

Amount of Compensation previously sought and awarded:	\$1,112,364.00 ¹
Amount of Expenses previously sought and awarded:	\$32,866.87
Blended Hourly Rate under this Fee Application (Attorneys Only):	\$663.56
Blended Hourly Rate under this Fee Application (All Timekeepers):	\$595.49

¹ This amount reflects voluntary reductions of \$77,237.00 by King & Spalding of the fees requested for the first and second interim compensation periods after discussions with the U.S. Trustee.

Summary of Professionals

**Application Period
November 1, 2012 through March 31, 2013**

Timekeeper	Position	Date Admitted to Bar	2012 Rate	2013 Rate	Total Hours Billed	Total Fees Billed
Baltz, Ray	Partner	1995	775	815	24.7	19,250.50
Brown, Jaron	Partner	2006	625	660	64.8	42,365.50
Cox, Anne	Partner	1996	675	710	1.3	912.50
Ferdinands, Paul	Partner	1986	785	825	105.0	85,101.00
Furman, Kathryn	Partner	1995	715	755	5.5	3,952.50
Johnston, Michael	Partner	1980	-	785	0.8	628.00
Jowers, Austin	Partner	2003	600	-	0.8	480.00
Kamin, Josh	Partner	1995	685	720	8.3	5,864.00
Marooney, Richard	Partner	1995	730	785	67.8	51,688.50
Metcalf, Andrew	Partner	1992	850	895	39.8	35,107.00
Newland, Benjamin	Partner	1997	-	885	1.3	1,150.50
Pressgrove, Wayne	Partner	1996	-	975	6.6	6,435.00
Raskin, Kenneth	Partner	1985	-	1,100	5.9	6,490.00
Robertson, Brannon	Partner	1997	545	575	5.5	3,024.50
Roche, Bill	Partner	1983	-	895	8.3	7,428.50
Roman, Christopher	Partner	1995	-	1,150	0.5	575.00
Salah, Isam	Partner	1976	975	1,025	6.1	6,232.50
Smith, Michael	Partner	1983	-	875	0.9	787.50
Straus, Paul	Partner	1993	720	775	99.8	73,324.50
Albright, Alan	Counsel	2000	725	765	12.8	9,460.00
Kelly, Mark	Counsel	1985	-	735	1.5	1,102.50
Mario, Scott	Counsel	1999	-	490	2.0	980.00
Beard, Robert	Associate	2007	-	620	0.7	434.00
El Tahry, Mahynoor	Associate	2010	480	570	9.2	4,767.00
Elkhoully, Ahmad	Associate	2008	550	570	6.8	3,816.00
Elsbeck, Douglas	Associate	2010	520	620	26.8	14,746.00
Fallon, Archie	Associate	2008	490	535	26.9	13,703.00
Gorman, Ryan	Associate	2010	-	435	3.5	1,522.50
Joffe, David	Associate	2009	480	530	84.2	41,801.00
Katz, Jonathan	Associate	2010	-	440	5.5	2,420.00
Marshall, Jenny	Associate	2006	605	670	10.9	6,718.00
Meyer, Emily	Associate	2008	-	675	2.3	1,552.50
Mihalik, Nathan	Associate	2008	-	485	3.3	1,600.50
Mitchell, Lauren	Associate	2008	510	565	23.4	12,500.50

Timekeeper	Position	Date Admitted to Bar	2012 Rate	2013 Rate	Total Hours Billed	Total Fees Billed
Murray, Amber	Associate	2006	525	-	0.8	420.00
Salo, Matt	Associate	2010	395	440	29.0	11,684.50
Sayegh, Elias	Associate	2009	550	570	41.5	23,501.00
Stainback, Jamie	Associate	2005	-	535	5.5	2,942.50
Stockdale, Spencer	Associate	2006	-	455	13.2	6,006.00
von Sternberg, Gina	Associate	pending	-	335	17.8	5,963.00
Bellew, Evelyn	Paralegal	n/a	295	310	54.5	16,529.00
Harrison, Susan	Paralegal	n/a	285	295	21.0	6,015.00
Heinz, Missy	Paralegal	n/a	285	295	34.9	10,158.50
Hong, Yee	Paralegal	n/a	-	275	31.5	8,662.50
Hosein, Saira	Paralegal	n/a	-	295	0.2	59.00
Trowbridge, Roberta	Paralegal	n/a	-	315	1.3	409.50
McCullough, John	Managing Clerk	n/a	-	290	1.2	348.00
Barnaby, Dan	Litigation Support	n/a	-	210	24.0	5,040.00
TOTALS					<u>949.9</u>	<u>\$565,659.50</u>

Code, 11 U.S.C. §§ 101 et seq. (“*Bankruptcy Code*”), as complemented by Rule 2016 of the Federal Rules of Bankruptcy Procedure (“*Bankruptcy Rules*”), for the allowance of interim compensation for professional services rendered in the amount of \$565,659.50, and reimbursement of actual, reasonable and necessary out-of-pocket expenses incurred in the amount of \$10,695.30, during the period November 1, 2012 Through and Including March 31, 2013 (“*Interim Fee Period*”). In support of this Interim Fee Application, K&S respectfully states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over these Chapter 11 cases and this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409(a).
2. This is a core proceeding within the meaning of 28 U.S.C. § 157(b).
3. The statutory predicate for the relief requested in this Interim Fee Application are Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

BACKGROUND

4. On March 19, 2012 (the “*Petition Date*”), each of the Debtors (except Falcon Gas Storage Company, Inc. (“*Falcon Gas*”)) commenced cases under chapter 11 of the Bankruptcy Code. On April 30, 2012, Falcon Gas commenced its case under chapter 11 of the Bankruptcy Code (the Debtors’ chapter 11 cases are referred to collectively as the “*Chapter 11 Cases*”). The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. An official committee of unsecured creditors was appointed in these cases on April 5, 2012.
5. No trustee or examiner has been appointed in the Debtors’ Chapter 11 Cases.

RETENTION OF K&S

6. On May 17, 2012, the Debtors filed the *Debtors' Application Pursuant to Section 327(e) of the Bankruptcy Code for an Order Authorizing the Debtors to Retain and Employ King & Spalding LLP and King & Spalding International LLP As Special Counsel Nunc Pro Tunc to the Petition Date ("K&S Retention Application")* (Docket No. 149).² On July 11, 2012, the Court entered an *Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing the Debtors to Retain and Employ King & Spalding LLP and King & Spalding International LLP As Special Counsel Nunc Pro Tunc to the Petition Date ("K&S Retention Order")* (Docket No. 315).

7. Pursuant to the K&S Retention Order, the Debtors were authorized to employ and retain K&S and to cause the non-Debtor members of the Arcapita Group to employ and retain K&S.

8. Specifically, K&S was authorized to represent and advise the Debtors in connection with certain corporate and transactional matters, secured and unsecured financing arrangements, various tax matters, and portfolio management, as well as Historical Legal Services in connection with the Active Matters and in connection with Portfolio Company investments and/or non-Debtor members of the Arcapita Group.

9. K&S was also authorized to represent and advise the non-Debtor members of the Arcapita Group in a variety of matters, where the Debtors have agreed to be responsible for payment of K&S's fees and expenses, including (without limitation) by continuing to provide the Historical Legal Services in connection with the Active Matters.

² Capitalized terms that are used but not defined in this Interim Fee Application shall have the meanings ascribed to such terms in the K&S Retention Application.

10. Finally, K&S was authorized to perform all other legal services for members of the Arcapita Group that the Debtors or the Debtors' general bankruptcy counsel may request relating to the foregoing matters.

COMPENSATION PAID AND ITS SOURCE

11. All services for which K&S seeks compensation were performed for or on behalf of the Debtors.

12. There is no agreement or understanding between K&S and any other person except for the partners of K&S for the sharing of compensation to be received for the services rendered in these cases.

**SUMMARY OF REQUESTED COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

13. K&S has provided services and has incurred expenses during the Interim Fee Period for which it seeks compensation in the amount of \$565,659.50 for professional fees and \$10,695.30 for reimbursable expenses.

14. This Interim Fee Application covers the period November 1, 2012 through and including March 31, 2013.

15. Two prior interim fee applications have been filed by K&S and approved by this Court. Pursuant to the first interim fee application and this Court's Order dated September 24, 2012 (the "First Interim Order") (Docket No. 503), K&S was allowed \$569,896.00 in compensation and reimbursement of \$17,661.58 in expenses for the period from March 19, 2012 through July 31, 2012 (the "First Application Period"). Pursuant to the second interim fee application and this Court's Order dated December 21, 2012 (the "Second Interim Order") (Docket No. 748), K&S was allowed \$542,468.00 in compensation and reimbursement of

\$15,205.29 in expenses for the period from August 1, 2012 through October 31, 2012 (the “Second Application Period”).

16. The Debtors have reviewed this Interim Fee Application and have approved the payment of the requested amounts.

17. This Interim Fee Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on January 29, 2013 (the “*Local Guidelines*”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “*UST Guidelines*”), and the 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*”) (collectively with the Local Guidelines and UST Guidelines, the “*Guidelines*”). Pursuant to the Local Guidelines, a certification of Paul K. Ferdinands regarding compliance with the same is attached as *Exhibit A* hereto.

18. K&S has previously provided monthly statements of K&S’s fees and disbursements by filing and serving monthly statements in accordance with the Interim Compensation Order.

19. Pursuant to the UST Guidelines, annexed hereto as *Exhibit B* is a schedule setting forth all professionals and paraprofessionals employed by K&S who have performed services for the Arcapita Group as authorized by the K&S Retention Order during the Interim Fee Period, the capacities in which each such individual is employed by K&S, the year in which the individual

was first licensed to practice law, the hourly billing rate charged by K&S for services performed by such individual, and the aggregate number of hours expended and fees billed.

20. Annexed hereto as *Exhibit C* is a schedule specifying the categories of expenses for which K&S is seeking reimbursement and the total amount for each such expense category.

21. Pursuant to Section II.D of the UST Guidelines, annexed hereto as *Exhibit D* is a summary of K&S's time billed during the Interim Fee Period, broken down by project categories as hereinafter described.

22. K&S maintains time records in the regular course of its practice, with entries made by each person providing services contemporaneously with the rendering of such services. Copies of those time records for the Interim Fee Period are attached hereto as *Exhibit E*. These time records detail chronologically the time devoted by K&S to this matter and reflect the amount of services K&S was required to and did render during the Interim Fee Period.

23. K&S has reviewed the requirements of the Local Guidelines and the UST Guidelines and believes that this Interim Fee Application complies in all material respects with those requirements. To the extent this Interim Fee Application does not comply in every respect with the requirements of such guidelines, K&S respectfully requests a waiver for any such technical non-compliance.

**SUMMARY OF SIGNIFICANT ACTIVITIES
DURING THE INTERIM FEE PERIOD**

24. For the Court's convenience and instead of burdening the Court in this Interim Fee Application with the specific details of every service performed during the Interim Fee Period, K&S will provide the Court with a summary of its efforts, broken out in accordance with the relevant separate task codes.

A. Fee / Employment Applications

Total Fees: \$22,677.00

Total Hours: 47.8

25. K&S prepared its monthly fee statements and second interim fee application.

B. Other Contested Matters

Total Fees: \$188,178.00

Total Hours: 306.5

26. The vast majority of the fees and hours in the Other Contested Matters category are attributable to the Alinda litigation. The Alinda litigation is post-closing litigation with the buyer of Falcon Gas. The purchaser is alleging (among other things) fraud and breach of contract by Arcapita and other members of the Arcapita Group, and this litigation remains pending. The defendants in the Alinda litigation include Falcon Gas and Arcapita. The parties to this litigation engaged in mediation regarding the dispute to see if a consensual resolution could be reached, but the mediation was unsuccessful. The Court recently entered an order granting relief from the automatic stay to allow the Alinda litigation to proceed.

C. Business Operations

Total Fees: \$75,231.50

Total Hours: 127.3

27. K&S continued to provide to the Debtors the Historical Legal Services in connection with the Active Matters.

D. Business Operations (Portfolio Company Matters)

Total Fees: \$177,241.00

Total Hours: 288.0

28. In addition to representing the Debtors, K&S was also authorized to represent and advise the non-Debtor members of the Arcapita Group in a variety of matters, where the Debtors have agreed to be responsible for payment of K&S's fees and expenses, including (without limitation) by continuing to provide the Historical Legal Services in connection with the Active Matters. These matters include (without limitation) services performed relating to the Debtors' (indirect) investments in Forba/Chruch Street, Cirrus Industries, Falcon, Crescent Euro Industrial, Bainbridge, Value Retail Joint Venture, Longwood, MoBay, Southland, Bijoux Turner and Ampad. The time entries for these matters are set out separately in *Exhibit E*.

E. Real Estate

Total Fees: \$24,832.00

Total Hours: 33.1

29. During the Interim Compensation Period, K&S represented and advised the Arcapita Group regarding the termination of a real property lease related to the Ampad matter.

F. Board of Directors Matters

Total Fees: \$39,583.50

Total Hours: 81.2

30. During the Interim Compensation Period, K&S prepared and maintained corporate governance documents for the non-Debtor members of the Arcapita Group (including Board matters and shareholder issues). K&S also conducted, a review of corporate governance documents of each U.S. portfolio company and related holding company to determine the rights with respect to appointing the members of the board of directors or other similar governing body.

DETERMINATION OF K&S'S REQUESTED FEE

31. K&S used its existing hourly rate structure in seeking compensation for its services. For purposes of this Interim Fee Application, K&S calculated its request for compensation by multiplying (a) the time spent on services by (b) the hourly rate assigned to each attorney, paralegal or law clerk rendering such services. It is customary for K&S to raise its standard hourly rates annually as of January 1 of each year.

