

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

In re:

PATRIOT COAL CORPORATION, *et al.*,

Debtors.

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

Objection Deadline:
February 7, 2014 at 4:00 p.m.,
Central time

**MONTHLY FEE STATEMENT OF BRYAN CAVE LLP FOR
PROFESSIONAL SERVICES AND DISBURSEMENTS
FOR THE PERIOD OF DECEMBER 1 - 31, 2013**

NAME OF APPLICANT:	Bryan Cave LLP
ROLE IN THE CASE:	Local Restructuring Counsel and Corporate Counsel to the Debtors
DATE OF RETENTION:	February 4, 2013 [Dkt. No. 2682] Effective Nov. 27, 2012 for restructuring Effective Dec. 1, 2012 for other matters
TIME PERIOD:	December 1 – 31, 2013
CURRENT APPLICATION:	Total Fees Requested: \$61,644.50 80% of Fees Requested: \$49,315.60 Total Expenses Requested: \$327.73

1. In accordance with the *Order To Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 262] (the “Interim Compensation Order”), Bryan Cave LLP (“Bryan Cave”), local restructuring counsel and corporate 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 December 1, 2013 through and including December 31, 2013 (the “Fee Statement Period”).

2. Pursuant to the Interim Compensation Order, Bryan Cave seeks payment of \$49,643.33, representing (a) 80% of Bryan Cave’s fees for services rendered and (b) 100% of actual and necessary expenses incurred.

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

4. Attached hereto as Exhibit B is a schedule specifying the categories of actual and necessary expenses for which Bryan Cave 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 Bryan Cave during the Fee Statement Period, organized by project categories.

6. Attached hereto as Exhibit D are the time records of Bryan Cave, which provide a daily summary of the time spent by each Bryan Cave Professional during the Fee Statement Period by project category.

Notice

7. Consistent with the procedures described in the Interim Compensation Order, the Debtors will serve this Fee Statement, by first-class U.S. mail, postage pre-paid, 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 10th Street, Suite 6.353, St. Louis, MO 63102, Attn: Leonora S. Long and Paul A. Randolph; (iii) attorneys for the administrative agent for the Debtors' post-petition 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 (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.

Dated: St. Louis, Missouri
January 23, 2014

Respectfully submitted,

BRYAN CAVE LLP

/s/ Laura Uberti Hughes

Lloyd A. Palans, #22650MO

Brian C. Walsh, #58091MO

Laura Uberti Hughes, #60732MO

One Metropolitan Square

211 N. Broadway, Suite 3600

St. Louis, Missouri 63102

(314) 259-2000

Fax: (314) 259-2020

laura.hughes@bryancave.com

ATTORNEYS FOR THE DEBTORS

EXHIBIT A

Professionals and Rates

Partners:

Name	Admission Year	Total Hours	Rate	Amount
C. Brendan Johnson	1996	4.8	\$490.00	\$2,352.00
Lloyd A. Palans	1972	7.8	\$675.00	\$5,265.00
Brian C. Walsh	1997	35.8	\$450.00	\$16,110.00

Counsel:

Name	Admission Year	Total Hours	Rate	Amount
Hal B. Morgan	1983	4.6	\$565.00	\$2,599.00

Associates:

Name	Admission Year	Total Hours	Rate	Amount
Caitlin M. Hartsell	2013	32.9	\$210.00	\$6,909.00
Laura Uberti Hughes	2008	42.7	\$315.00	\$13,450.50
E. Taylor Robertson	2003	30.8	\$440.00	\$13,552.00
Jess F. Zimmerman	2013	6.7	\$210.00	\$1,407.00

EXHIBIT B

Expenses

Expense	Amount
Audio Conferencing	\$9.69
Long Distance Telephone Charges	\$32.20
Scanning PDF Charges	\$170.40
Westlaw Computerized Research	\$115.44
Total	\$327.73

EXHIBIT C

Summary by Project Code

Project Code	Total Hours	Total Fees
Case Administration	4.3	\$1,710.00
Asset Disposition	0.3	\$94.50
Fee/Employment Applications	8.5	\$3,550.50
Assumption/Rejection of Leases and Contracts	4.1	\$1,854.00
Other Contested Matters	0.8	\$279.00
Claims Administration and Objections	60.4	\$21,544.50
Plan & Disclosure Statement	14.6	\$7,200.00
Employee Benefits Matters (Non-Restructuring)	4.6	\$2,599.00
Corporate Entity Simplification Project	68.5	\$22,813.00

EXHIBIT D

Time Records



Bryan Cave LLP Atlanta | Boulder | Charlotte | Chicago | Colorado Springs | Dallas | Denver | Frankfurt | Hamburg | Hong Kong | Irvine
Jefferson City | Kansas City | Los Angeles | New York | Paris | Phoenix | San Francisco | Shanghai | Singapore | St. Louis | Washington, D.C.

EMPLOYER IDENTIFICATION NUMBER: 43-0602162

Patriot Coal Corporation
12312 Olive Blvd., Suite 400
St. Louis, MO 63141

January 17, 2014
Invoice # 10290041
Client # C067317
Payment is due upon
Receipt

STATEMENT OF ACCOUNT

CURRENT CHARGES FOR MATTER:

File #0227743
Employee Benefits Matters

Fees for Legal Services	\$	2,599.00
TOTAL CHARGES THIS INVOICE	\$	2,599.00
STATEMENT TOTAL	\$	2,599.00

Bryan Cave LLP has revised its policies related to client reimbursable expenses effective January 1, 2014. For more information, please visit <http://www.bryancave.com/reimbursableexpenses/>.

