way deed for right of way over Southard family property;	0.50 150.00/hr	75.00
	RS	Telephone conference with K. Gordon re railroad right of way deeds across Southard property;	0.50 70.00/hr	35.00
9/23/2013	KG	Return telephone call from M. Williams, must bypass Mattingly tract; amend McCollom; received copy of revised Exhibit map; received new distances; original Easement and Memo recorded; instructions to paralegal (KM) (1.3); draft email to M. Williams with three (3) KU Easements for Kalnins property attached; telephone call from M. Williams re need for KU approved form of airspace easement (.5); draft email to M. Williams with two (2) 1966 easements from the Clarks and Nancy Herndon, et al, previous owners of Southard family tract (.3);	2.10 180.00/hr	378.00
	KG	Final review and execution of title opinion certification letter with chain of title and plats for Martin 102.91 acres;	0.90 150.00/hr	135.00
	KM	Review of instructions from K. Gordon; prepare Amendment #1 to Easement and Memo for McCollom extending original easement and paying additional consideration; conference with K. Gordon, review and	2.30 70.00/hr	161.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		approval; email to M. Williams (1.8); conference with paralegal (RS) and K. Gordon, revisions made to source of title to conform to title opinions (.5);		
9/23/2013	KM	Instructions received from K. Gordon to review A. Chapman, C. Chapman, Kalnins, Michael Long, Southard, Hancock, and Clark sources of title to see if they conform to newly finalized title opinions; conference with K. Gordon and M. Williams;	0.70 70.00/hr	49.00
	KM	Email request to Union County Clerk's office for copy of DB 199/232 from E. Long to E. Long and husband of three (3) acre exception to portion of T. Long property; conference with K. Gordon; finalize T. Long title opinion;	0.50 70.00/hr	35.00
	KG	Final review and execution of title opinion certification letter with chain of title and plats; follow-up on revision to 4/19/13 email to M. Williams to exclude KU 1983 Easement of Beaven (formerly John L. Evans);	1.20 150.00/hr	180.00
	KG	Final review and execution of title opinion certification letter with chain of title and plats for Kalnins 135.40 acres; follow-up on revision to 4/19/13 email to M. Williams to include KU 1983 Easements;	1.30 150.00/hr	195.00
	KG	Final review and execution of title opinion certification letter with chain of title and plats for Clark tracts; follow-up on email to M. Williams to include BRREC 1966 Easement from Clarks;	0.80 150.00/hr	120.00
	KG	Final review and execution of title opinion certification letter with chain of title and plats for Southard tracts; follow-up on email to M. Williams to include BRREC 1966 Easement from previous owners;	0.80 150.00/hr	120.00
	KG	Review and revise redraft of title opinion certification letter with revised draft chain of title and plats for T. Long 141.25 acres and 1.1 acres less 3 acres; conference with paralegal (KM):	1.30 150.00/hr	195.00
9/24/2013	RS	Work on revised right of way easement path, review of Cloud-Martin and McCollom sources of title;	0.50 70.00/hr	35.00
	KG	Telephone call to and from Flem Gordon re description revision to both tracts of three acres re T. Long 141.25 and 1.1 acres less 3 acres; instructions to paralegal (KM) to obtain deed from Union County Clerk's office; additional revisions made to draft title opinion certification letter and draft chain of title; final review and execution of title opinion certification letter with draft chain of title and plats;	1.70 150.00/hr	255.00
	KG	Review and approve Amendment No. 1 to Easement and Memo email to M. Williams; email of versions with revised source of title to conform with title opinion for McCollom;	1.10 180.00/hr	198.00
	KG	Conference with paralegal (KM) re needed revisions to McCollom sources of title; instructions to paralegal (KM); telephone conference with M. Williams; revise McCollom Easement and Memo sources of title provided by paralegal (RS); email to M. Williams, received instructions; email to M. Williams that Cloud-Martin sources of title are correct - no revisions	0.80 180.00/hr	144.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		required; email to M. Williams that all previously furnished Easements have correct sources of title;		
9/25/2013	KM	Telephone conference with K. Gordon and M. Williams, instructions received to revise McCollom Amendment No. 1 to Easement revising the length, consideration, and use of a berm; draft revisions; conference with K. Gordon; revisions made; prepare redline of changes; email to M. Williams;	1.10 70.00/hr	77.00
