

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF KENTUCKY  
ASHLAND, LONDON, AND LEXINGTON DIVISIONS**

In re:	)	Chapter 7
	)	
Licking River Mining, LLC, <i>et al.</i> ,	)	Case No. 14-10201
	)	
	)	Jointly Administered
	)	
Debtors. <sup>1</sup>	)	Hon. Tracey N. Wise

**APPLICATION PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a) FOR AN ORDER  
AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
FOLEY & LARDNER LLP AS GENERAL AND SPECIAL LITIGATION COUNSEL TO  
PHAEDRA SPRADLIN, CHAPTER 7 TRUSTEE**

Phaedra Spradlin, the chapter 7 trustee (the “Trustee”) for the Chapter 7 Cases of Licking River Mining, LLC (“LRM”) and its related debtors in the above-captioned cases (collectively, the “Debtors”), by and through her undersigned proposed counsel, hereby submits this application (the “Application”) for an order pursuant to sections 327(a) and 328(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Kentucky (the “Local Rules”), authorizing the Trustee to retain and employ Foley & Lardner LLP (“Foley”) as general and special litigation counsel to the Trustee in these Chapter 7 Cases, effective as of May 28, 2015. In support of this Application, the Trustee relies on the Affidavit of Geoffrey S.

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<sup>1</sup> The debtors in these chapter 7 cases (the “Chapter 7 Cases”), along with the last four digits of each debtor’s federal tax identification number, are: Licking River Mining, LLC (6847), Licking River Resources, Inc. (3837), S. M. & J., Inc. (8437), Fox Knob Coal Co., Inc. (9910), J.A.D. Coal Company, Inc. (0145) and U.S. Coal Corporation (5761). The location of the debtors’ corporate headquarters is 101 Helm Street, Suite 150, Lexington, Kentucky 40505.

Goodman, attached hereto as Exhibit A (the “Affidavit”). In further support of this Application, the Trustee respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief sought herein are sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014-1.

### **BACKGROUND**

3. On May 22, 2014, an involuntary petition for relief under chapter 11 of the Bankruptcy Code was filed against Debtor Licking River Mining, LLC. On May 23, 2014, involuntary petitions for relief under chapter 11 of the Bankruptcy Code were filed against Debtors Licking River Resources, Inc. and Fox Knob Coal Co., Inc. On June 3, 2014, an involuntary petition for relief under chapter 11 of the Bankruptcy Code was filed against Debtor S. M. & J., Inc. On June 4, 2014, an involuntary petition for relief under chapter 11 of the Bankruptcy Code was filed against J.A.D. Coal Company, Inc.

4. On June 18, 2014, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors (the “Committee”). On June 19, 2014, the Committee selected Foley as counsel to represent the Committee in all matters during the pendency of the Debtors’ chapter 11 cases.

5. As Committee counsel, Foley conducted an extensive investigation of the Debtors’ pre-petition transactions and potential causes of action against third parties. Foley’s investigation included reviewing and developing potential causes of action against East Coast Miner, LLC, East Coast Miner II, LLC, Keith Goggin and Michael Goodwin (collectively, the

“ECM Parties”), who asserted a lien on substantially all of the Debtors’ assets, and also acted (at various times) as Board members, common shareholders, equity shareholders and unsecured creditors of the Debtors.

6. On March 24, 2015, Foley, on behalf of the Committee, prepared and filed a detailed, fifteen-count Complaint against the ECM Parties in this Court, commencing Adv. Pro. No. 05-01004 (the “ECM Litigation”). The Complaint asserted causes of action against the ECM Parties for, among other things, equitable subordination of claims, fraudulent transfers, director and officer liability claims, avoidance of liens and preferential transfers.

7. On April 24, 2015, the Court entered the *Order Converting Case to Chapter 7*, which converted the Debtors’ cases to cases under chapter 7 of the Bankruptcy Code [Dkt. No. 1303]. On April 27, 2015, the U.S. Trustee appointed Phaedra Spradlin to serve as the Trustee in these Chapter 7 Cases [Dkt. No. 1309].

8. These Chapter 7 Cases have been consolidated for procedural purposes only, and are being jointly administered pursuant to Bankruptcy Rule 1015(b).

### **RELIEF REQUESTED**

9. By this Application, the Trustee seeks entry of an order pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, (i) authorizing the Trustee’s employment and retention of Foley as general and special litigation counsel to the Trustee, (ii) approving the terms and conditions under which Foley will be retained and compensated at the expense of the Debtors’ estates, and (iii) granting related relief.

### **BASIS FOR RELIEF**

10. Under section 327(a) of the Bankruptcy Code, a trustee may employ one or more professionals that do not hold or represent an interest adverse to the estate and that are disinterested persons to assist the trustee in carrying out his or her duties under the Bankruptcy Code. 11 U.S.C. § 327(a).

11. Section 328 of the Bankruptcy Code provides, in pertinent part, that under section 327 of the Bankruptcy Code, a professional may be employed “on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed percentage fee basis, or on a contingent fee basis.” 11 U.S.C. § 328(a). The trustee therefore may employ attorneys to pursue litigation on a contingency fee basis under section 328(a). See, e.g., In re Lytton’s, 832 F.2d 395 (7th Cir. 1988) (“Section 328 . . . explicitly allows the employment of an attorney on a contingent fee basis . . . and does not prohibit setting a contingent fee schedule . . . .”); In re Benassi, 72 B.R. 44, 49 (D. Minn. 1987) (acknowledging that “[p]ercentage fee arrangements are expressly condoned by § 328(a) and comport with the Bankruptcy Code’s goal of attracting highly qualified professionals to the bankruptcy arena”).

12. Bankruptcy Rule 2014 requires that an application for retention of a professional person include the following information:

[S]pecific facts showing the necessity for the employment, the name of the person to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant’s knowledge, all of the person’s connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014(a). Local Rule 2014-1 further requires that “[a] party seeking an order to employ a professional under FRBP 2014 may request approval on notice and opportunity for hearing . . . .” KYEB LBR 2014-1.

