

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:) Case No. 12-51502-659
)
PATRIOT COAL CORPORATION, et al.,) Jointly Administered under
) Chapter 11
Debtors.)
) Objection Deadline:
) February 17, 2014 at 4:00 p.m. (CT)
)
) Hearing Date: March 25, 2014
) Hearing Time: 10:00 a.m. (CT)
)
) Location: Thomas F. Eagleton United
) States Courthouse, Courtroom 7 North
)

**FINAL APPLICATION OF CARMODY MACDONALD P.C., AS LOCAL COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF PATRIOT COAL CORPORATION, ET AL.,
FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY
EXPENSES INCURRED FOR THE PERIOD FROM
DECEMBER 3, 2012 THROUGH DECEMBER 31, 2013**

Name of Applicant: Carmody MacDonald P.C.

Authorized to Provide Professional Services to: The Official Committee of Unsecured Creditors

Final Fee Period: December 3, 2012 through December 31, 2013, inclusive

Fees Requested: \$ 372,759.20

Expenses Requested: \$ 6,252.61

Total Amount Requested: \$ 379,011.81

Amount Paid to Date: \$ 364,801.51¹

Net Amount to be Requested: \$ 14,210.30²

This is an ___ Interim or X Final Fee Application.

¹ This amount reflects 100% of the fees and expenses incurred by Carmody MacDonald from December 3, 2012 through July 31, 2013 *plus* eighty percent (80%) of the fees incurred by Carmody MacDonald and one hundred percent (100%) of expenses incurred from August 1, 2013 through December 31, 2013. Carmody MacDonald has not yet received compensation for the month of December, 2013; however, it anticipates receiving the December payment in advance of the hearing on this fee application, in accordance with the interim compensation procedures.

² This amount reflects the unpaid twenty percent (20%) of the total fees incurred by Carmody MacDonald in August 2013 (\$3,081.10), September 2013 (\$3,266.90), October 2013 (\$4,091.00), November 2013 (\$1,857.90) and December 2013 (\$1,913.40) that have not been received. To the extent that Carmody MacDonald does not receive payment of eighty percent (80%) of the fees incurred by it in December 2013 prior to the hearing on this Application, Carmody MacDonald will accordingly increase the net amount to be requested by \$7,653.60.

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TO: THE HONORABLE KATHY A. SURRETT-STATES,
CHIEF UNITED STATES BANKRUPTCY JUDGE:

Carmody MacDonald P.C. ("**Carmody MacDonald**"), local counsel to the Official Committee of Unsecured Creditors (the "**Committee**") of the above-captioned debtors and debtors-in-possession in these chapter 11 cases (these "**Chapter 11 Cases**"), hereby submits its final fee application (the "**Application**"), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the "**Bankruptcy Code**"),¹ Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), Rules 2016-1 and 2016-2 of the Local Bankruptcy Rules (the "**Local Bankruptcy Rules**") and the accompanying Procedures Manual (the "**Procedures**"),

¹ Unless otherwise indicated, all statutory cites are to the Bankruptcy Code.

Manual) for the United States Bankruptcy Court for the Eastern District of Missouri (the **EDMo**), for the allowance of compensation for the professional services performed by Carmody MacDonald for and on behalf of the Committee for the period commencing December 3, 2012 through and including December 31, 2013 (the **Compensation Period**), and for reimbursement of its actual and necessary expenses incurred during the Compensation Period. In support of the Application, Carmody MacDonald respectfully represents as follows:

PRELIMINARY STATEMENT

1. On January 28, 2013, this Court entered an order authorizing the employment of Carmody MacDonald as local counsel for the Committee [Dkt. No. 2382], effective as of December 3, 2012.

2. Carmody MacDonald served as local counsel to the Committee and worked closely with the Committee's lead counsel, Kramer Levin Naftalis & Frankel LLP (**Kramer Levin**). Carmody MacDonald provided important advice on a wide variety of matters, with particular attention to EDMo and Eighth Circuit precedent. Carmody MacDonald sought to maximize the effectiveness of the Committee's legal representation by handling most court appearances and direct interactions with the Court and the Court's staff. This substantially reduced costs to the estates by limiting the need (and expense) for Kramer Levin attorneys to travel from New York to St. Louis for hearings.

3. In addition, significant efficiencies and savings to the estates were achieved by the professionalism and case management efficiencies exhibited throughout the case by all of the Kramer Levin attorneys, particularly Tom Mayer and Brad O'Neill. The efficiencies most certainly were not by happenstance; they were the result of diligent efforts by both Carmody MacDonald and Kramer Levin to maximize the value of each firm's services to the Committee. We respectfully submit that those efforts by both firms were quite successful.

4. Pursuant to the Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated August 2, 2012 [Docket No. 262] (the “**Interim Compensation Order**”), Carmody MacDonald has filed monthly fee statements for its fees and expenses incurred each month since it was retained. No party objected to any of these monthly fee statements, and, pursuant to the Interim Compensation Order, Carmody MacDonald was paid 80% of the fees and 100% of the expenses detailed in each monthly statement, which payment is being processed by the Debtors.²

5. On December 18, 2013, Patriot Coal Corporation and its debtor subsidiaries (collectively, the “**Debtors**”), successfully exited chapter 11.

6. Accordingly, Carmody MacDonald submits its Application for approval of fees and expenses incurred during the Compensation Period, including approval of payments made pursuant to Carmody MacDonald’s monthly fee statements [Dkt. Nos. 2675, 2884, 3349, 3789, 4038, 4203, 4330, 4486, 4686, 4838, 5043, 5174, 5225] (the “**Monthly Fee Statements**”) and applications for compensation [Dkt. Nos. 3644 and 4568] (the “**Interim Applications**”) made pursuant to the Interim Compensation Order.

JURISDICTION

7. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334.

8. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

SUMMARY OF PROFESSIONAL COMPENSATION AND REIMBURSEMENT OF EXPENSES REQUESTED

9. This Application has been prepared in accordance with Local Bankruptcy Rules 2016-1 and 2016-2, the Procedures Manual, including the appendix entitled, “Guidelines for

² Provided, however, upon the filing of this Application, Carmody MacDonald has not yet received compensation for the month of December, 2013.

Compensation of Professionals,” the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “**UST Guidelines**”), and the Interim Compensation Order (collectively with the Local Bankruptcy Rules, the Procedures Manual and UST Guidelines, the “**Guidelines**”).

