

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.<sup>1</sup>**

**Chapter 11**

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

**(Jointly Administered)**

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

**NAME OF APPLICANT:**

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

**ROLE IN CASE:**

Special Counsel to Debtors

**TIME PERIOD:**

November 1, 2013 through and  
including November 30, 2013

**CURRENT APPLICATION:**

Total Fees Requested: \$71333.00  
80% of Fees Requested: \$57066.40  
Total Expenses Requested: \$335.14

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<sup>1</sup> 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 Fourth Monthly Statement for Professional Services and Disbursements (the “**Fee Statement**”) for the period of November 1, 2013 through and including November 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 \$57,066.40, 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 reimbursable 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: December 19, 2013.

Respectfully submitted,

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

*/s/ M. Kirby Gordon, II*

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M. Kirby Gordon, II (KBA#26183)

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                           | 52.  | KE Ventures, LLC                 |
| 2.  | Apogee Coal Company, LLC                          | 53.  | Little Creek LLC                 |
| 3.  | Appalachia Mine Services, LLC                     | 54.  | Logan Fork Coal Company          |
| 4.  | Beaver Dam Coal Company, LLC                      | 55.  | Magnum Coal Company, LLC         |
| 5.  | Big Eagle, LLC                                    | 56.  | Magnum Coal Sales, LLC           |
| 6.  | Big Eagle Rail, LLC                               | 57.  | Martinka Coal Company, LLC       |
| 7.  | Black Stallion Coal Company, LLC                  | 58.  | Midland Trail Energy LLC         |
| 8.  | Black Walnut Coal Company                         | 59.  | Midwest Coal Resources II, LLC   |
| 9.  | Bluegrass Mine Services, LLC                      | 60.  | Mountain View Coal Company, LLC  |
| 10. | Brody Mining, LLC                                 | 61.  | New Trout Coal Holdings II, LLC  |
| 11. | Brook Trout Coal, LLC                             | 62.  | Newtown Energy, Inc.             |
| 12. | Catenary Coal Company, LLC                        | 63.  | North Page Coal Corp.            |
| 13. | Central States Coal Reserves of Kentucky, LLC     | 64.  | Ohio County Coal Company, LLC    |
| 14. | Charles Coal Company, LLC                         | 65.  | Panther LLC                      |
| 15. | Cleaton Coal Company                              | 66.  | Patriot Beaver Dam Holdings, LLC |
| 16. | Coal Clean LLC                                    | 67.  | Patriot Coal Company, L.P.       |
| 16. | Coal Properties, LLC                              | 68.  | Patriot Coal Corporation         |
| 18. | Coal Reserve Holdings Limited Liability Co. No. 2 | 69.  | Patriot Coal Sales LLC           |
| 19. | Colony Bay Coal Company                           | 70.  | Patriot Coal Services LLC        |
| 20. | Cook Mountain Coal Company, LLC                   | 71.  | Patriot Leasing Company LLC      |
| 21. | Corydon Resources LLC                             | 72.  | Patriot Midwest Holdings, LLC    |
| 22. | Coventry Mining Services, LLC                     | 73.  | Patriot Reserve Holdings, LLC    |
| 23. | Coyote Coal Company LLC                           | 74.  | Patriot Trading LLC              |
| 24. | Cub Branch Coal Company LLC                       | 75.  | Patriot Ventures LLC             |
| 25. | Dakota LLC  | 76.  | PCX Enterprises, Inc.            |
| 26. | Day LLC   | 77.  | Pine Ridge Coal Company, LLC     |
| 27. | Dixon Mining Company, LLC                         | 78.  | Pond Creek Land Resources, LLC   |
| 28. | Dodge Hill Holding JV, LLC                        | 79.  | Pond Fork Processing LLC         |
| 29. | Dodge Hill Mining Company, LLC                    | 80.  | Remington Holdings LLC           |
| 30. | Dodge Hill of Kentucky, LLC                       | 81.  | Remington II LLC                 |
| 31. | EACC Camps, Inc.                                  | 82.  | Remington LLC                    |
| 32. | Eastern Associated Coal, LLC                      | 83.  | Rivers Edge Mining, Inc.         |
| 33. | Eastern Coal Company, LLC                         | 84.  | Robin Land Company, LLC          |
| 34. | Eastern Royalty, LLC                              | 85.  | Sentry Mining, LLC               |
| 35. | Emerald Processing, L.L.C.                        | 86.  | Snowberry Land Company           |
| 36. | Gateway Eagle Coal Company, LLC                   | 87.  | Speed Mining LLC                 |
| 37. | Grand Eagle Mining, LLC                           | 88.  | Sterling Smokeless Coal Co., LLC |
| 38. | Heritage Coal Company LLC                         | 89.  | TC Sales Company, LLC            |
| 39. | Highland Mining Company, LLC                      | 90.  | The Presidents Energy Co., LLC   |
| 40. | Hillside Mining Company                           | 91.  | Thunderhill Coal LLC             |
| 41. | Hobet Mining, LLC                                 | 92.  | Trout Coal Holdings, LLC         |
| 42. | Indian Hill Company LLC                           | 93.  | Union County Coal Co., LLC       |
| 43. | Infinity Coal Sales, LLC                          | 94.  | Viper LLC                        |
| 44. | Interior Holdings, LLC                            | 95.  | Weatherby Processing LLC         |
| 45. | IO Coal LLC                                       | 96.  | Wildcat Energy LLC               |
| 46. | Jarrell's Branch Coal Company                     | 97.  | Wildecats, LLC                   |
| 47. | Jupiter Holdings LLC                              | 98.  | Will Scarlet Properties, LLC     |
| 48. | Kanawha Eagle Coal, LLC                           | 99.  | Winchester LLC                   |
| 49. | Kanawha River Ventures I, LLC                     | 100. | Winifrede Dock Ltd Liability Co. |
| 50. | Kanawha River Ventures II, LLC                    | 101. | Yankeetown Dock, LLC             |
| 51. | Kanawah 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	278.2	\$50,076.00
M. Kirby Gordon, II (KG)	1975-KY	\$150.00		\$
<b>TOTAL:</b>				<b>\$50,076.00</b>

**II. Paraprofessionals:**

Name of Paraprofessionals (Initials)	Hourly Rate	Total Hours	Total Fees
Robyn C. Staples (RS)	\$85.00	78.6	\$ 6,681.00
Robyn C. Staples (RS)	\$70.00		\$
Kimberly Miller (KM)	\$85.00	165.8	\$14,093.00
Kimberly Miller (KM)	\$70.00	6.9	\$ 483.00
<b>TOTAL:</b>			<b>\$21,257.00</b>

<b>GRAND TOTAL:</b>	<b>\$71,333.00</b>
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#### Attorney Blended Rate

Attorney	Attorney Blended Rate	Total Attorney Hours	Total Attorney Fees
M. Kirby Gordon, II	\$180.00	278.2	\$50,076.00

## EXHIBIT B

### Expenses

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

Category of Expenses	Amounts
Photocopy Charges [CODE 1540-08010-7600]	\$266.60
FedEx Williams Tr. [CODE 1540-08010-7600]	\$68.54
<b>Total</b>	<b>\$335.14</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	\$702.00
Business Operations	Henderson County, KY Highland Reserves/Leases	1540-08010-7600	2.9	\$434.00
Business Operations	Power Line Easement, Henderson/Union, KY	0317-06310-7600	4.3	\$301.00
Business Operations	Slurry Injection, Union Co., Ky.	2115-06310-7600	1.8	\$126.00
Asset Distribution	Alliance Transaction, Union Co., Ky.	1545-08010-7600	516.6	\$69,770.00
	<b>Total:</b>			<b>\$71,733.00</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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December 13, 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  
November 1, 2013 through November 30, 2013**

Invoice No. 11098

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>				
11/5/2013	KG	Telephone conference with S. Gordon re exit financing matter; review of Jackie Jones' email; review of highlighted language in Term Sheet; review of email of Jackie Jones with correspondence re financing Term Sheets;	0.60 180.00/hr	108.00
11/12/2013	KG	Review of Brian Reznick's email to M. Williams; telephone call from S. Gordon; telephone call to S. Gordon; Special Purpose Vehicles discussed; discussion of Lessor relationship issues, required consents provisions, Bankruptcy court authorizations of mortgages; review of email from C. Ebetino re TVA, ALCOA, and PEC and individual and family lessors; review of email correspondence re potential lessor consequences of a forced mortgage strategy;	2.50 180.00/hr	450.00
11/13/2013	KG	Review of email correspondence re potential lessor consequences of Forced Mortgage and lessor relationship items;	0.80 180.00/hr	144.00
SUBTOTAL:			[ 3.90	702.00]
<u>Henderson County, Ky Highland Mine Code 1540-08010-7600</u>				
11/4/2013	KG	Review of email of F. Gordon to M. Williams re Warning Order Attorney report filed in Southard quiet title action; they advertising;	0.20 180.00/hr	36.00
11/6/2013	KG	Review of status email from F. Gordon re Southard HC-313 Quiet Title action;	0.20 180.00/hr	36.00
11/10/2013	KM	Search Henderson County Clerk's webpage; download recorded Will of Sammie Gaines Taub;	0.30 70.00/hr	21.00

