

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

In re:)
) Chapter 11
PATRIOT COAL CORPORATION, *et al.*,) Case No. 12-51502
) (Jointly Administered)
Debtors.)

**TENTH MONTHLY FEE STATEMENT OF CARMODY MACDONALD P.C.
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF PATRIOT COAL CORPORATION, ET AL. FROM
SEPTEMBER 1, 2013 THROUGH AND INCLUDING SEPTEMBER 30, 2013**

Name of Applicant: Carmody MacDonald P.C.

Authorized to provide professional services to: Official Committee of Unsecured Creditors

Date of Retention: As of December 3, 2012 [Docket No. 2382]

Period for which compensation and reimbursement is sought: September 1, 2013 – September 30, 2013

Amount of compensation requested: \$16,334.50

Amount of expense reimbursement requested: \$ 0.00

In accordance with the Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated August 2, 2012 (the “**Interim Compensation Order**”), Carmody MacDonald P.C. (“**Carmody MacDonald**”), co-counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtors-in-possession (collectively, the “**Debtors**”), hereby submits this Tenth Monthly Fee Statement (the “**Fee Statement**”), seeking compensation and reimbursement of expenses for the period of September 1, 2013 through and including September 30, 2013¹ (the “**Tenth Monthly Period**”). By this Fee Statement, Carmody MacDonald seeks payment of \$13,067.60, which is equal to eighty percent of the total amount of compensation sought for actual and necessary professional services rendered during the Tenth Monthly Period. No reimbursement of expenses is requested in connection with such services.

Services Rendered and Disbursements Incurred

1. Attached as **Exhibit A** is a summary of the services rendered and compensation sought, by project category, for the Tenth Monthly Period.

2. Attached as **Exhibit B** is a billing summary of Carmody MacDonald professionals by individual, setting forth the (i) name and title of each individual who performed services during the Tenth Monthly Period, (ii) aggregate time expended by each such individual, (iii) hourly billing rate for each such individual at Carmody MacDonald’s current billing rates, (iv) the amount of fees earned by each Carmody MacDonald professional, (v) year of bar admission for each attorney, and (vi) area of concentration for each attorney.

The blended hourly billing rate of Carmody MacDonald attorneys during the Tenth Monthly Period is \$348.28.

¹ 4.9 hours of service on May 20 and May 21, 2013 were inadvertently omitted from the Sixth Monthly Fee Statement [Docket No. 4203]. Therefore, those services are also included in this Tenth Monthly Fee Statement in matter 12059.1.

3. Attached as **Exhibit C** is a summary of reimbursement sought by expense type for all expenses for the Tenth Monthly Period incurred in connection with the performance of professional services.

4. Attached as **Exhibit D** is an itemized record of all expenses for the Tenth Monthly Period incurred in connection with the performance of professional services.

5. Attached as **Exhibit E** are itemized time records of Carmody MacDonald professionals.

Total Fees and Expenses Sought for the Tenth Monthly Period

6. The total amounts sought for fees for services rendered and reimbursement of expenses incurred for the Tenth Monthly Period are as follows:

Total Fees for the Tenth Monthly Period	\$ 16,334.50
Total Disbursements for the Tenth Monthly Period	\$ 0.00
TOTAL	\$ 16,334.50

7. Pursuant to the Interim Compensation Order, Carmody MacDonald seeks payment of \$13,067.60, which is equal to (i) 80% of Carmody MacDonald's total fees for services rendered during the Tenth Monthly Period and (ii) 100% of the total disbursements incurred during the Tenth Monthly Period.