PAYMENT INSTRUCTIONS

Check Payment Instructions:

Bryan Cave LLP
P.O. Box 503089
St. Louis, MO 63150-3089

Please return Remittance Advice with payment in the enclosed envelope.

ACH Payment Instructions:

ACH to: Bank of America
One Bank of America Plaza
St. Louis, MO 63101
Routing #081000032
Account # 100101007976

Wire Instructions:

Wire to: Bank of America
One Bank of America Plaza
St. Louis, MO 63101
ABA #0260-0959-3
Account # 100101007976

Swift Codes:
BOFAUS3N (incoming US wires)
BOFAUS6S (incoming Non-US wires)

Please include the Client, Matter, or Invoice Number with all payments.

Patriot Coal Corporation

January 17, 2014
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For Legal Services Rendered Through December 31, 2013

File #0227743
Employee Benefits Matters

12/05/13	H. B. Morgan	0.50 hrs.	282.50	Respond to question from M. Luna regarding withdrawal and rollover of 401(k) account balances.
12/06/13	H. B. Morgan	0.40 hrs.	226.00	Respond to follow-up questions from M. Luna regarding withdrawals from 401(k) plan.
12/09/13	H. B. Morgan	1.00 hrs.	565.00	Telephone conference with B. Wald regarding wrap plan documents (0.1); revise wrap plan documents (0.2); telephone conference with M. Luna and L. Knight regarding Brody mining audit issues (0.7).
12/17/13	H. B. Morgan	2.00 hrs.	1,130.00	Work on revisions to welfare plan wrap documents.
12/18/13	H. B. Morgan	0.70 hrs.	395.50	Review and revise welfare benefit wrap plans.

TIMEKEEPER SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
H. B. Morgan	4.60	565.00	2,599.00
TOTAL	4.60	565.00	2,599.00

Total Hours 4.60

Total Fees for Legal Services \$ 2,599.00

TOTAL CHARGES FOR THIS MATTER \$ 2,599.00



Bryan Cave LLP Atlanta | Boulder | Charlotte | Chicago | Colorado Springs | Dallas | Denver | Frankfurt | Hamburg | Hong Kong | Irvine
 Jefferson City | Kansas City | Los Angeles | New York | Paris | Phoenix | San Francisco | Shanghai | Singapore | St. Louis | Washington, D.C.

EMPLOYER IDENTIFICATION NUMBER: 43-0602162

Patriot Coal Corporation
 12312 Olive Blvd., Suite 400
 St. Louis, MO 63141

January 14, 2014
 Invoice # 10288678
 Client # C067317
 Payment is due upon
 Receipt

STATEMENT OF ACCOUNT

CURRENT CHARGES FOR MATTER:

File #0345891		
Chapter 11 Restructuring		
Fees for Legal services	\$	21,282.00
Expenses and Other Charges		140.89
TOTAL CHARGES THIS INVOICE	\$	21,422.89
STATEMENT TOTAL	\$	21,422.89

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PAYMENT INSTRUCTIONS

Check Payment Instructions:

Bryan Cave LLP
 P.O. Box 503089
 St. Louis, MO 63150-3089

Please return Remittance Advice with
 payment in the enclosed envelope.

ACH Payment Instructions:

ACH to: Bank of America
 One Bank of America Plaza
 St. Louis, MO 63101
 Routing #081000032
 Account # 100101007976

Wire Instructions:

Wire to: Bank of America
 One Bank of America Plaza
 St. Louis, MO 63101
 ABA #0260-0959-3
 Account # 100101007976

Swift Codes:
 BOFAUS3N (incoming US wires)
 BOFAUS6S (incoming Non-US wires)

Please include the Client, Matter, or Invoice Number with all payments.

For Legal Services Rendered Through December 31, 2013

File #0345891
Chapter 11 Restructuring

Case Administration

12/03/13	L. A. Palans	0.50 hrs.	337.50	Review of update regarding rights offering (0.2); review of October monthly operating report (0.3).
12/03/13	L. U. Hughes	0.10 hrs.	31.50	Call to L. Long regarding November monthly operating report requirements.
12/06/13	L. U. Hughes	0.30 hrs.	94.50	Perform research regarding admission pro hac vice to district court for appeal (0.2); email to J. Wubker regarding November operating report requirements (0.1).
12/09/13	B. C. Walsh	0.70 hrs.	315.00	Participate in weekly update call with debtor team.
12/09/13	L. U. Hughes	0.60 hrs.	189.00	Respond to emails from J. Demma regarding service of appellate documents in District Court (0.2); perform research regarding monthly operating reporting requirements and respond to J. Wubker regarding same (0.4).
12/10/13	L. U. Hughes	0.20 hrs.	63.00	Arrange for filing of affidavit of service for Boone Development appeal documents per J. Demma's request.
12/16/13	B. C. Walsh	0.10 hrs.	45.00	Review draft operating report.
12/16/13	L. U. Hughes	0.60 hrs.	189.00	Review and arrange for filing of master service and notice lists (0.3); coordinate delivery of exhibits to court in support of confirmation hearing (0.3).