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>
11/11/2013	KM	Revise Susan I. Taub deed to include source of title information of recorded foreign Will; email revised Deed and recorded Will to S. Byers, J. Detzer, and M. Williams;	0.50 70.00/hr	35.00
11/19/2013	KG	Email with report of telephone conference on 11/19/13 with Attorney John Myles for Walter Duncan, Inc.; discussion of proposed lease, Kentucky law as to co-tenants, lessor liability;	0.50 180.00/hr	90.00
	KG	Telephone call to Attorney John Myler re Walter Duncan, Inc. proposed Lease on 9/40ths interest HC-299 31.85 acres less exceptions; review of title opinion, lease and memo; opinions given;	1.00 180.00/hr	180.00
11/20/2013	KG	Email to J. Detzer and M. Williams re Walter Duncan, Inc.	0.20 180.00/hr	36.00
SUBTOTAL:			[ 2.90	434.00]
<u>Henderson County, Ky P/L Easement Code 0317-06310-7600</u>				
11/1/2013	KM	Review of email from M. Williams; begin revisions of C. Chapman Easement and Memo with same changes made to A. Chapman's Easement and Memo with additional paragraph concerning diminution in value to property for consideration amount;	1.70 70.00/hr	119.00
11/8/2013	KM	Telephone call from M. Williams re changes to A. Chapman Easement, Memo, and letter agreement; changes to C. Chapman Easement and Agreement and Memo;	0.30 70.00/hr	21.00
11/10/2013	KM	Revisions made to A. Chapman Easement and letter re consideration damages to water well; revisions made to C. Chapman Easement and Memo; two emails to M. Williams	1.50 70.00/hr	105.00
11/19/2013	KM	Review of email from M. Williams, instructions received; revisions made to T. Long 101-03 Easement and Memo; revisions made to T. Long 101-05-06 Easement and Memo; revisions made to M. Long 101-05-04 Easement and Memo; email to M. Williams;	0.80 70.00/hr	56.00
SUBTOTAL:			[ 4.30	301.00]
<u>Union Co., Ky Heritage Slurry Injection Code 2115-06310-7600</u>				
11/17/2013	KM	Review of M. Williams' 11/16/13 email, instructions received re W. Greenwell Option; prepare draft Amendment #1 to Option extending #11 Option for another year; email to M. Williams;	0.60 70.00/hr	42.00
11/18/2013	KM	Review of email from M. Williams, instructions received re R. Hagan Option; prepare final Quitclaim Deed of #9 voids under MT 9; email to M. Williams;	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>
11/21/2013	KM	Review of email from M. Williams, instructions received re J. Greenwell Mortgages; revisions made to Partial Releases of Mortgages for J. Greenwell to Farm Credit Mid-America; email to M. Williams;	0.70 70.00/hr	49.00
SUBTOTAL:			[ 1.80	126.00]
<u>Union County Ky Alliance Transaction Code 1545-08010-7600</u>				
11/1/2013	KM	Finalize draft Deed of Confirmation for purposes of Exhibit V to 2010 Master Agreement (1.0); update exhibits to draft #11 Area Lamar Option Lease and Sublease and draft Williams Option Lease (2.8);	3.80 85.00/hr	323.00
	KG	Review of C. Ebetino email to M. Williams re undermining overland belt structure; review of M. Williams reply email; telephone conference with paralegal (RS) re MT #44, 45, and 46 but keeping MT 42 and 43 in #11 Interest Area; review of draft email of paralegal (RS) to S. Byers; telephone conference with paralegal (RS) re add attached plat; revised draft email; telephone conference with paralegal (RS) re Gryphon Map Tract 10 and 11; revised draft email to S. Byers; telephone conference with paralegal (RS) re Gryphon MT 15; instructions given to paralegal (RS); review of three emails of paralegal (RS) to S. Byers re Gryphon MT 10 and 11, 15, and 7, 8 and 9; review of S. Byers reply re MT 7, 8, and 9; review of email correspondence re J. Brock's revisions to 10/24/13 Term Sheet; two telephone conferences with M. Williams; conference call with C. Ebetino, M. Williams, S. Gordon; email to M. Williams re 11/6/13 meeting with Lamar Group representatives; review of C. Ebetino email with his proposed responses to J. Brock; review of C. Ebetino email to J. Brock; review of M. Williams email with map of tracts in #11 Interest Area requiring consents; review of C. Ebetino email consents in #11 Interest Area; telephone conference with C. Ebetino, M. Williams, and S. Gordon re analysis of Potter position in regard to obtaining their consents to the three Partial Assignments; review of S. Byer's response email re Gryphon MT 10 and 11; review of J. Brock's email to C. Ebetino and C. Ebetino response; revised 10/30/13 Term Sheet and circulated to M. Williams and S. Gordon 11/1/13 version; review of S. Gordon's email with his mark-ups to my 11/1/13 version of Term Sheet; revised 11/1/13 version of Term Sheet email to C. Ebetino, M. Williams, and S. Gordon; review of C. Ebetino's comments; made revisions as instructed and emailed to C. Ebetino, M. Williams, and S. Gordon; review of C. Ebetino's email approval and M. Williams email to J. Brock forwarding 11/1/13 draft Term Sheet;	8.00 180.00/hr	1,440.00
	RS	Telephone conference with K. Gordon re dropping Map Tracts #44, 45, and 46 in #11 Interest Area and keeping Map Tracts 42 and 43 (.5); email and telephone conference with K. Gordon re Gryphon Reserve area Map Tracts 7, 8, and 9 mistakenly identified on Exhibit B to the deed as three tracts but should be two; email to S. Byers re findings that MT 8 and 9 are one tract consisting of 60 acre (.5); email and telephone conference with K. Gordon re Gryphon Reserve Area MT 15; Exhibit B mistakenly showed ownership as 77.08% instead of 87.5%; email to S. Byers with breakdown of deeds for MT 15 for 87.5% control (.5); email and telephone conference with K. Gordon re Gryphon Reserve Area MT 10 and 11; Exhibit B mistakenly	8.00 85.00/hr	680.00

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>
		identified MT 11 as being 100% owned and MT 10 as 66.67% instead of MT 11 being 16.67% and MT 10 being 83.33% owned; email to S. Byers breakdown of ownership interests (.5); continue preparation of Exhibit A to the deed for Gryphon Reserve Area with interests and sources of title; update summary spreadsheet (6.0);		
11/3/2013	KG	File study; preparation for 11/6/13 conference with David Olliver and Sandy Conner at Lamar Group office; selected maps and selected prior schedules and documents for review and discussion; made notes of lists of issues to address;	3.50 180.00/hr	630.00
11/4/2013	RS	Continue review of grantor deeds and entering source of title into Exhibit A to deed and summary spreadsheet for Gryphon Area (1.25); telephone conference with K. Gordon and paralegal (KM) re Potter and Snarr interests; review interests in Potter Additional Area and Potter Perimeter Area; email updated spreadsheet of #11 Interest area to K. Gordon; email Potter Additional summary spreadsheet to K. Gordon; review and revise Lamar/Williams summary spreadsheet and email to K. Gordon; revise Exhibit A to Potter Additional area to include UP#s (2.5); revise Exhibit A to Special Warranty Deed from Heritage to Central States to reflect conveyance of 224 acres less 16 acres and 16 acres (.5); telephone conference with K. Gordon re Exhibit A to Additional Potter Area Mutual Partial Termination; locate and review PCC and PDC assignments of leases recorded in Henderson and Union Counties; work on Exhibit A to Potter Additional Area - release of Highland Sublease to Central States (2.0);	6.25 85.00/hr	531.25
	KG	Telephone conference with paralegal (RS) re Snarr interests in Potter Union except D2; made ownership analysis of Central States' Partial Assignment of Potter leased interests in MT 29 (Perimeter Area) 82.1 acres to Alliance; tract not in LMS, no UP number assigned; Potter reference D1 P8 T19 of 5/16ths or 31.25% out of 1545-002-00; added to page 20 of 25 of Partial Assignment; added to Memo of Partial Assignment; review of emails from paralegal (RS) with #11 Interest area spreadsheets and Potter Additional Area Spreadsheet; review of spreadsheets; telephone conference with paralegal (RS), instructions given to locate and review all PCC and PDC Lease Assignments in Henderson and Union Counties to identify omitted tracts that would require a conveyance to Central States; discussion of Exhibit A to Potter Additional area partial assignment; review of email of paralegal (RS) re MT 59 of #11 Interest Area to show 224 acres less 16 acres and a separate 16 acre tract; review and approve revised pages to exhibit A to Central States Deed; telephone conference with paralegal (RS) re S. Byers responses re Gryphon Map Tracts; discussion of progress of work to obtain all PCC and PDC source deeds in Highland area; telephone conference with M. Williams and S. Gordon and email re subparagraph 1(g) of Term Sheet should read "excepting"; discussion of preparation of Highland release to Central States of #9 sublease of Potter Additional Area tracts; telephone conference with paralegal (RS) re #11 Interest Area - Lamar/Williams interests; discussion of title opinions; request a revised #11 Interest area spreadsheet; three revisions to draft Potter Consent adding Release Area language and map (5.5); three revisions to draft Snarr Consent adding	7.50 180.00/hr	1,350.00

