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–and–

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**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

|                                                         |   |                         |
|---------------------------------------------------------|---|-------------------------|
| In re:                                                  | ) |                         |
|                                                         | ) | Chapter 11              |
| PENN VIRGINIA CORPORATION, <i>et al.</i> , <sup>1</sup> | ) |                         |
|                                                         | ) | Case No. 16-32395 (KLP) |
| Debtors.                                                | ) |                         |
|                                                         | ) | (Jointly Administered)  |
|                                                         | ) |                         |

**MONTHLY FEE STATEMENT OF SPOTTS FAIN PC FOR ALLOWANCE OF AN  
ADMINISTRATIVE CLAIM FOR COMPENSATION AND REIMBURSEMENT OF  
EXPENSES INCURRED FROM MAY 25, 2016 THROUGH JUNE 30, 2016**

| NAME OF APPLICANT                               | SPOTTS FAIN PC                                                                       |
|-------------------------------------------------|--------------------------------------------------------------------------------------|
| Authorized to provide professional services to: | The Unsecured Claimholders' Committee of<br>Penn Virginia Corporation, <i>et al.</i> |
| Date of retention order:                        | June 28, 2016 (ECF No. 368)                                                          |

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Penn Virginia Corporation (4320); Penn Virginia Holding Corp. (7384); Penn Virginia MC Corporation (0458); Penn Virginia MC Energy L.L.C. (0462); Penn Virginia MC Operating Company L.L.C. (0466); Penn Virginia Oil & Gas Corporation (7929); Penn Virginia Oil & Gas GP LLC (3686); Penn Virginia Oil & Gas LP LLC (8109); Penn Virginia Oil & Gas, L.P. (9487). The location of the Debtors' service address is: Four Radnor Corporate Center, Suite 200, 100 Matsonford Road, Radnor, Pennsylvania 19087.

|                                                                    |                                    |
|--------------------------------------------------------------------|------------------------------------|
| Period for which compensation and reimbursement are sought:        | May 25, 2016 through June 30, 2016 |
| Compensation sought as actual, reasonable, and necessary:          | \$53,374.00 (80% of \$66,717.50)   |
| Expense reimbursement sought as actual, reasonable, and necessary: | \$452.70                           |
| Type of fee statement or application:                              | Monthly Fee Statement <sup>2</sup> |

Pursuant to 11 U.S.C. §§ 327, 330, 331, and 1103, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), that certain *Order (I) Establishing Procedures For Interim Compensation And Reimbursement Of Expenses For Retained Professionals And (II) Granting Related Relief* (ECF No. 261, the “Interim Compensation Order”), that certain *Order Granting Application Of Unsecured Claimholders’ Committee Of Penn Virginia Corporation To Retain And Employ Spotts Fain PC As Co-Counsel, Effective May 25, 2016* (ECF No. 368, the “Retention Order”), and the Local Rules of Bankruptcy Practice and Procedure for the U.S. Bankruptcy Court for the Eastern District of Virginia (the “Local Rules”), Spotts Fain PC (“Spotts Fain”), as co-counsel for the Unsecured Claimholders’ Committee of Penn Virginia Corporation, *et al.* (the “UCC”), hereby submits this monthly fee statement (the “Monthly Fee Statement”) for the allowance of compensation for the reasonable and necessary legal services rendered by Spotts Fain for the period from May 25, 2016 through June 30, 2016 (the “Fee Period”) and reimbursement of the actual and necessary expenses that Spotts Fain incurred during the Fee Period. By this Monthly Fee Statement, Spotts Fain seeks allowance of compensation for services rendered in the amount of \$66,717.50 and payment in the amount of \$53,374.00, which is equal to 80% of the compensation requested. Spotts Fain also seeks allowance and reimbursement of actual and necessary expenses in the amount of \$452.70.

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<sup>2</sup> Notice of this Monthly Fee Statement shall be served in accordance with the Interim Compensation Order and objections to payment of the amounts described in this Monthly Fee Statement shall be addressed in accordance with the Interim Compensation Order.