12/17/13	L. U. Hughes	0.50 hrs.	157.50	Prepare and arrange for filing of notice of upcoming omnibus hearings (0.2); coordinate delivery of binders to court and preparation of additional exhibits for confirmation hearing with K. Coco and J. Frost (0.3).
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Total Case Administration		3.60 hrs.		\$ 1,422.00
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Asset Disposition

12/16/13	L. U. Hughes	0.30 hrs.	94.50	Review November asset sales and abandonment reports and forward to counsel for lenders and committee.
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Total Asset Disposition		0.30 hrs.		\$ 94.50
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Fee/Employment Applications

12/02/13	L. U. Hughes	0.60 hrs.	189.00	Confer with J. Woodrum regarding filing monthly fee statements (0.1); review same and respond with comments (0.2); review changes and arrange for filing of same (0.2); respond to email from R. Bahry regarding service thereof (0.1).
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12/05/13	B. C. Walsh	1.10 hrs.	495.00	Prepare monthly statement.
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12/05/13	L. U. Hughes	0.40 hrs.	126.00	Coordinate service of monthly fee statements of Ogletree Deakins with J. Woodrum and R. Nadick.
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12/06/13	B. C. Walsh	0.50 hrs.	225.00	Prepare monthly statement.
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12/09/13	L. A. Palans	1.00 hrs.	675.00	Review of Fifth Supplemental Declaration (0.4); correspondence with B. C. Walsh regarding supplemental declaration (0.2); review additional revisions to Fifth Supplemental Declaration (0.2); correspondence with B. C. Walsh regarding filing of supplemental declaration (0.2).
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12/09/13	B. C. Walsh	0.80 hrs.	360.00	Revise monthly statement (0.2); draft supplemental disclosure, including related diligence (0.5); revise supplemental declaration (0.1).
12/11/13	L. U. Hughes	0.20 hrs.	63.00	Review Ogletree Deakins monthly fee statement and respond to D. Martin regarding same.
12/12/13	L. U. Hughes	0.10 hrs.	31.50	Review and respond to inquiry from N. Anderson regarding payment of November and December fees.
12/13/13	B. C. Walsh	0.30 hrs.	135.00	Review and revise fee statement (0.2); memorandum to J. Jones regarding fee estimate (0.1).
12/13/13	L. U. Hughes	1.40 hrs.	441.00	Prepare November fee application (1.1); review and file Ogletree Deakins November fee application (0.2) and send email to D. Martin regarding same (0.1).
12/13/13	L. U. Hughes	0.20 hrs.	63.00	Review response to N. Anderson regarding November fee estimates (0.1); respond to email from J. Demma regarding service of fee statements (0.1).
12/16/13	L. U. Hughes	0.20 hrs.	63.00	Prepare letter to J. Bean to accompany November invoices.
12/17/13	L. U. Hughes	0.30 hrs.	94.50	Prepare and arrange for filing of GCP Legal Advisors monthly fee statement.

Total Fee/Employment Applications	7.10 hrs.	\$	2,961.00
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Assumption/Rejection of Leases and Contracts

12/02/13	L. U. Hughes	0.20 hrs.	63.00	Respond to inquiry from K. Coco and S. Schutzenhofer regarding motion to assume leases with Flagstar Bank.
12/03/13	B. C. Walsh	0.40 hrs.	180.00	Review orders regarding Massey appeal (0.2); telephone conference with K. Coco, G.

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Moody regarding same (0.1);
memorandum to K. Coco
regarding same (0.1).

12/04/13	L. A. Palans	0.40 hrs.	270.00	Review notice of appeal in Boone East Development and briefing schedule issued by district court.
12/05/13	B. C. Walsh	0.40 hrs.	180.00	Review and comment on motion regarding briefing schedule (0.2); review motion to assign leases (0.2).
12/06/13	B. C. Walsh	1.20 hrs.	540.00	Memorandum to D. Sosne regarding appeal (0.1); review and revise filings regarding same (0.5); telephone conference with D. Sosne regarding same (0.2); multiple memoranda to J. Martin regarding pro hac admission (0.2); telephone conference with R. Layman regarding schedule of assigned leases (0.2).
12/09/13	B. C. Walsh	0.10 hrs.	45.00	Review and forward appeal scheduling order.
12/12/13	B. C. Walsh	0.20 hrs.	90.00	Review and forward motion to seal portions of appellate record (0.1); review and forward order granting same (0.1).
12/13/13	B. C. Walsh	0.20 hrs.	90.00	Review objections to assignment.
12/17/13	B. C. Walsh	0.20 hrs.	90.00	Memorandum to G. Moody regarding appeal procedure.
12/17/13	L. U. Hughes	0.20 hrs.	63.00	Prepare and send proposed order granting United Leasing assumption motion to court.

Total Assumption/Rejection of Leases and Contracts 3.50 hrs. \$ 1,611.00

Other Contested Matters(excl assumption/rejecti

12/12/13	L. U. Hughes	0.50 hrs.	157.50	Review and update preliminary agenda for December 17 omnibus hearing.
12/13/13	B. C. Walsh	0.20 hrs.	90.00	Review agenda for confirmation

hearing.

Total Other Contested Matters(excl assumption/rejecti 0.70 hrs. \$ 247.50

Claims Administration and Objections

12/03/13	B. C. Walsh	0.40 hrs.	180.00	Review and respond to D. McCallister regarding Kopperston claims (0.2); analyze strategy regarding same (0.2).
12/03/13	L. U. Hughes	0.50 hrs.	157.50	Confer with A. Riley regarding Lincoln Leasing claim objection (0.3); review correspondence regarding objection to Kopperston well claims (0.2).
12/04/13	L. A. Palans	0.30 hrs.	202.50	Review correspondence from attorneys representing Aramark regarding claims resolutions.
12/04/13	B. C. Walsh	0.30 hrs.	135.00	Multiple memoranda to M. Huebner, R. Keffer regarding Aramark claim inquiry.
12/04/13	L. U. Hughes	0.20 hrs.	63.00	Review and respond to inquiry from creditor regarding Aramark claim objection and settlement.
12/05/13	B. C. Walsh	0.90 hrs.	405.00	Analyze strategy for Kopperston claims (0.2); conference with L. U. Hughes regarding same (0.7).
12/05/13	L. U. Hughes	1.10 hrs.	346.50	Develop strategy for pursuing objection to Kopperston water well claims (0.7); confer with A. Riley regarding payout on Lincoln Leasing claims (0.2); respond to email from S. Thomas regarding Alpha Engineering claims (0.2).
12/06/13	L. A. Palans	0.20 hrs.	135.00	Review correspondence to Aramark attorney regarding claim allowance.
12/06/13	B. C. Walsh	0.20 hrs.	90.00	Memorandum to S. Schwager regarding claim settlement issues.
12/06/13	L. U. Hughes	0.60 hrs.	189.00	Respond to settlement proposal from S. Thomas for Alpha Engineering (0.1) and exchange

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emails regarding same with J. Clarrey (0.4); review response to S. Schwager regarding Aramark claim resolution (0.1).