13. By this Application, the Trustee requests that the Court approve the employment and compensation arrangements as set forth herein pursuant to sections 327(a) and 328(a) of the Bankruptcy Code. The employment of Foley would (a) maximize the value of the ECM Litigation for the benefit of the Debtors’ estates, and (b) assist the Trustee in administering the Debtors’ estates in the most efficient and effective manner.

#### **SELECTION OF FOLEY**

14. The Trustee submits that Foley’s services are necessary for two distinct purposes. First, the Trustee selected Foley to serve as lead counsel under section 328(a) of the Bankruptcy Code in the prosecution of the ECM Litigation. As detailed in Foley’s final fee application filed in these cases [Dkt. No. 1368], Foley has extensive knowledge of the issues that will arise in that litigation, having conducted an extensive investigation that included the review of tens of thousands of credit documents, transaction documents and other communications, the conducting of eleven depositions and interviews of witnesses and other stakeholders.

15. In addition, Foley prepared the Complaint against the ECM Parties and analyzed the legal and factual issues underlying the causes of action that the Trustee will pursue in the ECM Litigation. The two attorneys principally tasked with representing the Trustee in the ECM Litigation – Geoffrey Goodman and David Goroff – are the ones who conducted the Committee’s investigation and are very experienced in bankruptcy litigation. Accordingly, the Trustee submits that Foley is well qualified and uniquely positioned to efficiently and effectively represent her in connection with the ECM Litigation.

16. Second, the Trustee has selected Foley to represent her in connection with certain matters in connection with the general administration of the Debtors' estates. The Trustee has engaged Barber Law PLLC ("Barber") as her principal counsel for general estate matters. However, due to Foley's knowledge of the Debtors' affairs and prior work for the Committee, there will be limited circumstances where it would be in the best interests of the Debtors' estates for the Trustee to utilize Foley's services on general estate matters, principally in an advisory capacity. The Trustee therefore requests approval of her engagement of Foley under section 327(a) as well.

#### **SCOPE OF SERVICES**

17. Foley will render the following services to the Trustee in connection with these Chapter 7 Cases, as reasonably requested:

- a. represent the Trustee in any and all matters involving the prosecution of the ECM Litigation, including, but not limited to, document discovery, depositions, expert testimony, dispositive motions, trial, any appeals and settlement negotiations;
- b. advise the Trustee in connection with the liquidation of the Debtors' assets and the pursuit of causes of action on behalf of the Debtors' estates; and
- c. perform all other legal services for the Trustee that may be necessary and proper in these proceedings.

18. Based on the foregoing, the Trustee submits that it is necessary and appropriate that the Trustee employ Foley to render the above-described professional services. Foley will work diligently with the Trustee and Barber to ensure that unnecessary duplication of services does not occur for general estate matters and to maximize the value of counsels' efforts on behalf of the Debtors' estates.

**PROFESSIONAL COMPENSATION AND EMPLOYMENT TERMS**

**A. HOURLY COMPENSATION**

19. Subject to this Court's approval under section 330(a) of the Bankruptcy Code, compensation will be payable to Foley on an hourly basis for legal services related to the Trustee's general administration of the Debtors' estates, plus reimbursement of actual, necessary expenses incurred by the law firm. Foley will maintain detailed, contemporaneous records of time and any actual and necessary expenses incurred in connection with the rendering of the legal services described above by category and nature of the services rendered.

20. The two attorneys presently designated to represent the Trustee and their current standard hourly rates are:

- |    |                                |                             |
|----|--------------------------------|-----------------------------|
| a. | Geoffrey S. Goodman, Partner   | \$540 per hour <sup>2</sup> |
| b. | Matthew D. Lee, Senior Counsel | \$490 per hour              |

21. Other attorneys and paralegals will, from time to time, assist in the representation of the Trustee in connection with the Chapter 7 Cases and the matters described herein.

22. In addition to the above-referenced hourly rates, Foley charges its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. Foley will charge the Trustee for these expenses in a manner and at rates consistent with charges made generally to the firm's

other clients. Foley believes that it is more fair to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

**B. CONTINGENCY FEE COMPENSATION**

23. Subject to this Court's approval, the Trustee and Foley have agreed to the following contingency fee arrangement for the ECM Litigation (the "Contingency Fee Arrangement"):

- a. A contingency fee of 33.33% from any recoveries by the Trustee in the ECM Litigation (the "Contingency Fee") including, without limitation, from (i) assets held by the Trustee in escrow pending completion of the ECM Litigation, (ii) assets held by the ECM Parties in a special purpose vehicle pursuant to orders of this Court pending completion of the ECM Litigation, (iii) transfers by the ECM Parties to the Debtors' estates in settlement or satisfaction of claims in the ECM Litigation, and (iv) director and officer liability insurance.
- b. The Contingency Fee shall increase by 5% (i.e., to 38.33%) should the ECM Litigation be resolved only after an appeal of a decision by the trial court.
- c. Foley shall not receive any hourly compensation for its work for the Trustee in the ECM Litigation.
- d. Foley shall advance all expenses incurred by the Trustee in the ECM Litigation; provided, however, that Foley shall be entitled to be reimbursed for any such expenses from any recoveries in the ECM Litigation prior to such recoveries being distributed to any other party.

24. The Trustee believes that the proposed Contingency Fee Arrangement is fair and reasonable and is comparable to other contingency-fee arrangements in bankruptcy litigation as well as similar non-bankruptcy litigation cases. Moreover, due to the size and complexity of the ECM Litigation and the limited amount of assets available in the estates to pay fees associated with the litigation, the Trustee has determined that she would not be able to hire competent

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<sup>2</sup> The Trustee notes that Mr. Goodman has agreed to continue to discount his rate in the manner agreed to as part of Foley's representation of the Committee.



counsel to pursue the ECM Litigation on strictly an hourly basis. Consequently, the Trustee requests that this Court approve the Contingency Fee Arrangement under section 328(a).