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>
		Release Area language and map; review of email of M. Williams of J. Brock email re "excepting" in paragraph 1(g) of Term Sheet and J. Brock's response agreeing (2.0);		
11/5/2013	KG	Review of email from M. Williams; 8:05 a.m. email reply to M. Williams; telephone call from paralegal (RS), located all source deeds into Peabody Coal; discussion of Union County DB 351/588 having only five tracts; instructions delivered to paralegal (RS); made changes to Term Sheet, created 11/5/13 version email to M. Williams and S. Gordon; draft Notice of Exercise of Option letters to Williams Trust and Armour Group; review of final 37 tract version of Gryphon Map Tract map emailed; telephone call to M. Williams, left message that we do not intend to add Release Area map to the Williams/Lamar assignments; review of draft Exhibit A to Potter Additional Area attached to email from paralegal (RS); instructions to paralegal (KM) re preparation of draft Amendment to #9 Lease and Sublease to Highland; telephone call form M. Williams re J. Brock's email with K. Barret's 11/4/13 comments re consents; received instructions to consolidate consents and send to M. Williams, K. Barret, and J. Brock; M. Williams refused to revise Consents already sent out; review of 1:32 p.m. email to C. Ebetino from M. Williams re his telephone conference with J. Brock re changes to consents already sent out and forwarding transactional documents to Alliance; review of 11/4/13 email of K. Barret to J. Brock; review of her mark-up of Patriot Consent; review of C. Ebetino response (6.0);	6.00 180.00/hr	1,080.00
	KG	Draft response email to M. Williams; 3:50 p.m. email to M. Williams, C. Ebetino, and S. Gordon with Potter Consent attached; email to M. Williams, C. Ebetino, and S. Gordon with Snarr Consent attached; draft Consents to Partial Exercise of Option to Lease and Sublease for both Armour Group and Williams Trust; draft Consents to Partial Assignment and Assumption of Leases and Subleases for #9 for Armour Group and Williams Trust; review of M. Williams email to J. Brock re Consents; review and approval of draft First Lease and Sublease for Armour Group and Memo; review and approve draft of First Lease for Williams Trust and Memo; final preparation for 11/6/13 meeting with Lamar Group representatives; 9:44 p.m. email to M. Williams requesting Williams Trust and Armour Group Notice of Exercise letters be placed on letterhead for pick-up 11/6/13 prior to meeting for delivery to Lamar Group representatives (6.0)	6.00 180.00/hr	1,080.00
	RS	Email to S. Byers re completion of review of Gryphon Area; review and respond to email from S. Byers re numbering of map tracts in Exhibit B; review of revise Exhibit B to Gryphon Area from S. Byers (1.75); make revisions to Exhibit A to Potter Additional Mutual Partial Termination of Sublease and Partial Release of Lease, as amended; email to K. Gordon (1.75);	3.50 85.00/hr	297.50
	KM	Work on draft third party consents and draft letters for Drury/Micelli; review of Alliance third party Consent revisions; revisions made to draft Potter and Snarr Consents (8.0); draft Notice of Exercise letters for Williams Trust and Lamar Group; work on Ariela B. LeGendre Extensions; conference with K.	14.00 85.00/hr	1,190.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		Gordon, instructions received; work on draft #9 Amendment to Lease and Sublease (6.0);		
11/6/2013	KG	Conference in Evansville, Indiana at 9:00 a.m. with Armour Group representatives; map study; review of all Armour Group and Williams Trust related documents; discussion of effects of partial assignment of #9 and entire assignment of First Lease and of First Lease and Sublease resulting from exercise of Option at Closing; copies of P-1 Deed with marginal references copied abstract of TVA title opinions 6/19/13 on P-1 obtained; copy of Map of P-1 tracts in City of Waverly; instructions to paralegal (KM); conference with paralegal (KM), instructions given re closing documents; discussion of status; review of draft Partial Mutual Release of #9 Sublease of Potter to Central States; receipt and review of email to M. Williams from C. Ebetino re consents and a partial assignment of references in his 11/5/13 email to M. Williams and receipt and review of email to M. Williams from C. Ebetino re Alliance recouping advance minimum royalty credits; copied map of Waverly at Evansville Blueprint; delivered electronic version and two large copies to S. Byers; brief conference with S. Byers; brief conference with J. Detzer re notice letters of exercised options; second conference with M. Williams, received instructions;	6.50 180.00/hr	1,170.00
	KM	Continue work on drafts of lessor consents and review of spreadsheets; draft Mutual Partial Release from Heritage to Central States; work on Waverly tracts for P-1, map study, comparison of tracts already selected (6.5); conferences with K. Gordon re drafts of closing documents (2.0);	8.50 85.00/hr	722.50
	KG	Telephone call to S. Gordon re his availability to further assist on transaction; review of paralegal (RS) email transmitting copies of Gryphon Reserve Area spreadsheet and Exhibits to Henderson County Deed and Webster County Deed; review of K. Barret's 11/6/13 email to M. Williams and J. Brock with accurate redline of her draft consent attached which was previously omitted; review of email correspondence re #11 Interest Area spreadsheets; review of J. Brock's email to M. Williams re information request being sent and focus upon consents; review of K. Barret's 11/6/13 email re cessation of further consents until map, lists, and leases provided; review of email from J. Henderson requesting spreadsheets for #11 Interest Area and Potter Additional Area and copies of all other schedules and exhibits; forward to M. Williams; review of two emails from J. Detzer with copies of notices of exercise of Options; conference with paralegal (KM), review of revisions to drafts of closing documents; revisions made to Armour Group Consent adding Consent to Assignment of Lease and Sublease and Williams Trust Consent adding Consent to Assignment of Lease; revisions made to Armour Group First Lease and Sublease; revisions made to Williams Trust First Lease;	3.50 180.00/hr	630.00
	RS	Revisions made to Exhibit A depicting renumbering of map tracts due to earlier findings; enter sources of title from Union County and Henderson County; update summary spreadsheet; email to K. Gordon;	2.00 85.00/hr	170.00
11/7/2013	KG	Review of email of M. Williams with C. Ebetino; review of email of C. Ebetino re Snarr Trust Consent in response to 11/5/13 email to him; review of M. Williams email with C. Ebetino in response to his request for	6.50 180.00/hr	1,170.00



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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		instructions; review of M. Williams' email with four questions re Highland #9 Sublease of Tracts in the Potter Additional Area; 8:50 a.m. responses in redline; telephone call to M. Williams, received instructions re distribution of documents to K. Barret, J. Henderson with upper management revise caveat, to be out by 5 p.m. 11/8/13; review of M. Williams' email re closing document checklist; review of C. Ebetino email re Potter Consent; review of paralegal (KM) reply to M. Williams email; email to all concerned with 2010 Master Agreement Second Closing documents attached; email to J. Henderson; work on email to J. Henderson with 5/31/13 version of Perimeter Area Spreadsheet and copy of my 5/131/13 email to M. Williams updating as to 137-076 (T15); map tracts 29 and 30 of Perimeter Area and map of P-1 tracts in Waverly; review of M. Williams email re Perimeter Area spreadsheet, circulate drafts of three Closing Document Checklist to M. Williams, C. Ebetino, and S. Gordon for approval to forward to Alliance; 4:20 p.m. forward three checklists to all concerned, #9 Consents for Armour Group and Williams Trust Group; work on closing documents with S. Gordon; received message from paralegal (RS) that she preparing revised Exhibits to Armour and Williams Trust #9 Lease with interests, sources of title, and descriptions; email to all concerned with Consents to Exercise of Option to Lease for Lamar Group and Williams Trust with Consent to Assignment of First Lease and Sublease and Consent to Assignment of First Lease added;		
11/7/2013	KG	Telephone conference with paralegal (RS) re delivery of hard copies of deeds of owned property in Gryphon Reserve Area to Henderson office; Review of C. Ebetino email re advance minimum royalty recoupments and amounts; review of C. Ebetino email as to Lamar/Williams Consents and closing document checklists; review of M. Williams 5:21 p.m. response email; review of C. Ebetino email to M. Williams re recoupment of Potter and other advance royalties other than those on the exercised Options and M. Williams' response email with questions; instructions to paralegal (KM); review of S. Gordon's response email to M. Williams; email to M. Williams and review of his reply; review of J. Brock's email to C. Ebetino and C. Ebetino's response email to J. Brock and M. Williams; 9:36 p.m. email to all concerned with Armour Group First Lease and Sublease and Williams Trust First Lease with explanation of Williams' ownership and further explanation of First Lease; continue work on draft Assignments of First Lease and Sublease and First Lease;	5.00 180.00/hr	900.00
	KM	Conference with K. Gordon, work on closing documents; review and revise spreadsheets; revisions made to Potter Consents per Alliance redlines; conferences with S. Gordon; revisions made to Closing Document Checklists for Highland, Gryphon, and 2010 Master Agreement (8.0); revisions by C. Ebetino made to Consents; revisions made to Lamar Consents for #9, #11, and Perimeter Area (1.5);	9.50 85.00/hr	807.50
	RS	Deliver hard copies of grantor deeds to Gryphon to Patriot office to be scanned for due diligence;	1.50 85.00/hr	127.50