10. Carmody MacDonald seeks allowance of fees for professional services rendered during the Compensation Period in the aggregate amount of \$372,759.20 and reimbursement of expenses incurred in connection with rendition of those services in the aggregate amount of \$6,252.61. During the Compensation Period, Carmody MacDonald’s attorneys and paraprofessionals expended a total of 1,124 hours for which compensation is requested.

11. There is no agreement or understanding between Carmody MacDonald and any other person, other than members of Carmody MacDonald, for the sharing of compensation to be received for services rendered in these Chapter 11 Cases.

12. The fees charged by Carmody MacDonald in these Chapter 11 Cases are billed in accordance with its 2012 billing rates³ and procedures set forth in the Application of the Official Committee of Unsecured Creditors of Patriot Coal Corporation, et al., for an Order Authorizing and Approving the Employment and Retention of Carmody MacDonald P.C. as Local Counsel, *nunc pro tunc* to December 3, 2012 [Docket No. 1848], in effect during the Compensation Period.

13. Carmody MacDonald’s rates for services rendered by its professionals and paraprofessionals in these Chapter 11 Cases were comparable to the rates that Carmody MacDonald charged for professional and paraprofessional services rendered in other matters.

³ Carmody MacDonald applied its original 2012 billing rates and did not increase those rates in these Chapter 11 Cases for services provided in 2013.

Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in this District in comparable non-bankruptcy cases.

14. Attached as “**Exhibit A**” is a schedule setting forth all Carmody MacDonald professionals and paraprofessionals who performed and billed for services in these Chapter 11 Cases during the Compensation Period, the capacities in which each such individual was employed by Carmody MacDonald, the department in which each individual practiced, the year in which the individual was first licensed to practice law in the state of Missouri, the hourly billing rate charged by Carmody MacDonald for services performed by such individual, and the aggregate number of hours expended and fees billed.

15. Attached as “**Exhibit B**” is a schedule specifying the categories of expenses for which Carmody MacDonald is seeking reimbursement and the total amount for each such expense category.

16. Attached as “**Exhibit C**” is a summary of Carmody MacDonald’s time billed during the Compensation Period, broken down by project categories.

17. Carmody MacDonald maintains computerized records of the time spent by all of Carmody MacDonald’s attorneys and paraprofessionals in connection with the representation of the Committee. These records were used to prepare detailed time descriptions in accordance with the UST Guidelines, organized by project codes, and are summarized in Exhibit C. Copies of the time records and expenses for the Interim Application Period (defined below) were attached to the Interim Applications [Dkt. Nos. 3644 and 4568], respectively. Detailed time records for the months of August through and including December of 2013, along with the detailed listings of the expenses incurred in connection with the services rendered, were submitted to the “Notice Parties” specified in the Interim Compensation Order as part of the Monthly Fee Statements and attached hereto as **Exhibit D** and **Exhibit E**, respectively, and may

also be found on the Committee's information website: www.patriotcoalcommittee.com at Docket Nos. 4686, 4838, 5043, 5174, 5225.

CARMODY MACDONALD'S PRIOR FEE REQUESTS

18. Since the commencement of these Chapter 11 Cases, Carmody MacDonald provided the Notice Parties with a Monthly Fee Statement for each month for which compensation was sought and has filed Monthly Fee Statements and Interim Applications in accordance with the Interim Compensation Order.

19. During the Application Period, Carmody MacDonald provided the following Interim Applications for December 3, 2012 through July 31, 2013 (the "**Interim Application Period**"):

- a. For December 3, 2012 through January 31, 2013, fees of \$62,212.50 and expenses of \$500.00; and
- b. For February 1, 2013 through July 31, 2013, fees of \$239,495.20 and expenses of \$5,416.61.

20. By orders dated May 23, 2013 and November 8, 2013, the Interim Applications were granted. Pursuant to the orders, Carmody MacDonald received payment from the Debtors of (i) the fees in the amount of \$301,697.70 and (ii) the expenses in the amount of \$5,916.61.

21. Subsequent to the Interim Application Period, Carmody MacDonald provided the appropriate Notice Parties with the following Monthly Fee Statements:

- a. For August 1, 2013 through August 31, 2013, fees of \$15,405.50 ("**August Monthly Fee Statement**");
- b. For September 1, 2013 through September 30, 2013, fees of \$16,334.50 ("**September Monthly Fee Statement**");
- c. For October 1, 2013 through October 31, 2013, fees of \$20,455.00 and expenses of \$336.00 ("**October Monthly Fee Statement**");

- d. For November 1, 2013 through November 30, 2013, fees of \$9,289.50 (“**November Monthly Fee Statement**”); and
 - e. For December 1, 2013 through December 31, 2013, fees of \$9,567.00 (“**December Monthly Fee Statement**”).
22. In total, Carmody MacDonald has submitted Monthly Fee Statements subsequent to the Interim Application Period for fees of \$71,051.50 and expenses of \$336.00. As of the date of this Application, no Notice Party has objected to Carmody MacDonald’s August, September, October, November or December Fee Statements.
23. In accordance with the Interim Compensation Order, Carmody MacDonald sought payment for 80% of its fees and 100% of its expenses incurred, pursuant to each Monthly Fee Statement filed with the Court. To date, with respect to the August Fee Statement, Carmody MacDonald has received a payment of \$12,324.40. With respect to the September Fee Statement, Carmody MacDonald has received a payment of \$13,067.60. With respect to the October Fee Statement, Carmody MacDonald has received a payment of \$16,700.00. With respect to the November Fee Statement, Carmody MacDonald has received a payment of \$7,431.60. With respect to the December Fee Statement, Carmody MacDonald expects to receive a payment of \$7,653.60.
24. Accordingly, Carmody MacDonald hereby seeks allowance of fees incurred for the Compensation Period in the amount of \$372,759.20 and the reimbursement of actual and necessary expenses incurred for the Compensation Period in the amount of \$6,252.61 for a total amount requested of \$379,011.81.

SUMMARY OF LEGAL SERVICES RENDERED

25. Carmody MacDonald's time and expense detail for the Monthly Statements are attached hereto as **Exhibits D and E**.⁴

26. The legal services rendered by Carmody MacDonald are summarized below. The summary identifies the areas in which services were rendered by Carmody MacDonald to and for the benefit of the Committee, and the issues/categories to which Carmody MacDonald devoted time and efforts during the Compensation Period.