### **FOLEY'S DISINTERESTEDNESS**

25. To the best of the Trustee's knowledge, information and belief, and based and in reliance upon Foley's review of electronic client files and records and the Affidavit, Foley is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors or their estates, nor has any connection to the Debtors, their creditors or their related parties, other than as disclosed in the Affidavit. In addition, while the Trustee and Foley reserve the right to respond to any objections that may be filed to this Application, the Trustee notes that neither Foley's prior work for the Committee nor its pending fee application prevents Foley from being a "disinterested person" under section 101(14). See, e.g., In re Buffalo Coal Co., 2008 WL 1925152, at \*5-\*7 (Bankr. N.D. W. Va. Apr. 30, 2008) (no conflict in chapter 7 trustee's retention of former unsecured creditors' committee counsel in post-conversion litigation against former committee member either because of counsel's former work for the committee or its pending pre-conversion fee claim); Matter of Codesco, Inc., 18 B.R. 997, 1000-01 (Bankr. S.D.N.Y. 1982) (same; "a law firm's prior representation of a Creditors' Committee does not disqualify it from representing a trustee in bankruptcy"). Indeed, given the 33.33% Contingency Fee for this matter, Foley's incentives in the ECM Litigation would be 100% aligned with the Debtors' estates in that Foley's recoveries would be maximized by, among other things, avoiding the ECM Parties' alleged liens and bringing in \$15 million (and possibly significantly more) into the Debtors' estates.

26. Foley employs more than 800 attorneys and has a large and diversified legal practice which encompasses the representation of many financial institutions, commercial corporations and creditors. Some of these entities (or affiliates of these entities) are or may be holders of claims against, and/or interests in the Debtors, or are parties-in-interest in these cases. In the ordinary course of the practice of law, Foley and certain of its partners, counsel, and associates have in the past represented, currently represent, and from time-to-time in the future will represent such entities or affiliates of such entities in matters wholly unrelated to the Debtors or the Debtors' cases. Foley is not currently aware of any parties-in-interest in these cases that it has represented during the last year or is currently representing other than as described in the Affidavit. As additional parties-in-interest become known to Foley, it will supplement the list set forth in the Affidavit.

### **NOTICE**

27. Notice of this Application has been given to all parties listed on Master Service List No. 11 [Dkt. No. 1032-1]. The Trustee submits that, given the nature of the relief requested, no further notice is necessary. No previous application for the relief sought herein has been made by the Trustee to this or any other Court.

28. Notice is hereby given that the foregoing shall be brought on for hearing before the United States Bankruptcy Court for the Eastern District of Kentucky, 100 East Vine Street, Third Floor, Lexington, Kentucky, on June 11, 2015, at the hour of 9:30 am ET, or as soon thereafter as counsel may be heard.

### **CONCLUSION**

29. Based on the foregoing, the employment and retention of Foley as counsel to the Trustee is necessary, in the best interests of the estates, and complies with sections 327(a) and 328(a) of the Bankruptcy Code.

WHEREFORE, the Trustee respectfully requests that the Court enter an order, authorizing the Trustee to employ and retain Foley on the terms specified herein, and for such other and further relief as the Court may deem just and proper.

Dated: May 28, 2015

/s/ Phaedra Spradlin

Phaedra Spradlin, Esq.

Chapter 7 Trustee

6301 Old Richmond Road

Lexington, KY 40515

Tel: (859) 263-3210

Respectfully submitted,

FOLEY & LARDNER LLP

/s/ Geoffrey S. Goodman

Geoffrey S. Goodman (Ill. Bar No. 6272297)

David B. Goroff (Ill. Bar No. 6190039)

321 North Clark Street, Suite 2800

Chicago, IL 60610

(312) 832-4500 Telephone

(312) 832-4700 Facsimile

*Proposed Counsel for the Trustee*

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the **APPLICATION PURSUANT TO 11 U.S.C. §§ 327(a) AND 328(a) FOR AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF FOLEY & LARDNER LLP AS GENERAL AND SPECIAL LITIGATION COUNSEL TO PHAEDRA SPRADLIN, CHAPTER 7 TRUSTEE** has been served on May 28, 2015 in the manner set forth in the Master Service List No. 11.

FOLEY & LARDNER LLP

/s/ Geoffrey S. Goodman

Geoffrey S. Goodman (Ill. Bar No. 6272297)

David B. Goroff (Ill. Bar No. 6190039)

321 North Clark Street, Suite 2800

Chicago, IL 60610

(312) 832-4500 Telephone

(312) 832-4700 Facsimile

*Proposed Counsel for the Trustee*

**EXHIBIT A**

Affidavit

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF KENTUCKY  
ASHLAND, LONDON, AND LEXINGTON DIVISIONS**

In re:	)	Chapter 7
	)	
Licking River Mining, LLC, <i>et al.</i> ,	)	Case No. 14-10201
	)	
	)	Jointly Administered
	)	
Debtors. <sup>1</sup>	)	Hon. Tracey N. Wise

**AFFIDAVIT OF GEOFFREY S. GOODMAN IN SUPPORT OF APPLICATION FOR AN  
ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
FOLEY & LARDNER LLP AS GENERAL AND SPECIAL LITIGATION COUNSEL TO  
PHAEDRA SPRADLIN, CHAPTER 7 TRUSTEE**

Geoffrey S. Goodman, being duly sworn, deposes and says:

1. I am a partner of the firm of Foley & Lardner LLP ("Foley") located at 321 North Clark Street, Suite 2800, Chicago, Illinois 60654. I am a member in good standing of the Bars of the States of Illinois and Maryland and am admitted to practice before the United States District Courts for the Northern District of Illinois, the Central District of Illinois, the District of Maryland and the Eastern District of Michigan. This Affidavit is submitted in support of the application (the "Application") of Phaedra Spradlin, the chapter 7 trustee in the above-entitled cases (the "Trustee"), for an order authorizing the employment and retention of Foley as general and special litigation counsel to the Trustee.<sup>2</sup>

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<sup>1</sup> The debtors in these chapter 7 cases are Licking River Mining, LLC, Licking River Resources, Inc., S. M. & J., Inc., Fox Knob Coal Co., Inc., J.A.D. Coal Company, Inc., U.S. Coal Corporation, Harlan County Mining, LLC, Oak Hill Coal, Inc., Sandlick Coal Company, LLC, and U.S. Coal Marketing, LLC.