80% of Total Fees for the Tenth Monthly Period	\$ 13,067.60
100% of Total Disbursements for the Tenth Monthly Period	\$ 0.00
TOTAL	\$ 13,067.60

Notice and Objection Procedures

8. No trustee or examiner has been appointed in these Chapter 11 Cases. Pursuant to the Interim Compensation Order, notice of this Fee Statement has been served, via the Court's ECF system, upon: (i) the Debtors, Patriot Coal Corporation, 12312 Olive Boulevard, Suite 400,

St. Louis, MO 63141, Attn: Jacquelyn A. Jones; (ii) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Marshall S. Huebner and Brian M. Resnick; (iii) Bryan Cave LLP, One Metropolitan Square, 211 N. Broadway, Suite 3600, St. Louis, MO 63102, Attn: Lloyd A. Palans and Brian C. Walsh; (iv) Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036, Attn: Adam C. Rogoff and Gregory G. Plotko; (v) the Office of the United States Trustee for the Eastern District of Missouri, 111 S. 10th Street, 4th Floor, St. Louis, MO 63102, Attn: Leonora Long; and (vi) attorneys for the administrative agent for the Debtors' post petition lenders, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attn: Marcia Goldstein and Joseph Smolinsky, and (b) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019, Attn: Margot B. Schonholtz and Ana Alfonso, (collectively, the "**Notice Parties**"). Carmody MacDonald submits that no other or further notice need be provided.

9. Pursuant to the Interim Compensation Order, objections to this Fee Statement, if any, must be served upon the Notice Parties, including Carmody MacDonald, no later than November 4, 2013 (the "**Review Deadline**"), setting forth the nature of the objection and the specific amount of fees or expenses at issue.

10. If no objections to the Fee Statement are received on or before the Review Deadline, the Debtors will pay Carmody MacDonald: (i) 80% of Carmody MacDonald's total fees for services rendered during the Tenth Monthly Period and (ii) 100% of the total disbursements incurred during the Tenth Monthly Period.

11. To the extent an objection to the Fee Statement is received on or before the Review Deadline, the Debtors will withhold payment of that portion of the Fee Statement to which the objection is directed and will promptly pay the remainder of the fees and

disbursements in the percentages set forth above. To the extent such objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing.

Dated: October 18, 2013
St. Louis, Missouri

CARMODY MACDONALD P.C.

/s/ Gregory D. Willard

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*Co-Counsel to the Official Committee of
Unsecured Creditors*

EXHIBIT A

Summary of Time by Category

<u>Matter Number</u>	<u>Description</u>	<u>Hours</u>	<u>Fees</u>
12059.0	CASE ADMINISTRATION	1.40	\$ 413.00
12059.1	HEARINGS	13.90	\$ 4,821.50
12059.13	GENERAL MOTIONS	10.80	\$ 3,942.00
12059.15	COMMITTEE MEETINGS / COMMUNICATIONS	10.10	\$ 3,511.50
12059.17	RETENTIONS / OTHER PROFESSIONAL APPLICATIONS	9.80	\$ 3,381.00
12059.18	CARMODY MACDONALD MONTHLY FEE STATEMENTS	.90	\$ 265.50
	TOTAL	46.90	\$16,334.50

EXHIBIT B

Summary of Professionals

<u>Attorney/Professional Name</u>	<u>Department/Position at Carmody MacDonald</u>	<u>Year Admitted</u>	<u>Hourly Billing Rate</u>	<u>Total Worked Hours</u>	<u>Total Compensation Requested</u>
Gregory D. Willard	Corporate Restructuring & Bankruptcy Partner	1980	\$365.00	35.70	\$13,030.50
Angela L. Schisler	Corporate Restructuring & Bankruptcy Associate	2005	\$295.00	11.20	\$ 3,304.00
TOTAL				46.90	\$16,334.50