27. The summary is divided according to project billing codes, which reflect the categories of tasks that the firm performed in connection with these Chapter 11 Cases. Given the interconnectedness of all the issues in these Chapter 11 Cases, certain of these categories may overlap, from time to time.

A. Case Administration
Code: 00000

(Fees: \$23,231.20/Hours Billed: 79.00)

B. Hearings
Code: 00001

(Fees: \$51,166.00/Hours Billed: 168.40)

C. Pension / OPEB / Labor Issues
Code: 00004

(Fees: \$46,036.00/Hours Billed: 131.40)

D. Executory Contracts / Leases
Code: 00006

(Fees: \$1,241.00/Hours Billed: 3.40)

E. Claims Administration / Reporting
Code: 00008

(Fees: \$27,113.00/Hours Billed: 74.80)

⁴ The time entries for the period prior to August 2013 are included in the Interim Applications.

F. Plan and Disclosure Statement

Code: 00009

(Fees: \$40,474.50/Hours Billed: 112.00)

G. Confidentiality Agreements / Bylaws

Code: 00010

(Fees: \$255.50/Hours Billed: 0.70)

H. Committee Investigations / Diligence

Code: 00011

(Fees: \$6,213.00/Hours Billed: 23.30)

I. Adversary Proceedings

Code: 00012

(Fees: \$1,052.00/Hours Billed: 3.40)

J. General Motions

Code: 00013

(Fees: \$50,329.50/Hours Billed: 143.70)

K. Meetings and Communications with Debtors

Code: 00014

(Fees: \$6,778.50/Hours Billed: 19.30)

L. Committee Meetings / Communications

Code: 00015

(Fees: \$65,254.50/Hours Billed: 196.60)

M. Creditor Communications

Code: 00015

(Fees: \$1,204.50/Hours Billed: 3.30)

N. Retentions / Other Professional Applications

Code: 00017

(Fees: \$34,740.50/Hours Billed: 111.80)

O. Carmody MacDonald Monthly Fee Statements
Code: 00018

(Fees: \$6,128.00/Hours Billed: 19.40)

P. CM Fee Applications
Code: 00019

(Fees: \$6,468.00/Hours Billed: 19.60)

Q. Business Operations
Code: 00020

(Fees: \$5,073.50/Hours Billed: 13.90)

STATEMENT OF CARMODY MACDONALD

28. The professional services performed by Carmody MacDonald were appropriate and necessary and were in the best interests of the Committee and its important responsibilities. The compensation requested is commensurate with the importance and nature of the services provided. The services were performed in an appropriately expeditious and efficient manner.

29. The professional services performed by Carmody MacDonald on behalf of the Committee required an aggregate expenditure of 1,124 total hours. Of the aggregate time expended:

692.70 recorded hours were by partners,

395.40 recorded hours were by associates, and

35.90 recorded hours were by paraprofessionals.

30. Allowance of compensation in the amount requested resulted in a blended hourly billing rate of \$331.64 per hour.

ACTUAL AND NECESSARY EXPENSES OF CARMODY MACDONALD

31. As set forth in **Exhibit B** hereto, Carmody MacDonald disbursed \$6,262.61 for expenses during the Compensation Period.

32. The actual expenses incurred were necessary, reasonable, and justified under the circumstances.

INFORMATION REQUIRED BY LOCAL RULES

33. Local Bankruptcy Rule 2016-1(b) requires that all professional fee applications analyze the twelve factors (the “**Johnson Factors**”) for allowance of compensation set forth in *Johnson v. Georgia Highway Express*, 388 F.2d 714 (5th Cir. 1974).

34. The Johnson Factors are as follows:

- a. *The time and labor required.* Carmody MacDonald has described in detail the time spent and has included a description of the tasks performed.
- b. *The novelty and difficulty of the questions.* These cases involved many novel and/or difficult issues of law, including issues for which there was specific EDMo precedent that had to be considered and applied by the Committee.
- c. *The skill required to perform legal services properly.* Carmody MacDonald lawyers have demonstrated the skill levels necessary for the representation, as local counsel, of the Committee’s interests and the interests of all unsecured creditors in this case.
- d. *The preclusion of employment due to acceptance of the case.* Acceptance of this case has not precluded Carmody MacDonald from other employment.
- e. *The customary fee.* The rates charged by Carmody MacDonald in this case are commensurate with the rates it charges similar clients in similar matters
- f. *Whether the fee is fixed or contingent.* The fees requested are determined on an hourly basis. No portion of the fees are contingent fees.
- g. *Time limitations imposed by the client or the circumstances.* This case posed the normal time pressures inherent in any large and complex Chapter 11 Case.

- h. *The amount involved and the results obtained.* The fees requested are appropriate for the nature of the services provided, the size and complexity of these cases, and the scope of advice and professional services required of Carmody MacDonald to assist the Committee in the performance of its duties.
- i. *The experience, reputation and ability of the attorneys.* Carmody MacDonald is a well known St. Louis business and commercial law firm, with particular experience before this Court.
- j. *The undesirability of the case.* This was not an undesirable case. Carmody MacDonald was privileged to have been appointed to represent the Committee as its local counsel.
- k. *The nature and length of the professional relationship with the client.* The Committee selected Carmody MacDonald as local counsel on or about November 27, 2012.
- l. *Awards in similar cases.* Carmody MacDonald's fees in this case are similar to fees in matters of this size and complexity.

THE REQUESTED COMPENSATION SHOULD BE ALLOWED

35. Section 330 of the Bankruptcy Code provides that a court may award a professional "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses." See 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . , the court should consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;

(C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

(D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

(E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

(F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

36. Carmody MacDonald respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary for, beneficial to, and in the best interests of, the Committee. During the Compensation Period, Carmody MacDonald worked diligently to maximize the value of the Debtors' estates for the benefit of all unsecured creditors. The services rendered by Carmody MacDonald were performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved.

37. The services for which compensation is sought in this Application were necessary for, beneficial to, and in the best interests of, the Committee. The services rendered by Carmody MacDonald were performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved.

NOTICE

38. Notice of this Application has been provided in accordance with the Case Management Order [Docket No. 3361]. Because of the nature of the relief requested, such notice is sufficient, and no further notice of the relief requested in the Application need be given to any party.

CONCLUSION

WHEREFORE, Carmody MacDonald respectfully requests that the Court enter an order (i) awarding Carmody MacDonald the final allowance of fees for the Compensation Period in the aggregate amount of \$379,011.81 and the reimbursement for actual and necessary expenses Carmody MacDonald incurred during the Compensation Period in the amount of \$6,252.61; (ii) authorizing and directing the Debtors to pay Carmody MacDonald \$14,210.30, representing all unpaid amounts for the Compensation Period; and (iii) granting such other relief as is just and proper.