<sup>2</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

2. Neither I, Foley, nor any partner, counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the above-captioned Debtors (the “Debtors”) other than that Foley served as counsel to the Official Committee of Unsecured Creditors (the “Committee”) in the Debtors’ chapter 11 cases.

3. Foley employs more than 800 attorneys and has a large and diversified legal practice which encompasses the representation of many financial institutions, commercial corporations and creditors. Some of these entities (or affiliates of these entities) are or may be holders of claims against, and/or interests in the Debtors, or are parties-in-interest in these cases. In the ordinary course of the practice of law, Foley and certain of its members, counsel and associates have in the past represented, currently represent, and from time-to-time in the future will represent such entities (or affiliates of such entities) in matters wholly unrelated to the Debtors or to the Debtors’ cases. In addition, Foley has represented and currently represents other official committees of unsecured creditors and monitoring trustees and liquidating trustees for post-confirmation matters, in which such other bankruptcy matters certain parties-in-interest to the present Chapter 7 Cases may have been or are currently involved.

4. Certain entities that are either (a) currently clients of Foley, or (b) have been clients of Foley at some point from May 2013 to date in matters wholly unrelated to the Debtors or to these cases (or subsidiaries or affiliates of such entities) appear to be creditors (secured and/or unsecured) and/or parties-in-interest with regard to certain of the Debtors. A list of such creditors and related information is attached hereto as Exhibit 1.<sup>3</sup>

5. Foley is a “disinterested person” as that term is defined in Section 101(14) of the Bankruptcy Code in that Foley, its partners, counsel and associates:

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<sup>3</sup> This list mirrors the list attached to the affidavit in support of Foley’s application to be employed by the Committee, except that Foley’s representation of U.S. Bank in unrelated matters was added.

- (a) Are not creditors, equity security holders or insiders of the Debtors;<sup>4</sup>
- (b) Are not and were not within two years before the date of the filing of the Debtors' chapter 11 petitions, directors, officers or employees of the Debtors; and
- (c) Do not have an interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

6. Foley intends to apply for compensation for professional services rendered in connection with these jointly administered Chapter 7 Cases subject to the approval of this Court and compliance with applicable provisions of the Bankruptcy Code in two distinct ways. First, for general estate work under section 327(a) of the Bankruptcy Code, Foley will apply for compensation on an hourly basis, plus reimbursement of actual, necessary expenses incurred by the firm. Foley will maintain detailed, contemporaneous records of time and any actual and necessary expenses incurred in connection with the rendering of the legal services described above by category and nature of the services rendered. The principal attorneys designated to represent the Trustee on general estate work and the hourly rates that they will charge in this case are as follows:

- a. Geoffrey S. Goodman, Partner \$540 per hour
- b. Matthew D. Lee, Senior Counsel \$490 per hour

7. The hourly rates set forth above are subject to periodic adjustments during the case. Other attorneys and paralegals may from time to time serve the Trustee in connection with the matters herein described.

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<sup>4</sup> While Foley has an unpaid claim for professional fees accrued as counsel to the Committee, that does not make Foley a "creditor" under section 101(10) of the Bankruptcy Code because Foley's claim for fees did not arise before the order for relief.



8. As set forth in the Application and in Foley's application to be employed by the Committee, my hourly rate is discounted substantially from our standard hourly rates. Any other hourly rates charged in this case will be Foley's standard hourly rates for work of this nature. These rates are set at a level designed to compensate fairly the firm for the work of its attorneys and legal assistants and to cover fixed and routine overhead expenses. It is the firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. Foley will charge the Trustee for these expenses in a manner and at rates consistent with charges made generally to the firm's other clients. The firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

9. Second, the Trustee and Foley have agreed to the following contingency fee arrangement for the ECM Litigation under section 328(a) of the Bankruptcy Code:

- a. A contingency fee of 33.33% from any recoveries by the Trustee in the ECM Litigation (the "Contingency Fee") including, without limitation, from (i) assets held by the Trustee in escrow pending completion of the ECM Litigation, (ii) assets held by the ECM Parties in a special purpose vehicle pursuant to orders of this Court pending completion of the ECM Litigation, (iii) transfers by the ECM Parties to the Debtors' estates in settlement or satisfaction of claims in the ECM Litigation, and (iv) director and officer liability insurance.
- b. The Contingency Fee shall increase by 5% (i.e., to 38.33%) should the ECM Litigation be resolved only after an appeal of a decision by the trial court.
- c. Foley shall not receive any hourly compensation for its work for the Trustee in the ECM Litigation.

- d. Foley shall advance all expenses incurred by the Trustee in the ECM Litigation; provided, however, that Foley shall be entitled to be reimbursed for any such expenses from any recoveries in the ECM Litigation prior to such recoveries being distributed to any other party.

10. In preparing this Affidavit, I have relied on information originally provided to Foley by the Debtors and the information available from the Bankruptcy Court. The list of entities searched by Foley and their connection to these cases is set forth on Exhibit 2 attached hereto. Foley's conflicts review was done in accordance with Foley's standard conflicts clearing procedures and, with respect to paragraph 5 of this Affidavit, a firm-wide e-mail inquiry addressed to all Foley attorneys.

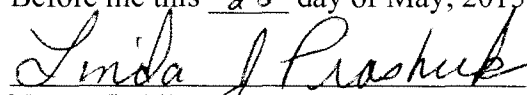
11. No promises have been received by Foley nor any partner, counsel or associate thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. Foley has no agreement with any other entity to share with such entity any compensation received by Foley in connection with these jointly administered Chapter 7 Cases.

12. Based upon the foregoing, neither I, Foley, nor any partner, counsel or associate thereof, insofar as I have been able to ascertain, represents any interest adverse to the Trustee in the matters upon which Foley is to be engaged.