12/09/13	B. C. Walsh	0.40 hrs.	180.00	Review and comment on outline of Kopperston issues (0.2); memorandum to A. Rosenberg regarding Drummond settlement (0.2).
12/09/13	L. U. Hughes	1.80 hrs.	567.00	Develop strategy summary for Kopperston issues and send email to D. McCallister regarding same (1.0); review Drummond settlement documents (0.2); confer with K. Coco and A. Riley regarding distributions on Lincoln Leasing claim (0.3); send email to K. Barber regarding resolution of C.W. Electric claim (0.3).
12/10/13	B. C. Walsh	0.40 hrs.	180.00	Review litigation claims for potential objection (0.3); memorandum to E. Waller regarding same (0.1).
12/10/13	L. U. Hughes	1.00 hrs.	315.00	Review update from D. McCallister regarding Kopperston strategy (0.3); review correspondence regarding objection to untimely filed personal injury claims (0.2); confer with S. Thomas regarding claims of Eastern Steel Field Services (0.3); confer with A. Riley regarding resolution of claim objection of Lincoln Leasing (0.2).
12/11/13	B. C. Walsh	1.10 hrs.	495.00	Telephone conference with D. McCallister, R. Keffer, H. Lawrence, L. U. Hughes regarding Kopperston claims (0.8); conference with L. U. Hughes regarding strategy for same (0.3).
12/11/13	L. U. Hughes	1.30 hrs.	409.50	Participate in call with client, H. Lawrence and B. C. Walsh regarding strategy for

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Kopperston claim objection litigation and follow-up regarding points for legal research.

12/13/13	B. C. Walsh	0.60 hrs.	270.00	Memorandum to R. Keffer regarding claim objections (0.1); telephone conference with R. Keffer regarding same (0.2); conference with L. U. Hughes regarding strategy for claim objections (0.3).
12/13/13	L. U. Hughes	0.30 hrs.	94.50	Confer with B. C. Walsh regarding strategy for preparing objections to remaining claims.
12/16/13	B. C. Walsh	1.30 hrs.	585.00	Review motion for reconsideration of Pettry claims (0.3); research regarding reconsideration of claims (1.0).
12/16/13	L. U. Hughes	3.00 hrs.	945.00	Review motion to reconsider filed by Pettry claimants (0.3); perform legal research regarding [REDACTED] (2.7).
12/17/13	B. C. Walsh	3.30 hrs.	1,485.00	Prepare and arrange for filing of withdrawal of claim objection (0.4); draft response to motion for reconsideration of claim disallowance, including related research (2.9).
12/17/13	J. F. Zimmerman	0.80 hrs.	168.00	Research case law related to [REDACTED].
12/17/13	L. U. Hughes	0.90 hrs.	283.50	Respond to inquiry from S. Thomas regarding plan confirmation status (0.1); confer with J. F. Zimmerman regarding legal research on [REDACTED] (0.8).

Total Claims Administration and Objections 20.90 hrs. \$ 7,881.00

Plan & Disclosure Statement (incl Business Pla

12/02/13	B. C. Walsh	0.30 hrs.	135.00	Review plan schedules.
12/04/13	B. C. Walsh	0.10 hrs.	45.00	Memorandum to L. U. Hughes regarding confirmation hearing.

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12/04/13	L. U. Hughes	1.00 hrs.	315.00	Research examples of confirmation briefs citing Eighth Circuit authority per K. Coco's request, and send same to him.
12/06/13	L. A. Palans	1.00 hrs.	675.00	Receive and review plan supplement materials regarding new membership on board of directors, bylaws, rights offering materials, exist financing terms and ancillary materials.
12/06/13	L. U. Hughes	0.30 hrs.	94.50	Review plan supplement documents.
12/09/13	B. C. Walsh	0.30 hrs.	135.00	Conference with L. U. Hughes regarding confirmation hearing.
12/10/13	B. C. Walsh	0.50 hrs.	225.00	Review objections to confirmation.
12/10/13	L. U. Hughes	0.40 hrs.	126.00	Review plan objections filed by Shonk Land (0.2) and Boone East Development (0.2).
12/11/13	L. A. Palans	0.40 hrs.	270.00	Review update regarding plan objections (.2); review closing checklist (.2).
12/11/13	B. C. Walsh	0.40 hrs.	180.00	Review closing checklist for effective date.
12/13/13	L. A. Palans	0.80 hrs.	540.00	Review of voting results on plan (0.3); review of issues for confirmation (0.2); review of plan supplement including voting trust agreement (0.3).
12/15/13	L. A. Palans	2.30 hrs.	1,552.50	Review of revised plan of reorganization, proposed order confirming plan, memorandum of support, declaration of P. Lusheski and declaration of P. Huffard in support of plan.
12/16/13	L. A. Palans	0.50 hrs.	337.50	Review of amended plan supplement documents.
12/16/13	B. C. Walsh	2.10 hrs.	945.00	Review amended plan and related supplements (0.5); review additional plan supplements and confirmation materials (1.6).
12/16/13	L. U. Hughes	0.40 hrs.	126.00	Review fourth amended plan in

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preparation for confirmation hearing.

