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*Special Counsel for the Debtors*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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IN RE:	:	Chapter 11
ARCAPITA BANK B.S.C.(c), <i>et al.</i> ,	:	Case No. 12-11076 (SHL)
Debtors.	:	Jointly Administered
	:	
	:	

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**EIGHTH MONTHLY STATEMENT OF KING & SPALDING LLP  
AND KING & SPALDING INTERNATIONAL LLP FOR COMPENSATION FOR  
PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED DURING  
THE PERIOD FROM MARCH 1, 2013 THROUGH MARCH 31, 2013**

King & Spalding LLP and King & Spalding International LLP (collectively, “**K&S**”), special counsel for Arcapita Bank B.S.C.(c) (“**Arcapita**”) and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession (collectively, the “**Debtors**”), hereby submit this statement of fees and disbursements (a “**Monthly Statement**”) for the period from March 1, 2013 through March 31, 2013 (the “**Compensation Period**”) in accordance with the Order Granting Debtors’ Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members [Docket No. 159] (the “**Interim Compensation Order**”).

**FEES FOR SERVICES RENDERED DURING THE COMPENSATION PERIOD**

1. Set forth below is a list of the positions of the K&S professionals and paraprofessionals who provided services to the Debtors and non-Debtor members of the Arcapita Group during the Compensation Period, their respective billing rates, and the aggregate hours spent by each professional and paraprofessional in providing services for the Debtors and non-Debtor members of the Arcapita Group during the Compensation Period.

<u>Timekeeper Name</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Baltz, Ray	Partner	1.2	815	978.00
Brown, Jaron	Partner	44.4	660	29,304.00
Cox, Anne	Partner	1.0	710	710.00
Ferdinands, Paul	Partner	47.7	825	39,352.50
Furman, Kathryn	Partner	0.5	755	377.50
Marooney, Richard	Partner	1.3	785	1,020.50
Metcalf, Andrew	Partner	12.0	895	10,740.00
Newland, Benjamin	Partner	1.3	885	1,150.50
Raskin, Kenneth	Partner	5.9	1100	6,490.00
Straus, Paul	Partner	8.6	775	6,665.00
El Tahry, Mahynoor	Associate	3.1	570	1,767.00
Elkhouly, Ahmad	Associate	3.8	570	2,166.00
Fallon, Archie	Associate	1.0	535	535.00
Joffe, David	Associate	27.1	530	14,363.00
Marshall, Jenny	Associate	0.4	670	268.00
Meyer, Emily	Associate	2.3	675	1,552.50
Mitchell, Lauren	Associate	7.3	565	4,124.50
Salo, Matt	Associate	1.4	440	616.00
Sayegh, Elias	Associate	9.0	570	5,130.00
von Sternberg, Gina	Associate	17.8	335	5,963.00
Bellew, Evelyn	Paralegal	8.2	310	2,542.00
Harrison, Susan	Paralegal	1.5	295	442.50
Heinz, Missy	Paralegal	10.5	295	3,097.50
Hong, Yee	Paralegal	28.0	275	7,700.00
Trowbridge, Roberta	Paralegal	1.3	315	409.50
Barnaby, Dan	Litigation Support	<u>24.0</u>	210	<u>5,040.00</u>
<b>TOTALS</b>		<b><u>270.6</u></b>		<b><u>\$152,504.50</u></b>

2. The rates charged by K&S for services rendered to the Debtors and non-Debtor members of the Arcapita Group are the same rates that it charges generally for professional services rendered to its non-bankruptcy clients. An itemization of tasks performed by these professionals and paraprofessionals for the Compensation Period for the Debtors is annexed hereto as **Exhibit A-1**. An itemization of tasks performed by these professionals and paraprofessionals for the Compensation Period for the non-Debtor members of the Arcapita Group (where the Debtors have agreed to be responsible for payment of K&S's fees and expenses) is annexed hereto as **Exhibit A-2**<sup>1</sup>. All tasks performed for the non-Debtor members of the Arcapita Group fall under the Business Operations task code.

**EXPENSES INCURRED DURING THE COMPENSATION PERIOD**

3. Set forth below is a categorical list of the expenses incurred by K&S during the Compensation Period in the course of representing the Debtors and non-Debtor members of the Arcapita Group.

<b><u>Cost Description</u></b>	<b><u>Total</u></b>
Document Delivery	28.32
Document Retrieval	426.35
Duplicating Costs	0.80
Filing Fee - Secretary of State	750.00
Filing Fees	268.00
Telephone/Conference Calls	<u>28.72</u>
<b>TOTAL</b>	<b><u>\$1,502.19</u></b>

4. K&S customarily charges \$0.10 per page for photocopying expenses. K&S charges the standard usage rates billed by providers of on-line legal research (e.g., LEXIS and

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<sup>1</sup> This statement also includes certain time entries from January 2013 and February 2013 for the Bijoux Turner Restructuring matter that were previously billed to an incorrect client matter number and transferred to the correct client matter number when such error was discovered.

Westlaw) for computerized legal research. Any volume discount received by K&S is passed on to its clients. K&S charges its clients for the actual expenses related to travel, hotel lodging and business meals. An itemization of expenses for which K&S seeks reimbursement is included in Exhibit A-1 and Exhibit A-2.

**NOTICE**

5. No trustee or examiner has been appointed in the Chapter 11 Cases. Pursuant to the Interim Compensation Order, the Debtors have provided notice of filing of this statement by electronic mail and/or overnight mail to: (i) Arcapita Bank B.S.C.(c), Arcapita Building, Bahrain Bay, P.O. Box 1406, Manama, Kingdom of Bahrain (Attn: Henry Thompson); (ii) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Michael A. Rosenthal, Esq.); (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21<sup>st</sup> Floor, New York, New York 10004 (Attn: Richard Morrissey, Esq.); and (iv) the Official Committee of Unsecured Creditors (the "**Committee**"), Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq. and Evan R. Fleck, Esq.). A copy of the statement is also available on the website of the Debtors' notice and claims agent, GCG, at [www.gcginc.com/cases/arcapita](http://www.gcginc.com/cases/arcapita).

