

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

In re
PATRIOT COAL CORPORATION, *et al.*,
Debtors.¹

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

FIRST SUPPLEMENTAL DECLARATION OF MARK E. SOLOMONS

DISTRICT OF COLUMBIA §
§ ss:
§

I, Mark E. Solomons, hereby declare under penalty of perjury:

1. I am a shareholder in the law firm of Greenberg Traurig, LLP (“Greenberg Traurig”). I am admitted to practice before the courts of District of Columbia. I am duly authorized to make this First Supplemental Declaration (the “First Supplemental Declaration”) on behalf of Greenberg Traurig.

2. I submit this First Supplemental Declaration, pursuant to sections 327(e) and 329 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2014 and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2014 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the Eastern District of Missouri (the “**Local Bankruptcy Rules**”), in support of the *Application of the Debtors for Authority to Employ and Retain Greenberg*

1 The Debtors include the entities listed on Schedule 1 attached to the Application (as defined herein) as well as Brody Mining, LLC and Patriot Ventures LLC, which were recently filed. The employer tax identification numbers and addresses for each of the Debtors are set forth in the Debtors' chapter 11 petitions.

Traurig, LLP as Special Counsel for the Debtors Nunc Pro Tunc to May 1, 2013 (the “**Application**”). This First Supplemental Declaration updates and supplements the *Declaration of Mark E. Solomons* [Docket No. 4079] (the “**Original Declaration**”) filed in support of the Application.

3. Unless otherwise stated in this First Supplemental Declaration, I have personal knowledge of the facts set forth herein and, if called as a witness, I would testify thereto.² Certain of the disclosures set forth herein relate to matters not within my personal knowledge but rather within the knowledge of other attorneys and staff at Greenberg Traurig and are based on information provided by them.

4. Since the filing of my Original Declaration, Greenberg Traurig has been engaged by Brody Mining, LLC and Patriot Ventures LLC (collectively, the “**New Debtors**”), which commenced Chapter 11 cases on September 23, 2013. In connection with that engagement, I have caused to be conducted a search of Greenberg Traurig’s conflict-check system in respect of a list provided to me by the Debtors of the principal parties in interest in the New Debtors’ Chapter 11 cases, which are listed on Schedule 1 hereto.

5. To the best of my knowledge and information after due inquiry, other than in connection with these chapter 11 cases and in prior representations of the Debtors and the New Debtors, as applicable, Greenberg Traurig does not represent or hold any interest adverse to the New Debtors or to their estates with respect to the matters on which Greenberg Traurig is to be employed, except for *de minimis* amounts owed by the Debtors for prepetition services rendered by Greenberg Traurig totaling approximately \$58,251.13. Greenberg Traurig

² Capitalized terms used but not defined herein shall have the meanings set forth in the Application and the Original Declaration, as the case may be.

does not have any connection with, and has not represented in the past, the United States Trustee for the Eastern District of Missouri, or any person employed by the Office of the United States Trustee for the Eastern District of Missouri; and is not connected with the Honorable Kathy A. Surratt-States approving this Application. Greenberg Traurig does not have any connection with the New Debtors' creditors, any other party in interest, or their respective attorneys and accountants, except as set forth below:

- a. Greenberg Traurig has approximately 1,800 attorneys and many other employees. It is possible that certain Greenberg Traurig attorneys or employees hold interests in mutual funds or other investment vehicles that may own the New Debtors' securities;
- b. From time to time, Greenberg Traurig has referred matters to some of the New Debtors' professionals to be retained in these chapter 11 cases. Likewise, certain of the New Debtors' professionals have referred matters to Greenberg Traurig; and
- c. From time to time, Greenberg Traurig likely has represented, and likely will continue to represent, certain creditors of the New Debtors and other parties actually or potentially adverse to the New Debtors in matters unrelated to the New Debtors or these chapter 11 cases. Greenberg Traurig has undertaken a detailed search to determine whether it represents or has represented any significant creditors, equity security holders, insiders or other parties in interest in such unrelated matters, and all such known representations within the last three (3) years are described in Schedule 2, attached to this First Supplemental Declaration. Due to the breadth of Greenberg Traurig's client base, the firm is not subject to undue influence of any single client.