12/17/13	B. C. Walsh	1.70 hrs.	765.00	Court appearance on confirmation hearing, including conferences with various counsel.
12/17/13	L. U. Hughes	1.90 hrs.	598.50	Prepare for (0.2) and participate in hearing on confirmation of plan (1.7).

Total Plan & Disclosure Statement (incl Business Pla 14.40 hrs. \$ 7,065.00

TIMEKEEPER SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
L. A. Palans	7.40	675.00	4,995.00
B. C. Walsh	20.70	450.00	9,315.00
J. F. Zimmerman	0.80	210.00	168.00
L. U. Hughes	21.60	315.00	6,804.00
TOTAL	<u>50.50</u>	<u>421.43</u>	<u>21,282.00</u>

Total Hours 50.50

Total Fees for Legal Services \$ 21,282.00

EXPENSES AND OTHER CHARGES

Audio Conferencing	6.90
Long Distance Telephone Charge	7.35
Scanning PDF Charges	11.20
Westlaw Computerized Research	115.44
Total Expenses and Other Charges	\$ 140.89

TOTAL CHARGES FOR THIS MATTER \$ 21,422.89



Bryan Cave LLP Atlanta | Boulder | Charlotte | Chicago | Colorado Springs | Dallas | Denver | Frankfurt | Hamburg | Hong Kong | Irvine
Jefferson City | Kansas City | Los Angeles | New York | Paris | Phoenix | San Francisco | Shanghai | Singapore | St. Louis | Washington, D.C.

EMPLOYER IDENTIFICATION NUMBER: 43-0602162

Patriot Coal Corporation
12312 Olive Blvd., Suite 400
St. Louis, MO 63141

January 14, 2014
Invoice # 10288682
Client # C067317
Payment is due upon
Receipt

STATEMENT OF ACCOUNT

CURRENT CHARGES FOR MATTER:

File #0363330

Post-Confirmation Issues

Fees for Legal services \$ 14,950.50

TOTAL CHARGES THIS INVOICE \$ 14,950.50

STATEMENT TOTAL \$ 14,950.50

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PAYMENT INSTRUCTIONS

Check Payment Instructions:

Bryan Cave LLP
P.O. Box 503089
St. Louis, MO 63150-3089

Please return Remittance Advice with
payment in the enclosed envelope.

ACH Payment Instructions:

ACH to: Bank of America
One Bank of America Plaza
St. Louis, MO 63101
Routing #081000032
Account # 100101007976

Wire Instructions:

Wire to: Bank of America
One Bank of America Plaza
St. Louis, MO 63101
ABA #0260-0959-3
Account # 100101007976

Swift Codes:
BOFAUS3N (incoming US wires)
BOFAUS6S (incoming Non-US wires)

Please include the Client, Matter, or Invoice Number with all payments.

For Legal Services Rendered Through December 31, 2013

File #0363330
Post-Confirmation Issues

Case Administration

12/18/13	B. C. Walsh	0.10 hrs.	45.00	Telephone conference with B. Resnick, L. U. Hughes regarding monthly operating reports.
12/18/13	L. U. Hughes	0.10 hrs.	31.50	Confer with B. C. Walsh and B. Resnick regarding filing monthly operating reports post-confirmation.
12/20/13	B. C. Walsh	0.40 hrs.	180.00	Participate in weekly update call with debtor team.
12/20/13	L. U. Hughes	0.10 hrs.	31.50	Respond to email from J. Wubker regarding monthly operating report.
Total Case Administration		0.70 hrs.	\$	288.00

Fee/Employment Applications

12/19/13	B. C. Walsh	0.10 hrs.	45.00	Telephone conference with J. Chincheck regarding Bowles Rice retention.
12/20/13	L. U. Hughes	0.20 hrs.	63.00	Review and arrange for filing of Gordon & Gordon monthly fee statement.
12/23/13	B. C. Walsh	0.50 hrs.	225.00	Telephone conference with E. Waller regarding monthly fee statement (0.1); prepare fee estimate per client's request (0.4).
12/23/13	L. U. Hughes	0.10 hrs.	31.50	Respond to inquiry regarding December fee estimation.
12/30/13	B. C. Walsh	0.10 hrs.	45.00	Memorandum to J. Chincheck regarding supplemental declaration.

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12/31/13	B. C. Walsh	0.40 hrs.	180.00	Review supplemental disclosure and arrange for filing of same (0.2); review monthly statement and arrange for filing of same (0.2).
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Total Fee/Employment Applications	1.40 hrs.	\$	589.50
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Assumption/Rejection of Leases and Contracts

12/30/13	B. C. Walsh	0.40 hrs.	180.00	Review and forward motion to dismiss appeal (0.2); telephone conference with S. Cooper regarding same (0.1); memorandum to K. Coco regarding dismissal of appeal (0.1).
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12/30/13	L. U. Hughes	0.20 hrs.	63.00	Review dismissal of appeal filed by Alpha/Massey creditors.
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Total Assumption/Rejection of Leases and Contracts	0.60 hrs.	\$	243.00
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Other Contested Matters(excl assumption/rejecti

12/23/13	L. U. Hughes	0.10 hrs.	31.50	Review and respond to correspondence regarding Bridgehouse matter.
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Total Other Contested Matters(excl assumption/rejecti	0.10 hrs.	\$	31.50
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Claims Administration and Objections