Dated: Atlanta, Georgia  
April 22, 2013

KING & SPALDING LLP

/s/ Paul K. Ferdinands  
Paul K. Ferdinands  
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and

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New York, New York 10036  
Telephone: (212) 556-2100  
Facsimile: (212) 556-2222

*Special Counsel for the Debtors*

**Exhibit A-1**

Time Records for the Compensation Period  
(Bank Matters)

# KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:  
King & Spalding LLP  
P.O. Box 116133  
Atlanta, GA 30368-6133

By Wire: SunTrust Bank  
ABA: 061 000 104  
SWIFT: SNTRUS3A  
USD Account: 88003 12475  
Account Name: King & Spalding

Arcapita Bank B.S.C.(c)  
ATTN: Henry A. Thompson, Esq  
Arcapita Building  
Road 4612, Area 346  
P.O. Box 1406  
Bahrain Bay  
Manama  
BAHRAIN

Invoice No. 9842694  
Invoice Date 04/19/13  
Client No. 05241

For questions, contact:  
Isam Salah +1 212 556 2140

For Professional Services Rendered through 03/31/13:

Fees	\$	50,981.50
Expenses		437.85
<b>Total this Invoice</b>	<b>\$</b>	<b>51,419.35</b>

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**PROFESSIONAL SERVICES**

<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
03/26/13	P Ferdinands	B130	Review memoranda from J. Kamin, B. Lundstrom, P. Bates, A. Metcalf, C. Millet regarding WP Carey issues (0.3); prepare memoranda to J. Kamin, R. Baltz, R. Marooney, A. Metcalf regarding WP Carey issues (0.1) (Ampad)	0.4
03/13/13	M Heinz	B160	Prepare monthly fee statement	2.5
03/15/13	M Heinz	B160	Prepare monthly fee statement	1.5
03/15/13	M Heinz	B160	Prepare fee statement	0.4
03/20/13	M Heinz	B160	Prepare monthly fee statement and communications with P. Ferdinands regarding same (2.0); prepare draft of fee application and communications with D. Levin regarding same (0.7)	2.7
03/26/13	P Ferdinands	B160	Prepare King & Spalding billing statement (1.4); prepare memoranda to M. Heinz regarding K&S billing statement (0.2)	1.6
03/26/13	M Heinz	B160	Review, revise, file and serve monthly fee statement	1.3
03/04/13	D Barnaby	B190	Review case discovery documents and consult on outstanding discovery issues with case associates (Alinda)	1.5
03/04/13	R Marooney	B190	Correspondence to opposing counsel regarding status and scheduling (Alinda)	0.2
03/04/13	L Mitchell	B190	Review correspondence concerning status of document review (0.3); confer with D. Joffe and D. Barnaby concerning next steps (0.8); draft chart of document review status (0.2) (Alinda)	1.3
03/04/13	D Joffe	B190	Meet with L. Mitchell and D. Barnaby regarding document review (0.5), and related communication (0.3); review communications and draft summary for L. Mitchell and D. Barnaby regarding status of case before bankruptcy stay (2.1) (Alinda)	2.9
03/05/13	L Mitchell	B190	Confer with D. Joffe regarding document production status and review file regarding same (Alinda)	0.5
03/05/13	D Joffe	B190	File review regarding status of case before bankruptcy stay (2.3), and confer with L. Mitchell regarding same (0.2) (Alinda)	2.5
03/06/13	D Barnaby	B190	Investigation of current database and review status as well as phone conferences with Atlanta practice services and discovery center regarding past practices (Alinda)	3.2
03/06/13	L Mitchell	B190	Review materials concerning document review status (0.2); correspond with D. Joffe concerning the same and next steps (0.2) (Alinda)	0.4



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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
03/06/13	D Joffe	B190	Draft list of questions regarding document review for D. Barnaby conference with Discovery Center (1.8); review prior communications regarding status of case before bankruptcy stay (2.0); draft memorandum regarding "next steps" for document review (2.1) (Alinda)	5.9
03/07/13	L Mitchell	B190	Confer with D. Joffe regarding document production and next steps (Alinda)	0.2
03/08/13	L Mitchell	B190	Review materials concerning document review status (0.2); confer with D. Joffe and D. Barnaby concerning document production and next steps (0.6); confer with P. Straus regarding the same (0.1) (Alinda)	0.9
03/08/13	D Barnaby	B190	Review updated status of case materials with attorneys in preparation to resume review (Alinda)	1.0
03/08/13	D Joffe	B190	Meet with L. Mitchell and D. Barnaby regarding document review (0.8); review communications regarding status of case before bankruptcy stay (1.5) (Alinda)	2.3
03/11/13	L Mitchell	B190	Review correspondence and charts from D. Joffe and D. Barnaby concerning status of document review (Alinda)	0.4
03/11/13	D Joffe	B190	Draft updated "next steps" chart for D. Barnaby in advance of call with Discovery Center and Servient (1.5), confer with L. Mitchell regarding same (0.4) (Alinda)	1.9
03/11/13	D Barnaby	B190	Analysis of case data to facilitate document review (Alinda)	5.3
03/12/13	P Straus	B190	Review objection and motion to convert to Ch. 7 (Alinda)	0.3
03/12/13	P Straus	B190	Conference with working group regarding status of document review, strategy and next steps (Alinda)	0.5
03/12/13	L Mitchell	B190	Confer with R. Marooney concerning bankruptcy case status (0.2); review correspondence from D. Barnaby concerning document production (0.1); review Tide's filings in bankruptcy case and circulate the same to team (0.3); meet with P. Straus and D. Joffe (0.6) (Alinda)	1.2
03/12/13	R Marooney	B190	Review motion to convert Falcon bankruptcy and review and prepare correspondence relating thereto (Alinda)	0.8
03/12/13	D Joffe	B190	Confer with D. Barnaby regarding chart of third-party productions (0.3); meeting with L. Mitchell and P. Straus regarding next steps in document production (0.4); draft "Action Items" chart for meeting with L. Mitchell and P. Straus (2.6)	3.3