32. In accordance with the criteria enunciated for evaluating the fair and reasonable value of legal services, K&S represents that:

- i. Time and Labor Required. K&S spent time handling matters regarding the Debtors' business operations and other related matters. At all times, K&S worked efficiently and treated the services performed with the highest level of priority;
- ii. Skill Requisite to Perform Legal Services. K&S believes that its expertise in representing the Arcapita Group in connection with its investment activities (including K&S's considerable historical experience providing the Historical Legal Services) has benefited the Debtors and advanced these Chapter 11 Cases;
- iii. Customary Fee. K&S submits that the fees sought are based on the usual criteria in matters of this type and are commensurate with fees awarded to K&S in comparable representations; and
- iv. Whether Fee is Fixed or Contingent. All fees sought by K&S are contingent upon approval by the Court.

ACTUAL AND NECESSARY EXPENSES

33. A summary of actual and necessary expenses and daily logs of expenses incurred by K&S for the Application Period is attached hereto as *Exhibit C*.

34. K&S customarily charges \$0.10 per page for photocopying expenses. K&S uses an "Equitrac" device that automatically records the number of copies made. K&S summarizes each client's photocopying charges on a daily basis.

35. K&S charges the standard usage rates billed by providers of on-line legal research (e.g., LEXIS and Westlaw) for computerized legal research. Any volume discount received by K&S is passed on to its clients.

36. K&S charges its clients for the actual expenses related to travel, hotel lodging and business meals.

37. K&S does not charge for local nor long-distance telephone calls placed by attorneys from their offices. K&S does charge its clients for the actual costs charged to K&S for engaging teleconferencing services in the event that a multiple-party teleconference is initiated through K&S.

38. K&S believes the foregoing rates are the market rates generally employed by the majority of law firms when charging their clients for such services.

WHEREFORE, K&S requests that the Court enter an order granting (i) allowance of (a) \$565,659.50 as compensation for professional services rendered to the Arcapita Group during the Interim Fee Period and (b) \$10,695.30 as reimbursement of actual, reasonable and necessary out-of-pocket expenses incurred by K&S during the Interim Fee Period; and (ii) such other and further relief as the Court deems necessary and proper.

Dated: Atlanta, Georgia
April 22, 2013

KING & SPALDING LLP

/s/ Paul K. Ferdinands
Paul K. Ferdinands
1180 Peachtree Street
Atlanta, Georgia 30309
Telephone: (404) 572-4600
Facsimile: (404) 572-5100

and

Scott Davidson
1185 Avenue of the Americas
New York, New York 10036
Telephone: (212) 556-2100
Facsimile:(212) 556-2222

Special Counsel for the Debtors

EXHIBIT A

Certification of Paul K. Ferdinands

2. This certification is made in respect of K&S's application, dated April 22, 2013 (the "**Application**"), for interim compensation and reimbursement of expenses for the period commencing November 1, 2012 Through and Including March 31, 2013 in accordance with the Guidelines.

3. In respect of section B.1 of the Local Guidelines, I certify that:

a. I have read the Application;

b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines and the UST Guidelines;

c. the fees and disbursements sought are billed at rates in accordance with the practices customarily employed by K&S and generally accepted by K&S's clients; and

d. in providing a reimbursable service, K&S does not make a profit on that service, whether the service is performed by K&S in-house or through a third party.

4. In respect of section B.2 of the Local Guidelines, I certify that K&S has previously provided monthly statements of K&S's fees and disbursements for the months of November 2012, December 2012, January 2013, February 2013, and March 2013 by filing and serving monthly statements in accordance with the Interim Compensation Order (as defined in the Interim Fee Application).

5. In respect of section B.3 of the Local Guidelines, I certify that counsel for the Debtors, the United States Trustee for the Southern District of New York and counsel for the Official Committee of Unsecured Creditors are each being provided with a copy of this Application.

Dated: Atlanta, Georgia
April 22, 2013

/s/ Paul K. Ferdinands
Paul K. Ferdinands

EXHIBIT B

Summary of Professionals

**Application Period
November 1, 2012 through March 31, 2013**

Timekeeper	Position	Date Admitted to Bar	2012 Rate	2013 Rate	Total Hours Billed	Total Fees Billed
Baltz, Ray	Partner	1995	775	815	24.7	19,250.50
Brown, Jaron	Partner	2006	625	660	64.8	42,365.50
Cox, Anne	Partner	1996	675	710	1.3	912.50
Ferdinands, Paul	Partner	1986	785	825	105.0	85,101.00
Furman, Kathryn	Partner	1995	715	755	5.5	3,952.50
Johnston, Michael	Partner	1980	-	785	0.8	628.00
Jowers, Austin	Partner	2003	600	-	0.8	480.00
Kamin, Josh	Partner	1995	685	720	8.3	5,864.00
Marooney, Richard	Partner	1995	730	785	67.8	51,688.50
Metcalf, Andrew	Partner	1992	850	895	39.8	35,107.00
Newland, Benjamin	Partner	1997	-	885	1.3	1,150.50
Pressgrove, Wayne	Partner	1996	-	975	6.6	6,435.00
Raskin, Kenneth	Partner	1985	-	1,100	5.9	6,490.00
Robertson, Brannon	Partner	1997	545	575	5.5	3,024.50
Roche, Bill	Partner	1983	-	895	8.3	7,428.50
Roman, Christopher	Partner	1995	-	1,150	0.5	575.00
Salah, Isam	Partner	1976	975	1,025	6.1	6,232.50
Smith, Michael	Partner	1983	-	875	0.9	787.50
Straus, Paul	Partner	1993	720	775	99.8	73,324.50
Albright, Alan	Counsel	2000	725	765	12.8	9,460.00
Kelly, Mark	Counsel	1985	-	735	1.5	1,102.50
Mario, Scott	Counsel	1999	-	490	2.0	980.00
Beard, Robert	Associate	2007	-	620	0.7	434.00
El Tahry, Mahynoor	Associate	2010	480	570	9.2	4,767.00
Elkhoully, Ahmad	Associate	2008	550	570	6.8	3,816.00
Elsbeck, Douglas	Associate	2010	520	620	26.8	14,746.00
Fallon, Archie	Associate	2008	490	535	26.9	13,703.00
Gorman, Ryan	Associate	2010	-	435	3.5	1,522.50
Joffe, David	Associate	2009	480	530	84.2	41,801.00
Katz, Jonathan	Associate	2010	-	440	5.5	2,420.00
Marshall, Jenny	Associate	2006	605	670	10.9	6,718.00

Timekeeper	Position	Date Admitted to Bar	2012 Rate	2013 Rate	Total Hours Billed	Total Fees Billed
Meyer, Emily	Associate	2008	-	675	2.3	1,552.50
Mihalik, Nathan	Associate	2008	-	485	3.3	1,600.50
Mitchell, Lauren	Associate	2008	510	565	23.4	12,500.50
Murray, Amber	Associate	2006	525	-	0.8	420.00
Salo, Matt	Associate	2010	395	440	29.0	11,684.50
Sayegh, Elias	Associate	2009	550	570	41.5	23,501.00
Stainback, Jamie	Associate	2005	-	535	5.5	2,942.50
Stockdale, Spencer	Associate	2006	-	455	13.2	6,006.00
von Sternberg, Gina	Associate	pending	-	335	17.8	5,963.00
Bellew, Evelyn	Paralegal	n/a	295	310	54.5	16,529.00
Harrison, Susan	Paralegal	n/a	285	295	21.0	6,015.00
Heinz, Missy	Paralegal	n/a	285	295	34.9	10,158.50
Hong, Yee	Paralegal	n/a	-	275	31.5	8,662.50
Hosein, Saira	Paralegal	n/a	-	295	0.2	59.00
Trowbridge, Roberta	Paralegal	n/a	-	315	1.3	409.50
McCullough, John	Managing Clerk	n/a	-	290	1.2	348.00
Barnaby, Dan	Litigation Support	n/a	-	210	24.0	5,040.00
TOTALS					<u>949.9</u>	<u>\$565,659.50</u>

EXHIBIT C

Summary of Expenses/Disbursements

**Application Period
November 1, 2012 through March 31, 2013**

<u>Description</u>	<u>Total</u>
Business Meals	\$1,211.84
Cabfare	2,630.19
Computer Research Lexis/Westlaw	747.15
Document Delivery	158.32
Document Retrieval	745.84
Duplicating Costs	27.50
Filing Fees	1,418.00
Good Standing Certificate	248.80
Postage/Express Mail	1.35
Refunds (Filing Fees and CT Corporation)	(547.38)
Reimbursement of Third Party Costs/Fees	3,851.57
Telephone/Conference Calls	<u>202.12</u>
TOTAL	<u>\$ 10,695.30</u>

EXHIBIT D

Summary of Time by Billing Category

**Application Period
November 1, 2012 through March 31, 2013**

Task Code	Task Description	Hours	Value
B110	Case Administration	21.3	7,149.50
B120	Asset Analysis and Recovery	11.2	9,832.00
B130	Asset Disposition	1.8	1,455.00
B150	Meetings of and Communication with Creditors	0.2	109.00
B160	Fee/Employment Applications	47.8	22,677.00
B190	Other Contested Matters (excluding assumption/rejection motions)	306.5	188,178.00
B210	Business Operations	127.3	75,231.50
B210	Business Operations (Portfolio Company Matters)	288.0	177,241.00
B220	Employee Benefits/Pensions	6.3	3,262.00
B230	Financing/Cash Collections	0.3	255.00
B240	Tax Issues	1.1	324.50
B250	Real Estate	33.1	24,832.00
B260	Board of Directors Matters	81.2	39,583.50
B320	Plan and Disclosure Statement (including Business Plan)	<u>23.8</u>	<u>15,529.50</u>
Grand Total		<u>949.9</u>	<u>\$565,659.50</u>

EXHIBIT E

Time Entries

Application Period
November 1, 2012 through March 31, 2013

KING & SPALDING LLP
Paul K. Ferdinands
1180 Peachtree Street
Atlanta, Georgia 30309
Telephone: (404) 572-4600
Facsimile: (404) 572-5100

KING & SPALDING LLP
Scott Davidson
1185 Avenue of the Americas
New York, New York 10036
Telephone: (212) 556-2100
Facsimile:(212) 556-2222

Special Counsel for the Debtors

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

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

CERTIFICATE OF SERVICE

This is to certify that on April 22, 2013, I caused to be served a true and correct copy of the foregoing Third Interim Application of King & Spalding LLP and King & Spalding International LLP for Allowance of Compensation for Professional Services Rendered and Expenses Incurred During the Period November 1, 2012 Through and Including March 31, 2013 by electronic mail on each of the persons listed below.

Arcapita Bank B.S.C.(c)
Henry Thompson
hthompson@arcapita.com

Gibson, Dunn & Crutcher LLP
Michael A. Rosenthal
mrosenthal@gibsondunn.com

Office of the United States Trustee
for the Southern District of New York
Richard C. Morrissey
richard.morrissey@usdoj.gov

Milbank, Tweed, Hadley & McCloy LLP
Dennis F. Dunne
ddunne@milbank.com

Dated: Atlanta, Georgia
April 22, 2013

KING & SPALDING LLP

/s/ Paul K. Ferdinands

Paul K. Ferdinands
1180 Peachtree Street
Atlanta, Georgia 30309
Telephone: (404) 572-4600
Facsimile: (404) 572-5100

Special Counsel for the Debtors

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. 9821880
Invoice Date 12/19/12
Client No. 05241

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

For Professional Services Rendered through 11/30/12:

Fees	\$	75,588.50
Expenses		1,671.76
Total this Invoice	\$	77,260.26

05241 Arcapita Bank B.S.C.(c)
12/19/12Invoice No. 9821880
Page 2**PROFESSIONAL SERVICES**

Date	Timekeeper	Task	Description	Hours
11/07/12	M Heinz	B160	Review October prebills for Bank and Portfolio AP matters	0.8
11/13/12	M Heinz	B160	Prepare October fee statement (2.3) and second fee application (1.0)	3.3
11/14/12	M Heinz	B160	Prepare fee application and monthly fee statement	1.0
11/15/12	M Heinz	B160	Prepare fee application and monthly fee statement	0.7
11/16/12	M Heinz	B160	Revise and file monthly fee statement and prepare fee application	2.1
11/16/12	P Ferdinands	B160	Prepare memoranda to S. Fuller (A&M), M. Heinz, R. Marooney regarding professional fees (.4); review K&S monthly fee statement (October) (.9); review memoranda from S. Fuller, M. Heinz, R. Marooney regarding professional fees (.2)	1.5
11/26/12	P Ferdinands	B160	Prepare King & Spalding Fee Application	2.7
11/27/12	P Ferdinands	B160	Review memoranda from D. Levin, M. Heinz regarding King & Spalding fee application	0.2
11/27/12	P Ferdinands	B160	Prepare memoranda to M. Heinz, I. Salah regarding King & Spalding fee application	0.2
11/27/12	P Ferdinands	B160	Prepare King & Spalding Fee Application	1.7
11/27/12	M Heinz	B160	Revise, prepare for filing, file and serve second interim fee application	1.0
11/05/12	L Mitchell	B190	Attention to preservation of file sharing site for postponed arbitration (Alinda)	0.2
11/05/12	P Straus	B190	Office conferences and e-mail correspondence regarding arguments, responses (Alinda)	0.2
11/05/12	P Straus	B190	Review and revise draft outline of responses to Alinda's mediation arguments and exhibits (Alinda)	1.3
11/05/12	P Straus	B190	Analyze additional responses needed (Alinda)	0.3
11/06/12	P Straus	B190	Review mediation statements (.5); Revise outline of responses to Alinda's arguments (2.9) (Alinda)	3.4
11/07/12	P Straus	B190	Review and analyze mediation statements (Alinda)	0.9
11/07/12	P Straus	B190	Prepare reply outline for mediations (Alinda)	0.8
11/08/12	P Straus	B190	Review and analyze mediation statements (.4); draft outline of reply points for mediation (4.9) (Alinda)	5.3
11/09/12	P Straus	B190	Review and analyze Alinda's mediation statement (.5); Revise draft outline replying to Alinda mediation arguments (4.4) (Alinda)	4.9
11/12/12	P Straus	B190	Review client documents for additional facts and arguments (Alinda)	0.8
11/12/12	D Joffe	B190	Analyze questions and research issues sent by P.	0.5