**ITEMIZATION OF SERVICES RENDERED AND DISBURSEMENTS INCURRED**

1. In support of this Monthly Fee Statement and in accordance with the Interim Compensation Order, Spotts Fain attaches the following exhibits:

- i. **Exhibit A** is a summary of prior fee statements and applications submitted by Spotts Fain and dollar amounts allowed by the Court in connection with these chapter 11 cases.
- ii. **Exhibit B** is a summary of the number of hours expended and fees incurred (on an aggregate basis) by Spotts Fain lawyers and paraprofessionals during the Fee Period, with respect to each of the subject matter and task code category that Spotts Fain established in accordance with its internal billing procedures. Spotts Fain incurred \$66,717.50 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, Spotts Fain seeks reimbursement for 80% of such fees, \$53,374.00.
- iii. **Exhibit C** is a summary providing certain information regarding the Spotts Fain lawyers and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Spotts Fain's lawyers and paraprofessionals expended a total of 204.40 hours in connection with these chapter 11 cases during the Fee Period.
- iv. **Exhibit D** is a summary of the expenses incurred by Spotts Fain during the Fee Period that sets forth the total amount of reimbursement sought with respect to each type of expense for which Spotts Fain is seeking reimbursement in this Monthly Fee Statement. These disbursements comprise the requested sum for Spotts Fain's out-of-pocket expenses.

2. Spotts Fain has taken reasonable steps to ensure that all fees and expenses incurred during Fee Period are included and reflected in this Monthly Fee Statement. Nonetheless, due to potential administrative procedures or delays, certain fees and expenses may have been excluded. Spotts Fain reserves all rights to amend, modify, or supplement this Monthly Fee Statement to adjust the amounts requested during the Fee Period to reflect and request fees and expenses that may have been excluded. Subsequent fee statements and applications will be filed in accordance with the Code, Bankruptcy Rules, Local Bankruptcy Rules, and/or Interim Compensation Order, each as may be applicable.

**NOTICE**

Spotts Fain has provided notice of this Monthly Fee Statement in accordance with the Interim Compensation Order, via UPS overnight delivery on the following parties: (i) the Debtors, Penn Virginia Corporation, Four Radnor Corporate Center, Suite 200, 100 Matsonford Road, Radnor, Pennsylvania 19087, Attn: General Counsel; (ii) counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Brian E. Schartz, and Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Justin R. Bernbrock and Benjamin M. Rhode; (iii) co-counsel to the Debtors, Kutak Rock LLP, Bank of America Center, 1111 East Main Street, Suite 800, Richmond, Virginia, 232219, Attn: Michael A. Condyles, Peter J. Barrett, and Jeremy S. Williams; (iv) counsel to the Ad Hoc Committee of Noteholders, Milbank Tweed Hadley & McCloy, 28 Liberty Street, New York, New York 10005, Samuel Khalil, Brian Kinney, and Bradley Friedman; (v) counsel to the agent under the Debtors' debtor-in-possession credit facility, Bracewell LLP, CityPlace I, 34th Floor, 185 Asylum Street, Hartford, Connecticut, 06103, Attn: Kurt Mayr and David Lawton; (vi) co-counsel to the agent under the Debtors' debtor-in-possession credit facility, McGuireWoods LLP, 800 East Canal Street, Richmond, Virginia 23219, Attn: Dion W. Hayes and Sarah B. Boehm; (vii) counsel to the Unsecured Claimholders Committee, Proskauer Rose LLP, Three First National Plaza, Suite 3800, Chicago, Illinois 60602, Attn: Paul V. Possinger, and Proskauer Rose LLP, Eleven Times Square, New York, New York 10036, Attn: Philip M. Abelson and Maja Zerjal; and (viii) the Office of The United States Trustee, 701 East Broad Street, Suite 4304, Richmond, Virginia 23219, Attn: Robert Van Arsdale, Esq., and 210 First Street, Suite 505, Roanoke, Virginia 24011, Attn: Webb King, Esq.

*[Remainder of Page Intentionally Left Blank]*

**WHEREFORE**, Spotts Fain PC respectfully requests that an allowance be made for Spotts Fain for 100% of its reasonable fees of \$66,717.50 and 100% of its reasonable expenses of \$452.70 incurred during the Fee Period. Spotts Fain also requests that the Debtors remit payment to Spotts Fain in the total amount of \$53,826.70, which is the sum of 80% of its reasonable fees, \$53,374.00, and 100% of its reasonable costs during the Fee Period.