EXHIBIT C

Summary of Expenses

<u>Description</u>	<u>Amount</u>
None this Time Period	\$0.00
TOTAL	\$0.00

EXHIBIT D

Expense Detail

None this Time Period

EXHIBIT E

Time Detail

12059.0 Re: Case Administration

Date	Tmkpr	Narrative	Hours	Amount
9/5/2013	ALS	Review Houlihan Lokey's application for employment and advise on matters relating to filing supplemental declarations.	0.50	\$ 147.50
9/11/2013	ALS	Telephone conference with Court and email correspondence with A. Dove regarding hearing agenda (.2); coordinate hearing dial-in information with S. Blank (.1); leave voice message with L. Long regarding her questions regarding Houlihan Lokey's Disclosure Statement (.1).	0.40	\$ 118.00
9/12/2013	ALS	Prepare certificate of service, finalize and file Sixth Stipulation Regarding Final Order (I) Authorizing Debtors (A) to Obtain Post-Petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e), and (B) to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363 and (II) Granting Adequate Protection to Pre-Petition Secured Lenders Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364 (.4); telephone conference with J. Bienstock regarding same (.1).	0.50	\$ 147.50
Total Hours:			1.40	
Total Fees:				<u>\$ 413.00</u>

12059.1 Re: Hearings

Date	Tmkpr	Narrative	Hours	Amount
9/19/2013	GDW	Work on scheduling, pleadings, materials and related matters for hearings next week before U.S. Bankruptcy Judge Surratt-States and revise documents per same (1.6).	1.60	\$ 584.00
9/20/2013	GDW	Revisions to materials for upcoming hearings and scheduling for same.	1.10	\$ 401.50
9/23/2013	ALS	Review matters scheduled for Omnibus hearing and prepare for same.	0.50	\$ 147.50
9/24/2013	ALS	Prepare for and attend Omnibus hearing.	2.50	\$ 737.50
9/24/2013	GDW	Preparations for and attend hearings before U.S. Bankruptcy Judge Surratt-States on several matters and follow-up telephone conferences with Kramer Levin regarding same and action items for Committee as the result of the hearings and announcements.	3.30	\$ 1,204.50
Total Hours:			9.00	
Total Fees:				<u>\$ 3,075.00</u>

12059.1 Re: Hearings

Date	Tmkpr	Narrative	Hours	Amount
5/20/2013	ALS	Coordinate dial-in information for Kramer Levin (.2); telephone conference with A. Wong regarding same (.1); review matters scheduled for hearing (.1); prepare for May 21st hearing (.2).	0.60	\$ 177.00
5/20/2013	GDW	Preparations of materials and related documents for tomorrow's hearing before U.S. Bankruptcy Judge Surratt-States on numerous matters.	1.20	\$ 438.00
5/21/2013	GDW	Final preparations for and appearance at hearings before U.S. Bankruptcy Judge Surratt-States (2.6); drafting and revisions to proposed order per rulings at hearing (.4); telephone conference with Bryan Cave regarding same and calculations for court-ordered reductions (.1).	3.10	\$ 1,131.50
Total Hours:			4.90	
Total Fees:				<u>\$ 1,746.50</u>

12059.13 Re: General Motions

Date	Tmkpr	Narrative	Hours	Amount
9/24/2013	GDW	Review and analysis of pleadings, draft documents, supplemental draft and related matters for hearing in new debtor cases and prepare for first day hearing for same.	2.80	\$ 1,022.00
9/25/2013	GDW	Review and analysis of documents and filings with respect to two new debtor cases (1.3); work on supplemental disclosures regarding same and necessary filings by Committee professionals per announcements to U.S. Bankruptcy Judge Surratt-States at Omnibus hearings (3.2).	4.50	\$ 1,642.50
9/26/2013	GDW	Final review and preparations for court hearing on new filings (1.3); attend hearings before U.S. Bankruptcy Judge Surratt-States and follow-up conferences regarding same to expedite joint administration of case (2.2).	3.50	\$ 1,277.50
Total Hours:			10.80	
Total Fees:				\$ 3,942.00