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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
			(Alinda)	
03/12/13	D Barnaby	B190	Collect production data and update central production charts (Alinda)	3.8
03/18/13	D Barnaby	B190	Export and analyze second line review audit trails and specifications (Alinda)	2.1
03/18/13	L Mitchell	B190	Confer with D. Joffe regarding progress of action items in document review and production (Alinda)	0.1
03/18/13	D Joffe	B190	Confer with L. Mitchell and D. Barnaby regarding working with Servient to set up review of refinement sets (Alinda)	0.7
03/19/13	D Barnaby	B190	Investigate layers of past predictive coding efforts (Alinda)	2.6
03/19/13	P Straus	B190	Review and revise draft email regarding document production and IT issues (Alinda)	0.4
03/19/13	D Joffe	B190	Prepare draft memorandum to B. Lundstrom (Arcapita) regarding contacting Arcapita for completion of document collection (Alinda)	0.9
03/19/13	D Joffe	B190	Confer with D. Barnaby regarding review of refinement sets (Alinda)	0.5
03/20/13	D Joffe	B190	Communications with R. Marooney regarding draft memorandum to B. Lundstrom (Alinda)	0.4
03/21/13	L Mitchell	B190	Confer with D. Joffe concerning document review (0.2); correspond with D. Barnaby, E. Clements and Servient representative concerning document review (0.2); review sample documents for responsiveness and privilege (0.4); correspond with D. Joffe concerning the same (0.1) (Alinda)	0.9
03/21/13	D Joffe	B190	Review sample of refinement sets (Alinda)	4.5
03/22/13	D Barnaby	B190	Investigate, analyze and compare audit trails for both alpha and refinement sets of predictive coding (4.0); follow up conference with attorneys and vendor (0.5) (Alinda)	4.5
03/22/13	L Mitchell	B190	Call with D. Joffe, D. Barnaby, E. Clements and Servient representative concerning document review (Alinda)	0.7
03/22/13	D Joffe	B190	Call with L. Mitchell, D. Barnaby, and Servient to discuss outstanding issues regarding refinement set re-review (0.7); draft list of issues encountered with re-review to date (0.6) (Alinda)	1.3
03/25/13	P Straus	B190	Review fee applications and statements regarding administrative expenses (Alinda)	0.9
03/25/13	P Straus	B190	Office conferences and Correspondence regarding fees, billings, applications (Alinda)	0.7
03/25/13	R Marooney	B190	Review and prepare correspondence concerning status and administrative claims (Alinda)	0.3

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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
03/25/13	P Straus	B190	Correspondence and telephone conference with M. Bouslog regarding motion to convert and administrative expenses (Alinda)	0.6
03/26/13	P Straus	B190	Correspondence and office conferences regarding administrative expenses (Alinda)	0.4
03/26/13	P Straus	B190	Review fee applications, statements regarding administrative expenses (Alinda)	0.8
03/26/13	L Mitchell	B190	Confer with J. Dizon concerning use of Servient and Arcapita database (Alinda)	0.7
03/26/13	M Heinz	B190	File review and communications with P. Straus regarding Alinda litigation and Falcon	0.5
03/27/13	M Heinz	B190	File review and communications with P. Straus regarding administrative claims related to Falcon Gas	0.6
03/27/13	P Straus	B190	Review Alinda's motion to convert to Chapter 7 and assertions regarding administrative expenses (Alinda)	0.3
03/27/13	P Straus	B190	Correspondence and office conferences regarding admin expenses, fee applications, statements (Alinda)	0.5
03/27/13	P Straus	B190	Analyze and calculate billings and administrative expenses (Alinda)	0.9
03/27/13	R Baltz	B190	Attend to Alinda administrative fee calculations (Alinda)	1.2
03/28/13	P Straus	B190	Review bankruptcy court's ruling with respect to issues to be determined by the District Court; assemble and calculate billing information (Alinda)	1.4
03/28/13	P Straus	B190	Correspondence regarding administrative expenses (Alinda)	0.3
03/28/13	M Heinz	B190	File review and communications with P. Straus regarding administrative claims related to Alinda litigation	0.4
03/29/13	P Straus	B190	Revise draft proposed discovery plan and scheduling order (Alinda)	0.6
03/05/13	A Metcalf	B210	Call with J. O'Grady, J. Weisser regarding information requests from counsel to project company lenders	0.3
03/05/13	A Metcalf	B210	Call with N. Futami of Paul Hastings regarding information request on bankruptcy filings	0.4
03/05/13	A Cox	B210	Telephone conference with K. Montee regarding lease issues (0.3); correspondence with A. Gertzberg and N. Essie regarding lease issues (0.7) (Cypress)	1.0
03/06/13	J Marshall	B210	Review PODS transactions per inquiry from S.	0.2