	KG	Return telephone call from M. Williams; review of email for M. Williams with revised Exhibit map with berm for McCollom; received instructions; instructions to paralegal (KM); review and revise redraft of amendment including access ingress and egress over the berm outside of easement boundary (1.6); draft list of agreements possibly needed for Henderson and Union Counties - all segments; file study; extract needed data; conference with paralegal (KM), instructions re list of agreements possibly needed (1.0);	2.60 180.00/hr	468.00
9/26/2013	KG	Review of S. Gordon email re his telephone conference with Attorney C. Quarles of PACE Board re Cloud-Martin Easement (.2); file study, made draft list of powerline easements and status; added lines for easements over KU 121 KV line and BREC 69 KV lines; instructions to paralegal (KM) to prepare list of tracts possibly requiring additional powerline easements and related documents (2.0);	2.20 180.00/hr	396.00
9/27/2013	KM	Preparation of List of Tracts Possibly Requiring Additional Powerline Easement Documents; conferences with K. Gordon and paralegal (RS); review of powerline easement files for ones requiring easement preparation and those already prepared;	0.80 70.00/hr	56.00
	KG	Telephone call from M. Williams re conference he had with Kalnins; concerns about right of way granting a road right of way; received instructions to revise 9/20/13 version of Easement and Memorandum; received instructions to draft first right of refusal and option to purchase the 9.22 acre airshaft property based on appraisal after full permit and Phase III bond release; made changes to Easement and Memo of Easement; instructions to paralegal (KM) to draft Option to Purchase and Memo of Option to Purchase;	2.00 180.00/hr	360.00
	KG	Review of email of M. Williams re KU metering agreement dated 4/10/02 for Highland Mining (69KV);	0.20 180.00/hr	36.00
9/30/2013	KG	Review and approve for forwarding to M. Williams 9/29/13 version of list of tracts possibly requiring additional powerline easement documents; conference with M. Williams; received copy of PB8/141; received instructions to add language to McCollom amendment for access to and from U.S. Hwy 60 to easement along boundary between Tract 1 and remainder tract of McCollom (.6); conference with M. Williams that T. Long says his mortgage to United Community Bank of West Kentucky has been paid; release or subordination agreement required (.2); review of email of paralegal (KM) to M. Williams with draft Easement and Memo, Option and Memo for Kalnins attached (.3); conference with M. Williams; discussion of	1.30 180.00/hr	234.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		additional 50' width for common boundary between Southards and Kalnins (.2);		
9/30/2013	KM	Revisions made to List of Tracts Possibly Requiring Additional Documents updating title opinion dates and latest versions of Easements and Memos;	0.50 70.00/hr	35.00
	KM	Begin work on Kalnins Easement and Memo revisions; prepare draft Kalnins Option to Purchase and Memo; file study; email to M. Williams and K. Gordon;	4.00 70.00/hr	280.00
SUBTOTAL:			[ 178.15	19,436.50]
<u>Union County, Ky Highland Mine Code 1545-08010-7600</u>				
9/2/2013	KG	Review of M. Williams three emails with C. Ebetino and J. Brock; note assigned tasks to accomplish;	0.50 180.00/hr	90.00
9/3/2013	KG	Review of M. Williams email with redline 8/29/13 version of Term Sheet; review of 8/29/13 version; made comments in red; used 8/30/13 version date; instructions to paralegal (KM); revised proposed revisions; email to M. Williams (4.0); instructions to paralegal (KM); email to M. Williams with comments in red to 8/6/13 version of Term Sheet; used 8/30/13 version date;	5.00 180.00/hr	900.00
9/4/2013	KG	Conference with M. Williams, assist in drafting reply email to C. Ebetino; review of large map of Potter Release Area; review of 8/29/13 redline version of Term Sheet; opinion given; recommendation made; revision made to Potter map;	1.50 180.00/hr	270.00
9/5/2013	RS	Telephone conference with K. Gordon re exhibits to partial assignments;	0.25 85.00/hr	21.25
	KG	Telephone conference with paralegal (RS) re exhibits to each assignment;	0.20 180.00/hr	36.00
9/19/2013	RS	Conference with K. Gordon and M. Williams to review maps for properties to be added;	1.00 85.00/hr	85.00
	KG	Conference with M. Williams and paralegal (RS); map discussion; received copies of two new maps; review of Lamar Option map; review of title opinion inventory map dated 6/12/12; posted additional tracts with available title opinion information; received instructions from M. Williams;	2.00 180.00/hr	360.00