6. Greenberg Traurig performed the following actions to determine whether Greenberg Traurig or any of its attorneys has any connections with, has in the past represented, or is currently representing potential parties in interest in these cases:

- a. A list of interested parties (the "**Interested Parties**") in the New Debtors' chapter 11 cases was created by the Debtors and provided to Greenberg Traurig;
- b. Greenberg Traurig compared each of the Interested Parties to the names that Greenberg Traurig maintains in its master client database created from its conflict clearance and billing records. Greenberg Traurig's

client database includes: (i) the name of each current or former client; (ii) the names of any entities materially related to, or materially adverse to, such current or former client; (iii) the names of the Greenberg Traurig attorneys responsible for such current or former clients; (iv) the status of the matter as either “active” or “inactive”; and (v) the dates on which the matter was opened and/or closed and the date the last time entry was entered; and

- c. Any matches between the Interested Parties and the entities in Greenberg Traurig’s client database were identified, reviewed by an attorney and compiled for purposes of this First Supplemental Declaration. To the extent that Greenberg Traurig currently represents, or has represented within the last three (3) years, any of the Interested Parties, the identities of such entities are set forth in ***Schedule 2***, attached hereto. In determining whether a client is presently represented by Greenberg Traurig, Greenberg Traurig attorneys relied on the existence of an “active” notation on the report to reflect current representation. With respect to matters showing as “inactive”, Greenberg Traurig relied on the “close date” to determine whether the representation occurred within the past three (3) years and/or the date the last time entry was entered. If an “inactive” matter opened prior to April 22, 2010 showed no “close date” and no time entered within the past three years, Greenberg Traurig assumed for purposes of this disclosure that the matter was inactive during the past three years and did not include the client on Schedule 2 attached to this First Supplemental Declaration. If an “inactive” matter opened on or after April 22, 2010, but showed no “close date,” the client is included on **Schedule 2**, attached hereto.

7. Greenberg Traurig intends to conduct an ongoing review of matters it is handling to ensure that no disqualifying circumstances have arisen, and, if any new facts or relationships that Greenberg Traurig believes should be disclosed to this Court and the parties in interest in these cases are discovered, Greenberg Traurig will file a supplemental disclosure with the Court and serve such supplemental disclosure on the U.S. Trustee. If any new material, relevant facts or relationships are discovered between review periods, Greenberg Traurig will promptly file a supplemental disclosure with the Court and serve such supplemental disclosure on the U.S. Trustee.

8. Based upon the foregoing and information available to me at this time, to the best of my knowledge, information, and belief, Greenberg Traurig represents no interest

or holds any interest adverse to the New Debtors or their estates with respect to the matters on which Greenberg Traurig is to be employed consistent with section 327(e) of the Bankruptcy Code.

9. On behalf of Greenberg Traurig, I request that the Court's *Order Authorizing the Employment and Retention of Greenberg Traurig, LLP as Special Counsel for the Debtors Nunc Pro Tunc to May 1, 2013* [Docket No. 4166] be modified to include Greenberg Traurig's representation of the New Debtors.

[*Remainder of Page Intentionally Left Blank*]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.



The image shows a handwritten signature in black ink, which appears to read "Mark E. Solomons". The signature is fluid and cursive, with a large, stylized initial 'M' and 'S'. Below the signature, the name "Mark E. Solomons" is printed in a smaller, more standard font.

SCHEDULE 1: LIST OF PRINCIPAL PARTIES IN INTEREST FOR NEW DEBTORS

New Debtors

Brody Mining, LLC
Patriot Ventures LLC

Officers and Directors

Charles A. Ebetino, Jr.*
Jacquelyn A. Jones*
Robert L. Mead*

Subsidiaries

Rhino Eastern JV Holding Company LLC*
WWMV JV Holding Company LLC

Former Officers, Directors, and Affiliates

Joseph W. Bean*
The Brody Trust
Anthony Cline
Clayton Cline
John E. Lushefski*
Danny Robinette
Brian Rowe
Mark N. Schroeder*

Secured Creditors

Bank of America, N.A.*
Citibank, N.A.*

Largest Unsecured Creditors

Analabs, Inc.
Industrial Design Products, Inc.
Mine Safety & Health Administration*
United Bank, Inc.
Wilmington Trust Company*

Former Joint-Venture Parties

American Patriot Mining, LLC*
Ralph L. Ballard, III
Shawn P. George
Andrew A. Payne, III
James K.T. Payne
Rhino Eastern LLC*
Rhino Energy WV LLC*
RWMV, LLC*
White Stallion Coal LLC*
WWMV, LLC*

Significant Taxing Authorities

Internal Revenue Service*
State of West Virginia*

[Note: Parties marked with an asterisk were recently searched in connection with the preparation and filing of Greenberg Traurig's Application and Original Declaration and, therefore, were not searched again in connection with preparation and filing of this First Supplemental Declaration.]

SCHEDULE 2: DISCLOSURE OF REPRESENTATION

Set forth below are the Interested Parties (other than the Debtors and the Debtors' affiliated entities, including the New Debtors) whom Greenberg Traurig currently represents or has represented within the past three (3) years in matters unrelated to these cases (collectively, the "**Matched Entities**"). There are other entities affiliated or associated with the Matched Entities whom Greenberg Traurig currently represents or has represented within the past three (3) years in matters unrelated to the New Debtors and these chapter 11 cases. Greenberg Traurig has only provided information for the specific Matched Entities identified by the New Debtors as Interested Parties in these chapter 11 cases.

- (a) Bank of America
- (b) Citibank, N.A.