

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

**In re:**

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

**Debtors.**

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

**APPLICATION FOR EXPANSION OF EMPLOYMENT OF  
OGLETREE, DEAKINS, NASH, SMOAK & STEWART, P.C.  
TO INCLUDE NEW DEBTORS; DISCLOSURE OF COMPENSATION  
OF ATTORNEYS FOR THE DEBTORS;  
FIRST SUPPLEMENTAL DECLARATION OF JOHN R. WOODRUM  
IN SUPPORT OF APPLICATION TO EMPLOY OGLETREE DEAKINS, NASH,  
SMOAK & STEWART, P.C. AS SPECIAL LABOR COUNSEL FOR THE DEBTORS**

I, John R. Woodrum, hereby state and declare as follows:

1. I am an attorney and partner in the law firm of Ogletree, Deakins, Nash, Smoak & Stewart, P.C. (“Ogletree Deakins”). Our firm maintains offices for the practice of law at 1909 K Street, N.W., Suite 1000, Washington, D.C. 20006. I am familiar with the matters set forth herein.

2. I submit this First Supplemental Declaration pursuant to Section 329(a) of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014(a) and 2016(b) in further support of the Application for Authority to Employ Ogletree Deakins as Special Labor Counsel for the Debtors [Dkt. No. 4723] (the “Application”). This First Supplemental Declaration updates and supplements the Application for Authority to Employ and Retain Ogletree, Deakins, Nash, Smoak & Stewart, P.C. as Special Counsel (the “Application”). Capitalized terms not

defined in this First Supplemental Declaration have the meanings given thereto in the Application.

3. Since the filing of the Application, Ogletree Deakins has been engaged by Brody Mining, LLC and Patriot Ventures LLC (the “New Debtors”), which commenced Chapter 11 cases on September 23, 2013 (the “New Debtors’ Petition Date”). In connection with that engagement, I have caused to be conducted a search of Ogletree Deakins’ conflict-check system in respect of a list provided to me by the Debtors of the principal parties in interest in the New Debtors’ Chapter 11 cases, which are listed on Exhibit A hereto. Ogletree Deakins’ conflict-check system is described in further detail in my declaration that was attached to the Application.

4. The search described above revealed the following connections:

- (a) Bank of America, which is listed as a Second Creditor, is a Firm client.
- (b) Citibank, which is listed as a Second Creditor, is a Firm client.
- (c) United Bank, which is listed as a Second Creditor, is a Firm client.

5. To the best of my knowledge, information, and belief, neither Ogletree Deakins nor any attorney associated with Ogletree Deakins:

- (a) is a creditor, an equity security holder, or an insider of the New Debtors;
- (b) is or has been, within two years before the New Debtors’ Petition Date, a director, officer, or employee of the New Debtors; or
- (c) has an interest materially adverse to the interests of the New Debtors’ estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in the New Debtors, or for any other reason.

6. Ogletree Deakins did not receive any compensation within one year before the filing of the New Debtors' cases that was specifically related to services rendered or to be rendered in contemplation of or in connection with the New Debtors' cases. However, certain payments received by Ogletree Deakins from the other Debtors in accordance with the regular compensation procedures established in the Debtors' cases may have related generally to services rendered in connection with the preparation of papers in advance of the commencement of the New Debtors' cases. To the extent that Ogletree Deakins had accrued fees and expenses relating to such services as of the New Debtors' Petition Date, Ogletree Deakins considers them to be obligations of the other Debtors, which, in their capacity as owners and affiliates of the New Debtors, requested Ogletree Deakins to provide such services.

7. There is no agreement of any nature as to the sharing of any compensation to be paid to Ogletree Deakins, other than sharing among the partners and regular associates of Ogletree Deakins. No promises have been received by Ogletree Deakins nor any partner or regular associate thereof as to compensation in connection with these cases, other than in accordance with the provisions of the Bankruptcy Code.

8. I am not related to, and to the best of my knowledge no other attorney associated with Ogletree Deakins is a relative of, any Bankruptcy Judge in this District, the United States Trustee, or any person employed by the Office of the United States Trustee.

9. Except as disclosed above, I do not believe that there is any other connection (as such term is used in Federal Rule of Bankruptcy Procedure 2014(a)) between Ogletree Deakins and the New Debtors, creditors, any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed by the Office of the United States Trustee.

10. On behalf of Ogletree Deakins, I request that the Court authorize the employment of Ogletree Deakins as Special Labor Counsel for the Debtors, including representation of the New Debtors.

11. The facts in this Declaration are stated to the best of my knowledge, information, and belief, my personal knowledge of Ogletree Deakins' practices and representation of the Debtors, information learned from my review of relevant documents and/or information supplied to me by other members and employees of Ogletree Deakins and the results of searches of Ogletree Deakins' conflict-check database, which system is described in greater detail in the Prior Declarations.

I declare under penalty of perjury that the foregoing is true and correct. Executed on October 15, 2013.

/s/ John R. Woodrum  
John R. Woodrum

**EXHIBIT A**

**Principal Parties in Interest**

New Debtors

Brody Mining, LLC  
Patriot Ventures LLC

Officers and Directors

Charles A. Ebetino, Jr.  
Jacquelyn A. Jones  
Robert L. Mead

Subsidiaries

Rhino Eastern JV Holding Company LLC  
WWMV JV Holding Company LLC

Former Officers, Directors, and Affiliates

Joseph W. Bean  
The Brody Trust  
Anthony Cline  
Clayton Cline  
John E. Lushefski  
Danny Robinette  
Brian Rowe  
Mark N. Schroeder

Secured Creditors

Bank of America, N.A.  
Citibank, N.A.

Largest Unsecured Creditors

Analabs, Inc.  
Industrial Design Products, Inc.  
Mine Safety & Health Administration  
United Bank, Inc.  
Wilmington Trust Company

Former Joint-Venture Parties

American Patriot Mining, LLC  
Ralph L. Ballard, III  
Shawn P. George  
Andrew A. Payne, III  
James K.T. Payne  
Rhino Eastern LLC  
Rhino Energy WV LLC  
RWMV, LLC  
White Stallion Coal LLC  
WWMV, LLC

Significant Taxing Authorities

Internal Revenue Service  
State of West Virginia