9/20/2013	RS	Work with S. Byers on LAMP system to identify, number, and determine control on tracts in area to be added to exhibits (1.5); commence preparation of exhibits (7.5);	9.00 85.00/hr	765.00
	KG	Review of map of #11 tracts; review of LeGendre leases, correspondence; instructions to paralegal (KM) to draft amendment and extension;	0.50 180.00/hr	90.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
9/20/2013	KM	Review of email from M. Williams with new area map; review of email from J. Detzer with LeGendre Leases and questions; instructions received from K. Gordon to draft extensions; begin preparation of amendment and extension;	0.80 85.00/hr	68.00
9/23/2013	KG	Telephone conference with paralegals (RS and KM); status review; identification of ten (10) map tracts; identified questionable mapping location for Potter D1 P8 T15 and 137-076, T15 owned interests; allocation of tasks among paralegals; second telephone conference with paralegal (RS); telephone conference with S. Byers; telephone conference with M. Williams;	2.50 180.00/hr	450.00
	KM	Conference with paralegal (RS) and K. Gordon re Potter tracts;	2.00 85.00/hr	170.00
	KM	Continue work on amendment and extensions for LeGendre; finalize; email to J. Detzer;	1.50 85.00/hr	127.50
	RS	Continue work on Highland Mining, Central States, and third party leases in Union and Henderson Counties (3.0); telephone conference with K. Gordon and paralegal (KM) re problems with differing interest in old title opinions; additional source of title information to be provided on all exhibits (2.0); continue work on exhibits for Union County (1.5);	6.50 85.00/hr	552.50
9/24/2013	KG	Telephone call from S. Byers re 88 acres less 40 acre tract, not at Hitesville; copied, scanned, and emailed 1880 map of Hitesville (.5); conference with paralegal (RS); discussion of 88, less 1/4 less 40 acre tract location; discussion of prior placement; review of all available documentation; review of HC-201, 202, and 82; plat review; review of title opinions 1 and 2 (June 1969) on L/C#137-076; conference with paralegals (RS and KM); review of specifics of assignments, made adjustments, refinements to list of exhibits; email to S. Byers with 1880 map of Hitesville attached (6.0);	6.50 180.00/hr	1,170.00
	KM	Conference with paralegal (RS) and K. Gordon re tracts and misplaced or duplicate descriptions of tracts;	3.00 85.00/hr	255.00
	RS	Prepare spreadsheets (2.5); review incorrectly marked tract; review of title opinions, old maps with school lot to determine correct location; emails of map extracts from S. Byers of school lot and placement of tract (1.0); conference with K. Gordon and paralegal (KM) to review exhibits for third party leases, Highland owned, Central States owned, Potter, Lamar and Williams in Union and Henderson Counties; discussion of need to prepare Potter exhibit (2.75);	6.25 85.00/hr	531.25
9/25/2013	RS	Continue work on spreadsheet summary of exhibits (.75); telephone conference with K. Gordon and paralegal (KM) re Potter control in Culver title opinions 1 and 2 and misplacement of tracts (1.5); reconcile spreadsheets and worksheets with exhibits (3.0); commence review of third party leases for terms (1.75);	7.00 85.00/hr	595.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
9/25/2013	KG	Telephone conference with paralegals(RS and KM) re Potter Exhibit A; email list of map tracts, HC numbers, LC numbers, and interests; copy of two title opinions of 6/1969 on L/C#137-076 sent to paralegal (RS); discussion of work status; discussion of previous title opinions; review of email correspondence from late may and early June re 137-076 T15; discussion of D1 P8 T19 being same 82.1 acres; discussion of possible map revisions; conference with paralegal (KM); instructions given; Exhibit A Potter Union forwarded to paralegal (RS) (2.0); telephone conference with paralegal (RS) with paralegal (KM) re Potter additional area tracts, title opinions 1 and 2, and Potter lease tract of 82.1 acres; list of Lamar Group related land contract numbers (.5); telephone conference with M. Williams, discussion of extension and assignment; instructions to paralegal (KM) re two extensions and two consents to assignment (.5);	3.00 180.00/hr	540.00
	KM	Telephone conference with paralegal (RS) and K. Gordon re Potter area Culver title opinions, and Culver 1969 title opinion of 82.1 acres;	0.50 85.00/hr	42.50