Dated: July 25, 2016

Respectfully submitted,

/s/ James Donaldson

Robert H. Chappell, III, Esq. (VSB No. 31698)

James K. Donaldson, Esq. (VSB No. 80307)

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**EXHIBIT A - PRIOR FEE STATEMENTS, APPLICATIONS, ALLOWANCES**

| FILING,<br>DATE, ECF | FEE<br>PERIOD | TOTAL<br>FEES | REQUESTED |          | PRELIMINARY<br>ALLOWANCE |          |
|----------------------|---------------|---------------|-----------|----------|--------------------------|----------|
|                      |               |               | FEES      | EXPENSES | FEES                     | EXPENSES |
| N/A                  | N/A           | N/A           | N/A       | N/A      | N/A                      | N/A      |

**EXHIBIT B - STATEMENT OF FEES BY TASK CODE DURING FEE PERIOD**

| <b>TASK CODE</b> | <b>MATTER DESCRIPTION</b>                | <b>HOURS</b>         | <b>FEES REQUESTED</b>     |
|------------------|------------------------------------------|----------------------|---------------------------|
| 001              | Asset Analysis & Recovery                | 2.10                 | \$792.50                  |
| 007              | Case Administration                      | 39.50                | \$10,005.00               |
| 008              | Claims Administration & Objections       | 4.10                 | \$1,242.50                |
| 009              | Committee Governance                     | 1.30                 | \$490.00                  |
| 011              | Employment & Fee Applications            | 42.05                | \$14,518.75               |
| 013              | Financing & Cash Collateral              | 7.85                 | \$2,913.75                |
| 015              | Meetings & Communications with Committee | 13.60                | \$4,942.50                |
| 017              | Plan & Disclosure Statement              | 6.00                 | \$2,187.50                |
| 020              | Reporting                                | 1.20                 | \$510.00                  |
| 023              | Case Strategy                            | 1.35                 | \$498.75                  |
| 024              | Pleading & Docket Review                 | 23.20                | \$7,410.00                |
| 025              | Communications with Financial Advisor    | 6.60                 | \$2,040.00                |
| 026              | Communications with Co-Counsel           | 1.60                 | \$492.50                  |
| 027              | Communications with Debtor               | 1.10                 | \$380.00                  |
| 029              | Communications with RBL Parties          | 1.80                 | \$540.00                  |
| 030              | U.S. Trustee                             | 4.05                 | \$1,421.25                |
| 031              | Legal Research & Analysis                | 2.90                 | \$1,015.00                |
| 032              | Preparation of Pleadings                 | 19.70                | \$6,310.00                |
| 033              | Hearings & Court Matters                 | 24.40                | \$9,007.50                |
|                  | <b><u>TOTALS</u></b>                     | <b><u>204.40</u></b> | <b><u>\$66,717.50</u></b> |

**EXHIBIT C - PROFESSIONALS RENDERING SERVICES DURING FEE PERIOD**

The Spotts Fain attorneys who rendered professional services in these cases during the Fee Period are:

| <b>Professional</b>   | <b>Position</b> | <b>Year Admitted</b> | <b>Department</b>             | <b>Hourly Billing Rate</b> | <b>Total Hours Billed</b> | <b>Total Compensation</b> |
|-----------------------|-----------------|----------------------|-------------------------------|----------------------------|---------------------------|---------------------------|
| Robert H. Chappell    | Shareholder     | 1990                 | Bankruptcy, Creditors' Rights | \$425.00                   | 69.45                     | \$29,516.25               |
| James K. Donaldson    | Associate       | 2010                 | Bankruptcy, Creditors' Rights | \$300.00                   | 106.20                    | \$31,860.00               |
| Elizabeth S. Turner   | Associate       | 2014                 | Bankruptcy, Creditors' Rights | \$275.00                   | 9.20                      | \$2,530.00                |
| <b><u>TOTALS:</u></b> |                 |                      |                               |                            | <b><u>184.85</u></b>      | <b><u>\$63,906.25</u></b> |

The Spotts Fain paraprofessionals who rendered professional services in these cases during the Fee period are:

| <b>Professional</b>   | <b>Position</b> | <b>Department</b>             | <b>Hourly Billing Rate</b> | <b>Total Hours Billed</b> | <b>Total Compensation</b> |
|-----------------------|-----------------|-------------------------------|----------------------------|---------------------------|---------------------------|
| Emily E.G. Anderson   | Legal Assistant | Bankruptcy, Creditors' Rights | \$150.00                   | 14.70                     | \$2,205.00                |
| Holly L. Cutright     | Legal Assistant | Bankruptcy, Creditors' Rights | \$125.00                   | 4.85                      | \$606.25                  |
| <b><u>TOTALS:</u></b> |                 |                               |                            | <b><u>19.55</u></b>       | <b><u>\$2,811.25</u></b>  |

**EXHIBIT D - SUMMARY OF EXPENSES INCURRED DURING FEE PERIOD**

| Type                 | Expenses        |
|----------------------|-----------------|
| Postage              | \$212.06        |
| Working Meals        | \$48.24         |
| In-House Photocopies | \$192.40        |
| <b>TOTAL:</b>        | <b>\$452.70</b> |