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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
			Gregorich (Secondary Sale)	
03/06/13	A Metcalf	B210	Call with J. O'Grady, K. Medrano regarding information to be provided about portfolio companies in connection with the bankruptcy process	0.3
03/11/13	A Metcalf	B210	Follow up on request for Meridian holding promissory notes	0.6
03/17/13	B Newland	B210	Review WJ Towell shareholders agreement and Oman companies law (0.6); prepare letter notifying WJ Towell of sale of Arcapita interests in Distinguished Warehouses Gulf LLC (0.7) (Oman)	1.3
03/18/13	A Metcalf	B210	Prepare for and have call with J. O'Grady regarding J. Jill change of control provisions	1.6
03/19/13	A Metcalf	B210	Call to J. Weisser of GDC regarding funding of Arcapita contribution to security deposit	0.4
03/29/13	K Furman	B210	Telephone conference with R. James regarding HV consents and telephone conference with J. Marshall regarding same (Secondary Sale)	0.5
03/29/13	J Marshall	B210	Discuss HV analysis for bankruptcy plan with K. Furman (Secondary Sale)	0.2
03/04/13	E Bellew	B260	Review email from A. Kim and compose interim responses (0.3); discuss project with Y. Hong and compose emails to A. Fallon (0.5); research files and closing binders and draft response to A. Kim (2.1)	2.9
03/04/13	Y Hong	B260	Review UCC request list from A. Kim and coordinate with E. Bellew regarding same (0.5); search for organizational documents in emails and closing sets (2.0); coordinate with Global Securitization Services, S. Harrison, J. Brooker, M. Campbell and T. Noble regarding share register information for all the entities (1.0); review share registers from Global Securitization Services and T. Nobles (0.5)	4.0
03/05/13	Y Hong	B260	Review share register information from M. Elsbey, J. Brown and S. Harrison	1.0
03/05/13	E Sayegh	B260	Telephone call with A. Kim regarding outstanding SLH Funding Corp. invoice from Global Securitization Services (0.5); review and forward revised invoice from Global Securitization Services to A. Kim (0.2)	0.7
03/06/13	Y Hong	B260	Coordinate with S. Harrison and M. Campbell regarding share registers for outstanding entities (1.0); organize all UCC request documents for A. Kim (1.5)	2.5
03/06/13	E Bellew	B260	Review various emails from A. Kim and compose	0.5

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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
			responses	
03/07/13	Y Hong	B260	Coordinate with A. Kim and CSC regarding JJIP, LLC and JJ IPM, LLC and follow up with A. Kim regarding said entities (0.5); review certificate of formation of JJ IPM, LLC (0.3); follow up with L. Westfall regarding organizational documents and share register for JJIP, LLC (0.7); review documents regarding same from L. Westfall (0.5); follow up with A. Albright regarding share registers for Jill Superco LLC and Jill Management Investors LLC (0.2); discuss with M. El Tahry regarding JJIP, LLC, Jill Superco LLC and Jill Management Investors LLC (0.3)	2.5
03/08/13	Y Hong	B260	Speak to L. Westfall regarding JJIP share register and formation documents and review said documents (0.5); follow up with A. Kim regarding share register and formation information for JJIP, Jill Superco and Jill Management Investors (0.5)	1.0
03/11/13	E Bellew	B260	Review email from A. Kim (0.1); research documents requested for Palatine and Orlando Conversion and compose response (0.5)	0.6
03/11/13	Y Hong	B260	Search closing sets for MS Holding Company, Inc. organizational documents and coordinate with S. Harrison and A. Kim regarding same (0.7); search for MS Holding Company, Inc. promissory notes and follow up with A. Metcalf regarding same (0.8)	1.5
03/12/13	E Sayegh	B260	Follow up with Global Securitization Services on status of SLH Funding Corp.	0.2
03/19/13	S Harrison	B260	Review of Minute Books	1.5
03/21/13	E Sayegh	B260	Follow up with A. Kim regarding the dissolution of SLH Funding Corp.	0.1
03/25/13	E Bellew	B260	Review email from R. Bandres regarding signature pages for Tan appointment and compose responses	0.3
03/25/13	Y Hong	B260	Search for Meridian documents per A. Kim's request and coordinate with S. Harrison regarding same	0.5
03/26/13	E Bellew	B260	Review email from R. Bandres and compose response (.1); review consents received and collate same with M. Casey signatures (.3); compose email to R. Bandres regarding missing signature for Waverly consent (.2); review emails from A. Kim (.3); collate consents (.3); compose responses (.3)	1.5
03/27/13	Y Hong	B260	Search for organizational documents of Bijoux Holdings, LLC per A. Kim's request	0.5
03/05/13	A Metcalf	B320	Review notices regarding notice of hearing for approval of disclosure statement (0.3); follow up	0.6

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Date	Timekeeper	Task	Description	Hours
			calls to P. Ferdinands, J. O'Grady regarding the same (0.3)	
03/05/13	A Metcalf	B320	Review disclosure statement in support of joint plan of reorganization in response to information requests from counsel to project company lenders	1.4
03/12/13	A Metcalf	B320	Review reorganization proceeding website and call with J. O'Grady regarding status of any objections or amendments to the Disclosure Statement	0.2
				112.2

**TIMEKEEPER SUMMARY**

Timekeeper	Status	Hours	Rate	Value
Ray Baltz	Partner	1.2	815.00	978.00
Anne Cox	Partner	1.0	710.00	710.00
Paul Ferdinands	Partner	2.0	825.00	1,650.00
Kathryn Furman	Partner	0.5	755.00	377.50
Richard Marooney	Partner	1.3	785.00	1,020.50
Andrew Metcalf	Partner	5.8	895.00	5,191.00
Benjamin Newland	Partner	1.3	885.00	1,150.50
Paul Straus	Partner	8.6	775.00	6,665.00
David Joffe	Associate	27.1	530.00	14,363.00
Jenny Marshall	Associate	0.4	670.00	268.00
Lauren Mitchell	Associate	7.3	565.00	4,124.50
Elias Sayegh	Associate	1.0	570.00	570.00
Evelyn Bellew	Paralegal	5.8	310.00	1,798.00
Susan Harrison	Paralegal	1.5	295.00	442.50
Missy Heinz	Paralegal	9.9	295.00	2,920.50
Yee Hong	Paralegal	13.5	275.00	3,712.50
Dan Barnaby	Litigation Support	24.0	210.00	5,040.00
Total		112.2		50,981.50

**Expenses Incurred**

02/28/13	VENDOR: Avant Services Corp d/b/a Airline Delive INVOICE#: 92122-2666 DATE: 2/28/2013 CT Corporation System, 111 8th Avenue, New York, NY 10011	11.50
03/06/13	VENDOR: CSC INVOICE#: 81100560166 DATE: 3/6/2013 DOCUMENT RETRIEVAL - CERTIFIED OR PLAIN COPIES - JJIP LLC	241.48
03/06/13	VENDOR: CSC INVOICE#: 81100560910 DATE: 3/6/2013 DOCUMENT RETRIEVAL - CERTIFIED OR PLAIN COPIES - Jill Management Investors LLC	184.87