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
11/8/2013	RS	Telephone conference with K. Gordon re status of deeds taken to Patriot for scanning; discussion of Lamar tracts and maps;	0.50 85.00/hr	42.50
	KG	7:30 a.m. email to M. Williams removing map Exhibits B from the #9 Consents and David Olliver's wish to remove 100-200 acres from P-1; review of M. Williams response email; email to all concerned forwarding 11/8/13 version of #9 Williams/Lamar Consents with deletion of all references to Exhibit B maps; review of M. Williams' email re spreadsheets to be sent to J. Henderson; review of M. Williams email to C. Ebetino re advance royalty recoupments; review of K. Barret email re no consent required for partial assignments, no consent requirement in Potter leases, and full assignments and partial options exercise of Williams/Armour group optioned tracts, and request for Patriot reason for requesting consents to partial assignments; conference at Lamar Group offices in Evansville with S. Conner and D. Olliver re P-1 file; review of P-1 maps and with Armour Group representatives; review of advance royalty payment records; review of revision pages to be sent to me at Lamar Group offices; telephone conference with S. Byers re P-1; telephone conference with K. Barret; received long instructions to forward #9 Lamar/Williams Consents to pull or withdraw consents to partial exercise of Option and consents to Assignments of First Lease and First Lease and Sublease;	7.50 180.00/hr	1,350.00
	KG	Brief conference with M. Williams re telephone conference with K. Barret particularly the agreement not to forward draft Potter Consents without the agreement as to language and instructions to do so; revise and approval of email forwarding to all concerned drafts of Partial Assignments of Leases of Third Parties in Perimeter Area and #11 Interest Area; review and approval of 5:18 p.m. to 5:26 p.m. emails forwarding draft First Lease and Sublease and First Lease to all concerned; work on draft of 7:40 p.m., 8:14 p.m., and 9:01 p.m. emails to B. Della Longa, Co-Trustee of Armour Trust explaining the transactions; review and approval of Partial Assignment of #9 Lamar Group 1990 and 2001 Leases and Memorandum thereof; work on draft of lengthy explanation email to K. Barret and all concerned re necessity for Partial Assignments consents being obtained in response to her email; email sent in response; final revisions and approval to send email to B. Della Longa; review and approval of emails and attachments forwarding Partial Assignments of Potter Perimeter Area, #11 Interest Area, and Additional Area with Memorandum; review of C. Ebetino email re Consents; review and analysis of lengthy email of J. Henderson re receipt of incomplete lease files on Potter, Potter course of dealing, mutual partial termination in 2007, 2007 amendment and extension, ratification, and necessity for seeing the complete lease file(s); 9:07 p.m. email to all concerned forwarding Central States owned Perimeter Area Deed, intention to provide remaining deeds to follow; status report made that S. Gordon working on Overriding Royalty Agreement and K. Gordon working on Master Agreements;	4.50 180.00/hr	810.00
	KM	Revisions made to Assignments - third party, Williams, Lamar, Potter and Snarr per C. Ebetino; conference with K. Gordon in preparation for Olliver meeting; email draft to B. Della Longa to follow-up meeting with D. Olliver	3.00 85.00/hr	255.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		and S. Conner; telephone conferences with K. Gordon in support of meeting with Olliver and Conner;		
11/9/2013	KG	Work on correction to Central States owned Perimeter Area deed dropping map exhibit; 9:15 a.m. email to M. Williams re no maps to be on deeds, adding T21 to the footer for 82.1 acres, Map tract 29; work on long email report to M. Williams re my telephone conference with K. Barret on 11/8/13; revise Central States owned Perimeter area Deed; emailed to all concerned; review and approval of drafts of Central States, Highland and Gryphon Deeds; 2:56 p.m., 2:59 p.m., 3:00 p.m., and 3:48 p.m. emails to all concerned; file search for copies of Potter Partial Assignments, Consents and Lessor Estoppel Agreements re "carve-out" of Central States to Midwest and Midwest to Central States Deeds #1, #2, #3, #4, and #5; instructions to paralegal (KM) (7.2); telephone conference with D. Olliver re email sent to Ms. Della Longa; he has been unable to talk to her, he has talked to Ms. Toriscelli; email to all concerned with three (3) closing document checklists attached (Highland, Gryphon, and 2010 Master Agreement); research on Consents required for partial assignments; email to S. Gordon; review of three emails from C. Ebetino at 10:28 p.m., 10:34 p.m., and 10:40 p.m. (2.0);	9.20 180.00/hr	1,656.00
	KM	Revise Deeds, circulate to Patriot representatives; revise checklist, circulate; review of C. Ebetino revisions to Deeds, made revisions; work on scanning and emailing Central States and Midwest transactions regarding Potter Consents and Assignments;	4.50 85.00/hr	382.50
11/10/2013	KG	Review of C. Ebetino 6:10 p.m. email re wants the deed consideration to be the whole Overriding Royalty Agreement; review of revision of S. Gordon; review of S. Gordon's email with revised draft of Overriding Royalty Agreement attached; email to C. Ebetino, M. Williams, and S. Gordon re net acres calculations for insertion in the consideration certificate of the deeds; forward with attached pdf redline of Central States Special Warranty Deed; work on legal opinion email to all concerned re necessity for Potter Consents to Partial Assignments; collected legal authorities and listed them; provided summary of factual background of Potter leases; legal opinions email sent to all concerned; email to C. Ebetino to forward draft of Overriding Royalty Agreement; Potter Consents to Partial Assignment approved to be sent to all concerned; computed deed consideration for all deeds; 8:40 p.m. email to C. Ebetino and M. Williams; review of C. Ebetino's 9:21 p.m. response email re Lessor Consents and course of action to be followed if Consent requests are denied by lessors; review of C. Ebetino's 9:40 p.m. email re Central States Special Warranty Deed - Perimeter Area changes, Gryphon deed consideration, and Highland deeds consideration;	4.00 180.00/hr	720.00
	KG	Review of email from M. Williams with C. Ebetino email to R. Mead attached and his email to K. Coco attached; email to S. Gordon; 8:22 a.m. email to C. Ebetino re language in deeds and recorded Overriding Royalty Agreement memorandums; email to C. Ebetino re language to be included in Gryphon Overriding Royalty Agreement and Gryphon Master Agreement; review of email from M. Williams; review of C. Ebetino two emails at 2:21 p.m. and 2:58 p.m.; email to C. Ebetino re three separate Overriding	6.50 180.00/hr	1,170.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		Royalty Agreements; review of C. Ebetino emails; review of M. Williams email to C. Ebetino; email correspondence with S. Gordon re revisions to Special Warranty Deeds; work on revisions to Central States Deed to conform to C. Ebetino comments; revised redline of Central States Deed forwarded to C. Ebetino, M. Williams, and S. Gordon;		
11/10/2013	KM	Conferences with K. Gordon, review of Ebetino revisions to Deeds and Overriding Royalty Agreement to include reference to ORR as part of consideration to be made to documents; conferences with S. Gordon and K. Gordon with further research on law regarding Consents; revisions made to ORR, circulate to Patriot representatives and C. Ebetino (8.0); redline of Deeds and ORR; redline of Potter Consents (1.5);	9.50 85.00/hr	807.50
11/11/2013	KM	Conferences with K. Gordon and S. Gordon re legal research; guaranty language drafted and revised; review of Alliance revised Lease Assignments; work on spreadsheets to add lease dates; Potter Lessor Estoppels circulated; revisions made to spreadsheets (7.5); continue work on spreadsheets and closing documents (2.5);	10.00 85.00/hr	850.00
	KG	Telephone call from M. Williams re C. Ebetino has talked to J. Brock; we to get Potter Consents but M. Williams is not to take them to Nashville until K. Barret approves; informed M. Williams has jury duty for remainder of month; received instructions from M. Williams; telephone call to S. Gordon re consents; conferences with S. Gordon and paralegal (KM) re additional legal research for authorities supporting requirement for consents by lessors to partial assignments; read pertinent portions of additional legal authorities found; review of interim response email from C. Ebetino to our 11/10/13 email with draft of Overriding Royalty Agreement; 8:48 a.m. email to C. Ebetino, M. Williams, and S. Gordon, explanation of the law and its application to the Potter Leases; review of 2007 "carve-out" from Central States to Midwest and five "buy-back" deeds; review of K. Barret's email to all concerned re Potter Consents; response email to K. Barret and all concerned; review of J. Henderson's email re need for Master Agreement and property schedules and necessity for agreement as to form of agreements; forward to S. Gordon; review of K. Barret's email to all concerned requesting all course of performance documentation which mandates consent to partial assignment; 10:22 a.m. email to C. Ebetino, M. Williams, and S. Gordon re form deeds, assignments, and partial assignments; Master Agreement not essential to their review of documents; review of email of C. Ebetino re 2:30 p.m. conference call; reply email to K. Barret; reply email from J. Henderson; review of sample of guaranty language for inclusion in Master Agreements; review of email from C. Ebetino with three questions re Potter Lessor Consents; email to C. Ebetino, M. Williams, and S. Gordon with body of Potter Consents since 10/2007;	5.50 180.00/hr	990.00
	KG	Conference call with C. Ebetino, M. Williams and S. Gordon; discussion of legal ramifications of default under Leases; monetary analysis presented; discussion of all open issues; received instructions; tasks allocated among participants; review of email from C. Ebetino; response email to C. Ebetino, M. Williams, and S. Gordon; review of M. Williams email to C. Ebetino; preparation for conference call; review of S. Gordon's email re course of	6.00 180.00/hr	1,080.00