Dated: May 28, 2015

  
GEOFFREY S. GOODMAN

SUBSCRIBED and SWORN to  
Before me this 28<sup>th</sup> day of May, 2015

  
Notary Public



**EXHIBIT 1**

**Licking River Mining LLC, et al.**  
**List of Client Connections**

<b><u>Interested Party</u></b>	<b><u>Position</u></b>	<b><u>Connection to Foley &amp; Lardner LLP</u></b>
Caterpillar Finance	Equipment Debt	Do not represent Caterpillar Finance; but do represent affiliates of Caterpillar Finance on wholly unrelated matters.
Cummins Crosspoint LLC	Unsecured Creditor	Do not represent Cummins Crosspoint LLC; but do represent Cummins Inc. and numerous subsidiaries and affiliates of Cummins Inc. on wholly unrelated matters.
Dyno Nobel	Unsecured Creditor	Client on wholly unrelated matters.
Ernst & Young	Unsecured Creditor	Client on wholly unrelated matters.
Guggenheim	Shareholder	Do not represent Guggenheim; but do represent affiliates of Guggenheim on wholly unrelated related matters.
Komatsu Financial	Equipment Debt	Do not represent Komatsu Financial; but do represent affiliates of Komatsu Financial on wholly unrelated matters.
Merrill Lynch Pierce Fenner & Smith Incorporated	Shareholder	Client on wholly unrelated matters.
Wilmington Trust	Collateral Agent	Client on wholly unrelated matters.
U.S. Bank	Lender on Surety Bonds	Client on wholly unrelated matters

**EXHIBIT 2**

## SEARCHED PARTIES

### **Debtors and Affiliates**

U.S. Coal Corporation  
Licking River Resources, Inc  
Oak Hill Coal, Inc.  
S. M. & J., Inc.  
J.A.D. Coal Company, Inc.  
Fox Knob Coal Co., Inc.  
Sandlick Coal Company, LLC  
Harlan County Mining, LLC

### **Key Interested Parties**

#### **Board of Directors**

John Collins  
John Whitt  
Dennis Koutsodimitropoulos (MHS Capital)

#### **East Coast Miner, LLC**

Robert Granieri  
MHS Capital, LLC  
Keith Goggin  
Michael Goodwin  
USC Management, LLC  
Steven Meyer  
Arthur Duquette  
Audrey Golden  
Bertrand Chan  
Evergreen Capital  
Counsel to East Coast Miner, LLC: Luskin Stern & Eisler LLC

#### **Management**

John Collins (CEO)  
Mike Windisch (CFO)  
Malcolm Thomas (President - JAD)  
John Whitt (President - SM&J)  
Chris Lacy (EVP - LRR)  
Julia McAfee (General Counsel)

#### **JAD Sellers**

Julia & Carl McAfee  
Aubra Dean (Dec.)  
Jeff Dean

Brian Dean  
Donna Kolb

**East Coast Miner II, LLC**

Consolidated Investments International LLC  
Keith F Goggin  
Michael J Goodwin, Jr  
Bertrand Chan  
Audrey Golden  
Jason Imperato  
James J. Hanson  
Big D Profit Sharing and 401K  
Adam A Riggs

**LRR Sellers**

John Collins  
Kenneth Whitt  
John Whitt  
Linda Whitt  
Stephanie Lacy  
Melissa Lewis  
Jonathan Whitt

**Equipment Debt**

Caterpillar  
Komatsu  
Huntington Bank  
Commercial Bank  
Enterprise

**Others**

Centrecourt Asset Management (managed by Richard Smithline)  
Camofi Master LDC  
Counsel to Centrecourt: Akin Gump Strauss Hauer & Feld  
Pryor Cashman  
Edna Arrington Blanton Heirs  
PDJ Bailey

**Largest Unsecured Creditors**

- 1) DYNO NOBEL INC
- 2) FORGE GROUP NORTH AMERICA
- 3) WHAYNE SUPPLY COMPANY
- 4) KENTUCKY STATE TREASURER
- 5) MACHINERY SALES & SERVICES
- 6) KOLMAR AMERICAS INC.

- 7) BRANDEIS
- 8) JONES OIL CO INC
- 9) POCAHONTAS DEVELOPMENT CORPORATION
- 10) THE NELSON LAW FIRM LLC
- 11) PARSLEY GENERAL TIRE INC
- 12) C & M GIANT TIRE LLC
- 13) MONDAY COAL SALES LLC
- 14) MINERAL LABS
- 15) RUDD EQUIPMENT COMPANY
- 16) EASTERN KENTUCKY EQUIPMENT SALES
- 17) MHS CAPITAL LLC
- 18) SYNERGY ENGINEERING SERVICE
- 19) BP LUBRICANTS USA INC.
- 20) KENTUCKY POWDER COMPANY
- 21) SMITH-MANUS
- 22) TAGGART GLOBAL OPERATIONS LLC
- 23) SHERIFF OF HARLAN COUNTY
- 24) HUDSON GIANT TIRES
- 25) NIXON PEABODY LLP
- 26) KENTUCKY EMPLOYERS' MUTUAL INS
- 27) LATHAM & WATKINS
- 28) HOWARD LAND MANAGEMENT
- 29) J & S STEEL & EDGE
- 30) SALYER TRUCKING LLC
- 31) SILVER OAKS DEVELOPMENT
- 32) THE ELK HORN COAL CO LLC
- 33) MINING ROCK EXCAVATION
- 34) GREEN EARTH ENERGIES
- 35) HOWARD FAMILY LTD PARTNERSHIP
- 36) CUMMINS CROSSPOINT LLC
- 37) HURBERRIES INC
- 38) COULTER & JUSTUS PC
- 39) UNIVERSAL TOTAL LUBRICANTS INC
- 40) LOGAN CORPORATION
- 41) EASTERN KY EQUIP - LEASES
- 42) HOWARD ENGINEERING & GEOLOGY INC
- 43) WILLIAMS FORESTRY & ASSOCIATES LLC
- 44) FRAZIER NANTZ LLC
- 45) KENTUCKY UTILITIES
- 46) LUBE AIR COMPANY
- 47) BIG VALLEY SEEDING INC
- 48) JERRACO DRILLING SUPPLY LLC
- 49) AAA MINE SERVICE INC
- 50) MISTER C MOBILE PRESSURE INC
- 51) SECURITAS SECURITY SERVICES USA