12/18/13	B. C. Walsh	4.70 hrs.	2,115.00	Telephone conference with D. Sosne regarding Pettry claims and Victory Group claims (0.4); analyze strategy regarding same (0.3); review correspondence from R. Keffer, J. Clarrey regarding post-confirmation claim objections (0.3); analyze strategy regarding same (0.3); conference with L. U. Hughes regarding same (0.3); telephone conference with R. Keffer regarding same (0.2); draft response to Pettry motion for reconsideration (1.7); multiple memoranda to R. Keffer, J. Clarrey, L. U. Hughes regarding potential claim objections and strategy (1.0); memorandum to E. Waller regarding suit on discharged claim (0.2).
12/18/13	J. F. Zimmerman	1.70 hrs.	357.00	Review and analyze case law related to [REDACTED].
12/18/13	L. U. Hughes	2.70 hrs.	850.50	Confer with B. C. Walsh regarding strategy for identifying additional claim objections (0.3); review spreadsheet from J. Clarrey regarding paid claims (0.2); exchange emails with J. Demma regarding timing of upcoming objections (0.2); review and respond to claim objection correspondence regarding new categories of claims to include, such as paid claims, late filed claims and duplicative claims (1.2); draft paid objections claim (0.8).
12/19/13	B. C. Walsh	2.70 hrs.	1,215.00	Review claims for potential objection (0.3); conference with L. U. Hughes regarding same (0.3); draft response to Pettry motion for reconsideration (0.8); research regarding insurance and

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discharged claim (0.3);
memorandum to E. Waller
regarding same (0.1); telephone
conference with K. Coco
regarding several claims (0.2);
multiple memoranda to K. Coco,
L. U. Hughes regarding same
(0.2); revise response to Pettry
motion (0.5).

12/19/13	L. U. Hughes	0.50 hrs.	157.50	Review and respond to strategy to settle The Victory Group claims (0.3); call to T. Chapman regarding Ohio Department of Jobs and Family claim settlement (0.2).
12/20/13	B. C. Walsh	1.80 hrs.	810.00	Telephone conference with R. Keffer regarding claim objections (0.2); telephone conference with E. Waller regarding litigation claims (0.2); revise response to Pettry motion (0.2); conference with L. U. Hughes regarding multiple claim issues (0.3); revise Whiting settlement agreement (0.7); memorandum to J. Bean regarding same (0.2).
12/20/13	L. U. Hughes	3.40 hrs.	1,071.00	Review draft response to Pettry reconsideration motion and discuss same with B. C. Walsh (0.3); respond to emails from J. Clarrey regarding claim objections for satisfied and “no liability” claims (0.4); confer with J. F. Zimmerman regarding claim objection draft (0.3) and bar date issue (0.2); confer with D. Sosne regarding settlement of The Victory Group claims (0.2) and send follow up correspondence regarding stipulation terms (0.3); draft objection to 510(b) subordinated investor claims and discuss same with B. C. Walsh (0.9); send email to J. Clarrey regarding timeliness of same (0.1); review

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late filed claims spreadsheet (0.2); review settlement for R. Whiting claims (0.2); review cure payment listing and update on claims processing from R. Mead and R. McWilliams (0.3).

12/21/13	J. F. Zimmerman	1.80 hrs.	378.00	Research effect of [REDACTED] on late-filed claims.
12/22/13	J. F. Zimmerman	0.30 hrs.	63.00	Draft objection to late filed claims.
12/23/13	B. C. Walsh	0.50 hrs.	225.00	Telephone conference with J. Hall regarding Whiting claims (0.2); memorandum to D. Sosne regarding Pettry motion for reconsideration (0.1); conference with L. U. Hughes regarding claim strategy (0.2).
12/23/13	J. F. Zimmerman	0.80 hrs.	168.00	Draft objection to late filed claims.
12/23/13	L. U. Hughes	1.80 hrs.	567.00	Revise 510(b) claim objection by performing legal research on 510(b) legislative history and send same to R. Keffer for review (1.0); exchange emails with J. Demma to request exhibits to objections (0.3); review cases and confer with B. C. Walsh regarding [REDACTED] research (0.2); confer with J. F. Zimmerman regarding late-filed claim objection (0.3).
12/24/13	J. F. Zimmerman	0.50 hrs.	105.00	Draft objection to late filed claims.
12/26/13	J. F. Zimmerman	0.80 hrs.	168.00	Revise objection to late filed claims.
12/26/13	L. U. Hughes	0.30 hrs.	94.50	Respond to emails from J. F. Zimmerman regarding claims bar date.
12/27/13	L. A. Palans	0.20 hrs.	135.00	Review correspondence from Aramark attorney regarding claim allowance.

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12/27/13	B. C. Walsh	1.20 hrs.	540.00	Multiple memoranda to L. U. Hughes, R. Keffer regarding potential claim objections (0.3); analyze strategy for same (0.3); multiple memoranda to J. Clarrey, K. Royster regarding settlement of Aramark claims (0.3); multiple memoranda to R. Keffer regarding same (0.3).
12/27/13	L. U. Hughes	0.20 hrs.	63.00	Respond to email from B. C. Walsh regarding claims objections status.
12/29/13	B. C. Walsh	0.10 hrs.	45.00	Memorandum to L. U. Hughes regarding omnibus objection.
12/30/13	B. C. Walsh	1.30 hrs.	585.00	Revise omnibus objections (0.2); conferences with L. U. Hughes regarding potential claim objections, including discussion of strategy of same (0.8); review correspondence from counsel regarding settlement agreement (0.1); multiple memoranda to R. Keffer regarding settlement (0.2).
12/30/13	L. U. Hughes	5.30 hrs.	1,669.50	Review emails regarding Aramark settlement (0.2); review and revise late-filed claim objection (0.5); revise subordinated investor claim objection per J. Jones' comments (0.3); draft creditor notices for each objection (0.4); exchange emails with J. Demma regarding service of objections and revisions to exhibits for each (0.4); confer with B. C. Walsh regarding strategy for potential claims objections and analyze proofs of claim supporting same (3.5).
12/31/13	B. C. Walsh	0.80 hrs.	360.00	Multiple conferences with L. U. Hughes regarding claims for potential objections (0.5); revise draft of omnibus objection (0.3).
12/31/13	L. U. Hughes	6.10 hrs.	1,921.50	Review proofs of claim asserting black lung issues (1.5); draft