Dated: January 31, 2014

Respectfully submitted,

CARMODY MACDONALD P.C.

/s/ Gregory D. Willard

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*Counsel to the Official Committee of
Unsecured Creditors*

EXHIBIT A

Summary of Professionals and Paraprofessionals

<u>Timekeeper</u>	<u>Title</u>	<u>Department</u>	<u>Year Admitted</u>	<u>Billed Hours</u>	<u>Rate</u>	<u>Amount (\$)</u>
Gregory D. Willard	Partner	Corporate Restructuring & Bankruptcy	1980	684.60	365.00	249,879.00
David P. Stoeberl	Partner	Financial Restructuring & Bankruptcy	1997	8.10	325.00	2,632.50
Angela L. Schisler	Associate	Corporate Restructuring & Bankruptcy	2005	354.70	295.00	104,636.50
Meghan M. Lamping	Associate	Litigation	2007	2.10	275.00	577.50
John D. McAnnar	Associate	Corporate Restructuring & Bankruptcy	2009	35.50	250.00	8,875.00
Lauren M. Wacker	Associate	Litigation	2009	3.10	250.00	775.00
John G. Willard	Paraprofessional	Corporate Restructuring & Bankruptcy	N/A	15.60	150.00	2,340.00
Angela N. Abbott	Paraprofessional	N/A	N/A	20.30	150.00	3,045.00
<u>Total</u>				1,124.00		372,759.20¹

¹ This represents a mathematical correction of \$1.30 less than actual fees incurred due to rounding effects.

EXHIBIT B

Summary of Expenses/Disbursements

<u>Description</u>	<u>Amount (\$)</u>
Courier Service	68.21
Hearing CD from US Bankruptcy Court	30.00
Pro Hac Vice Filing Fees	800.00
Transcript of Bennett Hatfield 1113/1114 Deposition dated April 10, 2013	1,589.00
Transcript of Irl Engelhardt 1113/1114 Deposition dated April 25, 2013	1,235.20
Transcript of Richard Whiting 1113/1114 Deposition dated April 22, 2013	2,194.20
Transcript of Patriot Coal Corporation and Peabody Holding Company Adversary Proceeding Hearing on April 23, 2013	336.00
Total	6,252.61

EXHIBIT C

Summary of Time by Billing Category

<u>Matter Number</u>	<u>Matter Name</u>	<u>Hours</u>	<u>Amount (\$)</u>
12059.00000	Case Administration	79.00	23,231.50
12059.00001	Hearings	168.40	51,166.00
12059.00004	Pension/OPEB/Labor Issues	131.40	46,036.00
12059.00006	Executory Contracts/Leases	3.40	1,241.00
12059.00008	Claims Administration/Reporting	74.80	27,113.00
12059.00009	Plan and Disclosure Statement	112.00	40,474.50
12059.00010	Confidentiality Agreements/Bylaws	0.70	255.50
12059.00011	Committee Investigations/Diligence	23.30	6,213.00
12059.00012	Adversary Proceedings	3.40	1,052.00
12059.00013	General Motions	143.70	50,329.50
12059.00014	Meetings and Communications with Debtors	19.30	6,778.50
12059.00015	Committee Meetings/Communications	196.60	65,254.50
12059.00016	Creditor Communications	3.30	1,204.50
12059.00017	Retentions/Other Professional Fee Applications	111.80	34,740.50
12059.00018	Carmody MacDonald Monthly Fee Statements	19.40	6,128.00
12059.00019	Carmody MacDonald Fee Applications	19.60	6,468.00
12059.00020	Business Operations	13.90	5,073.50
<u>Total</u>		1124.00	372,759.20⁸

⁸ This represents a mathematical correction of \$1.30 less than actual fees incurred due to rounding effects.

EXHIBIT D

Time Records for the Third Interim Fee Period

12059.0 Re: Case Administration

Date	Tmkpr	Narrative	Hours	Amount
8/2/2013	ALS	Telephone conferences with court and with S. Blank regarding transcripts.	0.30	\$ 88.50
8/14/2013	ALS	Email correspondence with A. Vidal regarding Mesirow's supplemental declaration.	0.20	\$ 59.00
			Total Hours:	<u>0.50</u>
			Total Fees:	<u>\$ 147.50</u>

12059.1 Re: Hearings

Date	Tmkpr	Narrative	Hours	Amount
8/12/2013	GDW	Telephone call from court clerk's office regarding scheduling and related matters (.1); work on matters for hearing dates, notices and related matters (.7).	0.80	\$ 292.00
8/20/2013	ALS	Prepare for, review and finalize materials, and attend omnibus hearing.	3.30	\$ 973.50
8/20/2013	GDW	Preparations for and attend omnibus hearing before U.S. Bankruptcy Judge Surratt-States on several matters.	2.90	\$ 1,058.50
Total Hours:			7.00	
Total Fees:				\$ 2,324.00

12059.4 Re: Pension/OPEB/Labor Issues

Date	Tmkpr	Narrative	Hours	Amount
8/5/2013	GDW	Research and analysis of procedural issues and options per EDMo precedent and practice on [CONFIDENTIAL - REDACTED] and outline alternatives regarding same for upcoming teleconferences.	2.70	\$ 985.50
8/9/2013	GDW	Telephone conference with Kramer Levin regarding Debtors' premature request for expedited hearing (.2) develop and draft suggested revised schedule and procedures and telephone conference with Kramer Levin regarding same (.8); research and analyze prior agreement with Debtors as to same and disparity from Debtors' communications to court per Kramer Levin discussions with Debtors' counsel (.8).	1.80	\$ 657.00
8/16/2013	GDW	Review and finalize court filing of Committee in support of consensual resolution of 1113/1114 Motion and related items.	0.40	\$ 146.00
			Total Hours:	<u>4.90</u>
			Total Fees:	<u>\$ 1,788.50</u>