52) ERNST & YOUNG

**Shareholders**

- 1) A I INTERNATIONAL CORPORATE
- 2) A&B DAVIES NOMINESS PTY LIMITED
- 3) AARNEL FUNDING CORP PENSION PLAN
- 4) ADAMS, HOLLY
- 5) ALFA TRADING LIMITED
- 6) ALLIANCE FINANCIAL CAPITAL
- 7) ANDERSON, NEIL T
- 8) ANGLO IRISH BANK (SUISSE) SA
- 9) B&C INVESTMENTS LLC
- 10) BEA, ROBERT
- 11) BECKER KANTOR PARTNERS
- 12) BEN DOR, AMON
- 13) BENCAR BUILDING CORP
- 14) BERDON VENTURES ASSOCIATES LLC
- 15) BERDON VENTURES LLC
- 16) BERGIN, JOSHUA
- 17) BIG D TRADING LLC
- 18) BIYANI, PRAMOD KUMAR
- 19) BLACKSTONE CAPITAL ADVISORS LLC
- 20) BLAUSTEIN, JONATHAN
- 21) BOGGIO, SCOTT
- 22) BOL OPPORTUNITY OFFSHORE FUND LTD
- 23) BOLZ, JAMES A
- 24) BOUCKAENT, CARL M
- 25) BOYLE, CYNTHIA M & JOHN N BOYLE III JT TEN
- 26) BREWER, MARTIN
- 27) BRIDGEPOINTE MASTER FUND LTD
- 28) BRIO CAPITAL LP
- 29) BRIO CAPITAL SELECT LLC
- 30) BRISTOL INVESTMENT FUND LTD
- 31) BROCCOLO, TODD
- 32) BROSSO, DAVID
- 33) BROSSO, JOSEPH BROSSO & JEAN BROSSO JT TEN
- 34) BROSSO, MARK
- 35) BRYAN, VICTORIA
- 36) BWCI PENSION TRUSTEES LIMITED
- 37) CAMHZN MASTER LDC
- 38) CAMOFI MASTER LDC
- 39) CAPITAL GROWTH FINANCIAL LLC
- 40) CARLSON, DANIEL
- 41) CASTILLO, JR CARLOS
- 42) CHAIS, MATTHEW

- 43) CHAN, BERTRAND
- 44) CHAPMAN, ALGER B
- 45) CHESTNUT RIDGE PARTNERS LP
- 46) CLARK, COURTNEY
- 47) COHEN, AUDREY JANET
- 48) COHEN, JON M
- 49) COHEN, RICHARD D
- 50) COLIN WATLTERS CONYERS PEACH
- 51) COLISH, JERRIE
- 52) COLLINS, JOHN
- 53) COLLINS-OPPENHEIMER & CO INC C/O TERESA COLLINS
- 54) COPPER BEECH EQUITY PARTNERS LLC
- 55) Copperfield Equity Partners, LLC
- 56) COX III, JOSEPH A
- 57) CROFT INVESTMENTS LIMITED PARTNERSHIP
- 58) CROWN NORTHERN WAY CAPITAL LLC
- 59) DALE, ANNMARIE P
- 60) DAMANTE, ROBERT
- 61) DAVESON LLC
- 62) DAVIES, ALLAN
- 63) DAYBREAK FUND
- 64) DAYBREAK SPECIAL SITUATIONS
- 65) DEAN, AUBRA PAUL
- 66) DEAN-THE DEAN BYPASS TRUST
- 67) DEAN-THE DEAN LIVING TRUST
- 68) DENTON BUSINESS
- 69) DIVERSIFIED EQUITY INVESTMENTS LLC
- 70) DOERRER, RONALD J
- 71) DOUGLAS, DEBORAH S
- 72) DOUGLAS, KARL
- 73) DOUGLAS, TIA B
- 74) DOUGLAS, TORI A
- 75) DOUGLAS, TROY C
- 76) DOUGLAS, TYLER E
- 77) DRESNER, STEVEN
- 78) DUKE, DAVID
- 79) DUKE, DUKE RAPHAEL MICHA
- 80) DUKE, RAPHAEL MICHA
- 81) DUNN, DAVID K
- 82) DUQUETTE, ARTHUR JAMES
- 83) DURHAM, TIMOTHY
- 84) EAST COAST MINER LLC
- 85) EHLERS, WILLIAM
- 86) ELIASH, AVISHAI
- 87) ELSIE BALT IRREVOCABLE TRUST

- 88) EUDORA PARTNERS
- 89) EUDORA PARTNERS LLC
- 90) EVERGREEN CAPITAL LP
- 91) F BERDON CO LP
- 92) FABBRI, ANGELO
- 93) FABIANO, LEONARD A & JOYCE A FABIANO JT TEN
- 94) FEIGHAN, EDWARD
- 95) FENCE FOOTHILLS EQUINE NATURE CENTER
- 96) FINESTONE, ELCHANAN
- 97) FISHMAN, ZALMEN
- 98) FRENCH, DONALD
- 99) FREYDBERG, WILLIAM
- 100) FRIEDMAN, CITIGROUP GLOBAL MARKETS CUST F/B/O SCOTT E FRIEDMAN  
IRA
- 101) FRIEDMAN, LANCE
- 102) FRIEDMAN, SCOTT ERIC - HSBC BANK USA TRUST FBO SCOTT ERIC  
FRIEDMAN - IRA
- 103) FRIIS, ANDREW
- 104) FUCHS, MICHAEL
- 105) FUCHS, MICHAEL & SHANDEE FUCHS JT TEN
- 106) FUCHS-MICHAEL FUCHS PENSION PLAN
- 107) FURSA
- 108) FUTURTEC LP
- 109) GABBARD, ROBERT-GABBARD HOLDINGS LLC
- 110) GALT BC
- 111) GELB, PETER
- 112) GERLACH & COMPANY
- 113) GOGGIN, KEITH F
- 114) GOODWIN, MICHAEL
- 115) GRAFFMAN, JENNIFER
- 116) GRAFFMAN, PETER
- 117) GREENBURGER, FRANCIS
- 118) GREENFIELD, GREGORY
- 119) GROSSMAN- JEFFERY A GROSSMAN & ELIZABETH GRACE
- 120) GROSSMAN, DAVID
- 121) GROWTH VENTURES INC
- 122) GUGGENHEIM
- 123) GUIGUI, JOEL
- 124) HAGEGARD, LENNART
- 125) HAYMES, ED
- 126) HAYWOOD SECURITIES-HAYWOOD SECURITIES INC IN TRUST FOR MARNA  
DISBROW
- 127) HAYWOOD SECURITIES-HAYWOOD SECURITIES INC IN TRUST PERIPATETIC  
INVESTMENTS LTD