05241 Arcapita Bank B.S.C.(c)
12/19/12Invoice No. 9821880
Page 3

Date	Timekeeper	Task	Description	Hours
			Straus in meditation response outline (Alinda)	
11/12/12	P Straus	B190	Draft outline with replies to Alinda's mediation statement and exhibits (Alinda)	3.9
11/12/12	P Straus	B190	E-mail correspondence and office conferences regarding mediation and strategy (Alinda)	0.2
11/12/12	B Robertson	B190	Assist in preparations for upcoming mediation (Alinda)	0.7
11/13/12	P Straus	B190	E-mail correspondence and office conferences regarding response to Alinda mediation points and escrow issues (Alinda)	0.5
11/13/12	D Joffe	B190	Confer with P. Straus regarding research issues for mediation (Alinda)	0.4
11/13/12	P Straus	B190	Review client documents (Alinda)	0.7
11/13/12	R Marooney	B190	Review and prepare correspondence regarding mediation scheduling and strategy (0.2); review and prepare correspondence regarding escrow issues and document review regarding same (0.5) (Alinda)	0.7
11/14/12	P Straus	B190	Review client documents for additional mediation points (Alinda)	0.9
11/15/12	D Joffe	B190	Document review and research relating to issues raised in plaintiff's mediation statement (Alinda)	7.2
11/16/12	D Joffe	B190	Document review and research relating to issues raised in plaintiff's mediation statement (Alinda)	6.4
11/16/12	P Straus	B190	Conference call regarding Mobay (Alinda)	0.6
11/16/12	P Straus	B190	Review client documents for additional mediation points (Alinda)	0.8
11/19/12	P Straus	B190	E-mail correspondence and office conferences regarding reservation of rights, case law, response to Alinda mediation statement (Alinda)	0.5
11/19/12	D Joffe	B190	Document review and research relating to issues raised in plaintiff's mediation statement (Alinda)	3.5
11/19/12	D Joffe	B190	Draft memo summarizing responses to issues raised in plaintiff's mediation statement (Alinda)	3.7
11/20/12	P Straus	B190	Revise draft outline in response to Alinda's mediation statement (Alinda)	2.2
11/20/12	P Straus	B190	Office conferences and e-mail correspondence regarding response to mediation statement and case law (Alinda)	0.7
11/20/12	P Straus	B190	Review case law regarding reservation of rights (Alinda)	1.1
11/20/12	D Joffe	B190	Confer with P. Straus regarding issues in plaintiff's damages calculations (Alinda)	0.4
11/20/12	D Joffe	B190	Review case law and other authority relating to plaintiff's damages calculations (Alinda)	2.9

05241 Arcapita Bank B.S.C.(c)
12/19/12Invoice No. 9821880
Page 4

Date	Timekeeper	Task	Description	Hours
11/21/12	P Straus	B190	Review and revise response to Alinda mediation statement (Alinda)	2.9
11/21/12	P Straus	B190	Review additional client documents (Alinda)	1.9
11/21/12	P Straus	B190	Office conferences and e-mail correspondence regarding response and strategy (Alinda)	0.9
11/26/12	R Marooney	B190	Document review and analysis to prepare for mediation (Alinda)	2.0
11/27/12	P Straus	B190	Review client documents (Alinda)	0.4
11/27/12	P Straus	B190	Revise draft response to Alinda mediation statement (Alinda)	2.4
11/27/12	P Straus	B190	Analyze Alinda mediation statement (Alinda)	0.5
11/27/12	R Marooney	B190	Document review and analysis to prepare for mediation (Alinda)	3.0
11/27/12	D Joffe	B190	Research and draft memorandum to P. Straus regarding follow-up responses to issues raised in Plaintiffs' mediation statement (Alinda)	2.3
11/27/12	D Joffe	B190	Prepare for mediation session (Alinda)	1.1
11/27/12	P Straus	B190	Office conferences and e-mail correspondence regarding response to mediation statement and mediation strategy (Alinda)	0.5
11/28/12	P Straus	B190	Prepare for mediation (Alinda)	0.2
11/28/12	D Joffe	B190	Prepare for mediation session (Alinda)	0.8
11/29/12	P Straus	B190	E-mail correspondence and office conferences regarding plaintiffs' asserted components of damages and mediation issues (Alinda)	0.4
11/29/12	P Straus	B190	Revise draft response to Alinda mediation outline (Alinda)	2.3
11/29/12	P Straus	B190	Prepare for mediation (Alinda)	0.7
11/29/12	D Joffe	B190	Research and draft memorandum to P. Straus regarding follow-up issues with Plaintiffs' damages calculations (Alinda)	4.9
11/29/12	D Joffe	B190	Prepare for mediation session (Alinda)	0.5
11/30/12	P Straus	B190	Office conferences and e-mail correspondence regarding mediation arguments, issues (Alinda)	0.3
11/30/12	P Straus	B190	Prepare for mediation (Alinda)	0.3
11/30/12	R Marooney	B190	Document review and analysis to prepare for mediation (2.0); review and prepare correspondence regarding same (0.5) (Alinda)	2.5
11/30/12	D Joffe	B190	Review mediation filings and logistics in preparation for meditation (Alinda)	3.3
11/30/12	D Joffe	B190	Prepare for mediation session (Alinda)	0.8
11/02/12	J Marshall	B210	Review PODS waiver and correspond with D. Elsbeck regarding same (Secondary Sale)	0.8

05241 Arcapita Bank B.S.C.(c)
12/19/12Invoice No. 9821880
Page 5

Date	Timekeeper	Task	Description	Hours
11/07/12	D Elsbeck	B210	Review and revise HV quarterly action report for 3Q2012 (0.8); email correspondence regarding same (0.2) (Secondary Sale)	1.0
11/07/12	J Marshall	B210	Review quarterly action report and discuss same with D. Elsbeck (Secondary Sale)	0.5
11/15/12	D Elsbeck	B210	Telephone call with K. Furman and J. Marshall regarding HV consent for Varel financing (0.3); revise HV consent for PODS financings (0.8) (Secondary Sale)	1.1
11/19/12	J Marshall	B210	Review consent for PODS (Secondary Sale)	0.1
11/19/12	D Elsbeck	B210	Revise PODS debt threshold consent (0.3); draft consent regarding Varel murabaha financing (1.1) (Secondary Sale)	1.4
11/26/12	D Elsbeck	B210	Email correspondence with M. El Tahry regarding Varel consent (Secondary Sale)	0.2
11/27/12	J Marshall	B210	Discuss PODS financing waiver with K. Furman; correspond with D. Elsbeck regarding same (Secondary Sale)	0.1
11/27/12	P Ferdinands	B210	Telephone call with R. James, S. Buschmann, S. Croft et al regarding potential portfolio company change of control issues	0.5
11/28/12	D Elsbeck	B210	Review and revise Varel consent regarding murabaha transaction (0.9); email correspondence regarding same (0.2) (Secondary Sale)	1.1
11/28/12	D Elsbeck	B210	Email correspondence regarding PODS debt threshold consent (Secondary Sale)	0.4
11/29/12	E Sayegh	B210	Discuss amendment of some of the Arcapita Murabahas with A. Metcalf (1.5); begin review of Storapod and Boubyan/3PD for extension of maturity (2.6)	4.1
11/29/12	A Elkhoully	B210	Meeting with A. Metcalf and E. Sayegh regarding amendment to Arcapita WCF murabaha agreements to extend termination dates (0.3); review related Cypress and Bijoux documentation (1.0); prepare requested amendments (0.5); email R. Leclerc regarding Cypress documentation (0.2)	2.0
11/30/12	E Sayegh	B210	Draft of extension amendments for Storapod and Boubyan/3PD	3.6
11/30/12	D Elsbeck	B210	Telephone call with S. Buschmann regarding remedies for potential breach of HV documentation (0.3); email correspondence regarding same (0.5) (Secondary Sale)	0.8
11/30/12	A Cox	B210	Review documents; telephone conference with A. Elkhoully regarding documents (Cypress)	0.3
11/30/12	A Elkhoully	B210	Meeting with E. Sayegh regarding amendments to	1.0

05241 Arcapita Bank B.S.C.(c)
12/19/12Invoice No. 9821880
Page 6

Date	Timekeeper	Task	Description	Hours
			Arcapita WCF murabaha agreements to extend termination dates (0.5); meeting and telephone call with A. Metcalf regarding the same (0.2); email to A. Kim regarding drafts of amendments and notes regarding certain murabaha agreements (0.3)	
11/30/12	A Metcalf	B210	Telephone call with R. James regarding change of control provisions (0.4); email to K. Miller and J. O'Grady of Gibson Dunn regarding the same (0.2)	0.6
11/01/12	A Metcalf	B230	Follow up on R. James request for increditors for possible Goldman DIP financing	0.3
11/26/12	E Bellew	B240	Review email from K. Si-Ahmed regarding W-8 BENs (0.2); research same on IRS web site (0.2); prepare .pdfs and compose emails to K. S-Ahmed regarding same (0.2)	0.6
11/29/12	E Bellew	B240	Review email from M. Casey regarding real estate matters; review chart drafted by G. Gacevic regarding same; discuss same and compose emails regarding same	0.5
				127.7

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Anne Cox	Partner	0.3	675.00	202.50
Paul Ferdinands	Partner	6.8	785.00	5,338.00
Richard Marooney	Partner	8.2	730.00	5,986.00
Andrew Metcalf	Partner	0.9	850.00	765.00
Brannon Robertson	Partner	0.7	545.00	381.50
Paul Straus	Partner	43.7	720.00	31,464.00
Ahmad Elkhoully	Associate	3.0	550.00	1,650.00
Douglas Elsbeck	Associate	6.0	520.00	3,120.00
David Joffe	Associate	38.7	480.00	18,576.00
Jenny Marshall	Associate	1.5	605.00	907.50
Lauren Mitchell	Associate	0.2	510.00	102.00
Elias Sayegh	Associate	7.7	550.00	4,235.00
Evelyn Bellew	Paralegal	1.1	295.00	324.50
Missy Heinz	Paralegal	8.9	285.00	2,536.50
Total		127.7		75,588.50

Expenses Incurred

11/30/12 Computer Research - Lexis/Westlaw 487.73

05241 Arcapita Bank B.S.C.(c)
12/19/12Invoice No. 9821880
Page 7**Expenses Incurred**

11/30/12	Postage/Express Mail -	0.45
09/26/12	VENDOR: Soundpath INVOICE#: 4045724600-093012 DATE: 9/30/2012 Readyconference Plus Audio;09/26/2012;Marooney	20.30
09/27/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1468540 DATE: 10/10/2012 9/27/2012 23:17;STRAUS;GARDEN CITY, NY;	103.30
09/30/12	VENDOR: Joffe, David INVOICE#: 120017 DATE: 11/19/2012 David Joffe 09/30/2012 - 11/18/2012 , New York: Cab to office (weekend)	8.50
09/30/12	VENDOR: Joffe, David INVOICE#: 120017 DATE: 11/19/2012 David Joffe 09/30/2012 - 11/18/2012 , New York: Cab home	11.00
10/01/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1468540 DATE: 10/10/2012 10/1/2012 23:30;STRAUS;GARDEN CITY, NY;	103.30
10/02/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1468540 DATE: 10/10/2012 10/2/2012 23:29;STRAUS;GARDEN CITY, NY;	103.30
10/03/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1468540 DATE: 10/10/2012 10/3/2012 23:57;STRAUS;GARDEN CITY, NY;	103.30
10/04/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1468540 DATE: 10/10/2012 10/4/2012 23:23;STRAUS;GARDEN CITY, NY;	103.30
10/05/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1469249 DATE: 10/17/2012 10/5/2012 23:22;STRAUS;GARDEN CITY, NY;	103.30
10/07/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1469249 DATE: 10/17/2012 10/7/2012 23:04;STRAUS;GARDEN CITY, NY;	103.30
10/08/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1469249 DATE: 10/17/2012 10/8/2012 23:10;STRAUS;GARDEN CITY, NY;	103.30
10/11/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1469249 DATE: 10/17/2012 10/11/2012 23:50;STRAUS;GARDEN CITY, NY;	103.30
10/15/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1469249 DATE: 10/17/2012 10/15/2012 23:22;STRAUS;GARDEN CITY, NY;	103.30
10/24/12	VENDOR: Soundpath INVOICE#: 4045724600-102812 DATE: 10/28/2012 Readyconference Plus Audio;10/24/2012;Mitchell	63.78
10/24/12	VENDOR: Joffe, David INVOICE#: 120017 DATE: 11/19/2012 David Joffe 09/30/2012 - 11/18/2012 , New York: Taxi home	47.00
Total Expenses		1,671.76

05241 Arcapita Bank B.S.C.(c)
12/19/12Invoice No. 9821880
Page 8**Task Summary**

Task		Hours	Value
B160	Fee/Employment Applications	15.2	7,482.00
B190	Other Contested Matters (excluding assumption/rejection motions)	91.5	56,509.50
B210	Business Operations	19.6	11,017.50
B230	Financing/Cash Collections	0.3	255.00
B240	Tax Issues	1.1	324.50
Total		<u>127.7</u>	<u>75,588.50</u>