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**Expenses Incurred**

Total Expenses

437.85

**Task Summary**

<b>Task</b>	<b>Hours</b>	<b>Value</b>
B130 Asset Disposition	0.4	330.00
B160 Fee/Employment Applications	10.0	3,798.00
B190 Other Contested Matters (excluding assumption/rejection motions)	71.0	32,633.50
B210 Business Operations	6.8	5,728.00
B260 Board of Directors Matters	21.8	6,523.00
B320 Plan and Disclosure Statement (including Business Plan)	2.2	1,969.00
Total	<u>112.2</u>	<u>50,981.50</u>

**Task Summary - Disbursements**

E107 Delivery Services/Messengers	11.50
E124 Other	426.35
Expenses	<u>437.85</u>

**Exhibit A-2**

Time Records for the Compensation Period  
(Portfolio Matters)



# KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:  
King & Spalding LLP  
P.O. Box 116133  
Atlanta, GA 30368-6133

By Wire: SunTrust Bank  
ABA: 061 000 104  
SWIFT: SNTRUS3A  
USD Account: 88003 12475  
Account Name: King & Spalding

Arcapita Bank B.S.C.(c)  
Batelco Commercial Centre - 8th Floor  
Bldg 114, Block 304  
Al Khalifa Ave, P.O. Box 1406  
Manama  
BAHRAIN

Invoice No. 9842696  
Invoice Date 04/19/13  
Client No. 05241

For questions, contact:  
Isam Salah +1 212 556 2140

For Professional Services Rendered through 03/31/13:

Fees	\$	101,523.00
Expenses		1,064.34
<b>Total this Invoice</b>	<b>\$</b>	<b>102,587.34</b>

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**PROFESSIONAL SERVICES**

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
01/22/13	M El Tahry	Review unit option plan and amendment to same in connection with change of control issue and follow with A. Metcalf regarding same (Bijoux)	0.5
01/22/13	M El Tahry	Review unit option plan in connection with change of control issue and follow with A. Metcalf regarding same (Bijoux)	0.6
01/23/13	M El Tahry	Summarize stock incentive plan change of control and related provisions; meet with A. Metcalf to discuss same; call with J. Brown and A. Metcalf regarding same; call with A. Metcalf, J. Brown, S. Croft, R. James, S. Buschmann and B. Lundstrom regarding same (Bijoux)	0.4
01/23/13	A Elkhoully	Communications with J. Riola regarding foreign IP issues (Bijoux)	0.5
02/01/13	A Elkhoully	Review limited waiver and email S. Buschmann regarding the same (0.2); draft Shari'ah limited waivers and email Y. Hong regarding the same (0.3) (Bijoux)	0.5
02/04/13	A Elkhoully	Communications with S. Buschmann regarding limited waivers (0.1); finalize draft limited waivers and send to A. Chadd (0.4) (Bijoux)	0.5
02/04/13	Y Hong	Draft officer's certificates for January and February waivers; break out signature pages to all documents; coordinate with A. Chadd regarding signature pages; coordinate with all parties regarding execution (Bijoux)	3.0
02/05/13	Y Hong	Follow up with A. Chadd regarding broken-out signature pages (0.2); coordinate with GSS regarding execution (0.3) (Bijoux)	0.5
02/06/13	A Elkhoully	Communications with J. Riola regarding IP filing issues (Bijoux)	0.5
02/11/13	Y Hong	Follow up with A. Chadd regarding comments to shari'ah waivers (0.3); organize executed signatures to send to A. Chadd (0.5); discuss with A. Elkhoully regarding outstanding items (0.2) (Bijoux)	1.0
02/12/13	A Elkhoully	Communication with J. Riola regarding IP filings; communication with A. Chadd regarding limited waivers (Bijoux)	0.4
02/12/13	Y Hong	Review Costa Rica trademark assignment and coordinate with GSS regarding execution of said assignment (Bijoux)	0.5
02/13/13	A Elkhoully	Communication with A. Metcalf regarding default notice (0.2); review default notice and email M. El Tahry regarding the same (0.3) (Bijoux)	0.5
02/15/13	A Elkhoully	Communication with M. El Tahry and J. Riola regarding new IP filings and notices to lenders (Bijoux)	0.5
02/19/13	A Elkhoully	Communication with regarding IP filings (Bijoux)	0.4
02/19/13	Y Hong	Complete Spain trademark power of attorney (1.3); coordinate	2.0

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<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
02/20/13	Y Hong	with J. Riola and GSS regarding execution (0.3); telephone call D. Veidt regarding her comments to power of attorney (0.2); follow up with J. Riola regarding same (0.2) (Bijoux) Revise Spanish power of attorney (0.5); coordinate with J. Riola regarding same (0.3); follow up with D. Veidt regarding execution and apostille stamp (0.3); review and organize trademark security signature pages from J. Riola (0.4); coordinate with A. Torres regarding execution of same (0.2); review and complete Chile power of attorney from J. Riola (0.3) (Bijoux)	2.0
02/21/13	Y Hong	Coordinate with D. Veidt regarding execution and notarization of Chile power of attorney (0.3); telephone call D. Veidt regarding revisions to said document (0.3); follow up with J. Riola regarding said revisions (0.3); follow up with A. Torres regarding trademark security signatures (0.3) (Bijoux)	1.5
03/01/13	A Fallon	Attention to email questions from K. Keough regarding franchise tax matters (Falcon)	0.3
03/04/13	P Ferdinands	Review confirmation objections, response to objections, plan documents, sale order (Forba)	1.6
03/04/13	M Salo	Review documentation related to Mobay entities in connection with due diligence request for E. Bellew (MoBay)	0.6
03/04/13	M Salo	Review documentation related to Falcon entities in connection with due diligence request for E. Bellew (Falcon)	0.8
03/05/13	E Bellew	Follow up with A. Fallon, M. Salo and I. Salah regarding documents to be sent to A. Kim (0.5); finalize email regarding Falcon and Gastorage entities (0.1) (Falcon)	0.6
03/05/13	E Bellew	Follow up with A. Fallon, M. Salo and I. Salah regarding documents to be sent to A. Kim (0.2); finalize email regarding MoBay entities (0.3) (MoBay)	0.5
03/05/13	A Fallon	Attention to shareholder records requests from A. Kim (Falcon)	0.3
03/05/13	P Ferdinands	Review Amended Plan, Amended Plan Supplement (Forba)	1.2
03/05/13	M Heinz	Download and review modification to plan and memorandum to P. Ferdinands regarding same (Forba)	0.3
03/06/13	J Brown	Telephone conference with S. Buschmann and P. Ferdinands to discuss sale process (0.6); review operating agreement and investors' rights agreement with respect to transaction proposal (1.1) (Bijoux)	1.7
03/06/13	P Ferdinands	Review bid analysis prepared by Fairlie Turner, including transaction proposals from Aterian, Khronos, Blackstreet, Blackburn (1.1); telephone call with S. Buschmann, J. Brown regarding transaction proposals (.6); prepare memoranda to S. Buschmann, S. Croft, K. Keough, A. Metcalf, J. Brown regarding potential sale of BT (.2); review memoranda from S. Buschmann, J. Brown, A. Metcalf regarding sale of BT (.1) (Bijoux)	2.0
03/06/13	P Ferdinands	Review plan amendment, proposed confirmation order (Forba)	1.3