- 128) HAYWOOD SECURITIES-HAYWOOD SECURITIES INC TRUST BANQUE  
PRIVEE EDMOND DE ROTHSCHILD
- 129) HEIFETZ, ABRAHAM
- 130) HELLER CAPITAL INVESTMENTS
- 131) HELLER-RONALD I HELLER IRA
- 132) HELLIGE, ERIC M
- 133) HENRY MOUNTAIN LLC
- 134) HILLTOP PROPRIETARY INVESTMENT LLC
- 135) HIRSCH, SHOSHANA
- 136) Hospitality Consulting & Supply (c/o Brio)
- 137) HSM HOLDINGS LIMITED
- 138) HULL, J MITCHELL
- 139) HYPOSWEISS PRIVATE BANK GENEVE SA
- 140) ICON ASSET MANAGEMENT LLC
- 141) ICON CAPITAL PARTNERS LP
- 142) IMPERATO, SUSAN
- 143) JACOBS, ALAN & SUSAN
- 144) JACOBS, MICHAEL & DEBBIE
- 145) Jenna P. Inc.
- 146) JENNINGS, MALCOLM
- 147) JENNINGS, TRACY HULL
- 148) JESMOK III, STEPHEN
- 149) JM CAPITAL HOLDINGS LLC
- 150) JM COHEN LLC
- 151) JMB
- 152) KAINTH, ROGER
- 153) KANTOR, ROBERT
- 154) KAPLAN, EILEEN A
- 155) KAPLAN, LAWRENCE
- 156) KAPLAN, STANLEY A
- 157) KAPLAN, STANLEY A-FCC CUST FOR STANLEY KAPLAN - IRA
- 158) KAPLAN-FIRST CLEARING CORP CUST LAWRENCE KAPLAN IRA
- 159) KAPLAN-OPPENHEIMER & CO INC CUST LAWRENCE KAPLAN ROLLOVER  
IRA
- 160) KAPLAN-STANLEY A KAPLAN IRA
- 161) KARPFF-KARPFF, SHMEUL
- 162) KASS, STEPHEN
- 163) KIMBERLY STEEL TRUST
- 164) KOTLER, RON
- 165) LACY, STEPHANIE
- 166) LASH, ROGER S
- 167) LAUERSEN, NEIL S
- 168) LEO, JOHN C
- 169) LEVY, ELVIRE TR U/A 12/12/89 LUCIEN I LEVY IRREV TRUST
- 170) LEVY, ROLAND

- 171) LEWIS, MELISSA
- 172) LEYLAND, STEVEN A
- 173) LIEBERMENSCH, MORRIS
- 174) LINEA LTD
- 175) LINHART, RICHARD
- 176) LUCIEN I LEVY TR
- 177) LUGO-JAMES A MILLIONE GUARDIAN JAYLA ROSE LUGO A MINOR
- 178) M A BRONFELD LTD
- 179) MACDONALD, MARTIN
- 180) MADARIAGA, ELENA G
- 181) MADE INVESTMENTS LLC
- 182) MAIDEN, THOMAS
- 183) MALKENSON, STEVEN B
- 184) MARCHETO, SILVANO
- 185) MARDEN FAMILY LIMITED PARTNERSHIP
- 186) MARDEN, CHARLOTTE M
- 187) Markowitz, Jeffrey
- 188) MARTINS, MERVYN R
- 189) MASSARO, SALVATORE A
- 190) MASTERS, PAUL
- 191) MASTERS-NTC & CO CUST FBO PAUL MASTERS ACCT # 06000116731
- 192) MASTERS-PAUL MASTERS IRA
- 193) MCAFEE, CARL MCAFEE & JULIA MCAFEE TEN ENT
- 194) McCarthy, Elsie
- 195) MCDONNELL, KATHLEEN
- 196) MCLAUGHLIN, BLAIR C
- 197) MCLAUGHLIN, BROOKE
- 198) MCLAUGHLIN, LINDA H
- 199) MCLAUGHLIN, TIMOTHY
- 200) MCLAUGHLIN, TIMOTHY-EQUITY TRUST COMPANY D B A, STERLING TRUST CUST, FBO TIMOTHY R MCLAUGHLIN ACCT# 400469
- 201) MCLAUGHLIN, TIMOTHY-FISERV
- 202) MCLAUGHLIN, TIMOTHY-STERLING TRUST CUST, FBO TIMOTHY R MCLAUGHLIN ACCT# 400469, EQUITY TRUST COMPANY D B A
- 203) MEAD, IAN MEAD & FRANCES MEAD JT TEN
- 204) MELTRONICS RESOURCES PARTNERS LP
- 205) MELTRONICS RESOURCES PARTNERSHIP LTD
- 206) MENDLOVITZ, ELIAYHU
- 207) MERL TRUST
- 208) MERRILL LYNCH PIERCE FENNER & SMITH INCOPORATED
- 209) MHS CAPITAL LLC
- 210) MICHELE LEVY SPYCHER TR U/A 12/4/03 fbo MICHELE LVEY SPYCER ET AL
- 211) MILIONE, JEANETTE
- 212) Miller, Michael
- 213) Mohr, Kipp