Task Summary - Disbursements

E106 Online Research	487.73
E108 Postage	0.45
E110 Out-of-Town Travel	1,099.50
E124 Other	84.08
Expenses	<u>1,671.76</u>

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. 9821882
Invoice Date 12/19/12
Client No. 05241

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

For Professional Services Rendered through 11/30/12:

Fees	\$	27,330.00
Expenses		176.03
Total this Invoice	\$	27,506.03

PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
11/01/12	I Salah	Review emails concerning entities involved in sale to Alinda (Falcon)	0.2
11/01/12	M Salo	Research Delaware and Texas corporate filings related to Desert Southwest Storage Hub, LLC and Falcon Northeast Holdings, LLC (0.5); obtain status reports for same (0.1); research Delaware filings for MoBay Storage Hub LLC and place order for certificate of formation (0.4) (MoBay Corporate)	1.0
11/03/12	I Salah	Respond to Arcapita emails regarding status of companies in Falcon structure (Falcon)	0.2
11/05/12	A Fallon	Attention to organizational documents of MoBay Storage Hub and director and officer issues in connection with requests from Mobile Title Company (0.9); correspondence with A. Kim related to director and office information (0.3) (MoBay Corporate)	1.2
11/05/12	P Ferdinands	Prepare memoranda to S. Buschmann regarding board issues (.2); review memoranda from s. Buschmann regarding board issues (.1) (Bijoux)	0.3
11/05/12	M Salo	Research Delaware law related to asset sales by limited liability companies (1.7); draft board resolution of MoBay Storage Holdings, LLC related to company asset sale; draft sole member resolution of MoBay Storage Hub LLC (4.7) (MoBay Corporate)	6.4
11/06/12	P Ferdinands	Prepare minutes from Board meeting (1.6); prepare memoranda to S. Buschmann regarding Board meeting (0.2) (Bijoux)	1.8
11/06/12	M Salo	Draft written consents related to director and officer appointments for Desert Southwest Storage Hub, LLC, Falcon Gas Storage Company, Inc., and GASStorage Funding, Inc. (Falcon)	2.3
11/06/12	M Salo	Draft written consents related to director, manager or officer appoints to MoBay Storage Partners LLC, MoBay Storage Hub LLC, MoBay Storage Holdings, LLC, GASStorage Investments II LLC, GASStorage Funding II, Inc. (3.9); revise Exhibit A to Written Consent of Sole Member of MoBay Storage Hub LLC related to describing real estate sale agreement (0.3) (MoBay Corporate)	4.2
11/07/12	E Bellew	Review emails from M. Salo regarding resolutions to be signed and compose responses (Falcon)	0.6
11/07/12	M Salo	Revise written consent for appointment of manager of GASStorage Investments II LLC (1.1); draft correspondence regarding same to D. Veidt at Global Securitization Services (0.2); conference call with A. Fallon and J. Russo of Global Securitization Services regarding appoint of manager (0.4) (MoBay Corporate)	1.7
11/08/12	E Bellew	Review emails from A. Fallon and A. Kim regarding resolutions	1.3

05241 Arcapita Bank B.S.C.(c)
12/19/12Invoice No. 9821882
Page 3

Date	Timekeeper	Description	Hours
		for GSS (Gastorage Investments II) (0.3); review email from A. Fallon regarding information request for MoBay Storage Hub (0.2); research minute books and files (0.5); prepare .pdfs and compose response (0.3) (Falcon)	
11/08/12	A Fallon	Conference call with title company per request of T. Nelson related to officer incumbency certificate and due authority to enter real estate transfer contracts (0.5); attention to officer and director replacements (0.4); correspondence with A. Kim, E. Bellew and J. Russo regarding officer and director replacements (0.7) (MoBay Corporate)	1.6
11/08/12	M Salo	Draft incumbency certificate for MoBay Storage Hub LLC (0.3); review Lots and Land Purchase Agreement and correspond with D. Allaire regarding same (1.0); review 3rd A&R LLC Agreement of MoBay Storage Hub LLC and correspond with A. Fallon regarding same (0.9) (MoBay Corporate)	2.2
11/09/12	M Salo	Review executed incumbency certificate for MoBay Storage Hub LLC; draft correspondence to D. Allaire of title company regarding same (MoBay Corporate)	0.3
11/12/12	P Ferdinands	Prepare memoranda to S. Buschmann, A. Metcalf, S. Croft, K. Keough regarding Bayshore engagement letter (.2); review memoranda from S. Buschmann regarding engagement letter (.2); prepare engagement letter (.7) (Bijoux)	1.1
11/12/12	M Salo	Create execution versions of resolutions related to officer and director resignations and appointments (1.3); conference with A. Fallon regarding Board of Managers resolution for MoBay Storage Holdings, LLC (0.2) (MoBay Corporate)	1.5
11/13/12	E Bellew	Review email from A. Fallon and A. Kim (0.1); research minute book and prepare .pdfs (0.3); compose responses regarding organizational documents for GSF II (0.2) (Falcon)	0.6
11/13/12	A Fallon	Attention to requests from A. Kim regarding share option agreements, certificates of incorporation and bylaws, istisna development agreements, debt facilities (2.1); conference with J. Russo regarding GSS services (0.3); correspondence with A. Albright related to corporate documents related to structure collapse; legal due diligence review of structure collapse documents (1.1) (MoBay Corporate)	3.5
11/13/12	P Ferdinands	Prepare Bayshore engagement letter (1.8); prepare memoranda to S. Croft, S. Buschmann, K. Keough, A. Metcalf regarding engagement letter (.3) (Bijoux)	2.1
11/15/12	P Ferdinands	Telephone call with S. Buschmann regarding Bayshore engagement letter (.3); review comments regarding engagement letter (.2); review memoranda from S. Buschmann, S. Zuckerman regarding engagement letter (.2) (Bijoux)	0.7
11/16/12	A Fallon	Conference call with B. Lundstrom, A&M and Gibson Dunn regarding MoBay distributions (0.5); preparation for conference call (0.3) (MoBay Corporate)	0.8

05241 Arcapita Bank B.S.C.(c)
12/19/12Invoice No. 9821882
Page 4

Date	Timekeeper	Description	Hours
11/16/12	P Ferdinands	Telephone call with S. Buschmann regarding Bayshore engagement letter (.4); prepare Bayshore engagement letter (.9); prepare memoranda to S. Buschmann regarding Bayshore engagement letter (.2) (Bijoux)	1.5
11/16/12	B Robertson	Prepare for and participate in status call (MoBay Corporate)	0.8
11/19/12	P Ferdinands	Prepare memoranda to A. Jowers, S. Buschmann regarding engagement letter (.3); review memoranda from A. Jowers, S. Buschmann regarding engagement letter (.2) (Bijoux)	0.5
11/19/12	M Salo	Draft correspondence regarding and prepare executed resolutions for filing in company minute books (MoBay Corporate)	0.4
11/26/12	J Brown	Review and revise form confidentiality agreement (Bijoux)	2.0
11/26/12	P Ferdinands	Telephone calls with J. Brown, A. Metcalf regarding potential transaction (.3); review form of confidentiality agreement (.3); review memoranda from J. Brown, S. Zuckerman, A. Metcalf regarding potential transaction (.2) (Bijoux)	0.8
11/27/12	J Brown	Review and revise form confidentiality agreement (Bijoux)	1.5
11/27/12	A Fallon	Attention to questions from B. Lundstrom related to distributions (0.7); review balance sheet information (0.5) (MoBay Corporate)	1.2
11/27/12	A Jowers	Emails to and from and conferences with P. Ferdinands and S. Buschmann regarding Bayshore engagement letter (0.4); review and analyze same (0.4) (Bijoux)	0.8
11/27/12	B Robertson	Attention to wind-down distribution issues (MoBay Corporate)	0.3
11/27/12	M Salo	Review written consents appointing directors and officers to MoBay entities; office conference with A. Fallon regarding same (MoBay Corporate)	0.5
11/28/12	J Brown	Telephone conference with S. Zuckerman regarding confidentiality agreement (0.1); revise confidentiality agreement (0.3); review of marketing teaser to be sent to prospective investors (0.1) (Bijoux)	0.5
11/28/12	A Fallon	Attention to questions from B. Lundstrom and T. Nelson related to liabilities of MoBay and distribution issues (1.0); correspondence with A. Kim related to officer and manager appointments and structuring (0.7) (MoBay Corporate)	1.7
11/28/12	P Ferdinands	Review Teaser (.3); prepare memoranda to J. Brown, A. Metcalf regarding potential sale/investment (.2); review memoranda from J. Brown, C. Fultz regarding potential sale/investment (.2) (Bijoux)	0.7
11/28/12	B Robertson	Attention mechanics and effects of shareholder distribution (MoBay Corporate)	0.8
11/29/12	A Fallon	Attention to question from A. Kim regarding distribution and structure of MoBay (0.8); attention to questions regarding GSS services (0.3); review corporate governance documents of Mobay affiliates (0.2); correspondence with B. Lundstrom	1.8

05241 Arcapita Bank B.S.C.(c)
12/19/12Invoice No. 9821882
Page 5

Date	Timekeeper	Description	Hours
		regarding distributions (0.5) (MoBay Corporate)	
11/29/12	M Salo	Update written consents regarding director and officer appointments (0.4); review original signature pages from H. Thompson (0.1); revise GSS (GASStorage Investments II LLC) Inc. and GASStorage Investments II LLC written consents (0.6) (MoBay Corporate)	1.1
11/30/12	B Robertson	Attention to asset distribution issues (MoBay Corporate)	0.4
11/30/12	M Salo	Revise GSS (GASStorage Investments II LLC) Inc. and GASStorage Investments II LLC resolutions appointing board of managers; correspond with A. Fallon and A. Kim regarding same (Falcon)	0.5
			53.4

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jaron Brown	Partner	4.0	625.00	2,500.00
Paul Ferdinands	Partner	9.5	785.00	7,457.50
Austin Jowers	Partner	0.8	600.00	480.00
Brannon Robertson	Partner	2.3	545.00	1,253.50
Isam Salah	Partner	0.4	975.00	390.00
Archie Fallon	Associate	11.8	490.00	5,782.00
Matt Salo	Associate	22.1	395.00	8,729.50
Evelyn Bellew	Paralegal	2.5	295.00	737.50
Total		53.4		27,330.00

Expenses Incurred

11/01/12	VENDOR: Lambert, Greg INVOICE#: 120201 DATE: 11/9/2012 Gregory Lambert 11/01/2012 - 11/09/2012 , Delaware: 05241-301001 - Delaware Corp Filing #121188201	154.00
11/02/12	VENDOR: Matt Salo INVOICE#: 120091 DATE: 11/27/2012 Matthew Salo 11/02/2012 - 11/02/2012 Houston, Texas: Document retrieval fee	22.03
Total Expenses		176.03

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. 9827346
Invoice Date 01/18/13
Client No. 05241

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

For Professional Services Rendered through 01/17/13:

Fees	\$	97,484.50
Expenses		4,707.43
Total this Invoice	\$	102,191.93

05241 Arcapita Bank B.S.C.(c)
01/18/13

Invoice No. 9827346
Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Task	Description	Hours
12/06/12	S Harrison	B110	Organization of Stock Certificates for Storapod Holding Company, Inc. (1) and MS Holding Company, Inc. (1)	2.0
12/07/12	S Harrison	B110	Prepare of Stock Certificates for Gastorage Funding Inc. and Outlet Center Funding Inc.	8.0
12/10/12	K Furman	B110	Telephone conference with D. Elsbeck (0.8); review email correspondence regarding Arcapita transfers within HV structure (1.7) (Secondary Sale)	2.5
12/10/12	S Harrison	B110	Prepare of Stock Certificates (4); travel to Arcapita to obtain signatures (1.5). draft receipt of stock certificates (1.5), preparation of package of certificates to send to Gibson Dunn (1)	8.0
11/05/12	A Albright	B130	Telephone conference with J. Brown regarding dissolution of companies	0.3
12/18/12	B Robertson	B150	Review and discuss updated case status from P. Strauss (Alinda)	0.2
12/04/12	M Heinz	B160	Memorandum to A. Songer regarding October fee statement	0.2
12/04/12	P Ferdinands	B160	Prepare memoranda to I. Salah, R. Baltz, R. Marooney, M. Heinz regarding professional fees, K&S bills (.5); telephone calls with R. Baltz, I. Salah, J. Makuch regarding professional fees, K&S bills (.7); review memoranda from J. Makuch, H. Thompson, J. Gordan, I. Salah, A. Kim regarding professional fees (.4)	1.6
12/06/12	M Heinz	B160	Prepare spreadsheet of fees and expenses submitted to date and memorandum to group regarding same	0.5
12/17/12	M Heinz	B160	Prepare monthly fee statement	1.9
12/17/12	P Ferdinands	B160	Review K&S fee application (.9); review memoranda from D. Levin, M. Wolfe regarding K&S fee application, hearing (.2); prepare memoranda to M. Heinz, A. Jowers regarding fee application, hearing (.2)	1.3
12/18/12	M Heinz	B160	Prepare monthly fee statement	1.0
12/18/12	P Ferdinands	B160	Preparation for and participation in (telephonic) hearing regarding K&S fee application (2.6); prepare memoranda to M. Heinz, D. Levin, A. Jowers regarding fee applications (.3); review memoranda from D. Levin, M. Wolfe regarding fee applications (.1)	3.0
12/20/12	M Heinz	B160	Revise, file and serve monthly fee statement	0.6
12/20/12	P Ferdinands	B160	Prepare monthly billing statement (K&S - November)	0.6