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<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
03/06/13	A Metcalf	Call with J. Brown regarding sales process (Bijoux)	0.2
03/07/13	J Brown	Telephone conference with P. Ferdinands, A. Metcalf, S. Croft, S. Buschmann and K. Keogh to discuss sale process (Bijoux)	0.5
03/07/13	P Ferdinands	Telephone call with S. Buschmann, S. Croft, K. Keough, J. Brown, A. Metcalf regarding potential sale of Bijoux Turner (.5); prepare memoranda to A. Metcalf, J. Brown, S. Buschmann, S. Croft, K. Keough, R. James regarding board meeting (.8); review memoranda from A. Metcalf, S. Buschmann, M. Chaudry regarding board meeting (.1) (Bijoux)	1.4
03/07/13	P Ferdinands	Review confirmation order (as entered) (Forba)	0.6
03/07/13	M Heinz	Download and review confirmation order and memorandum to P. Ferdinands regarding same (Forba)	0.3
03/07/13	A Metcalf	Review intercreditor agreement regarding Bijoux sales process (0.4); call with S. Buschmann, S. Croft, K. Keough, J. Brown, P. Ferdinands regarding the same and documentation (0.5); follow up communication with S. Buschmann regarding the same (0.2) (Bijoux)	1.1
03/08/13	J Brown	Telephone conferences with S. Buschmann and S. Zuckerman to discuss BlackBern LOI (0.5); revise BlackBern LOI (5.0) (Bijoux)	5.5
03/08/13	P Ferdinands	Preparation for and participation in BT board meeting (1.3); prepare memoranda to J. Brown, S. Buschmann, S. Croft regarding board meeting (.2); review revised draft of Blackbern LOI (.4); review memoranda from J. Brown, S. Buschmann, A. Metcalf regarding Board meeting, potential Blackbern transaction (.2) (Bijoux)	2.1
03/08/13	A Metcalf	Call with J. Brown regarding board meeting; follow up email regarding the same (Bijoux)	0.3
03/10/13	J Brown	Draft asset purchase agreement (Bijoux)	1.5
03/11/13	J Brown	Draft asset purchase agreement (Bijoux)	7.4
03/11/13	A Metcalf	Call with S. Buschmann regarding subordinated documentation and question from potential buyers (0.4); review closing documents regarding the same (0.6); communication with S. Buschmann, S. Zuckerman regarding the same (0.2) (Bijoux)	1.2
03/12/13	J Brown	Draft asset purchase agreement (3.5); telephone conference with S. Buschmann, S. Zuckerman and G. Bottazzi to discuss BlackBern LOI (0.5); revise BlackBern LOI (1.1) (Bijoux)	5.1
03/12/13	A Fallon	Review settlement documents related to payment of Hopper plaintiffs per request of B. Lundstrom and correspondence with J. Anderson regarding same (Falcon)	0.4
03/12/13	P Ferdinands	Review confirmation order (0.9); prepare memoranda to S. Buschmann regarding confirmation order (0.2) (Forba)	1.1
03/13/13	J Brown	Draft asset purchase agreement (0.5); revise BlackBern letter of intent (0.5) (Bijoux)	1.0
03/14/13	J Brown	Telephone conference with S. Zuckerman regarding BlackBern	1.2