12059.15 Re: Committee Meetings/Communications

Date	Tmkpr	Narrative	Hours	Amount
9/10/2013	ALS	Prepare for and participate in Professionals' telephone conference and Committee telephone conference.	2.50	\$ 737.50
9/10/2013	GDW	Review and analysis of reports and data updates for Committee meeting discussions on several topics (1.2); telephone conference with Committee professionals on coordination of presentations to full Committee (.4); teleconference meeting of Official Creditors Committee on several topics and issues (1.3).	2.90	\$ 1,058.50
9/11/2013	GDW	Work on EDMo procedural action items from Committee call, including research of precedent for same (1.7).	1.70	\$ 620.50
9/19/2013	GDW	Preparations for and telephone conference with Committee professionals to coordinate assignments and Committee matters.	0.30	\$ 109.50
9/20/2013	GDW	Preparations for and participate in meeting of Official Creditors Committee on several matters (.7); follow-up on two EDMo action items relating to Plan and anticipated Disclosure Statement from Debtors and precedent regarding same (2.0).	2.70	\$ 985.50
Total Hours:			<u>10.10</u>	
Total Fees				<u><u>\$ 3,511.50</u></u>

12059.17 Re: Retentions/Other Professional Fee Applications

Date	Tmkpr	Narrative	Hours	Amount
9/4/2013	ALS	Finalize and file Interim Application for Compensation for Cole, Schotz, Meisel, Forman & Leonard, P.A., for the period: 2/1/2013 to 5/31/2013 (.3); finalize and file Interim Application for Compensation for Kramer Levin Naftalis & Frankel LLP, for the period: 2/1/2013 to 7/31/2013 (.3).	0.60	\$ 177.00
9/5/2013	ALS	Finalize and file Interim Application for Compensation for Mesirow Financial Consulting, LLC, for period: 2/1/2013 to 7/31/2013 (.3); finalize and file Interim Application for Compensation for Houlihan Lokey Capital, Inc., for period: 2/1/2013 to 7/31/2013 (.3).	0.60	\$ 177.00
9/6/2013	ALS	Finalize and file Second Supplemental Declaration of Matthew Mazzucchi in Support of Houlihan Lokeys Retention Application.	0.30	\$ 88.50
9/12/2013	GDW	Research data and background for supplemental declaration (1.8); drafting and revisions to supplemental declarations and finalize same for filing, including implementing memorandum (2.3).	4.10	\$ 1,496.50
9/13/2013	ALS	Finalize and file Third Supplemental Declaration of Gregory D. Willard.	0.30	\$ 88.50
9/20/2013	ALS	Finalize and file the Monthly Fee Statement of Cole, Schotz, Meisel, Forman & Leonard, P.A., as conflicts counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of August 1, 2013 through August 31, 2013.	0.30	\$ 88.50
9/24/2013	ALS	Finalize and file Monthly Fee Statement of Houlihan Lokey Capital, Inc., as financial advisor and investment banker to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of August 1, 2013 through August 31, 2013 (.3); coordinate service of the same with Epiq (.1).	0.40	\$ 118.00
9/30/2013	ALS	Finalize and file Monthly Fee Statement of Kramer Levin Naftalis & Frankel LLP, as counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of August 1, 2013 through and including August 31, 2013.	0.30	\$ 88.50
9/30/2013	GDW	Work on and research for supplemental disclosures and revisions to same.	2.90	\$ 1,058.50
Total Hours:			9.80	
Total Fees:				\$ 3,381.00

12059.18 Re: Carmody MacDonald Monthly Fee Statements

Date	Tmkpr	Narrative	Hours	Amount
9/20/2013	ALS	Finalize and circulate for Committee review the Monthly Fee Statement of Carmody MacDonald P.C. for the period of August 1, 2013 through August 31, 2013.	0.50	\$ 147.50
9/23/2013	ALS	Finalize and file Monthly Fee Statement of Carmody MacDonald P.C., as local counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of August 1, 2013 through and including August 31, 2013 (.3); arrange for service with Epiq for same (.1).	0.40	\$ 118.00
Total Hours:			0.90	
Total			Fees:	\$ 265.50