12059.9 Re: Plan and Disclosure Statement

Date	Tmkpr	Narrative	Hours	Amount
8/8/2013	GDW	Telephone conference with Committee professionals regarding [CONFIDENTIAL - REDACTED] and procedural questions regarding same (.4); review documentation regarding same and open items (.7); research and analysis of EDMo and prior agreement effects on request (2.6).	3.70	\$ 1,350.50
8/16/2013	GDW	Review and analysis of terms of proposed settlement of 1113/1114 litigation as to EDMo/8th Circuit [CONFIDENTIAL - REDACTED] and update prior analysis of same.	2.70	\$ 985.50
8/31/2013	GDW	Review and analysis of draft Plan of Reorganization from Debtors and analysis of EDMo precedent relating to same.	1.40	\$ 511.00
Total Hours:			7.80	
Total Fees:				\$ 2,847.00

12059.13 Re: General Motions

Date	Tmkpr	Narrative	Hours	Amount
8/16/2013	ALS	Review, finalize and file Statement of the Official Committee of Unsecured Creditors in support of the Debtors Motion.	0.50	\$ 147.50
8/16/2013	GDW	Review various matters to be heard at next Omnibus Hearings and prepare hearing materials for same.	0.60	\$ 219.00
8/29/2013	GDW	Work on several motions set for hearing before U.S. Bankruptcy Judge Surratt-States and coordination of appearances and positions on same.	1.10	\$ 401.50
			Total Hours:	<u>2.20</u>
			Total Fees:	<u>\$ 768.00</u>

12059.14 Re: Meetings and Communications with Debtors

Date	Tmkpr	Narrative	Hours	Amount
8/20/2013	GDW	Preparations for and telephone conference meeting with Unsecured Creditors Committee and follow-up regarding same.	0.60	\$ 219.00
			Total Hours:	<u>0.60</u>
			Total Fees:	<u>\$ 219.00</u>

12059.15 Re: Committee Meetings/Communications

Date	Tmkpr	Narrative	Hours	Amount
8/1/2013	ALS	Prepare for and participate in Committee professionals' telephone conference.	0.40	\$ 118.00
8/6/2013	ALS	Prepare for, review materials and participate in Professionals' telephone conference and Committee telephone conference.	1.50	\$ 442.50
8/6/2013	GDW	Review materials for professionals call and teleconference with Committee professionals to coordinate presentations to Committee (.8); teleconference meeting with Official Committee of Unsecured Creditors on several topics and work follow-up on action items from Committee per same (3.3).	4.10	\$ 1,496.50
8/8/2013	ALS	Participate in Professionals' telephone conference and work on follow-up matters.	1.00	\$ 295.00
8/9/2013	GDW	Preparations for and participate in Committee professionals call to coordinate matters and reports to Committee (.4); telephone conference with Committee and follow-up on action items relating to Term Sheet and ongoing discussions (1.7).	2.10	\$ 766.50
8/15/2013	GDW	Preparations for and telephone conference with Committee professionals on several items (.4); follow-up on two matters for next week's hearings before U.S. Bankruptcy Judge Surratt-States and documents/position statement of same (1.3).	1.70	\$ 620.50
8/20/2013	ALS	Prepare for, review materials and participate in Committee telephone conference.	1.00	\$ 295.00
8/22/2013	ALS	Prepare for and participate in Professionals status update telephone conference.	0.50	\$ 147.50
8/22/2013	GDW	Preparations for and participate in Committee professionals call to coordinate various action items for Official Unsecured Creditors Committee (.5); follow-up research and analysis of action item for Committee as to back-stop offering and EDMo precedent (1.9).	2.40	\$ 876.00
Total Hours:			<u>14.70</u>	
Total Fees:				<u>\$ 5,057.50</u>

12059.17 Re: Retentions/Other Professional Fee

Date	Tmkpr	Narrative	Hours	Amount
8/26/2013	ALS	Finalize, file and send to Epiq for service the Monthly Fee Statement of Houlihan Lokey Capital, Inc., as financial advisor and investment banker to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of July 1, 2013 through July 31, 2013 (.3); finalize and file Monthly Fee Statement of Epiq Bankruptcy Solutions, LLC, Information Agent to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of May 1, 2013 through July 31, 2013 (.3).	0.60	\$ 177.00
8/27/2013	ALS	Finalize and file Monthly Fee Statement of Kramer Levin Naftalis & Frankel LLP, as counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of July 1, 2013 through and including July 31, 2013.	0.30	\$ 88.50
8/29/2013	ALS	Finalize and file Monthly Fee Statement of Mesirow Financial Consulting, LLC, as financial advisors to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of July 1, 2013 through July 31, 2013.	0.30	\$ 88.50
Total Hours:			1.20	
Total Fees:				\$ 354.00

12059.18 Re: Carmody MacDonald Monthly Fee

Date	Tmkpr	Narrative	Hours	Amount
8/19/2013	ALS	Review, finalize and circulate for review Carmody MacDonald's July Monthly Fee Statement to the Committee.	0.70	\$ 206.50
8/20/2013	ALS	Finalize and file Monthly Fee Statement of Carmody MacDonald P.C., as co-counsel to the Official Committee of Unsecured Creditors, for Services Rendered and Reimbursement of Expenses Incurred for the period of July 1, 2013 through and including July 31, 2013.	0.30	\$ 88.50
			Total Hours:	<u>1.00</u>
			Total Fees:	<u>\$ 295.00</u>

12059.19 Re: Carmody MacDonald Fee Applications

Date	Tmkpr	Narrative	Hours	Amount
8/29/2013	GDW	Review and analysis of draft Carmody MacDonald's Second Interim Fee Application and drafting final components of same.	2.70	\$ 985.50
8/30/2013	ALS	Review, revise, finalize and file Carmody MacDonald's Second Interim Fee Application.	2.10	\$ 619.50
			Total Hours:	<u>4.80</u>
			Total Fees:	<u>\$ 1,605.00</u>

12059.0 Re: Case Administration

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

12059.1 Re: Hearings

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

12059.1 Re: Hearings

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

12059.13 Re: General Motions

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

12059.15 Re: Committee Meetings/Communications

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

12059.17 Re: Retentions/Other Professional Fee Applications

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

12059.18 Re: Carmody MacDonald Monthly Fee Statements

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

12059.0 Re: Case Administration

Date	Tmkpr	Narrative	Hours	Amount
10/3/2013	JGW	Conference regarding Fourth Supplemental Disclosure; draft Fourth Supplemental Disclosure; contact J.L. Thompson to obtain necessary information regarding the litigation.	2.00	\$ 300.00
10/4/2013	JGW	Draft Supplemental Declaration.	2.00	\$ 300.00
10/9/2013	JGW	Revise Fourth Supplemental Declaration and Supplemental Statement.	0.30	\$ 45.00
10/9/2013	ALS	Telephone conference with S. Blank regarding declarations.	0.20	\$ 59.00
10/10/2013	ALS	Follow-up with S. Blank regarding the Committee members' certifications for the third quarter of 2013, and transmit the same to the U.S. Trustee.	0.20	\$ 59.00
10/10/2013	ALS	Finalize Fourth Supplemental Declaration.	0.20	\$ 59.00
Total Hours:			<u>4.90</u>	
Total Fees:				<u>\$ 822.00</u>

