

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI

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

**MONTHLY FEE STATEMENT OF OGLETREE, DEAKINS, NASH,  
SMOAK & STEWART, P.C. FOR PROFESSIONAL SERVICES AND  
DISBURSEMENTS FOR THE PERIOD OF SEPTEMBER 1, 2013  
THROUGH SEPTEMBER 30, 2013**

**NAME OF APPLICANT:** Ogletree, Deakins, Nash, Smoak & Stewart, P.C.  
**ROLE IN THE CASE:** Special Counsel for the Debtors  
**TIME PERIOD:** September 1, 2013 through and including  
September 30, 2013  
**CURRENT APPLICATION:** Total Fees Requested: \$9,167.50  
80% of Fees Requested: \$7,334.00  
Total Expenses Requested: \$3,208.23

1. In accordance with the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [ECF No. 262] (the “Interim Compensation Order”) Ogletree, Deakins, Nash, Smoak & Stewart, P.C. (“Ogletree Deakins”), special counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits its 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”).

2. Pursuant to the Interim Compensation Order, Ogletree Deakins seeks payment of \$7,334.00, representing (a) 80% of Ogletree Deakins’ fees for services rendered and (b) 100% of actual and necessary expenses incurred.

3. Attached hereto as “Exhibit A” is a listing of Ogletree Deakins’ professionals and paraprofessionals (collectively, the “Ogletree Deakins Professionals”), including the hourly rate for each Ogletree Deakins Professional who rendered services to the Debtors in connection with these chapter 11 cases during the Fee Statement Period and the title, aggregate hours worked and the amount of fees billed by each Ogletree Deakins Professional.

4. Attached hereto as “Exhibit B” is a schedule specifying the categories of actual and necessary expenses for which Ogletree Deakins is seeking reimbursement and the total amount for each such expense category.

5. Attached hereto as “Exhibit C” is a summary of the number of hours and amounts billed by Ogletree Deakins during the Fee Statement Period for labor and employment advice including collective bargaining.

6. Attached as “Exhibit D” are the time records of Ogletree Deakins, which provide a daily summary of the time spent by each Ogletree Deakins Professional during the Fee Statement Period.

#### NOTICE

7. Consistent with the procedures described in the Interim Compensation Order, Ogletree Deakins will serve this Fee Statement, by hand or overnight delivery, on (i) the Debtors, Patriot Coal Corporation, 12312 Olive Boulevard, Suite 400, St. Louis, Missouri 63141, Attn.: Jacquelyn A. Jones, (ii) the Office of the United States Trustee for the Eastern District of Missouri, 111 South 10<sup>th</sup> Street, Suite 6353, St. Louis, Missouri 63102, Attn.: Leonora S. Long and Paul A. Randolph, (iii) attorneys for the administrative agent for a the Debtor’s post-petition lenders, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Att.: Marcia Goldstein and Joseph Smolinsky, and (b) Wilkie Farr & Gallagher LLP, 787 Seventh

Avenue, New York, New York 10019, Attn.: Margot B. Schonholtz and Ana Alfonso, and (iv) 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.

8. WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as is just and proper.

Dated this 2nd day of December, 2013.

By: /s/ John R. Woodrum  
John R. Woodrum  
OGLETREE, DEAKINS, NASH, SMOAK  
& STEWART, P.C.  
1909 K Street, N.W. Suite 1000  
Washington, D.C. 20006  
Tel.: (202) 887-0855  
Fax.: (202) 887-0866  
John.Woodrum@odnss.com  
*Special Counsel for Debtors*

**EXHIBIT A**  
**Professionals and Rates**

Members/Of Counsel

Shareholder – John R. Woodrum

Hourly Rate - \$475.00

Total Hours – 19.3

Total Fees - \$9,167.50

**EXHIBIT B**  
**Expenses**

ACTUAL AND NECESSARY EXPENSES INCURRED BY  
OGLETREE DEAKINS ON BEHALF OF THE DEBTORS

Photocopying charges

Travel	<u>3,208.23</u>
Total	\$3,208.23

**EXHIBIT C**  
**Summary of Project Code**



General Labor  
Hours – 19.3  
Amount - \$9,167.50

**EXHIBIT D**  
**Time Records**

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Deakins

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Invoice No. 1153825  
031437-000001-JRW

Joseph W. Bean, Esq.  
Sr. Vice President - Law & Administration  
Patriot Coal Corporation  
12312 Olive Boulevard  
Saint Louis, MO 63141