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		dealing and other C. Ebetino questions; telephone conference with S. Gordon; email to S. Gordon; review of reply email from S. Gordon; email from B. Della Longa; reply email to B. Della Longa; telephone call to J. Henderson, left message; conference call with S. Gordon and J. Henderson; telephone conference with J. Henderson, instructions to paralegal (KM) re Master Agreement; telephone conference with paralegal (RS); instructions given; review of email of S. Gordon to all concerned with Potter Lessor Estoppels, Potter Consents, and Partial Assignments approved to be sent to all concerned; 3:31 and 3:38 p.m. emails approval of redline and clean versions of #9 Lamar Group Perimeter Area Partial Assignments incorporating C. Ebetino's redline changes made to Special Warranty Deed on 11/10/13; review of J. Henderson email; 7:58 p.m. and 8:22 p.m. emails to J. Henderson each with 37 tract Exhibit A to Gryphon Deed requested maps; telephone call to paralegal (RS); worked on list of leases - partial and full assignments; email re tracts 2, 3, and 20 of #11 Interest Area explained;		
11/12/2013	KG	Review of 3:29 p.m. email from S. Gordon to J. Henderson with copy of Doc. 2822 - Assumption Order and assumed leases list; review of extensive email correspondence between C. Ebetino and K. Coco; email requesting addresses and contact information; review of S. Gordon's email forward Doc. 4986 and 4982 (Motions); review of M. Williams email to K. Coco with address information; review of S. Gordon's email forwarding Motions (4986 and 4987); review of K. Coco's emails requesting four more addresses; telephone conference with paralegal (RS) re 11/4/13 version of Potter Additional Area spreadsheet; set conference for 12/13/13; review of 4:51 p.m. email with spreadsheet; forward to all concerned; review of M. Williams' email to K. Coco; telephone conference with S. Gordon re redline of Overriding Royalty Agreement (4.0);	4.00 180.00/hr	720.00
	KG	Review of email of C. Ebetino; review of email of M. Williams that I am to respond to C. Ebetino email; 8:51 a.m. reply email to C. Ebetino re full assignment of Lamar new Leases; 8:54 a.m. email to C. Ebetino and email from C. Ebetino; telephone conference with S. Gordon; reply to C. Ebetino re Master Agreement, Overriding Royalty Agreement, and review of revisions to Partial Assignment of Lamar #9 Leases; telephone call to F. Gordon, briefing on support needed for Lamar Union County (3.0); telephone call to S. Gordon re revisions to Partial Assignment of Lamar #9 Leases re payment provisions for advance royalty recoupments; review of C. Ebetino email to J. Brock, forwarded by M. Williams; review of multiple emails from C. Ebetino; work on draft response to C. Ebetino inquiries; three telephone conferences with S. Gordon; email to S. Gordon re revisions of Partial Assignment language; review of C. Ebetino comments on Overriding Royalty Agreement; made annotations for further discussion; email to C. Ebetino re Master Agreement and assignment provisions; email to M. Williams with #11 Area - All Interest spreadsheets seeking approval to forward to J. Henderson; review of reply of M. Williams; email to J. Henderson with #11 Interest Area spreadsheets "all interest"; review of C. Ebetino email; work on answers to questions; review of S. Gordon email to C. Ebetino for list of assumed leases; review of email to J. Clarey for list of assumed leases, his response email, and C. Ebetino forwarding the list to J. Henderson; 12:43 p.m. email to C. Ebetino in response to his email with	7.00 180.00/hr	1,260.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		questions; email from M. Williams that Lamar is only leased on a tract-by-tract basis; review of S. Gordon's email re two leases needing confirmation; review of Jarod Clarey email to J. Henderson to set up schedule for his due diligence review; 2:52 p.m. email to C. Ebetino with revised redline Partial Assignment with highlighted redline words attached (4.0);		
11/12/2013	KM	Revisions and redline of #9 Assignment; recoupment language drafted and revised; work on draft Master Agreement; due diligence tentative dates submitted; revisions made to spreadsheets; conferences with K. Gordon re status of Bankruptcy Motion and Order for transaction discussions; revisions to ORR redline (6.5); continue work on spreadsheets and closing documents (4.0);	10.50 85.00/hr	892.50
11/13/2013	RS	Telephone conference with K. Gordon re immediate need to meet at his office to review closing materials; review of map tracts to be conveyed by 2010 Master Agreement; review Lamar/Armour/JE Williams tracts; commence work on Perimeter Area summary spreadsheet to include interests of Potter, Central States, Highland, Armour Group, Lamar #9; review Assignments of Armour and JE Williams;	12.00 85.00/hr	1,020.00
	KM	Revisions made to Potter Additional Area spreadsheet; continue draft of Master Agreement; conference with S. Gordon; revisions made to First Lease and First Lease and Sublease; LMS shut down; status of recorded Deed from Heritage to Central States; status of lessors consents for third parties; due diligence scheduled; revisions made to Potter Consent; preparation for due diligence with K. Gordon;	4.00 85.00/hr	340.00
	KG	Preparation for due diligence session in Henderson; 2:16 p.m. email to J. Detzer re deed from Heritage to Central States; review of J. Detzer's response email; review of email from J. Henderson to all; email to C. Ebetino reporting on conference call with J. Henderson and S. Gordon; email to J. Henderson that there are more than just four (4) consents; review of C. Ebetino email; work on and review for accuracy and completeness draft 11/13/13 spreadsheets for the Perimeter Area less third party leases and "all" sheets; review of email from J. Detzer with copy of original "as recorded" deed from Heritage to Central States; review of S. Gordon's email to C. Ebetino in response to his questions; review of C. Ebetino reply email; review of email re necessity of "good standing" clause in any consents not yet sent out; review of C. Ebetino response email; email to C. Ebetino, M. Williams, and S. Gordon; work on revisions to Potter Consent; telephone conference with paralegal (RS), instructions given; 7:08 p.m. email to S. Gordon; review of email reply of S. Gordon; conference with paralegal (KM) and instructions given; 8:13 p.m. email to all concerned with all Perimeter area spreadsheets except third party leases and "all interests" sheets; email to all concerned re Armour status and planned due diligence;	7.00 180.00/hr	1,260.00
	KG	Review of Clark Fletcher 8:05 a.m. email to M. Williams; review of C. Ebetino's response to M. Williams and M. Williams' reply email; review of J. Detzer's email to C. Ebetino re consents and lease extensions report; review of C. Ebetino's responses and his questions re Map and listings;	5.50 180.00/hr	990.00

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		review of J. Detzer's reply to C. Ebetino; review of M. Williams' email re locked out of LMS through end of November; review of S. Gordon's email to M. Williams and C. Ebetino from my office; response with S. Gordon to J. Detzer's email; review of M. Williams' email to S. Gordon re due diligence review; review of M. Williams response to C. Ebetino's inquiry re contacts made; review of S. Gordon's email to M. Williams re J. Henderson informed of LMS lockout; review of M. Williams' reply; work on draft email to be forwarded to J. Henderson to prompt him to get his due diligence review completed and governing all coordination details and lack of necessity for a Master Agreement (not send due to teleconference); telephone conference with J. Henderson and S. Gordon, status discussion; coordination detail relayed; Potter consent to be Patriot's responsibility to obtain; form of documents, assumption of leases, payments made since assumptions, third party leases requiring consents; review of C. Ebetino in response to S. Gordon's email; review of email to J. Detzer; 1:26 p.m. re-read and reply to M. Williams requesting spreadsheets with addresses; telephone conference with D. Olliver re status of notice letters, acreage revisions needed as to P-10, status of documents circulation to arrive at Ms. Toriscelli on 11/14/13; 1:31 p.m. email from M. Williams re Perimeter area third party leases spreadsheet; instructions to paralegal (KM);		
11/14/2013	RS	Set up, attend, monitor and assist at due diligence meeting at Patriot offices with K. Gordon and J. Henderson, B. Ogle, and L. McElroy;	9.25 85.00/hr	786.25
	KM	Monitor due diligence email requests; continue draft of Master Agreement; work on Perimeter Area spreadsheets (5.5); continue work on spreadsheets and closing documents (6.5);	12.00 85.00/hr	1,020.00
	KG	Review of 3:29 p.m. email from paralegal (RS); review of Third Party leases spreadsheet attached; instructions to paralegal (KM) to forward to all concerned and to Attorney L. McElroy; final review and approval of draft Master Agreement to be sent out by email; 6:42 p.m. email to J. Henderson re maps requests; review of email of S. Gordon re Master Agreement draft; instructions to paralegal (KM) re combining deed consideration on single Central States Deed and single Highland Deed; 11:12 p.m. email to C. Ebetino and M. Williams with draft Master Agreement informing of due diligence review to continue; instructions to paralegal (KM) to not use the 11/7/13 language in the Assignments of First Lease and of First Lease and Subleases;	6.00 180.00/hr	1,080.00
	KG	Review of C. Ebetino 8:31 a.m. email to J. Detzer and her 8:34 p.m. reply re daily consents report; brief J. Henderson on ground rules; showed his due diligence team the boundaries and rules governing document handling; monitored Alliance due diligence team coordination; re-review and revision of language developed 11/7/13 for use in Master Agreement for Third Party leases and for all except Third Party leases; instructions to paralegal (KM) to remove Heritage from #9 Lamar Leases Partial Assignment; work on documents and files; responded to reasonable due diligence requests made by J. Henderson; instructions to paralegal (RS) re spreadsheets to be prepared; telephone conference with D. Olliver re his attempts to contact Ms. Toriscelli; discussion that co-Trustees of Armour Trust have both signed all of the documents; discussion of available dates for Lamar	7.00 180.00/hr	1,260.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		Group office due diligence; telephone conference with S. Conner at Lamar Group office; third telephone conference with D. Olliver that Ms. Toriscelli should receive the package 11/18/13;		
11/15/2013	RS	Continue preparation of Perimeter Area spreadsheet for due diligence (1.75); attend, monitor, and assist due diligence at Patriot offices with K. Gordon, D. Thomason, and L. McElroy; review Lamar Williams internal documents and spreadsheets; review Patriot's spreadsheets of Lamar/Williams tracts in Perimeter Area (6.0);	7.75 85.00/hr	658.75
	KG	Review of email correspondence between C. Ebetino and S. Gordon as to Gross Sales Price, Master Agreement Potter Consent, Lamar Partial Assignment, Overriding Royalty Agreement; review of email correspondence between C. Ebetino and K. Coco; review of Erickson Deed of record in Union County Deed Book 356/459 received 11/15/13;	2.00 180.00/hr	360.00
	KG	Review of S. Gordon email to C. Ebetino and M. Williams forwarding Master Agreement returned as undeliverable due to delay in server; review of C. Ebetino email to K. Coco and his response email re Alliance input into sale motion and order; review of S. Gordon's email to C. Ebetino and M. Williams re Overriding Royalty Agreement; instructions to paralegal (RS); review of J. Henderson's email, map requests; review of C. Ebetino email to M. Williams re map requests; review of M. Williams' response email; review of email of J. Henderson re Consents of Third Parties and request for copies of Lamar Group and Williams Trust Consents; request for all correspondence; review of email of J. Henderson re Potter unmined mineral taxes, how paid, and if recouped; instructions to paralegal (RS); telephone conferences while en route to Owensboro with J. Henderson; telephone conferences with S. Gordon; telephone conference with paralegal (KM), instructions given;	7.00 180.00/hr	1,260.00
11/16/2013	RS	Telephone conference with K. Gordon to discuss results and impressions of due diligence meetings and any requests for further information or files (.5); telephone conference with K. Gordon and paralegal (KM) re three Perimeter Area lease files missing and the request from Alliance to produce them; review of Lamar #9 and Armour group tracts; review with K. Gordon 2003 and 2013 royalty payment list from Waverly Coal Group to determine if payments were made for #9 seam only - findings that payments were made for #9 and #11 seams (4.1);	4.60 85.00/hr	391.00
	KG	Review of M. Williams' email to J. Henderson re all Potter unmined mineral taxes have been paid but not recoupable against earned royalties; review of M. Williams' email to J. Henderson re consents furnished to Alliance; review of M. Williams' email to J. Henderson re due diligence and third party; review of M. Williams email to J. Henderson re map requests; forward Erickson deed to J. Henderson erroneously recorded in Henderson County; telephone conference with paralegal (RS); discussion of additional requests for files; instructions to paralegal (RS); instructions to paralegal (KM); tasks required as a result of email correspondence received during 11/15/13 due diligence review; telephone conference with paralegals (KM) (RS) re three (3) Perimeter Area files which could not be located; review of email correspondence between J. Henderson and M. Williams re missing	5.70 180.00/hr	1,026.00