- 214) MORO INC
- 215) MOZLEY, MARK S & LYNNE S MOZLEY JT TEN
- 216) NAGELBERG-CGM CUST FBO DAVID S NAGELBERG IRA
- 217) NASH, LINDA & RON
- 218) NEW YORK STATE-ABANDONED PROPERTY
- 219) NEWLAND & COMPANY
- 220) Nite Capital L.P.
- 221) NORMANDIN, EDWARD C
- 222) NTC & CO FBO STEVEN YASSKY IRA
- 223) O BRIEN-JAMES O BRIEN & LYNN O BRIEN TEN COM
- 224) OAKES-MORGAN STANLEY SMITH BARNEY LLC CUST ERIC M OAKES - IRA
- 225) OAKES-MORGAN STANLEY SMITH BARNEY LLC CUST KIM ANN OAKES -  
IRA
- 226) ORINGER, JON
- 227) OT FINANCE SA
- 228) Palm Capital Advisors, LLC
- 229) PATEL, MANILA
- 230) PATELLA, RONALD
- 231) PATHOLOGY ASSOCIATION OF LAWRENCE, PC, PROFIT SHARING PLAN  
DATED 1/1/90
- 232) PETTIT, ERIC H
- 233) PETTIT, MACK H
- 234) PHILLIP DATLOP, IRA
- 235) PIEDMONT FAMILY OFFICE FUND LIMITED PARTNERSHIP
- 236) PIEDMONT PARTNERS
- 237) PIPE EQUITY PARTNERS LLC
- 238) PROFESSIONAL OFFSHORE OPPORTUNITY FUND LTD
- 239) PROFESSIONAL TRADERS FUND LLC
- 240) PRYOR CASHMAN SHERMAN & FLYNN LLP
- 241) R WILLIAM BREECE REVOCABLE LIVING TRUST
- 242) RAMJEET, WESLEY
- 243) RAVEH, YEHUDA
- 244) RBC DEXIA INVESTOR SERVICES ITF A/C 110952013
- 245) REICH, MARC & MALA REICH JT TEN
- 246) RFJM PARTNERS LLC
- 247) RFMF PARTNERS LLC
- 248) ROARING FORK CAPITAL SBIC LP
- 249) ROBBINS, RICHARD
- 250) ROBERTSON, KEITH
- 251) ROCKRIDGE CAPITAL HOLDINGS LLC
- 252) ROGERS JR, MALCOM
- 253) ROMNEY, CHRISTOPHER D
- 254) RONRUSS PARTNERS LTD
- 255) ROSE NOMINEES LIMITED REGENCY COURT
- 256) ROSEN, JEREMY

- 257) RUSH, JOHN ALFRED RUSH III & PAMELA JEAN RUSH TEN COM
- 258) SCHAFER, DONALD
- 259) SCHAFER, RICK A
- 260) SCHNABEL, JOACHIM W
- 261) SCHNABEL, MARY C
- 262) Schwalb, Jared
- 263) SEAPORT V LLC
- 264) SENGLAUB, JEFF
- 265) SENGLAUB, MICHAEL
- 266) SEXTON, JOHN
- 267) SHANLEY, JAMES
- 268) SHELTER ISLAND GP LLC
- 269) SHELTER ISLAND OPPORTUNITY FUND, LLC
- 270) SHIPLEY VENTURES LLC
- 271) SHIPLEY, SCOTT
- 272) SHLOMO CAR RENTAL 1987 LTD
- 273) SIEGELMAN, SCOTT
- 274) SILVERSTEIN, MARK S
- 275) SOWDER, JOE M
- 276) SPENCER CLARKE VENTURES LLC
- 277) SPERLING, GERRY & SEENA
- 278) SPIELMAN, ROBERT & JACQUELINE SPIELMAN TEN ENT
- 279) STEIN, SHELDON
- 280) STEINBERGER, HILLEL
- 281) STEINMETZ, JOHN F
- 282) STEVEN SMITH INC
- 283) STRATEGIC ALLIANCE ASSET MGMT LLC
- 284) STRATEGIC ALLIANCE FUND II LP
- 285) STRATEGIC ALLIANCE FUND LP
- 286) SUN, XUGUANG
- 287) SWINDELLS, ELIZABETH
- 288) SWINDELLS, PHILLIP
- 289) SWINDELLS, THEODORE H
- 290) SWINDELLS, WILLIAM
- 291) SZABO ASSOCIATES INC
- 292) SZABO, C ROBIN
- 293) Szabo, Peter-Estate of
- 294) Tabibnia, Adam
- 295) TABIBNIA, ASHKAN
- 296) TANGIERS INVESTORS LP
- 297) TAWES, LEE ORRIE
- 298) Terranova Capital Partners
- 299) TERRANOVA EXPLORERS FUND I LLC
- 300) THOMAS, MALCOLM
- 301) TIMEOUT LTD

- 302) USC CONSOLIDATED PURCHASE GROUP LLC
- 303) UTLEY, JOELLA F
- 304) VERELST, LUC
- 305) VETTER, PATRICIA E
- 306) VISION OPPORTUNITY MASTER FUND LTD
- 307) WACE, NICK
- 308) WALKER, WALTER BILL
- 309) WEBER, RICHARD
- 310) WEINER, LUCY
- 311) WEISS, WILLIAM
- 312) WHALEHAVEN CAPITAL FUND LIMITED
- 313) WHITE, JEFFREY
- 314) WHITT, JOHN
- 315) WHITT, JONATHAN
- 316) WHITT, KENNETH
- 317) WHITT, LINDA
- 318) WINTER, ALISON
- 319) WOLFF, JAMES
- 320) WRAY, DONALD
- 321) YASSKY, STEVEN
- 322) ZERVOULEI, CAROL
- 323) ZUCKER-PENSION FINANCIAL CUST BRIAN ZUCKER SEP IRA



**Collateral Agent**

Wilmington Trust

**Other Surety Bond Lender**

U.S. Bank