**Re: Patriot Coal Corporation - DIP - General Labor**

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For professional services rendered through September 30, 2013:

<b>Date</b>	<b>Initials</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
09/03/13	JRW	Coordination with Mr. Lucha regarding finalized contract.	0.30	142.50
09/04/13	JRW	Advise Mr. Bean concerning procedural aspects of how liability for Coal Act retirees health care would flow if responsible Patriot companies failed to provide benefits and related considerations (.3); review Mr. Luna's inquiry regarding implementation of VEBA co-payment (.2).	0.50	237.50
09/05/13	JRW	Review inquiry from Michelle McGreal regarding certain statements in Reorganization Plan and advise regarding same.	0.30	142.50
09/06/13	JRW	Review inquiry from Mr. Luna concerning review of index of human resources contracts and assess which are extinguished as a result of new labor agreements and advise regarding same (.8); preliminary review of Plan of reorganization (.5).	1.30	617.50
09/12/13	JRW	Review inquiry from Elliott Moscowitz concerning how withdrawal liability would play out in various situations and advise regarding same (.5); work on Special Counsel application (.6).	1.10	522.50

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<b>Date</b>	<b>Initials</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
09/13/13	JRW	Review communications from DPW counsel Andrew Gehring regarding appeal filings involving retiree benefits (.3); review Mr. Luna's request regarding PPA notice (.3); work on Application for Special Counsel status and related telephone conference with Bryan Cave counsel and ODNSS personnel regarding same (.9).	1.50	712.50
09/16/13	JRW	Advise Mr. Joe Bean on Coal Act liability issues (.3); telephone conversation with Lorin Cothrim concerning completion of Application for Special Counsel and related matters incident to preparing and filing same (.7); advise Mickey Luna concerning aspects of notice to employees of availability of Health Care Exchanges (.4); review proposed transaction documents (.3).	1.70	807.50
09/17/13	JRW	Coordination with conflicts group concerning special counsel application.	0.30	142.50
09/18/13	JRW	Review request from Mr. Lucha for data on allocating withdrawal liability among companies based on prior affiliations (.2); advice regarding same (.3); continued work on organizing data relevant to Special Counsel application (.5).	1.00	475.00
09/19/13	JRW	Review timeline provided by Ms. McGreal (.3); multiple telephone conversations concerning conflicts review and Special Counsel Application (1.0).	1.30	617.50
09/20/13	JRW	Telephone conversation with Ms. McGreal regarding labor issues presented by Brody.	0.30	142.50
09/24/13	JRW	Review inquiry from Mr. Bean concerning fiduciary and agency relationship with non-member companies (.2); review opinion and briefs in Freeman case and provide to Mr. Bean (.8); correspondence with group working on Special Counsel Application (.3); related work on Application and Declaration (.5).	1.80	855.00

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Deakins**

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<b>Date</b>	<b>Initials</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
09/25/13	JRW	Review inquiry from Eliot Moskowitz regarding circumstances pursuant to which an individual Union member could challenge a settlement entered into between employer and Union (.3); prepare memo advising of legal framework and relevant considerations (1.8); coordination with conflicts group regarding special counsel application and extensive search and representations required to complete same (1.4).	3.50	1,662.50
09/26/13	JRW	Advise Mr. Halloway regarding aspects of legislative efforts to obtain additional funding for 1974 Pension Plan and for orphan health plans (.3); multiple conversations with internal staff and with Bryan Cave attorney regarding compliance with court requirements for Special Counsel status (1.0); work on application (.9).	2.20	1,045.00
09/27/13	JRW	Coordination with Jeff Walker and Bryan Cave counsel concerning disclosure and supplemental application required by new bankruptcy filings (.8); finalize and submit Special Counsel application (.2); follow up revisions to Application (.3); correspondence with firm attorneys regarding their contacts with court personnel (.4); coordination with Mr. Halloway regarding status of legislation (.3).	2.00	950.00
09/29/13	JRW	Advise Mr. Bean regarding implications of liability assumption as regards possible suits by UMWA Funds.	0.20	95.00
<b>Total Services</b>			<b>19.30</b>	<b>\$9,167.50</b>

**Timekeeper Summary**

<b>Timekeeper</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>
John R. Woodrum	Shareholder	475.00	19.30	9,167.50

**Expenses**