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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		files; review of royalty payment records of Lamar Group to primary lessors and scope of the payments; email to J. Henderson re files not requested; email to J. Henderson for list of missing files; review of list of four files; telephone conference with S. Gordon re 11/26/13 closing, revisions to guaranty language in Master Agreement and put full guaranty language in three Overriding Royalty Agreements per C. Ebetino; work on revisions by C. Ebetino; email to S. Conner at Lamar Group for royalty payment schedules on leased portions; email from J. Henderson re 1990 and 2001 #9 Lease files not provided; email from M. Williams and reply; email to M. Williams re Gryphon files; lengthy email to C. Ebetino re Potter Consents in response to his email; review of reply email of J. Henderson re files; email to S. Gordon; reply email to J. Henderson; review of response email of S. Gordon;		
11/16/2013	KM	Continuing support for due diligence team; monitor email correspondence throughout; continue work on closing documents revisions;	6.00 85.00/hr	510.00
11/17/2013	KM	Continue work on Master Agreement, Deeds, and Assignments language with S. Gordon and K. Gordon (7.0); due diligence copies of title opinions made; review and circulate royalty payment sheets from S. Conner (3.0);	10.00 85.00/hr	850.00
	KG	Work with S. Gordon on revisions to Master Agreement; work on responses to C. Ebetino's questions; preparation for due diligence session in Henderson office; email correspondence with J. Henderson; review of J. Henderson 11:22 p.m. email to M. Williams re map requests;	3.20 180.00/hr	576.00
	RS	Review Lamar and Williams interests from Option with renewal summary; review and revise Perimeter Area spreadsheet "all interests" (2.5); telephone conference with K. Gordon re Lamar interests; discussion of change to be made in Exhibit A of #9, #11, and #11 and below #9 tracts (2.0); telephone conference with K. Gordon re changes to be made to Highland Deed Exhibit A; review Amendment to Lease and Second Amendment to Lease for Lamar and revise Exhibit A for #9 Leases and Subleases (2.0);	6.50 85.00/hr	552.50
	KG	Review of C. Ebetino 6:37 a.m. email re Potter Consents; review of M. Williams' email re four files; work with S. Gordon on response to C. Ebetino; 11:47 a.m. response email to C. Ebetino re Potter Consents with S. Gordon; review 11/14/13 revised draft version of Master Agreement; conference with S. Gordon; worked on draft deeds, Overriding Royalty Agreements, and Partial Assignment and their respective Exhibits; work on draft Master Agreement with S. Gordon; finalize Lamar #9 Consents; 1:16 p.m. email to J. Henderson in response to his 11/15/13 request; Lamar #9 interest reviewed; review of 11/17/13 version of Perimeter Area spreadsheets of "all interest"; email to paralegal (RS); review of reply with attachments; review of attachments; three telephone conference with paralegal (RS) re spreadsheets; instructions given to paralegal (RS); 3:59 p.m. email from paralegal (RS) re review and annotations made; instructions to paralegal (KM); work on draft Potter Consent and draft email; email to all concerned with Potter Consents without exhibits for review and comment; review of C. Ebetino email, dictated response to C. Ebetino; review of his reply email; review and approval of changes to deed	10.00 180.00/hr	1,800.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		and assignment; Deed and Assignment 10:28 p.m. email to M. Williams and C. Ebetino by S. Gordon email; status report made to C. Ebetino and M. Williams;		
11/18/2013	RS	Prepare for due diligence meeting by pulling the old 1990 and 2001 Lamar/Armour group files from Patriot file room; retrieved flash drives containing Gryphon deeds; continue study and review of Lamar and Williams leases and approximately 8-9 amendments; review of old Lamar spreadsheets; attend, monitor, and assist with due diligence meeting with Alliance;	7.75 85.00/hr	658.75
	KG	Telephone conference with D. Olliver, Ms. Toriscelli not received package by 3 p.m.; review of J. Henderson email requesting Perimeter Area spreadsheets in Excel format; forward to him; 3:31 p.m. review of email correspondence from J. Henderson requesting changes to Potter and Lamar Group Consents; review of attachment; made determinations; telephone call to and from S. Gordon; review of S. Gordon's comprehensive explanation email to C. Ebetino re threshold; instructions to paralegal (RS) to obtain Potter acreage from S. Byers and report back;	4.60 180.00/hr	828.00
	KG	Conference with paralegal (RS), status discussion; review of email from S. Conner of Lamar Group with Casson and Perrine royalty payment records attached; response email acknowledging receipt; review of email of C. Ebetino not having received Overriding Royalty Agreement or Master Agreement yet; resent 11:18 a.m. email to C. Ebetino; C. Ebetino email forwarding royalty payment schedules from Lamar to J. Henderson, S. Byers, J. Detzer, and paralegal (RS); attended and represented Sellers at due diligence review at Henderson offices (day 3); 12:04 p.m. email to S. Conner requesting breakdown of leases; review of email to C. Ebetino with revised draft of ORR Agreement with rewritten GSP sections; and revisions of Sections 2(a), 6, and 12(a); email to S. Conner requesting due diligence review at her office 11/21/13 with J. Henderson; review of C. Ebetino email to S. Gordon to not revise definition of coal in ORR agreement; review of memo from paralegal (KM) re S. Gordon concerns re tonnage threshold; status report made to M. Williams in person at his office at conclusion of due diligence; discussion of due diligence at Lamar office on 11/21/13, closing set for 11/26/13 at M. Williams office; Lamar package not yet received, removal of Heritage from the transaction; discussion of M. Williams' schedule, obtaining Potter Consents, and computation of acreages in Potter areas;	7.00 180.00/hr	1,260.00
	KM	Continue work on Master Agreement and ORR for Gryphon Area; continue work on Potter schedules and Consents;	4.00 85.00/hr	340.00
11/19/2013	RS	Made revisions to Exhibit A of #9 seam; email to K. Gordon; made revisions to exhibit A of Williams Trust; email to K. Gordon; telephone conference with K. Gordon re information for J. Henderson re Lamar #9 lease/sublease (1.0); meeting S. Byers to determine and calculate Potter acreages in Perimeter Area, Potter Additional Area, and #11 Interest Area (1.5); meeting with J. Henderson in Evansville, Indiana to deliver copies of Quad maps and copies from Lamar/Williams files; discussion of interests to be put in Exhibits for Lamar (1.0); meeting with K. Gordon to prepare	7.50 85.00/hr	637.50