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objection for beneficial plan participants and insufficient documentation claims, and declaration in support of same (1.0); send same to R. Keffer and B. C. Walsh for comment (0.1); review proofs of claim to be included in books and records objection (2.0) and draft objection to same (1.5).

Total Claims Administration and Objections 39.50 hrs. \$ 13,663.50

Plan & Disclosure Statement (incl Business Pla

12/20/13 L. A. Palans 0.20 hrs. 135.00 Telephone conference with A. Slaish regarding cancellation of old equity as part of plan confirmation.

Total Plan & Disclosure Statement (incl Business Pla 0.20 hrs. \$ 135.00

TIMEKEEPER SUMMARY OF FEES

	Hours	Rate/Hr	Dollars
L. A. Palans	0.40	675.00	270.00
B. C. Walsh	15.10	450.00	6,795.00
J. F. Zimmerman	5.90	210.00	1,239.00
L. U. Hughes	21.10	315.00	6,646.50
TOTAL	42.50	351.78	14,950.50

Total Hours 42.50

Total Fees for Legal Services \$ 14,950.50

TOTAL CHARGES FOR THIS MATTER \$ 14,950.50



Bryan Cave LLP Atlanta | Boulder | Charlotte | Chicago | Colorado Springs | Dallas | Denver | Frankfurt | Hamburg | Hong Kong | Irvine
Jefferson City | Kansas City | Los Angeles | New York | Paris | Phoenix | San Francisco | Shanghai | Singapore | St. Louis | Washington, D.C.

EMPLOYER IDENTIFICATION NUMBER: 43-0602162

Patriot Coal Corporation
12312 Olive Blvd., Suite 400
St. Louis, MO 63141

January 14, 2014
Invoice # 10290042
Client # C067317
Payment is due upon
Receipt

STATEMENT OF ACCOUNT

CURRENT CHARGES FOR MATTER:

File #0360864

Entity Simplification Project

Fees for Legal services \$ 22,813.00

Expenses and Other Charges 186.84

TOTAL CHARGES THIS INVOICE \$ 22,999.84

STATEMENT TOTAL \$ 22,999.84

Bryan Cave LLP has revised its policies related to client reimbursable expenses effective January 1, 2014. For more information, please visit <http://www.bryancave.com/reimbursableexpenses/>.

PAYMENT INSTRUCTIONS

Check Payment Instructions:

Bryan Cave LLP
P.O. Box 503089
St. Louis, MO 63150-3089

Please return Remittance Advice with
payment in the enclosed envelope.

ACH Payment Instructions:

ACH to: Bank of America
One Bank of America Plaza
St. Louis, MO 63101
Routing #081000032
Account # 100101007976

Wire Instructions:

Wire to: Bank of America
One Bank of America Plaza
St. Louis, MO 63101
ABA #0260-0959-3
Account # 100101007976

Swift Codes:
BOFAUS3N (incoming US wires)
BOFAUS6S (incoming Non-US wires)

Please include the Client, Matter, or Invoice Number with all payments.

For Legal Services Rendered Through December 31, 2013

File #0360864
Entity Simplification Project

12/01/13	C. M. Hartsell	0.80 hrs.	168.00	Review and revise Delaware certificates of merger based on new comments (0.3); draft agreement and plan of merger for step 5 (0.3); organize documents and analyze document needs (0.2).
12/02/13	C. M. Hartsell	3.90 hrs.	819.00	Review and revise West Virginia documents based on comments from counsel (1.1); revise templates for West Virginia articles (0.8); draft articles of merger for Virginia for step 4 (0.5); draft articles of merger for West Virginia for step 4 (0.6); draft agreement and plan of merger for step 4 (0.3); draft agreement and plan of merger for step 5 (0.3); draft agreement and plan of merger for step 6 (0.3).
12/03/13	C. Brendan Johnson	1.00 hrs.	490.00	Review and update to closing checklist (0.3); status call with J. Jones and T. Robertson (0.6); follow up email correspondence (0.1).
12/03/13	E. T. Robertson	6.30 hrs.	2,772.00	Conference call regarding entity simplification plan and status (1.2); review and revise documentation related to mergers and contributions to consummate the entity simplification plan (5.1).
12/03/13	C. M. Hartsell	6.80 hrs.	1,428.00	Review and revise Delaware certificate of mergers and agreements (0.6); conference with E. T. Robertson about changes to documents (0.4)

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hours); revise document checklist (0.4); draft agreement and plan of merger for step 7 (0.7); draft agreement and plan of merger for step 8 (0.6); draft agreement and plan of merger for step 9 (0.6); draft agreement and plan of merger for step 10 (0.6); draft agreement and plan of merger for step 12 (0.6); draft West Virginia articles of merger for step 3 (0.8); draft West Virginia articles of merger for step 10 (0.8); draft West Virginia articles of merger for step 12 (0.7).