12059.1 Re: Hearings

Date	Tmkpr	Narrative	Hours	Amount
10/21/2013	GDW	Review materials for hearings tomorrow on several matters (.8); prepare materials for same and review issues in contested matter (.4).	1.20	\$ 438.00
10/22/2013	ALS	Prepare for and attend Omnibus Hearing before Judge Surratt- States.	4.00	\$ 1,180.00
10/22/2013	GDW	Final preparations for and attend hearing before U.S. Bankruptcy Judge Surratt-States on several matters and follow-up on two action items resulting from same.	2.80	\$ 1,022.00
			Total Hours:	<u>8.00</u>
			Total Fees:	<u>\$ 2,640.00</u>

12059.9 Re: Plan and Disclosure Statement

Date	Tmkpr	Narrative	Hours	Amount
10/1/2013	GDW	Research and analysis of EDMo precedent affecting legal issues and questions on draft plan of reorganization and Committee recommendations regarding same.	4.40	\$1,606.00
10/2/2013	GDW	Additional research of EDMo precedent on legal questions on draft plan of reorganization and Committee recommendations.	3.90	\$1,423.50
10/3/2013	GDW	Analysis of EDMo caselaw and precedent and related 8th Circuit cases affecting draft plan of reorganization and Committee recommendations, and additional assessment of alternatives in light of current contribution parameters (2.4 a.m. / 2.8 p.m.).	5.20	\$1,898.00
10/8/2013	GDW	Telephone conferences with Committee and Committee professionals regarding plan of reorganization matters, open issues, and related matters.	1.30	\$ 474.50
10/10/2013	GDW	Work on question regarding disclosure statement/ballot form per prior precedent in EDMo and research regarding same.	2.20	\$ 803.00
10/21/2013	GDW	Review and analysis of revised drafts for EDMo/8th Circuit specific issues and requirements.	2.70	\$ 985.50
10/24/2013	GDW	Review and analysis of updated POR/DS (and related documentation) revisions and assess EDMo and 8th Circuit considerations for same.	3.30	\$1,204.50
10/28/2013	GDW	Work on Disclosure Statement matters and Committee support document, including research of EDMo precedents.	2.40	\$ 876.00
10/29/2013	GDW	Research on EDMo precedents regarding Disclosure Statement and matters for hearing next week before U.S. Bankruptcy Judge Surratt-States.	1.20	\$ 438.00
Total Hours:			26.60	
Total Fees:				\$9,709.00

12059.15 Re: Committee Meetings/Communications

Date	Tmkpr	Narrative	Hours	Amount
10/6/2013	GDW	Review and analysis of terms and counter-proposals related to plan of reorganization and final open issues for Committee and teleconference Committee meeting regarding same.	2.30	\$ 839.50
10/7/2013	ALS	Prepare for and participate in Committee professionals' telephone conference.	2.30	\$ 678.50
10/7/2013	JDM	Participate in Committee professionals' telephone conference.	1.50	\$ 375.00
10/7/2013	GDW	Preparations for and telephone conference on Committee matters and follow-up work regarding open items on plan of reorganization.	1.70	\$ 620.50
10/8/2013	ALS	Participate in Committee telephone conference (.5); attention to email correspondence regarding term sheets (.4).	0.90	\$ 265.50
10/9/2013	ALS	Attention to email correspondence regarding term sheets and review of same.	0.90	\$ 265.50
10/24/2013	ALS	Prepare for and participate in Professionals telephone status conference.	0.50	\$ 147.50
10/24/2013	GDW	Preparations for and participate in Committee professionals call to coordinate action items and open questions related to Plan and Disclosure Statement (.4); follow-up on three items for Committee and compile data from court file regarding same (1.9).	2.30	\$ 839.50
10/29/2013	ALS	Prepare for and participate in Committee telephone conference.	0.50	\$ 147.50
10/29/2013	GDW	Preparations for and Committee telephone conference on several matters.	0.60	\$ 219.00
Total Hours:			13.50	
Total Fees:				<u>\$ 4,398.00</u>

12059.17 Re: Retentions/Other Professional Fee Applications

Date	Tmkpr	Narrative	Hours	Amount
10/3/2013	ALS	Finalize and file Monthly Fee Statement of Mesirow Financial Consulting, LLC, as financial advisors to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of August 1, 2013 through August 31, 2013.	0.30	\$ 88.50
10/3/2013	ALS	Meeting regarding updating Affidavit of Disinterestedness; review updated list of additional parties in interest and prepare email to circulate to firm.	0.50	\$ 147.50
10/14/2013	ALS	Work on and file Fourth Supplemental Declaration of Gregory D. Willard (.8); review, revise and file Fifth Supplemental Declaration of Adam Charles Rogoff in Support of Application to Employ Kramer Levin Naftalis & Frankel LLP as Counsel for the Official Committee of Unsecured Creditors (.6); review and file Second Supplemental Declaration of Monty Kehl in Support of Application to Employ Mesirow Financial Consulting, LLP as Financial Advisors to the Official Committee of Unsecured Creditors (.4); arrange for service for filed Declarations (.1).	1.90	\$ 560.50
10/21/2013	ALS	Finalize and file Monthly Fee Statement of Cole, Schotz, Meisel, Forman & Leonard, P.A., as conflicts counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of September 1, 2013 through September 30, 2013.	0.30	\$ 88.50
10/22/2013	GDW	Research and follow-up on requests for additional information announced at court hearing by U.S. Bankruptcy Judge Surratt-States on other Committee Professionals interim fee applications.	3.30	\$ 1,204.50
10/23/2013	ALS	Finalize, file and coordinate service of Third Supplemental Declaration of Matthew A. Mazzucchi in Support of Application to Employ Houlihan Lokey Capital, Inc. as Financial Advisor and Investment Banker for the Official Committee of Unsecured Creditors.	0.30	\$ 88.50
10/24/2013	ALS	Review transcript regarding Houlihan Lockey's fee application and telephone conference with D. Tobin regarding same (.6); finalize and file Monthly Fee Statement of Houlihan Lokey Capital, Inc., as financial advisor and investment banker to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of September 1, 2013 through September 30, 2013 (.3).	0.90	\$ 265.50
10/28/2013	ALS	Telephone conference with S. Magnus, Law Clerk to Chief Judge Kathy A. Surratt-States, regarding Houlihan Lokey's Fee Application and reconciling numbers and follow-up with D. Tobin regarding same.	0.30	\$ 88.50