05241 Arcapita Bank B.S.C.(c)
01/18/13

Invoice No. 9827346
Page 3

Date	Timekeeper	Task	Description	Hours
12/26/12	M Heinz	B160	Review and revise fee spreadsheet	0.3
12/02/12	R Marooney	B190	Document review and analysis to prepare for mediation (Alinda)	2.0
12/02/12	P Straus	B190	Prepare for mediation (Alinda)	0.5
12/03/12	R Marooney	B190	Document review and analysis to prepare for mediation (3.0); attend meeting with client to prepare for same (3.0); attend meeting with counsel for Hopper parties regarding same (1.3) (Alinda)	7.3
12/03/12	P Straus	B190	Meet with client et al to prepare for mediation (Alinda)	3.9
12/03/12	P Straus	B190	Review documents and draft outline to prepare for mediation (Alinda)	4.9
12/03/12	L Mitchell	B190	Confer with M. Tan, B. Lundstrom and K. Si-Ahmed regarding mediation (3.0); confer with Hopper third parties and counsel concerning mediation (1.0); prepare for mediation (0.6) (Alinda)	4.6
12/03/12	D Joffe	B190	Arrange materials for and attend meeting with client and with Hopper plaintiffs to discuss mediation (Alinda)	5.3
12/03/12	D Joffe	B190	Review notes from mediation (Alinda)	1.0
12/03/12	D Joffe	B190	Assemble additional materials for mediation (Alinda)	2.5
12/04/12	P Straus	B190	Prepare for mediation (Alinda)	1.2
12/04/12	P Straus	B190	Participation in mediation (Alinda)	7.8
12/04/12	P Straus	B190	Conferences with client regarding mediation, next steps (Alinda)	0.7
12/04/12	R Marooney	B190	Prepare for and attend mediation (Alinda)	9.0
12/04/12	L Mitchell	B190	Attend mediation (Alinda)	8.3
12/04/12	D Joffe	B190	Arrange materials for and attend mediation (Alinda)	9.0
12/05/12	P Straus	B190	E-mail correspondence and office conferences regarding mediation and next steps (Alinda)	0.9
12/14/12	P Straus	B190	E-mail correspondence and office conferences regarding status and outstanding issues (Alinda)	0.3
12/14/12	P Straus	B190	Review Tide's objection to fee application, status report and motion for leave to file counterclaim and third-party claim regarding escrow as property of the estate (Alinda)	0.6
12/17/12	P Straus	B190	Review Tide's objection to fee application, motion papers and other filings (Alinda)	1.9
12/17/12	P Straus	B190	Prepare for conference on motion to lift stay to proceed with Tide action (Alinda)	1.9
12/17/12	R Marooney	B190	Telephone conference with mediator; prepare	0.5

05241 Arcapita Bank B.S.C.(c)
01/18/13

Invoice No. 9827346
Page 4

Date	Timekeeper	Task	Description	Hours
			correspondence regarding same; office conference with P. Straus regarding same (Alinda)	
12/18/12	P Straus	B190	Prepare for hearing and draft summary of issues and court's rulings (Alinda)	1.5
12/18/12	P Straus	B190	Attend omnibus hearing (Alinda)	2.9
12/19/12	P Straus	B190	Office conferences regarding arguments and strategy (Alinda)	0.3
12/19/12	R Marooney	B190	Telephone conference with mediator; prepare correspondence regarding same (Alinda)	0.4
12/19/12	B Robertson	B190	Categorize claims asserted by the Thronson defendants (Alinda)	0.4
12/20/12	R Marooney	B190	Review correspondence regarding mediation status and telephone conference with client regarding same (Alinda)	0.5
12/20/12	P Straus	B190	E-mail correspondence regarding issues (Alinda)	0.1
12/21/12	B Robertson	B190	Address the Thronson claims in the Falcon plan (Alinda)	1.0
11/30/12	A Metcalf	B210	Review Cypress documents in response to A. Kim email (0.5); follow up with A. Elkhoully regarding the same (0.2) (Cypress)	0.7
12/03/12	A Metcalf	B210	Meeting with E. Sayegh regarding change of control analysis	0.1
12/03/12	J Marshall	B210	Review analysis prepared by Gibson Dunn of HV documents and potential breaches upon a restructuring	0.8
12/03/12	D Elsbeck	B210	Telephone call with S. Buschmann and R. James regarding HV document issues; email correspondence with K. Furman and J. Marshall regarding same (Secondary Sale)	0.3
12/04/12	K Furman	B210	Review consent question (Secondary Sale)	2.0
12/04/12	D Elsbeck	B210	Conference call with Gibson Dunn regarding potential HV doc issues with restructuring (0.9); telephone and email correspondence regarding same (0.4) (Secondary Sale)	1.3
12/04/12	A Metcalf	B210	Prepare for and have call with K. Miller, J. O'Grady, K. Medrano, C. Babcock of Gibson Dunn, K. Furman, J. Marshall of King & Spalding regarding change of control provisions in Harbour Vest and portfolio financing documentation (1.5); email Varel Change of Control provisions to K. Miller, J. O'Grady, K. Medrano, C. Babcock of Gibson Dunn (.5)	2.0
12/04/12	A Metcalf	B210	Follow up with D. Elsbeck regarding change of control provision questions	0.2
12/04/12	M El Tahry	B210	Correspondence with I. Salah regarding	3.5

05241 Arcapita Bank B.S.C.(c)
01/18/13

Invoice No. 9827346
Page 5

Date	Timekeeper	Task	Description	Hours
			amendments to WCF Murabahas (0.1); meeting with A. Metcalf to discuss same (0.1); review closing files for Chicago Condominium WCF Murabaha (0.3); review closing files for Chicago Condominium WCF Murabahas (0.4); review closing files for Fountains WCF Murabahas (0.3); review closing files for Condominium Conversion WCF Murabahas (0.3); meeting with I. Salah to discuss same (0.3); draft second amendment to Perennial/Fountains WCF Murabaha (0.4); draft second amendment to US Senior Living WCF Murabaha (0.3); draft Sixth Amendment to Condo Conversion WCF Murabaha (0.6); draft First Amendment to Chicago Condominium WCF Murabaha (0.4)	
12/04/12	J Marshall	B210	Prepare for and participate on conference call with Gibson Dunn to discuss Arcapita change of control issues	2.0
12/05/12	E Bellew	B210	Review email from A. Kim regarding delivery of share certificates and telephone call from I. Salah regarding same (.8); research certificates for all companies (.5); compose emails and telephone calls to and from A. Fallon and A. Albright regarding missing certificates (1.5); discuss same with I. Salah (.8); prepare pdfs of all certificates and draft letter transmitting same (1.5); draft receipt for stock certificates (.7)	5.8
12/05/12	M El Tahry	B210	Finalize WCF amendment documents and prepare for distribution to A. Kim	0.3
12/05/12	D Elsbeck	B210	Review HV documents for potential issues with restructuring (Secondary Sale)	1.2
12/06/12	A Albright	B210	Review files in response to request from A. Kim for original share certificates; email correspondence and telephone conference with E. Bellew regarding request for original share certificates; email correspondence with S. Harrison regarding share certificates; email correspondence with A. Kim regarding share certificates	0.5
12/06/12	E Bellew	B210	Finalize receipt and letter and arrange for transmittal (0.4); compose emails to A. Kim, A. Fallon and A. Albright regarding missing certificates (0.3); order files from off-site (0.5); compose emails to S. Harrison, J. Sweeny and M. Casey regarding logistics (0.3); research certificates of incorporation for Gastorage companies, prepare .pdfs of same and compose emails to A. Fallon (0.6); review emails from A. Kim and compose responses (0.3); prepare stock certificates for	2.9

05241 Arcapita Bank B.S.C.(c)
01/18/13

Invoice No. 9827346
Page 6

Date	Timekeeper	Task	Description	Hours
			Elysian (0.5)	
12/06/12	A Metcalf	B210	Prepare for and have call with S. Buschmann, B. Lundstrom, K. Si-Ahmed, R. James, H. Thompson of Arcapita, K. Miller, J. O'Grady, K. Medrano, C. Babcock of Gibson Dunn regarding change of control provisions and proposed sister company structure	1.0
12/07/12	E Bellew	B210	Review off-site files for stock certificates and discuss same with I. Salah and A. Albright (0.8); arrange for creation of 85 stock certificates for Value Retail and revise same (0.8); compose multiple emails to S. Harrison regarding logistics (0.5); compose emails to A. Kim, J. Sweeny, A. Albright and M. Pike regarding signatures required and status (0.8); proofread all certificates and compose emails to S. Harrison regarding same (1.7)	4.6
12/07/12	M El Tahry	B210	Correspondence with A. Kim (Arcapita) regarding questions on Fountains WCF Murabahas (0.2); correspondence A. Kim regarding Condo Conversion WCF Murabaha amendment and dissolution of two of the parties thereto (Longwood and La Mesa) (0.1); correspondence with I. Salah and E. Bellew regarding same (0.2); telephone call with I. Salah regarding Fountains WCF Murabaha and Condo Conversion WCF Murabaha (0.1); draft summary of issue regarding dissolution of Condo Conversion WCF and history of Fountains WCF Murabahas and send same to A. Kim (0.9)	1.5
12/07/12	J Marshall	B210	Discuss revisions to Gibson Dunn chart with D. Elsbeck	0.7
12/07/12	D Elsbeck	B210	Discuss Gibson Dunn chart with J. Marshall and draft comments on same (Secondary Sale)	0.7
12/08/12	A Metcalf	B210	Answer emails from J. O'Brady regarding structuring of PODS and J. Jill boards in bankruptcy in light of change in control provisions, including review of PODS and J. Jill documents regarding the same	1.2
12/09/12	A Metcalf	B210	Review change in control provisions for PODS and J. Jill (0.6); emails with J. O'Brady regarding the same (0.3)	0.9
12/09/12	D Elsbeck	B210	Draft comments to GDC chart regarding change of control issues in HV documents (Secondary Sale)	4.2
12/10/12	D Elsbeck	B210	Review comments on HV doc response and revise draft response (1.9); discuss same with K. Furman (0.8); email correspondence regarding confidentiality issues regarding disclosure of HV docs to Latham (1.1); conference call with Gibson	4.3

05241 Arcapita Bank B.S.C.(c)
01/18/13

Invoice No. 9827346
Page 7

Date	Timekeeper	Task	Description	Hours
12/10/12	E Bellew	B210	Dunn regarding HV docs (0.5) (Secondary Sale) Review emails from S. Harrison regarding certificates to be delivered and compose emails to J. Sweeny regarding timing (0.5); draft receipt for documents delivered and proofread same (0.5); compose multiple emails to S. Harrison and A. Kim regarding same (1.0)	2.0
12/10/12	A Metcalf	B210	Prepare for and have call with J. O'Grady, other from Gibson Dunn and D. Elsbeck, J. Marshall and K. Furman from King & Spalding regarding restructuring	2.5
12/10/12	J Marshall	B210	Discuss Gibson analysis with K. Furman and D. Elsbeck (1.0); review email regarding same (.2); participate on conference call with Gibson Dunn (1.8)	3.0
12/10/12	P Ferdinands	B210	Review memoranda from D. Elsbeck regarding HarbourVest transaction (.3); prepare memoranda to D. Elsbeck, K. Furman, J. Marshall regarding HarbourVest transaction (.2)	0.5
12/11/12	E Bellew	B210	Review emails from A. Kim and S. Harrison and compose responses (.3); telephone calls to and from S. Harrison regarding receipts, etc. (.2); compose emails to S. Ross regarding non-receipt of receipt for certificates delivered (.5)	1.0
12/11/12	J Marshall	B210	Correspond with R. James and S. Buschmann regarding HV documents	0.4
12/13/12	E Bellew	B210	Review emails from A. Kim and S. Harrison and compose responses (0.5); compose emails to A. Albright and I. Salah regarding re-issuing of Outlet Center stock certificates and review responses (0.5); telephone calls to A. Albright and S. Harrison (0.3); research bylaws and prepare .pdf of same and research officers and directors and compose email to A. Albright regarding same (0.4)	1.7
12/13/12	A Albright	B210	Email correspondence with A. Kim regarding correction of share certificates for Outlet Center Funding (0.1); telephone conferences and email correspondence with E. Bellew regarding correction of share certificates for Outlet Center Funding (0.2); telephone conference with and email correspondence with S. Lau regarding correction of share certificates for Outlet Center Funding (0.1); review of Outlet Center Funding share register (0.1)	0.5
12/13/12	K Furman	B210	Telephone conference with R. James; email correspondence regarding change of control provisions (Secondary Sale)	0.5
12/19/12	A Metcalf	B210	Call with J. O'Grady regarding Change of Control	0.6

05241 Arcapita Bank B.S.C.(c)
01/18/13

Invoice No. 9827346
Page 8

Date	Timekeeper	Task	Description	Hours
			provisions	
12/20/12	J Marshall	B210	Review HV consent for Varel financing transaction and discuss same with D. Elsbeck (Secondary Sale)	0.6
12/20/12	D Elsbeck	B210	Revise Varel consent and email correspondence regarding same (Secondary Sale)	0.7
12/27/12	E Bellew	B210	Compose email to team regarding Arcapita signature protocol for all corporate documents	0.5
12/17/12	A Murray	B250	Review termination of possession agreement, lease and guaranty to determine outstanding liabilities after termination of lease (Ampad)	0.6
12/18/12	A Murray	B250	Review termination of possession agreement, lease and guaranty to determine outstanding liabilities after termination of lease (Ampad)	0.2
12/20/12	J Kamin	B250	Telephone conference and email with B. Lundstrom regarding Westfield (0.5); review emails regarding agreements (0.5); revise Termination Agreement (1.5) (Ampad)	2.5
12/21/12	J Kamin	B250	Telephone conference with B. Lundstrom regarding Westfield Termination Agreement (0.2); telephone conference with R. Baltz regarding same (0.1); email B. Lundstrom regarding same (0.1) (Ampad)	0.4
12/24/12	J Kamin	B250	Telephone conferences with R. Baltz and B. Lundstrom regarding Westfield Termination Agreement (Ampad)	0.3
				174.4