12/04/13	C. Brendan Johnson	0.70 hrs.	343.00	Participation in teleconference with Patriot and CT to prepare for closing.
12/04/13	E. T. Robertson	5.10 hrs.	2,244.00	Conference call regarding entity simplification plan and status (1.5); review and revise documentation related to mergers and contributions to consummate the entity simplification plan (3.6).
12/04/13	C. M. Hartsell	7.80 hrs.	1,638.00	Draft Delaware certificate of merger for step 12 (0.4); draft agreement and plan of merger for step 19 (0.6); draft agreement and plan of merger for step 20 (0.5); draft agreement and plan of merger for step 24 (0.6); draft agreement and plan of merger for step 25 (0.7); draft agreement and plan of merger for step 27 (0.4); draft agreement and plan of merger for step 28 (0.4); draft articles of merger for West Virginia for step 20 (0.4); draft articles of merger for West Virginia for step 24 (0.6); draft articles of merger for West Virginia for step 25 (0.6); draft articles of merger for West Virginia for step 27 (0.5); draft articles of merger for West

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Virginia for step 28 (0.4); draft contribution agreement for step 14 (0.2); draft contribution agreement for step 15 (0.2); draft contribution agreement for step 16 (0.2); draft contribution agreement for step 17 (0.2); draft contribution agreement for step 26 (0.1); draft contribution agreement for step 32 (0.2); draft contribution agreement for step 33 (0.2); draft contribution agreement for step 34 (0.2); draft contribution agreement for step 35 (0.2).

12/05/13	C. Brendan Johnson	0.30 hrs.	147.00	Review of bankruptcy court motion (0.2); review of correspondence from CT (0.1).
12/05/13	E. T. Robertson	1.50 hrs.	660.00	Conference with bankruptcy counsel regarding status of bankruptcy court issuance of final order (0.3); review and revise documentation related to entity simplification plan (1.2).
12/05/13	C. M. Hartsell	5.20 hrs.	1,092.00	Review and revise West Virginia articles of merger (2.0); review and revise contribution agreements (0.9); review and revise agreements and plans of merger (2.3).
12/06/13	C. Brendan Johnson	0.50 hrs.	245.00	Call with T. Robertson (0.3); review of updated closing checklist (0.2).
12/06/13	E. T. Robertson	5.40 hrs.	2,376.00	Review and finalize state filing documentation for entity simplification plan.
12/06/13	C. M. Hartsell	3.70 hrs.	777.00	Review and revise for final version the merger documents.
12/08/13	C. M. Hartsell	0.80 hrs.	168.00	Review and revise documents for final versions.
12/09/13	E. T. Robertson	2.70 hrs.	1,188.00	Finalize and prepare signature page packets for entity documents.
12/09/13	C. M. Hartsell	3.30 hrs.	693.00	Review and revise documents

for final versions.

12/10/13	E. T. Robertson	0.20 hrs.	88.00	Conference with Finance Counsel regarding company reps under Credit Agreement.
12/11/13	C. Brendan Johnson	0.20 hrs.	98.00	Review of email correspondence in preparation for closing (0.2).
12/11/13	E. T. Robertson	0.20 hrs.	88.00	Correspondence regarding entity simplification project and merger filings.
12/12/13	C. Brendan Johnson	0.20 hrs.	98.00	Review of comments to state filings (0.2).
12/12/13	E. T. Robertson	3.30 hrs.	1,452.00	Revise Articles of Merger in Virginia based on Secretary of State's comments (1.0); finalize and compile various state filings needed to effect entity simplification plan (2.3).
12/12/13	C. M. Hartsell	0.60 hrs.	126.00	Review and revise Virginia documents.
12/16/13	C. Brendan Johnson	0.50 hrs.	245.00	Review of draft bankruptcy order (0.3); review of email correspondence concerning state filings (0.2).
12/16/13	E. T. Robertson	1.70 hrs.	748.00	Finalize and assemble documentation for filing with various Secretaries of State.
12/17/13	C. Brendan Johnson	0.50 hrs.	245.00	Review of email correspondence coordinating closing process (0.2); teleconference with T. Robertson (0.3).
12/17/13	E. T. Robertson	1.30 hrs.	572.00	Revise Certificate of Merger for New York state.
12/18/13	C. Brendan Johnson	0.60 hrs.	294.00	Closing of entity simplification (0.3); teleconference with T. Robertson (0.3).
12/18/13	E. T. Robertson	0.30 hrs.	132.00	Conference with J. Jones regarding status of various state filings in connection with entity simplification plan
12/18/13	E. T. Robertson	0.80 hrs.	352.00	Transmission of various amended state filings in connection with entity

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simplification plan

12/19/13	C. Brendan Johnson	0.20 hrs.	98.00	Review of emails concerning closing process.
12/23/13	C. Brendan Johnson	0.10 hrs.	49.00	Call with E. T. Robertson to discuss West Virginia filing.
12/23/13	E. T. Robertson	1.00 hrs.	440.00	Conference with West Virginia Secretary of State (0.3); preparation of filings for name changes and statements of conversion (0.7).
12/26/13	E. T. Robertson	1.00 hrs.	440.00	Correspondence and conference with West Virginia authorities regarding filings.

TIMEKEEPER SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
C. Brendan Johnson	4.80	490.00	2,352.00
E. T. Robertson	30.80	440.00	13,552.00
C. M. Hartsell	32.90	210.00	6,909.00
TOTAL	<u>68.50</u>	<u>333.04</u>	<u>22,813.00</u>

Total Hours 68.50

Total Fees for Legal Services \$ 22,813.00

EXPENSES AND OTHER CHARGES

Audio Conferencing	2.79
Long Distance Telephone Charge	24.85
Scanning PDF Charges	159.20
Total Expenses and Other Charges	\$ 186.84

TOTAL CHARGES FOR THIS MATTER \$ 22,999.84