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		spreadsheets for Potter acreages in Union and Henderson in all areas; work with K. Gordon and paralegal (KM) to determine recoupable balances for Union and Henderson (4.0);		
11/19/2013	KM	Continue work on Potter Consents, Deeds, Lamar Partial Assignment, and Gryphon Master Agreement and ORR;	7.00 85.00/hr	595.00
	KG	Three telephone calls to paralegal (RS), instructions given; three telephone conferences with S. Byers; review of paralegal (RS) email with changes to Exhibit A to Partial Assignment for J. E. Williams Trust; review of paralegal (RS) email with changes to Lamar Perimeter Area tracts; conference with paralegal (RS); received report of her trip to J. Henderson's Evansville office and deliveries made; 8:41 a.m. email to J. Detzer and M. Williams re recoupment balances on Lamar tracts following 7/31/13 payments; work on acreages and recoupment credits with paralegal (RS); review of C. Ebetino email re recoupable balances; review of C. Ebetino's email without attachments; review of email to C. Ebetino re net tons threshold; review of email between C. Ebetino and M. Williams; review of J. Detzer's email with initial amounts; review of her follow-up email; email to all concerned re Potter and Lamar acreages and recoupment balances; email to S. Conner for her recoupment balances; instructions to paralegal (KM); review of memo of telephone conference from D. Olliver; email to all concerned re Ms. Toriscelli package; review of email requesting 2001 lease amendments and 1990 lease amendments; email to J. Henderson with copies of all requests, lease amendments, and requesting his acreage interests and net acreages on First Lease and First Lease and Sublease;	8.00 180.00/hr	1,440.00
	KG	Two emails to C. Ebetino, M. Williams, and S. Gordon re Potter consents and Lamar consents; review of C. Ebetino 1:15 p.m. email with his GSP definition for the ORR Agreement; review of C. Ebetino email re Master Agreement and the 13 reply comments; telephone call to paralegal (RS) with paralegal (KM), review of Potter spreadsheets for all Potter areas; review of Perimeter Area tract data received from paralegal (RS) attached to email; forward Perimeter area spreadsheet to J. Henderson; review of email correspondence between S. Gordon and C. Ebetino on ORR Agreement, Master Agreement, Deed, Partial Assignment; telephone call from S. Gordon re status; review of K. Coco email that Bankruptcy court approved Motion; review of C. Ebetino's response; review of email between C. Ebetino and J. Brock; email to C. Ebetino, M. Williams, and S. Gordon with amounts added to Potter Consent; 7:18 p.m. email to C. Ebetino, M. Williams, and S. Gordon with amounts but pointing out they were already sent out without the amounts on 11/8/13 with K. Barret's consent; review of email from C. Ebetino; 9:13 p.m. forward to all concerned the Master Agreement, ORR Agreement, and the Central States Deed for Perimeter Area; review of Lamar Partial Assignment from S. Gordon; review of email correspondence from C. Ebetino and S. Gordon; email to C. Ebetino that the Lamar Consent to Partial Assignment of the #9 makes no sense and has been previously sent out and will delay the closing; email to C. Ebetino re Potter Consent; review of reply email; review of J. Henderson email and response to him; email correspondence with C. Ebetino, made and forwarded advance royalty calculations;	5.00 180.00/hr	900.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
11/20/2013	KG	Review of email of paralegal (RS) with Assignment of First Lease and Sublease of Armour Trust Group and J. E. Williams Trust with proposed changes to Exhibit A-1 thereto, in redline attached; review of email of paralegal (RS) with proposed changes to Exhibit A of Highland owned Deed - Perimeter Area in redline attached; review of status of all pending documents for use in transaction that require further revision; review of K. Barret's email to J. Brock combining documents; telephone call from S. Conner at Lamar Group; review of email from C. Ebetino to J. Brock; conference call with C. Ebetino, M. Williams, and S. Gordon that there will be only two deeds (Central States and Highland), possible alternative pages for the Potter Consent, K. Barret has been resent the #9 Lamar Consents, M. Williams to email the Potter/Snarr Consents, but K. Barret to review the language in advance; return telephone call from S. Byers re total remaining acreage in each County; telephone call to D. Olliver; FedEx package arrived; email from and telephone call to and from J. Henderson re his request for long form of 2005 Lease and Sublease from PDC to Highland of the Potter Lease; telephone call to paralegal (KM) instructions to search for it and provide to J. Henderson or request for M. Williams; review of email from S. Gordon to C. Ebetino and M. Williams re Potter Consent (attached); email of S. Gordon to J. Brock and K. Barret; instructions to paralegal (KM) re Snarr Consent;	7.70 180.00/hr	1,386.00
	RS	Revisions made to Highland Exhibit A and Lamar #11 Perimeter Area Exhibit A-1 (.5); telephone conference with K. Gordon re changes to be made to the exhibits; discussion of recoupments in Union County; discussion of current status of closing (1.0);	1.50 85.00/hr	127.50
	KM	Continue revisions, updates, and corrections to Potter Consents, Deeds, Lamar Partial Assignment, Master Agreement and Overriding Royalty Agreement;	2.00 85.00/hr	170.00
	KG	Email to C. Ebetino restoring language in paragraph 4 of Potter Consent; email to all concerned with Potter Consent and Snarr Consent and Lamar #9 Partial Assignment and advising Lamar Consents have been signed as previously sent out; email to all concerned about use of Lamar Partial Assignment as a template;	1.70 180.00/hr	306.00
11/21/2013	KG	Conference with J. Henderson in Evansville, attended and represented Highland and Patriot in due diligence review at Lamar Group offices; review of M. Williams' email with recoupable balances; review of S. Gordon's email with redline changes to Potter Consents; conference with S. Conner, J. Henderson, and D. Olliver re tweaks made to net acreages, percentage interests, and descriptions on #9 Consent to Partial Assignment and to Williams Trust First Lease and Armour Group First Lease and Sublease with Consent of both Trusts; obtained D. Olliver and Sandy Conner agreement to changes recommended by J. Henderson obtained and made; review of J. Henderson's prior title opinions with the Lamar Group representatives; received lists of total acreages; review of email correspondence to obtain long form of Lease and Sublease of Potter Lease in PDC to Highland 12/1/05; telephone conference with paralegal (KM); telephone conference with paralegal (RS); telephone call to S. Gordon; review of emails re transfer documents; second telephone call to S.	7.30 180.00/hr	1,314.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		Gordon; email of transfer documents forwarded to C. Ebetino, M. Williams, and S. Gordon; email to J. Henderson re who to prepare; review of J. Henderson response; review of email of J. Henderson with drafts of TD-1 thru TD-7 plus TD-4A and TD-5A;		
11/21/2013	KM	Conferences with K. Gordon re calculations for checks to Williams Trust First Lease and Armour Group First Lease and Sublease; email correspondence re same; telephone discussions with David Olliver and Sandy Conner;	2.50 85.00/hr	212.50
	KG	Telephone call from C. Ebetino; telephone conference with C. Ebetino and S. Gordon request for checks sent; telephone call to D. Olliver; review of email of redline of Potter and Snarr Consents sent to S. Gordon; review of email to all concerned with body only of Armour Trust and Williams Trust #9 Consents signed with highlighted language; review of S. Gordon's email to M. Williams with final approval (by K. Barret) Potter and Snarr Consents to be sent to Nashville;	3.00 180.00/hr	540.00
11/22/2013	KG	Review of redline versions of Master Agreement received from J. Henderson; review of TD-6 Special Warranty Deed revisions; review of TD-2 Assignment of First Lease and First Lease and Sublease; review of TD-1 Partial Assignment; review of Master Agreement; review of email of S. Gordon with revised draft deed (TD-6) and revised Assignment; telephone call to and from S. Byers re Exhibit Maps and Exhibit Map legend revisions needed; telephone call from S. Gordon, discussion of problematic issues at hand; review of email of M. Williams forwarding C. Fletcher email to him; email to M. Williams and S. Byers for revised maps and M. Williams' response; conference call; discussion of things to proceed and tasks discussed;	3.00 180.00/hr	540.00
	KM	Revisions made to Lamar Group consents - revisions to acreages, exhibits; revisions to First Lease and First Lease and Sublease exhibits; telephone conference with Sandy Conner re AG-JW-11 (5.0); continue work on Williams Trust First Lease exhibits and acreages (3.0);	8.00 85.00/hr	680.00
	KG	Review of C. Ebetino email re transfer documents attached to J. Henderson 11/21/13 email; review of M. Williams email request for checks; response email sent; reply email from M. Williams; telephone conference with S. Conner with paralegal (KM) re AG-JW-11 (68 acres); email to S. Gordon re revision to body of transfer documents; telephone conference with S. Gordon re his telephone conference with J. Bean and explicit instructions received; telephone conference with S. Gordon re consideration statement KRS 382.135); research statute; telephone conference with S. Gordon on exact interpretations; review of M. Williams request for wire transfer instructions and R. Mead's response; review of email correspondence between C. Ebetino and S. Gordon; email to S. Gordon "consideration amount"; instructions to paralegal (KM) re changes to First Lease and First Lease and Sublease;	6.00 180.00/hr	1,080.00
11/23/2013	KG	1:19 p.m. email to all concerned re agreed revisions to exhibits to TD-2 Assignment of First Lease and First Lease and Sublease; discussion of reimbursement of first year's advance royalty and amounts; email to J.	4.50 180.00/hr	810.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		Henderson re two questions in email to him; review of J. Henderson's email to M. Williams requesting royalty payees and addresses; review of M. Williams response email; review of J. Henderson response re splitting Gryphon Deed consideration; response email to J. Henderson; review of his reply; email to J. Henderson re change to Highland Deed Exhibit A - MT 7 and 9; review of reply of J. Henderson; emails to J. Henderson re Gryphon; telephone call to J. Henderson' office and cell; telephone conference with S. Gordon; review of email from J. Henderson with revised drafts of Master Agreement, ORR Agreement, form of Deed, and form of Assignments; instructions to paralegal (KM) to run a comparison on ORR changes; review of C. Ebetino response to J. Henderson; reply email to J. Henderson how consideration amounts were determined; 8:53 p.m. email from J. Henderson re Gryphon allocation acceptable; email from M. Williams; 9:19 p.m. email response to M. Williams;		
11/23/2013	KG	Review of S. Gordon email to all concerned with revised draft of Master Agreement circulated by J. Henderson 11/22/13; work on documents for closing; review of C. Ebetino email to R. Mead; work on organizing exhibits to be consolidated and split for attachment to substitute transfer documents; review of Armour Group and Williams Trust documents; review of email of C. Ebetino re extending covenant running with the land to all Overriding Royalty obligations; 10:50 a.m. email to J. Henderson for open or unfulfilled due diligence or documentary requests pending or remaining to be made; review of J. Henderson's response email to S. Gordon re C. Ebetino email; email to J. Henderson re Gryphon deed descriptions and recording; two Armour/Williams Trust #9 Consents to M. Williams in Word requesting B. Bosch's signatures; review of M. Williams email to J. Henderson and S. Gordon; review of M. Williams email to S. Byers re exhibit maps; email to J. Henderson re Exhibits A-1 (1990 Lease) and A-1 (2001 Lease); review of email correspondence between C. Ebetino and S. Gordon; review of J. Henderson revised exhibits to TD-5 #9 Partial Assignment;	6.50 180.00/hr	1,170.00
	KM	Review of Trustee signed Armour/Williams Consents; begin attempts to obtain pre-closing signatures for Patriot representatives; work on recoupment figures for First Lease and First Lease and Sublease; assemble Gryphon documents; calculation of estimated recording fees and transfer taxes to be paid after closing; receipt of Alliance revised Master Agreement and revised Overriding Royalty Agreement;	4.00 85.00/hr	340.00
11/24/2013	KG	Review of email correspondence between C. Ebetino and S. Gordon; review and made suggested revisions to ORR Agreement; telephone conference with S. Gordon; review of S. Gordon comments on J. Henderson revisions to ORR Agreement; review of S. Gordon's email to K. Coco for the Order approving Motion and K. Coco response and M. McGreal email to K. Coco and all concerned; telephone call from S. Gordon for long form of Robert Davis, Inc. Lease 2079-173 of 68.49 acres;	2.50 180.00/hr	450.00
	KG	Review of S. Gordon's email to all concerned with copy of revised drafts to Master Agreement and ORR Agreement; telephone conference with S. Gordon re we to prepare Memorandum to ORR, Gryphon ORR, and Gryphon ORR Memorandum, Gryphon Master Agreement; review of email	1.50 180.00/hr	270.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		correspondence between C. Ebetino and S. Gordon; review of S. Gordon's email re J. Brock wanting a Release Area around Gryphon Reserve Area; review of S. Gordon email to C. Ebetino and M. Williams re drafts of Deed and Assignment for review and approval to forward to J. Henderson; telephone call to paralegal (RS) at 6:18 p.m.;		
11/24/2013	KG	Review of email correspondence between C. Ebetino and S. Gordon re document revisions; review and reply to email correspondence from M. Williams re recording costs and transfer tax computation; review of Master Agreement; reply to J. Henderson email of 11/23/13; review of M. Williams email and reply; review of M. Williams response email; review of M. Williams email and reply; telephone conference with S. Gordon; email to M. Williams fully explaining the recording plan and check distribution to Armour Trust and Williams Trust; analysis of recoupment amounts on Lamar Group #9 Leases being partially assigned using 5/31/13 Perimeter spreadsheet and recoupment summaries;	3.30 180.00/hr	594.00
11/25/2013	KM	Continue revisions to Gryphon Master Agreement, Memo to ORRA, and Gryphon Memo to ORRA (7.0); review and compare J. Henderson's exhibits to closing documents (3.0);	10.00 85.00/hr	850.00
	KG	Review of J. Henderson nine transfer documents and exhibits; review of 2:57 a.m. email of M. Williams re his father's passing; email to J. Henderson; instructions to paralegal (KM) re Memo of ORR, Gryphon Master Agreement, Gryphon ORR and Memo; review of S. Gordon email to J. Henderson, K. Barret, C. Ebetino, and J. Brock of Assignment and Deed; forward paragraphs 3 and 5 of Potter Union Lease to C. Ebetino re his email re language of Potter Lease; review of response; review of S. Gordon's reply to C. Ebetino; rereview of Bankruptcy Motion (Doc 4987); telephone call from S. Gordon re his telephone conference with J. Henderson; email to J. Detzer re Robert S. Davis, Inc. consent; review of email of S. Gordon to R. Mead for closing time on wire transfer on 11/27/13; review of J. Henderson email with ORR approved except for paragraph 12(f); review of R. Mead's reply email; review of S. Gordon's email to J. Henderson with draft map of proposed Gryphon Release Area; review of J. Henderson email with Alliance vision of what Gryphon Release Area would be; review of email correspondence between S. Gordon and C. Ebetino approval to forward to C. Ebetino and S. Gordon Gryphon Reserve Area Master Agreement; review of S. Byers' map to Gryphon tracts with acreages on additional possible tracts; forward J. Henderson map to S. Byers for review and comments; review of S. Byers email to S. Gordon; email to S. Gordon re Gryphon Release Area map and review of his reply;	4.50 180.00/hr	810.00
	KG	Review of email correspondence on all pending issues; draft ORR Memo to S. Gordon; review of revised maps; proposed counter-Gryphon Release map; review of Bankruptcy Order (Doc 5062); review of S. Gordon's email forwarding Order to Alliance; various email correspondence with C. Ebetino re boundary of Gryphon Release Area; review of J. Detzer's Perimeter Area spreadsheet - third party leases; review of S. Gordon's email to all concerned with revised ORR Agreement and report on oral consent from Robert Davis, Inc. representative to the Consent; review of revised drafts of TD-1, 3, 5 from J. Henderson at 5:17 p.m.; approved to forward to S.	7.00 180.00/hr	1,260.00