05241 Arcapita Bank B.S.C.(c)
01/18/13

Invoice No. 9827346
Page 9

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Paul Ferdinands	Partner	7.0	785.00	5,495.00
Kathryn Furman	Partner	5.0	715.00	3,575.00
Josh Kamin	Partner	3.2	685.00	2,192.00
Richard Marooney	Partner	19.7	730.00	14,381.00
Andrew Metcalf	Partner	9.2	843.53	7,760.50
Brannon Robertson	Partner	1.6	545.00	872.00
Paul Straus	Partner	29.4	720.00	21,168.00
Alan Albright	Counsel	1.3	725.00	942.50
Mahynoor El Tahry	Associate	5.3	480.00	2,544.00
Douglas Elsbeck	Associate	12.7	520.00	6,604.00
David Joffe	Associate	17.8	480.00	8,544.00
Jenny Marshall	Associate	7.5	605.00	4,537.50
Lauren Mitchell	Associate	12.9	510.00	6,579.00
Amber Murray	Associate	0.8	525.00	420.00
Evelyn Bellew	Paralegal	18.5	295.00	5,457.50
Susan Harrison	Paralegal	18.0	285.00	5,130.00
Missy Heinz	Paralegal	4.5	285.00	1,282.50
Total		174.4		97,484.50

Expenses Incurred

01/17/13	Computer Research - Lexis/Westlaw	153.00
01/17/13	Duplicating Costs	25.60
10/09/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1469914 DATE: 10/24/2012 10/9/2012 23:25;STRAUS;GARDEN CITY, NY;	103.30
10/10/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1469914 DATE: 10/24/2012 10/10/2012 23:18;STRAUS;GARDEN CITY, NY;	103.30
10/12/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1469914 DATE: 10/24/2012 10/12/2012 23:34;STRAUS;GARDEN CITY, NY;	103.30
10/17/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1469914 DATE: 10/24/2012 10/17/2012 23:45;STRAUS;GARDEN CITY, NY;	103.30
10/17/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1471984 DATE: 11/14/2012 10/17/2012 23:45;STRAUS;GARDEN CITY, NY;	103.97
10/17/12	VENDOR: Elsbeck, Douglas INVOICE#: 120058 DATE: 12/20/2012 Douglas Elsbeck 10/17/2012 - 12/11/2012 New York City, New York: Late night taxi	10.50
10/18/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1470057 DATE:	103.30

05241 Arcapita Bank B.S.C.(c)
01/18/13

Invoice No. 9827346
Page 10

Expenses Incurred

	10/31/2012		
	10/18/2012 23:36;STRAUS;GARDEN CITY, NY;		
10/19/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1470057 DATE: 10/31/2012	103.30	
	10/19/2012 23:19;STRAUS;GARDEN CITY, NY;		
10/22/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1470057 DATE: 10/31/2012	103.30	
	10/22/2012 23:34;STRAUS;GARDEN CITY, NY;		
10/24/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1470057 DATE: 10/31/2012	103.30	
	10/24/2012 0:25;STRAUS;GARDEN CITY, NY;		
10/24/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1470057 DATE: 10/31/2012	103.30	
	10/24/2012 23:54;STRAUS;GARDEN CITY, NY;		
10/25/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1470057 DATE: 10/31/2012	103.30	
	10/25/2012 23:45;STRAUS;GARDEN CITY, NY;		
10/26/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1471263 DATE: 11/7/2012	103.30	
	10/26/2012 23:12;STRAUS;GARDEN CITY, NY;		
12/04/12	VENDOR: United Parcel Service (KY) INVOICE#: A8138R-492 DATE: 12/8/2012	22.87	
	Millie Fuentes - Gibson Dunn - New York - NY		
12/04/12	VENDOR: Joffe, David INVOICE#: 130018 DATE: 1/2/2013	12.50	
	David Joffe 11/26/2012 - 01/01/2013 , New York: Taxi home		
12/07/12	VENDOR: Avant Services Corp d/b/a Airline Delive INVOICE#: 92122-2347 DATE: 12/7/2012	34.55	
	Delivery to Gibson, Dunn. Sent by Evelyn Bellew		
12/09/12	Seamless; Inv. No. 1317790; Inv. Date 12/9/2012 - Business Meals	23.50	
12/09/12	Seamless; Inv. No. 1317790; Inv. Date 12/9/2012 - Business Meals / Mediation	163.32	
12/09/12	Seamless; Inv. No. 1317790; Inv. Date 12/9/2012 - Business Meals / Mediation	82.70	
12/09/12	Seamless; Inv. No. 1317790; Inv. Date 12/9/2012 - Business Meals / Mediation	163.32	
12/09/12	Seamless; Inv. No. 1317790; Inv. Date 12/9/2012 - Business Meals / Mediation	104.34	
12/09/12	Seamless; Inv. No. 1317790; Inv. Date 12/9/2012 - Business Meals / Mediation	211.03	
12/09/12	Seamless; Inv. No. 1317790; Inv. Date 12/9/2012 - Business Meals / Mediation	78.89	
12/09/12	Seamless; Inv. No. 1317790; Inv. Date 12/9/2012 - Business Meals	142.11	
12/09/12	Seamless; Inv. No. 1317790; Inv. Date 12/9/2012 - Business Meals	242.63	
12/10/12	VENDOR: United Parcel Service (KY) INVOICE#: 329658-502 DATE:	14.81	

05241 Arcapita Bank B.S.C.(c)
01/18/13

Invoice No. 9827346
Page 11

Expenses Incurred

	12/15/2012 Susan Carlson - Bronstein Carlson - St Petersburg - FL	
12/10/12	VENDOR: United Parcel Service (KY) INVOICE#: 329658-502 DATE: 12/15/2012 Stewart Ross - Gibson Dunn Crutcher - New York - NY	29.92
12/19/12	VENDOR: FRKelly INVOICE#: 10081428 DATE: 12/19/2012 App. No. 08771224.6 EP	1,951.57
	Total Expenses	4,707.43

Task Summary

Task	Hours	Value
B110 Case Administration	20.5	6,917.50
B130 Asset Disposition	0.3	217.50
B150 Meetings of and Communications with Creditors	0.2	109.00
B160 Fee/Employment Applications	11.0	6,385.00
B190 Other Contested Matters (excluding assumption/rejection motions)	81.2	51,435.00
B210 Business Operations	57.2	29,808.50
B250 Real Estate	4.0	2,612.00
Total	174.4	97,484.50

Task Summary - Disbursements

E101 Copying	25.60
E106 Online Research	153.00
E107 Delivery Services/Messengers	102.15
E110 Out-of-Town Travel	1,263.27
E111 Meals	1,211.84
E124 Other (3 rd party fees)	1,951.57
Expenses	4,707.43

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. 9827347
Invoice Date 01/18/13
Client No. 05241

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

For Professional Services Rendered through 12/31/12:

Fees	\$	24,482.00
Expenses		451.90
Total this Invoice	\$	24,933.90

05241 Arcapita Bank B.S.C.(c)
01/18/13

Invoice No. 9827347
Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
12/03/12	M Salo	Review executed written consent of board of managers of GAStorage Invesments II, LLC (0.4); review executed consent from GSS (GAStorage Investments II) Inc. (0.3); draft letter for Joe V. and Barbara A. Fields related to distribution of one-percent return (0.2); draft correspondence related to same to B. Lundstrom (0.2) (MoBay)	1.1
12/04/12	J Brown	Review and revision of nondisclosure agreement for sale process (Bijoux)	1.0
12/04/12	M Salo	Review management structure of MoBay Storage Holdings, LLC; correspond with B. Lundstrom regarding authority to execute letter (MoBay)	0.2
12/05/12	A Fallon	Draft comments to agency agreement and related letters per request of A. Kim (MoBay)	0.8
12/05/12	P Ferdinands	Prepare memoranda to M. Rosenthal, J. Weiss, B. Lundstrom, A. Kim, K. Si-Ahmed regarding liquidation of CHCL (.3); review memoranda from J. Weiss, M. Rosenthal, B. Lundstrom, A. Kim regarding liquidation of CHCL (.2) (Cirrus)	0.5
12/06/12	A Fallon	Review shareholder registry for Gastorage Funding II in connection with DIP financing pledge of certificates (.7); conference with S. Harrison regarding share certificate deliverables (.2); review form of prior certificates and attention to drafting of specimen certificates (.7) (MoBay)	1.6
12/06/12	M Salo	Office conference with A. Fallon regarding creation of replacement certificates; review specimen certificate and arrange for appropriate certificate stock to be delivered to S. Harrison (Falcon)	0.3
12/07/12	A Albright	Review of corporate records regarding preparation of documents to dissolve Timber Holdings, Inc. and subsidiary companies (.2); telephone conference with J. Brown regarding dissolutions (.1); research Delaware franchise tax requirements in connection with dissolutions (.2); telephone conference with Delaware franchise tax authorities regarding dissolution filing and refund of excess franchise taxes (.4) (Southland)	0.9
12/07/12	J Brown	Review and revise confidentiality agreement submitted by prospective investor (Bijoux)	0.5
12/07/12	M Salo	Revise original executed written consent for GAStorage Investments II LLC; draft correspondence to E. Bellew regarding same (Falcon)	0.2
12/08/12	J Brown	Review and revise various confidentiality agreements submitted by prospective investors (Bijoux)	1.5
12/09/12	A Albright	Prepare dissolution documents for Timber Holdings, Inc. and subsidiary companies (Southland)	1.6
12/10/12	A Fallon	Attend to share certificates for DIP financing (MoBay)	0.8

05241 Arcapita Bank B.S.C.(c)
01/18/13

Invoice No. 9827347
Page 3

Date	Timekeeper	Description	Hours
12/11/12	A Albright	Prepare written consents with respect to dissolution of Timber Holdings, Inc., Southland Holding Corp. and Southland Log Homes (0.5); preparation of written consents with respect to change of officers and directors of Southland Holding Corp. and Southland Log HOMes (0.4); preparation of Certificates of Dissolution of Timber Holdings, Inc., Southland Holding Corp. and Southland Log Homes (0.3); preparation of Delaware Franchise Tax Affidavits for Timber HOLDings, Inc., and Southland Holding Corp. (0.5); email correspondence with S. Buschmann regarding signing of documents (0.3); email correspondence with K. Si Ahmed and M. Aramaz regarding signing of documents (0.1) (Southland)	2.1
12/11/12	J Brown	Review and revise confidentiality agreement delivered by potential bidder (Bijoux)	0.2
12/12/12	J Brown	Review and revision of confidentiality agreements submitted by potential bidders (Bijoux)	2.5
12/14/12	J Brown	Review and revise confidentiality mark-ups submitted by prospective investors (Bijoux)	1.0
12/18/12	J Brown	Review comments to confidentiality agreement submitted by prospective investor (Bijoux)	0.3
12/18/12	P Ferdinands	Review plan, disclosure statement (Forba)	1.7
12/19/12	A Albright	Email correspondence with Arcapita team regarding signing of stockholder approval for dissolution of Timber Holdings, Inc., review for completeness consents to dissolutions and certificates of dissolution with respect to Timber Holdings, Inc., Southland Holding Corp. and Southland Log Homes; email correspondence with S. Buschmann with respect to remaining dissolution requirements (Southland)	0.5
12/19/12	A Fallon	Draft email per request of B. Lundstrom related to shareholders and option holders of Falcon Gas Storage Company in connection with Plan (Falcon)	0.3
12/19/12	P Ferdinands	Review plan, disclosure statement (Forba)	1.8
12/20/12	A Albright	Email correspondence with S. Buschmann regarding affidavits for Delaware franchise tax report (.1); revision of Delaware franchise tax affidavits (.1); preparation and filing of Delaware annual franchise reports for Timber Holdings, Inc., Southland Holding Corp., and Southland Log Homes (1.0) (Southland)	1.2
12/20/12	P Ferdinands	Prepare memoranda to K. Stenberg, J. Tishler, S. Buschmann regarding plan, disclosure statement (.7); review memoranda from S. Buschmann, K. Stenberg, M. Heinz regarding plan, disclosure statement (.4) (Forba)	1.1
12/21/12	A Albright	Receive, review and complete signed shareholder and director consents for change of offices and directors and dissolution of Timber Holdings, Inc., Southland Holding Corp. and Southland Log Homes, Inc. (0.4); email correspondence with M. Pike regarding Delaware Franchise Tax affidavits (0.1); file certificates of dissolution for Timber Holdings, Inc., Southland	0.7