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<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
		letter of intent (0.5); revise BlackBern letter of intent (0.7) (Bijoux)	
03/14/13	P Ferdinands	Review revised draft of Blackburn LOI (.8); prepare memoranda to S. Buschmann regarding Blackburn transaction, Board meeting (.3); review memoranda from S. Buschmann, S. Croft, J. Bursztyn, G. Bottazz regarding Board meeting (.2) (Bijoux)	1.3
03/15/13	J Brown	Draft asset purchase agreement (2.0); revise letter of intent for BlackBern (0.5) (Bijoux)	2.5
03/15/13	G von Sternberg	Perform defined terms and cross-reference check on asset purchase agreement (Bijoux)	1.4
03/18/13	J Brown	Telephone conference with S. Buschmann and P. Ferdinands to discuss potential transaction (Bijoux)	0.4
03/18/13	P Ferdinands	Prepare memoranda to S. Buschmann, J. Brown regarding sale of BT (0.4); telephone calls with J. Brown, S. Buschmann regarding sale of BT (0.3); review memoranda from J. Brown, S. Buschmann regarding sale of BT (0.2); review loan documents (1.1) (Bijoux)	2.0
03/19/13	J Brown	Draft Asset Purchase Agreement (3.5); participate in telephone conference with S. Buschmann regarding drft asset purchase agreement (0.2) (Bijoux)	3.7
03/19/13	M El Tahry	Tend to correspondence from J. Russo (GSS) regarding JJ Mezz Consulting Services Agreement with GSS; review same; correspondence with GSS regarding same and Arcapita indemnity requirement; review Consulting Services Agreement for JJ Lease Funding Corp. and JJ AB Funding Corp. in connection with same (Bijoux)	0.8
03/19/13	P Ferdinands	Review loan documents (Bijoux)	2.9
03/19/13	K Raskin	Prepare for and discuss transaction with J. Brown and S. Buschmann and review documents (Bijoux)	0.9
03/19/13	G von Sternberg	Draft Bill of Sale and Assignment and Assumption Agreement (Bijoux)	2.0
03/20/13	J Brown	Draft asset purchase agreement (Bijoux)	3.3
03/20/13	P Ferdinands	Prepare form of Asset Purchase Agreement (4.1); prepare memoranda to J. Brown, A. Metcalf, G. Von Stenberg regarding sale of BT (.5); review memoranda from J. Brown, E. Sayegh regarding sale of BT (.3) (Bijoux)	4.9
03/20/13	Y Hong	Search for limited waivers and coordinate with E. Sayegh regarding same (Bijoux)	0.5
03/20/13	A Metcalf	Call with J. Brown regarding APA provisions; follow up with E. Sayegh regarding the same; follow up with J. Brown (Bijoux)	0.4
03/20/13	K Raskin	Review APA and draft ERISA language and review and respond to emails (3.6); conference call with J. Brown, S. Buschmann and Company regarding benefit plans (0.5) (Bijoux)	4.1
03/20/13	E Sayegh	Discuss Bijoux related request from corporate team with A. Metcalf (0.3); review Bijoux documents (1.7); memorandum to	2.4

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<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
		J. Brown regarding sale of assets (0.4) (Bijoux)	
03/20/13	G von Sternberg	Revise Bill of Sale, Assumption Agreement and Asset Purchase Agreement (Bijoux)	4.1
03/21/13	J Brown	Participate in telephone conferences with S. Croft, S. Buschmann and S. Zuckerman to discuss transaction structure (Bijoux)	1.0
03/21/13	P Ferdinands	Telephone calls with J. Brown, S. Buschmann, S. Croft, S. Zuckerman regarding sale of BT (1.2); meeting with S. Borders regarding sale of BT (.4); prepare memoranda to J. Brown, A. Metcalf, S. Buschmann, S. Zuckerman, S. Croft, E. Sayegh regarding sale in BT (1.1); review memoranda from S. Buschmann, A. Metcalf, J. Brown, S. Zuckerman, G. Bottazzi regarding sale of BT (.6) (Bijoux)	3.3
03/21/13	A Metcalf	Telephone call with J. Brown regarding status of asset sale (Bijoux)	0.2
03/22/13	E Bellew	File Delaware tax reports for Maitland Crossing and Maitland Center (Bainbridge)	0.6
03/22/13	P Ferdinands	Telephone calls with S. Buschmann, J. Brown regarding sale of BT (.4); prepare memoranda to S. Buschmann, J. Brown regarding sale of BT (.5); review memoranda from J. Brown, S. Buschmann, J. Jay regarding sale of BT (.3) (Bijoux)	1.2
03/25/13	J Brown	Participate in telephone conferences with P. Ferdinands, S. Buschmann and S. Croft to discuss potential transaction (Bijoux)	1.0
03/25/13	P Ferdinands	Prepare Roynat, SunTrust consent documents (2.1); prepare memoranda to S. Buschmann, S. Croft, E. Sayegh, A. Metcalf, J. Brown, S. Zuckerman regarding sale of BT (1.8); telephone calls with J. Brown, S. Buschmann, S. Zuckerman regarding sale of BT (0.9); review memoranda from S. Buschmann, J. Brown, E. Sayegh, S. Zuckerman, G. Bottazzi (0.7); review intercreditor agreement, other loan documents (1.7) (Bijoux)	7.2
03/25/13	E Sayegh	Telephone call with email communication with P. Ferdinands and J. Brown regarding security and subordination related questions (0.5); review Intercreditor and Debt documents (0.9); discuss same with A. Metcalf (0.7) (Bijoux)	2.1
03/26/13	E Bellew	Compose email to T. Nelson regarding status of tax notices due in Delaware (Falcon)	0.3
03/26/13	J Brown	Attention to due diligence responses to potential buyer of BT (Bijoux)	0.5
03/26/13	P Ferdinands	Meeting with S. Buschmann, S. Croft regarding sale of BT (1.6); prepare memoranda to A. Metcalf, J. Brown, E. Sayegh regarding sale of BT (0.4); review memoranda from A. Metcalf, E. Sayegh, S. Buschmann, L. Hirsh regarding sale of BT (0.3); telephone call with L. Hirsh regarding sale of BT (0.4) (Bijoux)	2.7
03/26/13	E Sayegh	Discuss update regarding Bijoux with A. Metcalf and send intercreditor agreement to Arcapita (Bijoux)	0.2