10/30/2013	ALS	Finalize and file Monthly Fee Statement of Kramer Levin Naftalis & Frankel LLP, as counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of September 1, 2013 through and including September 30, 2013.	0.30	\$	88.50
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Total Hours: 8.10

Total Fees: \$ 2,620.50

12059.18 Re: Carmody MacDonald Monthly Fee Statements

Date	Tmkpr	Narrative	Hours	Amount
10/18/2013	ALS	Review, finalize and circulate Carmody's September 2013 Monthly Fee Statement to Committee.	0.60	\$ 177.00
10/21/2013	ALS	Finalize and file Monthly Fee Statement of Carmody MacDonald P.C., as co-counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of September 1, 2013 through and including September 30, 2013.	0.30	\$ 88.50
			Total Hours:	<u>0.90</u>
			Total Fees:	<u>\$ 265.50</u>

12059.1 Re: Hearings

Date	Tmkpr	Narrative	Hours	Amount
11/5/2013	ALS	Prepare for Disclosure Statement hearing.	0.60	\$ 177.00
11/6/2013	JGW	Prepare for and attend Disclosure Statement hearing.	3.00	\$ 450.00
11/6/2013	ALS	Prepare for and attend Disclosure Statement hearing.	3.50	\$ 1,032.50
11/19/2013	GDW	Preparations for and attend hearings before U.S. Bankruptcy Judge Surratt-States on several matters and follow-up on action items on two plan-related matters.	3.40	\$ 1,241.00
11/19/2013	ALS	Prepare for, review materials, and attend Omnibus hearing.	3.30	\$ 973.50
Total Hours:			<u>13.80</u>	
Total Fees:				<u><u>\$ 3,874.00</u></u>

12059.9 Re: Plan and Disclosure Statement

Date	Tmkpr	Narrative	Hours	Amount
11/5/2013	ALS	Review Statement of Committee in Support of Approval of the Disclosure Statement and Committee Letter (.5); telephone conference with S. Blank regarding filing same (.2).	0.70	\$ 206.50
11/5/2013	GDW	Research on two questions for Balloting Package and tomorrow's hearing and EDMo and 8th Circuit precedents on Support Letters and related matters.	4.20	\$ 1,533.00
11/6/2013	GDW	Preparations of materials for hearings before U.S. Bankruptcy Judge Surratt-States and appearance at same on Disclosure Statement and related matters.	3.90	\$ 1,423.50
Total Hours:			<u>8.80</u>	
Total Fees:				<u><u>\$ 3,163.00</u></u>

12059.13 Re: General Motions

Date	Tmkpr	Narrative	Hours	Amount
11/15/2013	GDW	Review all matters for hearings next week before U.S. Bankruptcy Judge Surratt-States and prepare for hearings on same.	1.70	\$ 620.50
11/18/2013	GDW	Review and analysis of matters set for hearing before U.S. Bankruptcy Judge Surratt-States and prepare for same.	1.40	\$ 511.00
			Total Hours:	<u>3.10</u>
			Total Fees:	<u>\$ 1,131.50</u>

12059.17 Re: Retentions/Other Professional Fee Applications

Date	Tmkpr	Narrative	Hours	Amount
11/1/2013	ALS	Finalize and file First Supplemental Declaration of Michael D. Warner, Esq. in Support of the Application to Employ Cole, Schotz, Meisel, Forman & Leonard, P.A. as Counsel for the Official Committee of Unsecured Creditors (.3); finalize and file Monthly Fee Statement of Mesirow Financial Consulting, LLC, as financial advisors to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of September 1, 2013 through September 30, 2013 (.3).	0.60	\$ 177.00
11/4/2013	ALS	Work on Fifth Supplemental Declaration.	0.80	\$ 236.00
11/5/2013	ALS	Continue to work on Fifth Supplemental Declaration.	0.30	\$ 88.50
11/6/2013	ALS	Finalize and file Fifth Supplemental Declaration of Gregory D. Willard and Supplemental Statement Pursuant to Bankruptcy Rule 2014 filed by Creditor Committee Official Committee of Unsecured Creditors.	0.30	\$ 88.50
11/12/2013	ALS	Email correspondence with D. Tobin regarding revisions to fee application.	0.10	\$ 29.50
11/20/2013	ALS	Finalize and file Monthly Fee Statement of Cole, Schotz, Meisel, Forman & Leonard, P.A., as conflicts counsel to the Official Committee of Unsecured Creditors, for Services Rendered and Reimbursement of Expenses Incurred for the period of October 1, 2013 through October 31, 2013.	0.20	\$ 59.00
11/21/2013	ALS	Finalize and file Monthly Fee Statement of Mesirow Financial Consulting, LLC, as financial advisors to the Official Committee of Unsecured Creditors, for Services Rendered and Reimbursement of Expenses Incurred for the period of October 1, 2013 through October 31, 2013.	0.20	\$ 59.00
11/26/2013	ALS	Finalize, file and arrange for service for Monthly Fee Statement of Houlihan Lokey Capital, Inc., as financial advisor and investment banker to the Official Committee of Unsecured Creditors, for Services Rendered and Reimbursement of Expenses Incurred for the period of October 1, 2013 through October 31, 2013.	0.30	\$ 88.50
11/27/2013	ALS	Finalize and file Monthly Fee Statement of Kramer Levin Naftalis & Frankel LLP, as counsel to the Official Committee of Unsecured Creditors, for Services Rendered and Reimbursement of Expenses Incurred for the period of October 1, 2013 through and including October 31, 2013.	0.30	\$ 88.50
Total Hours:			<u>3.10</u>	
Total Fees:				<u>\$ 914.50</u>