05241 Arcapita Bank B.S.C.(c)
01/18/13

Invoice No. 9827347
Page 4

Date	Timekeeper	Description	Hours
		Holding Corp. and Southland Log Homes, Inc. (Southland)	
12/21/12	J Brown	Revise confidentiality agreement (Bijoux)	0.2
12/21/12	P Ferdinands	Telephone calls with G. Rodriguez, J. Fontham, K. Leonetti, K. Stenberg regarding plan, disclosure statement issues (1.1); prepare memoranda to K. Stenberg, K. Leonetti, J. Tishler, K. Pollack, M. Bernstein, J. Lefkowitz, G. Rodriguez regarding plan, disclosure statement issues (.6); review memoranda from K. Pollack, K. Stenberg, K. Leonetti regarding plan, disclosure statement (.2) (Forba)	1.9
12/26/12	P Ferdinands	Prepare comments regarding Disclosure Statement, Plan (1.8); prepare memoranda to S. Buschmann, K. Leonetti, K. Stenberg, J. Tishler, K. Pollack, J. Lefkowitz, M. Bernstein regarding Disclosure Statement (.5); review memoranda from K. Leonetti regarding plan, disclosure statement (.2) (Forba)	2.5
12/27/12	E Bellew	Research company lists and prepare W-8 BENs for Bainbridge; telephone call to A. Albright; compose emails to I. Salah and A. Kim regarding same (Bainbridge)	0.5
12/27/12	E Bellew	Research company lists and prepare W-8 BENs for Palatine (0.6); telephone call to A. Albright and compose emails to I. Salah and A. Kim regarding same (0.1) (Palantine)	0.7
12/27/12	E Bellew	Research company lists and prepare W-8 BENs for Gastorage (0.4) and Falcon (0.2); telephone call to A. Albright (0.1); compose emails to I. Salah, A. Fallon and A. Kim regarding same (0.1) (Falcon)	0.8
12/27/12	J Brown	Review revised confidentiality agreement delivered by Alterian; draft e-mail correspondence to Farlie Turner and Arcapita regarding same (Bijoux)	0.3
12/27/12	P Ferdinands	Telephone call with B. Guy regarding Disclosure Statement issues (.5); prepare memoranda to B. Guy regarding Disclosure Statement issues (.3); review memoranda from K. Leonetti, B. Guy regarding Disclosure Statement (.2) (Forba)	1.0
12/27/12	M Heinz	Download and review docket in Church Street, obtain notice regarding deadline to objection to disclosure statement and memorandum to P. Ferdinands regarding same (Forba)	0.3
12/28/12	P Ferdinands	Prepare objection to Disclosure Statement (3.4); telephone calls with B. Guy regarding Disclosure Statement objection (.3); prepare memoranda to S. Buschmann, B. Guy, R. Sweeter, K. Stenberg, K. Leonetti, J. Tishler regarding Disclosure Statement objection (.4); review memoranda from B. Guy, R. Sweeter regarding Disclosure Statement objection (0.2) (Forba)	4.3

36.9

05241 Arcapita Bank B.S.C.(c)
01/18/13

Invoice No. 9827347
Page 5

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jaron Brown	Partner	7.5	625.00	4,687.50
Paul Ferdinands	Partner	14.8	785.00	11,618.00
Alan Albright	Counsel	7.0	725.00	5,075.00
Archie Fallon	Associate	3.5	490.00	1,715.00
Matt Salo	Associate	1.8	395.00	711.00
Evelyn Bellew	Paralegal	2.0	295.00	590.00
Missy Heinz	Paralegal	0.3	285.00	85.50
Total		<u>36.9</u>		<u>24,482.00</u>

Expenses Incurred

12/31/12	Duplicating Costs		1.10
11/16/12	VENDOR: Soundpath INVOICE#: 4045724600-111812 DATE: 11/18/2012 Readyconference Plus Audio;11/16/2012;Fallon		22.80
12/19/12	VENDOR: Pacer Service Center (ATL) INVOICE#: KINGSP-Q42012 DATE: 1/3/2013 Pacer 10/12-12/12		28.00
12/21/12	VENDOR: Alan Albright INVOICE#: 130076 DATE: 1/3/2013 Alan Albright 12/19/2012 - 01/03/2013 Wilmington, Delaware: Annual Report paid to Stte of Delaware on behalf of Southland Holdings Corp. 12/20/2012 (File #3026018)		400.00
	Total Expenses		<u>451.90</u>

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. 9832675
Invoice Date 02/19/13
Client No. 05241

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

For Professional Services Rendered through 01/31/13:

Fees	\$	83,196.00
Expenses		393.63
Total this Invoice	\$	83,589.63

05241 Arcapita Bank B.S.C.(c)
02/19/13

Invoice No. 9832675
Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Task	Description	Hours
01/08/13	J McCullough	B110	Send P. Straus bankruptcy docket information and docket sheets regarding Hopper complaint	0.4
01/14/13	J McCullough	B110	Download and send P. Straus reply regarding Hopper complaint motion	0.4
01/09/13	A Metcalf	B120	Call with B. Lundstrom regarding MEDI murabaha claims against Ampad	0.4
01/09/13	A Metcalf	B120	Review MEDI murabaha regarding claims against Ampad	2.1
01/10/13	A Metcalf	B120	Review email from M. Alammadi and related documentation regarding MEDI murabahas	1.7
01/10/13	A Metcalf	B120	Email to M. Alammadi regarding MEDI murabahas, including balances and agreement terms	0.3
01/17/13	A Metcalf	B120	Follow up on request for information regarding assignment of MEDI murabahas from J. Spano of Alvarez & Marsal	0.3
01/22/13	A Metcalf	B120	Review revised impact summary for portfolio companies finance agreements	0.2
01/22/13	B Robertson	B120	Prepare for (.2) and participate in group call regarding nature and status of Thronson plaitniffs' claims (.4) (Alinda)	0.6
01/23/13	A Metcalf	B120	Review revised impact summary for portfolio companies finance agreements in preparation for call	0.5
01/23/13	A Metcalf	B120	Call with Gibson Dunn, H. Thompson, K. Si-Ahmed regarding portfolio company financing agreement provisions	1.5
01/23/13	A Metcalf	B120	Prepare email for H. Thompson, K. Si-Ahmed describing alternatives for addressing any potential issues in the portfolio company financing agreement provisions	2.1
01/23/13	A Metcalf	B120	Call with J. Brown; meet with M. El Tahry regarding change of control provisions in corporate documents	0.3
01/25/13	A Metcalf	B120	Call with Gibson Dunn, Arcapita, US deals teams regarding portfolio company financing agreement provisions	1.2
01/17/13	P Ferdinands	B130	Telephone call with R. Baltz, R. Marooney, B. Robertson regarding Alinda litigation (.5); prepare memoranda to R. Marooney, R. Baltz, P. Straus, B. Robertson regarding status of litigation (.6) (Alinda)	1.1
01/10/13	M Heinz	B160	Review fee statements	1.0
01/17/13	M Heinz	B160	Prepare monthly fee statement	1.3

05241 Arcapita Bank B.S.C.(c)
02/19/13

Invoice No. 9832675
Page 3

Date	Timekeeper	Task	Description	Hours
01/22/13	M Heinz	B160	Prepare and file monthly fee statement	2.7
01/22/13	P Ferdinands	B160	Prepare K&S billing statement (December)	0.8
01/08/13	P Straus	B190	Review and analyze additional objections and background documents (Alinda)	0.9
01/08/13	P Straus	B190	Review and analyze Alinda's objection to motion to amend (Alinda)	0.4
01/08/13	P Straus	B190	Draft reply to Alinda's objection (Alinda)	3.6
01/09/13	P Straus	B190	Review motion papers (Alinda)	0.5
01/09/13	P Straus	B190	Draft outline of arguments and responses regarding property of the estate issue (Alinda)	2.3
01/09/13	R Marooney	B190	Review papers in opposition to counterclaim (.5); legal analysis and document review regarding same (1.5); review and prepare correspondence regarding same. (.3) (Alinda)	2.3
01/09/13	P Straus	B190	E-mail correspondence and office conferences regarding motion to amend counterclaim and arguments (Alinda)	0.9
01/10/13	P Straus	B190	Office conference and e-mail correspondence regarding motion to amend counterclaim (Alinda)	0.5
01/11/13	P Straus	B190	Review reply on motion to amend (Alinda)	0.1
01/11/13	P Straus	B190	Review bankruptcy docket and outline events for joint status report (Alinda)	0.1
01/11/13	R Marooney	B190	Telephone conference with mediator (Alinda)	0.1
01/14/13	D Joffe	B190	Review Falcon reply to the motion to amend counterclaim (Alinda)	0.6
01/14/13	P Straus	B190	E-mail correspondence regarding draft joint status report (Alinda)	0.4
01/14/13	P Straus	B190	Review plaintiffs' proposed joint status report (Alinda)	0.3
01/14/13	R Marooney	B190	Review and revise joint letter to court and prepare correspondence relating thereto (Alinda)	0.3
01/14/13	P Straus	B190	Review reply on motion to amend (Alinda)	0.5
01/15/13	B Robertson	B190	Confer with A. Fallon regarding validity and strength of Falcon option holders claims in bankruptcy action (Alinda)	0.3
01/15/13	P Straus	B190	Revise draft joint status report to District Court (Alinda)	0.4
01/15/13	R Marooney	B190	Review and revise joint letter to court and correspondence relating thereto (.5); document review to prepare for court conference (1.0) (Alinda)	1.5
01/15/13	S Hosein	B190	Upload documents to the Sharepoint (Alinda)	0.2
01/15/13	P Straus	B190	E-mail correspondence regarding joint status report	0.3

05241 Arcapita Bank B.S.C.(c)
02/19/13

Invoice No. 9832675
Page 4

Date	Timekeeper	Task	Description	Hours
			and issues (Alinda)	
01/15/13	P Straus	B190	Office conferences and e-mail correspondence regarding Bankruptcy Court hearing (Alinda)	0.2
01/16/13	P Straus	B190	Office conferences and e-mail correspondence regarding court hearing, discovery schedule (Alinda)	0.6
01/16/13	R Marooney	B190	Prepare for and attend court hearing (5.0); review and prepare correspondence regarding same (.3) (Alinda)	5.3
01/16/13	P Straus	B190	Revise proposed scheduling order and discovery plan for remainder of discovery (Alinda)	0.9
01/17/13	R Marooney	B190	Prepare for and attend telephone conference with team regarding status and strategy (.5); review and prepare correspondence regarding same (.5) (Alinda)	1.0
01/17/13	R Baltz	B190	Status update and forward planning (1.0) correspondence (0.5) (Alinda)	1.5
01/17/13	P Straus	B190	Office conferences and e-mail correspondence regarding status and next steps (Alinda)	0.3
01/23/13	R Marooney	B190	Telephone conference with B. Robertson regarding status and strategy (Alinda)	0.3
01/28/13	M Heinz	B190	Prepare memorandum to R. Marooney regarding Alinda litigation	1.2
01/28/13	R Marooney	B190	Review and prepare correspondence regarding status and strategy (.8); document review and analysis to prepare strategy and discovery plan (2.3); review and revise draft discovery plan (.5) (Alinda)	3.6
01/29/13	P Straus	B190	E-mail correspondence regarding escrow issue (Alinda)	0.2
01/29/13	R Marooney	B190	Document review and analysis to prepare correspondence regarding status and strategy of Falcon litigation (1.0); document review and analysis to prepare strategy and discovery plan upon lifting of the automatic stay (1.0) (Alinda)	2.0
01/30/13	P Straus	B190	E-mail correspondence regarding strategy (Alinda)	0.3
01/30/13	R Marooney	B190	Prepare correspondence regarding status and strategy of Falcon litigation (.4); review Tide's brief regarding subordination and document review regarding same (.8); review and prepare correspondence regarding same (.3) (Alinda)	1.5
01/02/13	E Bellev	B210	Review letters from collections agency (0.2); research files for back-up, prepare pdfs and compose email to accounting department regarding same (0.5); review emails from A. Kim regarding	1.0

05241 Arcapita Bank B.S.C.(c)
02/19/13

Invoice No. 9832675
Page 5

Date	Timekeeper	Task	Description	Hours
			signature policies and compose response (0.3)	
01/02/13	D Elsbeck	B210	Review email correspondence regarding revisions to Varel transaction (0.4); email correspondence regarding same (0.4) (Secondary Sale)	0.8
01/03/13	D Elsbeck	B210	Email correspondence regarding Varel consent (Secondary Sale)	0.5
01/03/13	J Marshall	B210	Review correspondence regarding Varel consent (Secondary Sale)	0.2
01/04/13	J Marshall	B210	Review HV documents regarding Varel consent and correspond with K. Furman regarding same (Secondary Sale)	0.3
01/07/13	M Smith	B210	Teleconference with Peter Carter regarding Klapmeier suit v. Cirrus and CHCL (0.2); review complaint (0.2); review settlement documentation and confidentiality agreement (0.3); emails with B. Lundstrom and K. Keough regarding request to unseal complaint (0.1); email P. Carter (0.1) (Corporate)	0.9
01/08/13	D Elsbeck	B210	Conference call regarding Arcapita bankruptcy plan (Secondary Sale)	1.4
01/08/13	D Elsbeck	B210	Revise HV consent regarding Varel murabaha refinancing (Secondary Sale)	2.1
01/11/13	D Elsbeck	B210	Revise Varel consent (Secondary Sale)	1.0
01/11/13	J Marshall	B210	Coordinate with K. Furman and D. Elsbeck regarding HV consent for Varel transaction (Secondary Sale)	0.5
01/14/13	D Elsbeck	B210	Email correspondence regarding HV consent to Varel refinancing (Secondary Sale)	0.4
01/15/13	D Elsbeck	B210	Revise HV consent to Varel refinancing (1.4); email correspondence regarding same (0.5) (Secondary Sale)	1.9
01/15/13	J Marshall	B210	Discuss Varel consent from HV with D. Elsbeck (Secondary Sale)	0.1
01/16/13	S Mario	B220	Revise J. Sweeny separation agreement and release	0.5
01/22/13	S Mario	B220	Confer with D. Baker and M. Kelly regarding COBRA issue	0.5
01/22/13	R Gorman	B220	Review medical coverage certificates for eligibility and conference with M. Kelly regarding same	1.1
01/22/13	M Kelly	B220	Review COBRA issue for repatriated employees and conference with R. Gorman	1.1
01/28/13	M Kelly	B220	Conferences with R. Gorman regarding COBRA issue for expatriates	0.4
01/28/13	R Gorman	B220	Review group health application and benefits website (2.0); discuss potential options for COBRA	2.4