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<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Hrs/Rate</u>	<u>Amount</u>
		Gordon draft of Gryphon ORR Agreement; review of J. Henderson 7:31 email with catch-all language for TD-3, 4, 5, 6, and 7; 7:44 email to J. Henderson re exhibits comments; review of J. Henderson 8:40 p.m. responses;		
11/26/2013	KM	Further review and revisions to Master Agreement, Gryphon ORR, and Memo; Highland ORR Agreement and Memo (8.0); assembly of all exhibits and preparation of all closing documents for 11/27/13 closing (4.0);	12.00 85.00/hr	1,020.00
	KG	Review of email correspondence between S. Gordon and J. Detzer re schedules of consents; email correspondence with S. Byers and C. Ebetino re Gryphon Release Area west boundary; review of J. Henderson email approving final version of ORR Agreement; work on catch all language to transfer documents; email to C. Ebetino and S. Gordon re J. Henderson email wanting record title now; review of S. Gordon's email re indemnity language in the draft form of Assignment; email from M. Williams to meet him at 6:00 p.m. at funeral home to sign transactional documents and deliver recording checks; review of email re Potter Consents received;	4.50 180.00/hr	810.00
	KG	Review of Master Agreement for indemnity language in paragraphs 13(a) and (b); review of S. Gordon's email; review of S. Gordon email to all concerned re Master Agreement and form of Assignment; email to C. Ebetino re Gryphon Release Area; email to J. Henderson with Gryphon Release Area map; review of email of J. Henderson with revisions to Master Agreement and Assignment; computations of Gryphon Area Reserves recalculated; determination of net acres for each county; added MT 38 to Henderson County Gryphon Area Reserves; revise Exhibits A-1; review of 8:16 p.m. email of S. Gordon; telephone call from S. Gordon conveying comments by C. Ebetino re Gryphon Release area; all provisions except indemnity provision have been resolved; revised Gryphon Special Warranty Deed; 9:03 p.m. email to S. Gordon forwarding Gryphon Master Agreement and recommending use of Gryphon ORR Agreement for clarity; work on catch-all language for TD-6 and 7; developed different catch-all language for Gryphon Deed; sent to J. Henderson at 9:30 p.m.; revise Exhibits to TD-5 and 5-A; revised catch-all language to TD-5 and 5-A and sent to J. Henderson; revise Potter catch-all language and sent to J. Henderson at 9:31 p.m.; review of 9:41 p.m. email of J. Henderson approving Deed, approving Gryphon ORR Agreement and Memo; additional email correspondence with J. Henderson re acceptance of changes;	11.50 180.00/hr	2,070.00
11/27/2013	KM	Continue preparation of closing documents and exhibits for closing from 12:01 a.m. to 4:30 a.m.; preparation for closing (4.5); 8:30 a.m. transmittal of revisions to closing documents with K. Gordon via email and telephone calls; email revisions to J. Detzer (7.0);	11.00 85.00/hr	935.00
	KG	12:57 a.m. email to J. Henderson re TD-4 and 4-A and revisions to description of D1 P11; forward TD-2 to J. Henderson at 1:06 a.m.; received 1:31 a.m. email of J. Henderson re TD-4 and 4A final; TD-1 and 3 final; TD-2 final; 1:55 a.m. email to J. Henderson to get 2010 Master Agreement documents signed; list by Exhibit numbers; 1:57 a.m. email from J. Henderson that TD-7 final; email to J. Henderson agreeing to add a	7.00 180.00/hr	1,260.00



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>
		Perimeter Area map as Exhibit B to the Lamar #9 Partial Assignment; three telephone conferences with Bob Bosch; conference with Bob Bosch in Evansville, Indiana office; obtained signatures upon all additional documents including 2010 Master Agreement portion of the transaction;		
11/27/2013	KG	Final preparation for closing; assemble counterpart documents; obtained and added signature pages; email from J. Henderson that TD-5 indemnification provision is wrong; also TD-5A; review of email correspondence between paralegal (KM) and J. Detzer with pages revised and transmitted; 1:15 p.m. email from B. Tarrant to R. Mead and all concerned that funds (\$6,595,885.42) had been received by wire transfer; review of 2:20 p.m. email form C. Ebetino; conference with M. Williams, S. Byers, and S. Gordon, gathered documents for recording and preparation of Closing Documents package and its distribution;	6.00 180.00/hr	1,080.00
SUBTOTAL:			[ 516.60	69,770.00]
<b>For professional services rendered</b>			<b>529.50</b>	<b>\$71,333.00</b>
Out of Pocket Expenses:				

<u>Date</u>	<u>Init.</u>	<u>Description</u>	<u>Price</u>	
<u>Union County Ky Alliance Transaction Code 1545-08010-7600</u>				
11/30/2013	KG	Union County Clerk copy charges	56.50	56.50
	KG	Xerox copy charges	128.60	128.60
12/5/2013	KG	Union County Clerk copy charges	5.00	5.00
12/11/2013	KG	FedEx to Williams Trust Trustee	68.54	68.54
12/13/2013	KG	Henderson County Clerk copy charges	76.50	76.50
SUBTOTAL:			[	335.14]
<b>Total additional charges</b>				<b>\$335.14</b>
<b>Total amount of this bill</b>				<b>\$71,668.14</b>