9/26/2013	KG	Telephone conference with paralegals (RS and KM) re third party leases and requirements for consent to partial assignment of one seam; instructions to paralegal (RS) to make additional changes to spreadsheets and exhibits; instructions to paralegal (KM) to revised and complete schedules requested and furnished to K. Gordon (.5); telephone conference with M. Williams; telephone call to F. Gordon; conference and file study with F. Gordon; deliveries of copies of all title opinion files on hand within the vicinity; delivery to F. Gordon of copies of Smith Mills and Waverly Quad maps; delivery to F. Gordon of all extract maps on hand, 1880 Hitesville map; review of Keller map with F. Gordon (2.3); review of revised map; review of 9/26/13 version of paralegal (RS) spreadsheets; all interests, owned, and third party leases; review of list of expired leases (1.5);	4.30 180.00/hr	774.00
	RS	Continue review of third party leases for terms (1.0); commence reconciliation of exhibits and spreadsheets (.75); telephone conference with K. Gordon and paralegal (KM) for additional changes to spreadsheets and exhibits (.25); review of third party leases for consent requirements (1.5); continue reconciling spreadsheets and exhibits; prepare Potter exhibit (1.5); telephone conference with K. Gordon and paralegal (KM) for Lessors' consent required for less than all seams and all tracts (1.25); continue work on reconciling addition exhibits and consent notices (1.75);	8.00 85.00/hr	680.00
9/27/2013	KG	Review of revised 9/26/13 version of paralegal (RS) spreadsheets for additional area - all interest, owned, third party leases; review of email of paralegal (RS) re consents requirements; telephone call from S. Byers re F. Gordon 9/26/13 meeting with M. Williams; discussion of 170 acre Potter leased tract D1 P11 Union Bank and Trust Company; received instructions of M. Williams not to continue title examination; telephone call to F. Gordon; forward pages 12 and 13 of Potter lease and extract of Quad map to F. Gordon by fax; request copy of DB 146/86 from Union County Clerk's office; review of Potter release area; determination made that 36 acre tract Hitesville was not included;	2.00 180.00/hr	360.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
9/27/2013	RS	Continue updating spreadsheet (1.75); work on Exhibit A leases (0.25); work on spreadsheet of third party leases (1.5); continue work on spreadsheet for third party term and source of title (3.5);	7.00 85.00/hr	595.00
9/28/2013	KG	Telephone call from M. Williams; F. Gordon work stopped on tract; meeting set for Monday; discussion of abutments description; discussion of no owned interest under L/C#137-076 found in the area; received instructions to draft description for 36 acre portion of 137-002 D1 P11 (170 acres) for placement on map; title opinion inventory; map study; review of HC-58, 77, and 81 title opinions;	1.50 180.00/hr	270.00
9/30/2013	KG	Conference with M. Williams, map reviewed; discussion of combined map for review use only not as an exhibit; request from S. Byers assistance in effort to replace tonnage removed as a result of removal of certain tracts; discussion of land contract numbers to be dropped and kept; review of lease files related to tracts; review of various versions of term language; informed of tract removals (5.7); telephone conference with paralegals (RS and KM); discussion of chain of title of Consolidation Coal Lease tracts; set meeting date for review of 2010 closing documents; discussion of requirement for Lessor consents on all tracts of one seam; discussion of post-closing language; (.3);	6.00 180.00/hr	1,080.00
	RS	Continue work on sources of title for third party leases exhibit; email to J. Detzer; telephone conference with K. Gordon and paralegal (KM) to request source of title information;	7.00 85.00/hr	595.00
SUBTOTAL:			[ 95.30	11,473.00]
<b>For professional services rendered</b>			<b>326.05</b>	<b>\$38,660.50</b>
Out of Pocket Expenses:				
<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Price</u>	
9/19/2013	KG	Henderson County Title Searcher Online fee <b>CODE 1540-08010-7600</b>	300.00	300.00
	KG	Union County Title Searcher Online fee <b>code 1545-08010-7600</b>	50.00	50.00
	KG	Henderson County Clerk copy charges <b>code 1540-08010-7600</b>	53.50	53.50
	KG	Union County Clerk copy/scan charges <b>CODE 1545-08010-7600</b>	224.50	224.50
9/30/2013	KG	Xerox copy charges (Powerline Easement titles) <b>1540-08010-7600</b>	132.80	132.80
<b>Total additional charges</b>				<b>\$760.80</b>
<b>Total amount of this bill</b>				<b>\$39,421.30</b>

Eric R. Waller, Assistant General Counsel

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kimberly J. Miller	7.80	85.00	\$663.00
Kimberly J. Miller	32.10	70.00	\$2,247.00
M. Kirby Gordon II	107.60	180.00	\$19,368.00
M. Kirby Gordon II	38.80	150.00	\$5,820.00
Robyn C. Staples	52.00	85.00	\$4,420.00
Robyn C. Staples	87.75	70.00	\$6,142.50