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<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
03/27/13	E Bellew	Upload file and file Delaware tax notice for Orlando Residential Holding Company LLC (Bainbridge)	0.4
03/27/13	J Brown	Participate in telephone conferences with P. Ferdinands, S. Zuckerman, S. Buschmann to discuss transaction (0.8); revise asset purchase agreement (0.9) (Bijoux)	1.7
03/27/13	P Ferdinands	Prepare memoranda to S. Zuckerman, S. Buschmann, J. Brown regarding sale of BT (0.8); telephone calls with J. Brown, S. Buschmann, S. Zuckerman regarding sale of BT (0.9); review memoranda from J. Brown, E. Sayegh, S. Zuckerman, J. Jay regarding sale of BT (0.4); review intercreditor agreement, other loan documents (1.8) (Bijoux)	3.9
03/27/13	Y Hong	Prepare draft termination letter for BT Funding-BT WCF murabaha (Bijoux)	2.0
03/27/13	E Sayegh	Review of email forwarded by J. Brown regarding intercreditor interpretation (0.2); prepare summary of and communications with J. Brown regarding debt documents and related payoff letters (1.2) (Bijoux)	1.4
03/28/13	J Brown	Participate in telephone conference with the Company to discuss asset purchase agreement (1.0); revise asset purchase agreement (4.1); prepare initial draft of disclosure schedules (1.0) (Bijoux)	6.1
03/28/13	M El Tahry	Meeting with E. Sayegh to discuss STEP/Roynat security package (0.2); review files in connection with same (0.4); meeting with A. Metcalf to discuss same (0.2) (Bijoux)	0.8
03/28/13	P Ferdinands	Telephone calls with S. Buschmann, A. Metcalf regarding sale of BT (1.1); prepare memoranda to S. Buschmann, A. Metcalf, J. Brown regarding sale of BT (0.7); review draft APA (1.2); review memoranda from A. Metcalf, T. Gering, C. Millet, S. Buschmann, J. Brown regarding sale of BT (0.6); review intercreditor agreement (0.4) (Bijoux)	4.0
03/28/13	Y Hong	Obtain and organize all credit, murabaha and security documents (Bijoux)	1.5
03/28/13	A Metcalf	Review intercreditor agreement and email to P. Ferdinands regarding intercreditor agreement and sale of company assets (1.0); follow up emails and calls with P. Ferdinands regarding the same (0.8); review GDC memo regarding disposition of assets (1.0) (Bijoux)	2.8
03/28/13	K Raskin	Review emails and discuss transaction with J. Brown (Bijoux)	0.4
03/28/13	E Sayegh	Review of Bijoux APA sections related to debt documents (Bijoux)	0.6
03/28/13	R Trowbridge	Set up audit file (0.3); attend to due diligence (0.4); draft audit letter (0.3); draft memo to I.Salah (0.3) (Bijoux)	1.3
03/28/13	G von Sternberg	Review leases and prepare summary of same (Bijoux)	5.4
03/29/13	J Brown	Review of lease agreements with respect to third party consent requirements (Bijoux)	0.3
03/29/13	P Ferdinands	Telephone calls with S. Buschmann, A. Metcalf regarding sale	1.0

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Date	Timekeeper	Description	Hours
		of BT (0.5); prepare memoranda to S. Buschmann regarding sale of BT (0.3); review memoranda from S. Buschmann regarding sale of BT (0.2) (Bijoux)	
03/29/13	E Meyer	Review asset purchase agreement, disclosure schedules and benefits documents and correspondence with J. Brown regarding benefits documents (Bijoux)	2.3
03/29/13	K Raskin	Discuss due diligence with J. Brown and E. Meyer (Bijoux)	0.5
03/29/13	E Sayegh	Telephone call with M. Cvetkovic (buyer's counsel) to discuss documents needed for review (0.4); collect and deliver documents (0.7); discuss termination letter with Y. Hong (0.2) (Bijoux)	1.3
03/29/13	G von Sternberg	Review leases and prepare summary of same (Bijoux)	3.7
03/31/13	G von Sternberg	Review additional leases provided by company (Bijoux)	1.2
			158.4

**TIMEKEEPER SUMMARY**

Timekeeper	Status	Hours	Rate	Value
Jaron Brown	Partner	44.4	660.00	29,304.00
Paul Ferdinands	Partner	45.7	825.00	37,702.50
Andrew Metcalf	Partner	6.2	895.00	5,549.00
Kenneth Raskin	Partner	5.9	1100.00	6,490.00
Mahynoor El Tahry	Associate	3.1	570.00	1,767.00
Ahmad Elkhoully	Associate	3.8	570.00	2,166.00
Archie Fallon	Associate	1.0	535.00	535.00
Emily Meyer	Associate	2.3	675.00	1,552.50
Matt Salo	Associate	1.4	440.00	616.00
Elias Sayegh	Associate	8.0	570.00	4,560.00
Gina von Sternberg	Associate	17.8	335.00	5,963.00
Evelyn Bellew	Paralegal	2.4	310.00	744.00
Missy Heinz	Paralegal	0.6	295.00	177.00
Yee Hong	Paralegal	14.5	275.00	3,987.50
Roberta Trowbridge	Paralegal	1.3	315.00	409.50
Total		158.4		101,523.00

**Expenses Incurred**

03/31/13	Duplicating Costs	0.80
03/14/13	VENDOR: United Parcel Service (KY) INVOICE#: A8138R-113 DATE: 3/16/2013 Sanford J. Fox - The Bainbridge Companies - Wellington - FL	16.82
03/19/13	Delaware Division of Corporations; Inv. No. 031913A; Inv. Date 3/19/2013. 2012 LLC Tax for Orlando Residential Holding Company LLC	250.00



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**Expenses Incurred**

03/19/13	Delaware Division of Corporations; Inv. No. 031913A; Inv. Date 3/19/2013. 2012 LLC Tax for First Marquette Properties, LLC	250.00
03/19/13	Delaware Secretary of State; Inv. No. 031913; Inv. Date 3/19/2013. 2012 LLC Tax for First Marquette Properties, LLC	250.00
03/19/13	VENDOR: Soundpath INVOICE#: 4045724600-032413 DATE: 3/24/2013 Readyconference Plus Audio;03/19/2013;Brown	6.09
03/20/13	VENDOR: Brown, Jaron INVOICE#: 130177 DATE: 4/4/2013 Jaron Brown 03/20/2013 - 03/22/2013 Internet connection for document review	14.95
03/20/13	VENDOR: Soundpath INVOICE#: 4045724600-032413 DATE: 3/24/2013 Readyconference Plus Audio;03/20/2013;Brown	7.68
03/28/13	CT Corporation; Inv. No. 10796444-RI; Inv. Date 3/28/2013 - 2012 LLC franchise taxes filed for Orlando Residential Holding Company LLC	268.00
	Total Expenses	<hr/> 1,064.34