12059.18 Re: Carmody MacDonald Monthly Fee Statements

Date	Tmkpr	Narrative	Hours	Amount
11/20/2013	ALS	Review Monthly Fee Statement of Carmody MacDonald P.C., as local counsel to the Official Committee of Unsecured Creditors, for Services Rendered and Reimbursement of Expenses Incurred for the period of October 1, 2013 through October 31, 2013 (.3); circulate to Committee for review (.1).	0.40	\$ 118.00
11/21/2013	ALS	Finalize, file and send for service the Monthly Fee Statement of Carmody MacDonald P.C., as co-counsel to the Official Committee of Unsecured Creditors, for Services Rendered and Reimbursement of Expenses Incurred for the period of October 1, 2013 through and including October 31, 2013.	0.30	\$ 88.50
Total Hours:			0.70	
Total Fees:				\$ 206.50

12059.0 Re: Case Administration

Date	Tmkpr	Narrative	Hours	Amount
12/4/2013	ALS	Review updates and draft of proposed Confirmation Order.	0.80	\$ 236.00
12/10/2013	GDW	Telephone inquiry on Effective Date timing and logistics for final entry and notice of order, and follow-up to determine same and range of times to expedite.	1.30	\$ 474.50
			Total Hours:	<u>2.10</u>
			Total Fees:	<u>\$ 710.50</u>

12059.1 Re: Hearings

Date	Tmkpr	Narrative	Hours	Amount
12/16/2013	GDW	Review documents and final revised drafts for hearings tomorrow before U.S. Bankruptcy Judge Surratt-States on confirmation and related matters, and confirm final changes for same.	1.70	\$ 620.50
12/17/2013	ALS	Prepare for and attend confirmation hearing before Honorable Kathy A. Surratt-States.	2.20	\$ 649.00
			Total Hours:	<u>3.90</u>
			Total Fees:	<u>\$ 1,269.50</u>

12059.8 Re: Claims Administration/Reporting

Date	Tmkpr	Narrative	Hours	Amount
12/2/2013	GDW	Telephone calls from creditors on plan logistics questions and follow-up to resolve each question.	1.30	\$ 474.50
			Total Hours:	<u>1.30</u>
			Total Fees:	<u>\$ 474.50</u>

12059.9 Re: Plan and Disclosure Statement

Date	Tmkpr	Narrative	Hours	Amount
12/3/2013	GDW	Additional work on specific creditor inquiries regarding plan of reorganization.	0.80	\$ 292.00
12/9/2013	GDW	Research and follow-up on creditor inquiries with respect to plan of reorganization.	1.10	\$ 401.50
12/12/2013	GDW	Review revised drafts of confirmation materials for EDMo and 8th Circuit items and precedent for hearing next week before U.S. Bankruptcy Judge Surratt-States.	2.20	\$ 803.00
12/17/2013	GDW	Final preparations for hearings and confirmation matters and appearance at same before U.S. Bankruptcy Judge Surratt-States (2.8); work on post-hearing inquiries regarding effectiveness of plan, funding logistics, and final confirmation order (1.4).	4.20	\$ 1,533.00
Total Hours:			8.30	
Total Fees:				\$ 3,029.50

12059.13 Re: General Motions

Date	Tmkpr	Narrative	Hours	Amount
12/15/2013	ALS	Finalize and file Statement of the Official Committee of Unsecured Creditors in Support of Confirmation of Debtors' Fourth Amended Joint Plan of Reorganization.	0.30	\$ 88.50
			Total Hours:	<u>0.30</u>
			Total Fees:	<u>\$ 88.50</u>

12059.15 Re: Committee Meetings/Communications

Date	Tmkpr	Narrative	Hours	Amount
12/10/2013	ALS	Review Committee Meeting Minutes.	0.60	\$ 177.00
12/10/2013	GDW	Work on documents and final matters and updates in preparations for Committee meeting (.9); update items and documents for same and organize for hearings next week before U.S. Bankruptcy Judge Surratt-States (1.7).	2.60	\$ 949.00
12/11/2013	ALS	Prepare for and participate in Committee telephone conference.	0.80	\$ 236.00
12/11/2013	GDW	Review materials and prepare for Committee call (.6); teleconference Committee meeting and follow-up work on action items for confirmation hearing, plan going effective on expedited basis and related matters (2.1).	2.70	\$ 985.50
Total Hours:			<u>6.70</u>	
Total Fees:				<u>\$ 2,347.50</u>

12059.16 Re: Creditor Communications

Date	Tmkpr	Narrative	Hours	Amount
12/13/2013	GDW	Calls from unsecured creditor and research and analysis regarding applicable Convenience Class on general unsecured creditor provisions and timing.	3.30	\$ 1,204.50
			Total Hours:	<u>3.30</u>
			Total Fees:	<u>\$ 1,204.50</u>

12059.17 Re: Retentions/Other Professional Fee Applications

Date	Tmkpr	Narrative	Hours	Amount
12/19/2013	ALS	Review, file and arrange for service the Monthly Fee Statement of Houlihan Lokey Capital, Inc., as financial advisor and investment banker to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of November 1, 2013 through December 18, 2013 (.3); review and file the Monthly Fee Statement of Kramer Levin Naftalis & Frankel LLP, as counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of November 1, 2013 through and including November 30, 2013 (.3).	0.60	\$ 177.00
12/23/2013	ALS	Finalize and file Monthly Fee Statement of Mesirow Financial Consulting, LLC, as financial advisors to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of November 1, 2013 through November 30, 2013.	0.30	\$ 88.50
Total Hours:			<u>0.90</u>	
Total Fees:				<u>\$ 265.50</u>

12059.18 Re: Carmody MacDonald Monthly Fee Statements

Date	Tmkpr	Narrative	Hours	Amount
12/18/2013	ALS	Review Monthly Fee Statement of Carmody MacDonald P.C., as local counsel to the Official Committee of Unsecured Creditors, for Services Rendered and Reimbursement of Expenses Incurred for the period of November 1, 2013 through November 30, 2013.	0.30	\$ 88.50
12/19/2013	ALS	Finalize, file and arrange for service the Monthly Fee Statement of Carmody MacDonald P.C., as co-counsel to the Official Committee of Unsecured Creditors for Services Rendered and Reimbursement of Expenses Incurred for the period of November 1, 2013 through and including November 30, 2013.	0.30	\$ 88.50
Total Hours:			<u>0.60</u>	
Total Fees:				<u><u>\$ 177.00</u></u>

EXHIBIT E

Expense Records for the Third Interim Fee Period

Expenses

4/25/2013	Transcript of Patriot Coal Corporation and Peabody Holding Company Adversary Proceeding Hearing on April 23, 2013.	\$336.00
	Total Costs:	<u>\$336.00</u>