05241 Arcapita Bank B.S.C.(c)
02/19/13

Invoice No. 9832675
Page 6

Date	Timekeeper	Task	Description	Hours
			for expatriates with M. Kelly (0.4)	
01/28/13	S Mario	B220	Confer with M. Kelly regarding COBRA issue	0.3
11/01/12	R Baltz	B250	Attention to escrow (Ampad)	0.5
11/12/12	R Baltz	B250	Attention to NSC Settlement and escrow issues (Ampad)	3.0
11/27/12	R Baltz	B250	Attention to escrow release and settlement (Ampad)	4.5
12/10/12	R Baltz	B250	Attention to escrow lease termination and issues (Ampad)	3.5
12/13/12	R Baltz	B250	Attention to escrow and lease termination issues (Ampad)	4.5
12/24/12	R Baltz	B250	Attention to escrow and lease termination issues (Ampad)	2.5
12/27/12	E Bellew	B250	Research company lists and prepare W-8 BENs for Ampad; telephone call to A. Albright and compose emails to I. Salah and A. Kim regarding same (Ampad)	0.3
12/27/12	R Baltz	B250	Attention to lease termination issues (Ampad)	3.5
01/07/13	J Kamin	B250	Review emails; review lease termination (Ampad)	0.4
01/08/13	J Kamin	B250	Review emails regarding lease termination (Ampad)	0.2
01/09/13	A Metcalf	B250	Conference call regarding WP Carey claims related to lease termination (Ampad)	0.5
01/09/13	J Kamin	B250	Prepare for and participate in conference with Arcapita and team to discuss lease termination (Ampad)	1.7
01/15/13	J Kamin	B250	Review emails and attachments regarding lease termination (Ampad)	0.4
01/16/13	J Kamin	B250	Telephone conference with B. Lundstrom regarding lease termination (Ampad)	0.2
01/17/13	J Kamin	B250	Telephone conference with B. Lundstrom regarding lease (Ampad)	0.6
01/09/13	J Brown	B260	Participate in telephone conference with Andrew Metcalf and Mahynoor El Tahry to discuss the terms of the Varel International Energy Services, Inc. Stock Incentive Plan as they relate to the impending bankruptcy of Arcapita Bank	1.0
01/22/13	E Bellew	B260	Review email from A. Kim regarding changes to boards for various	0.4
01/23/13	J Brown	B260	Participate in telephone conference with Bill Lundstrom and Andrew Metcalf to discuss rights and preferences of equity securities of Tensar Corporation	1.0
01/30/13	E Bellew	B260	Review email from A. Kim regarding changes in directors from Sweeny to Tan	0.3

05241 Arcapita Bank B.S.C.(c)
02/19/13

Invoice No. 9832675
Page 7

Date	Timekeeper	Task	Description	Hours
01/08/13	A Metcalf	B320	Review restructuring slides forwarded by Gibson Dunn and change of control provisions in financing documents in preparation for conference call regarding the same	3.8
01/08/13	A Metcalf	B320	Conference call with Gibson Dunn regarding latest restructuring plan	1.0
01/12/13	A Metcalf	B320	Call with H. Thompson regarding structuring of security for creditors	0.3
01/14/13	A Fallon	B320	Draft responses to Gibson Dunn questions related to vesting of stock options, dilution of option holders, change of control restrictions related to options (.7); due diligence review of stock option agreement and stock option plan documents (.8)	1.5
01/15/13	A Metcalf	B320	Email and call to B. Lundstrom regarding Ampad murabahas provided by MEDI	0.3
01/15/13	A Fallon	B320	Draft email responses to Gibson Dunn questions related to vesting of options, strike price of options and conditions to option exercise (1.2); conference call with B. Robertson regarding options issues (.2)	1.4
01/18/13	A Fallon	B320	Due diligence locating notices and materials sent to optionholders per request of Gibson Dunn (.5); due diligence review of optionholder vesting and strike price information per request of Gibson Dunn (.7); draft email correspondence to Gibson Dunn regarding optionholder claims (.5)	1.7
01/22/13	A Fallon	B320	Conference call regarding Thronson litigation per request of Gibson Dunn (.4); preparation for conference call (.2)	0.6
01/28/13	A Fallon	B320	Office conference with J. Katz related to optionholder agreements (.3); due diligence review of optionholder agreements and materials (.5)	0.8
01/28/13	J Katz	B320	Conference with A. Fallon regarding option agreements with Thronson plaintiffs (.3)	0.3
01/29/13	J Katz	B320	Due diligence review of option agreements in response to request from B. Lundstrom and Gibson Dunn (1.5)	1.5
01/30/13	J Katz	B320	Due diligence review of option agreements in response to request from B. Lundstrom and Gibson Dunn (2.0)	2.0
01/30/13	A Fallon	B320	Attention to review of plaintiff option contracts per request of Gibson Dunn	0.4
01/31/13	J Katz	B320	Conference with A. Fallon regarding option agreements with Thronson plaintiffs (.5); due diligence review of option agreements in response to request from B. Lundstrom and Gibson Dunn (1.2)	1.7

05241 Arcapita Bank B.S.C.(c)
02/19/13

Invoice No. 9832675
Page 8

Date	Timekeeper	Task	Description	Hours
01/31/13	A Fallon	B320	Review optionholder analysis by J. Katz (.5); office conference with J. Katz regarding optionholder analysis (.4); review option contracts for vesting restrictions (.3); draft correspondence to Gibson Dunn and Arcapita regarding optionholder analysis (.4)	1.6
				119.6

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Ray Baltz	Partner	23.5	777.55	18,272.50
Jaron Brown	Partner	2.0	660.00	1,320.00
Paul Ferdinands	Partner	1.9	825.00	1,567.50
Josh Kamin	Partner	3.5	720.00	2,520.00
Richard Marooney	Partner	17.9	785.00	14,051.50
Andrew Metcalf	Partner	16.5	895.00	14,767.50
Brannon Robertson	Partner	0.9	575.00	517.50
Michael Smith	Partner	0.9	875.00	787.50
Paul Straus	Partner	13.7	775.00	10,617.50
Mark Kelly	Counsel	1.5	735.00	1,102.50
Scott Mario	Counsel	1.3	490.00	637.00
Douglas Elsbeck	Associate	8.1	620.00	5,022.00
Archie Fallon	Associate	8.0	535.00	4,280.00
Ryan Gorman	Associate	3.5	435.00	1,522.50
David Joffe	Associate	0.6	530.00	318.00
Jonathan Katz	Associate	5.5	440.00	2,420.00
Jenny Marshall	Associate	1.1	670.00	737.00
Evelyn Bellew	Paralegal	2.0	307.75	615.50
Missy Heinz	Paralegal	6.2	295.00	1,829.00
Saira Hosein	Paralegal	0.2	295.00	59.00
John McCullough	Practice Support	0.8	290.00	232.00
Total		119.6		83,196.00

Expenses Incurred

01/31/13	Computer Research - Lexis/Westlaw	106.42
12/03/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1474785 DATE: 12/12/2012 12/3/2012 22:56;STRAUS;GARDEN CITY, NY;	103.30
12/04/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1474785 DATE: 12/12/2012	103.30

05241 Arcapita Bank B.S.C.(c)
02/19/13

Invoice No. 9832675
Page 9

Expenses Incurred

	12/4/2012 23:25;STRAUS;GARDEN CITY, NY;	
12/19/12	VENDOR: Pacer Service Center (NYC) INVOICE#: KINGNY-Q42012 DATE: 1/3/2013 PACER Usage for 10/01/2012-12/31/2012	14.30
12/19/12	VENDOR: Pacer Service Center (NYC) INVOICE#: KINGNY-Q42012 DATE: 1/3/2013 PACER Usage for 10/01/2012-12/31/2012	28.00
12/19/12	VENDOR: Pacer Service Center (NYC) INVOICE#: KINGNY-Q42012 DATE: 1/3/2013 PACER Usage for 10/01/2012-12/31/2012	2.20
12/19/12	VENDOR: Pacer Service Center (NYC) INVOICE#: KINGNY-Q42012 DATE: 1/3/2013 PACER Usage for 10/01/2012-12/31/2012	3.30
12/19/12	VENDOR: Pacer Service Center (WDC) INVOICE#: WDCKSP-Q42012 DATE: 1/3/2013 Pacer usage for October-December 2012	2.20
01/16/13	VENDOR: United Parcel Service (KY) INVOICE#: 329658-033 DATE: 1/19/2013 Tiffany Nobles - Tensar - Alpharetta - GA	11.11
01/17/13	VENDOR: American Express (Marooney, R.) INVOICE#: 130262 DATE: 2/5/2013 Richard Marooney 11/01/2012 - 02/10/2013 New York City, New York: Cab from court to office	19.50
	Total Expenses	393.63

Task Summary

Task	Hours	Value
B110 Case Administration	0.8	232.00
B120 Asset Analysis and Recovery	11.2	9,832.00
B130 Asset Disposition	1.1	907.50
B160 Fee/Employment Applications	5.8	2,135.00
B190 Other Contested Matters (excluding assumption/rejection motions)	35.4	26,795.00
B210 Business Operations	11.1	6,856.50
B220 Employee Benefits/Pensions	6.3	3,262.00
B250 Real Estate	26.3	20,106.00
B260 Board of Directors Matters	2.7	1,537.00
B320 Plan and Disclosure Statement (including Business Plan)	18.9	11,533.00
Total	119.6	83,196.00

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.	9832676
Invoice Date	02/19/13
Client No.	05241

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

For Professional Services Rendered through 01/31/13:

Fees	\$	15,627.00
Expenses		331.00
Total this Invoice	\$	15,958.00

05241 Arcapita Bank B.S.C.(c)
02/19/13

Invoice No. 9832676
Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
01/04/13	J Brown	Review of revised confidentiality agreement submitted by Aterian (Bijoux)	1.0
01/07/13	P Ferdinands	Prepare memoranda to B. Guy, K. Leonetti, K. Stenberg, J. Tishler regarding disclosure statement objection (.8); review memoranda from B. Guy, K. Leonetti regarding disclosure statement objection (.4); review disclosure statement (.6) (Forba)	1.8
01/07/13	P Ferdinands	Review memoranda from M. Smith, B. Lundstrom regarding Klapmeier suit (0.2); prepare memoranda to M. Smith, B. Windstrom (0.2) (Cirrus)	0.4
01/08/13	J Brown	Review and revise confidentiality agreement delivered by prospective bidder (Bijoux)	0.4
01/08/13	P Ferdinands	Prepare memoranda to S. Buschmann, K. Si-Ahmed regarding disclosure statement objection (.3); review memoranda from K. Si-Ahmed (.1) (Forba)	0.4
01/09/13	E Bellew	Review email from A. Kim regarding consents for Falcon companies (0.1); research files and compose response (0.4) (Falcon)	0.5
01/09/13	A Fallon	Attention to request from A. Kim related to documents reflecting director and officer replacements (Falcon)	0.3
01/09/13	P Ferdinands	Review revised drafts of Plan, Disclosure Statement, liquidation analysis (1.9); prepare memoranda to B. Guy, M. Heinz regarding plan, disclosure statement (.2) (Forba)	2.1
01/09/13	M Heinz	Download and review revised plan, disclosure statement and liquidation analysis and memorandum to P. Ferdinands regarding same (Forba)	0.3
01/09/13	M Salo	Review executed written consents and create .pdf copies of same for distribution to A. Kim (Falcon)	1.2
01/10/13	J Brown	Revise Aterian confidentiality agreement (Bijoux)	0.5
01/10/13	P Ferdinands	Review revised plan, disclosure statement (1.1); prepare memoranda to K. Stenberg, K. Leonetti, J. Tishler, B. Guy regarding plan, disclosure statement (.3) (Forba)	1.4
01/11/13	A Albright	Email correspondence with A. Kim regarding status of SS Holding Company, Inc. (0.1) review Delaware Secretary of State website regarding payment of franchise taxes by SS Holding Company, Inc. (0.2); email correspondence with P. Ferdinands regarding status and activities of SS Holding Company, Inc. (0.1) (Forba)	0.4
01/11/13	J Brown	Participate in telephone conference with Aterian to discuss confidentiality agreement (Bijoux)	0.5
01/14/13	E Bellew	Review emails form A. Fallon regarding stockholder's agreement and review files for same (0.7); compose responses (0.3) (Falcon)	1.0

05241 Arcapita Bank B.S.C.(c)
02/19/13

Invoice No. 9832676
Page 3

Date	Timekeeper	Description	Hours
01/15/13	E Bellew	Review email from A. Fallon regarding amendment to Equity Plan (0.2); research minute books (0.4); prepare .pdf and compose response (0.4); research amendments to Stockholders Plan and compose response (0.6) (Falcon)	1.6
01/16/13	E Bellew	Review email from A. Kim regarding managers for CE II (0.1); research files and compose response (.5) (Crescent Evr.)	0.6
01/17/13	E Bellew	Review follow-up email from A. Kim regarding managers/directors (0.2); compose email to GSS and compose response to A. Kim (0.3); telephone call from A. Kim and follow-up email to same (0.3) (Crescent Evr.)	0.8
01/18/13	A Albright	Telephone conference with Delaware Secretary of State Francise Tax Division regarding dissolution of Timber Holdings, Inc. (Southland)	0.3
01/18/13	J Brown	Revise confidentiality agreement delivered by Bertram (Bijoux)	0.5
01/22/13	A Albright	Revision of Franchise Tax affidavit in accordance with comments from Delaware Secretary of State Franchise Tax Division; email correspondence with S. Buschmann regarding revised affidavit (Southland)	0.4
01/23/13	P Ferdinands	Prepare memoranda to A. Metcalf, A. Kim regarding SS Holding Co (.2); review memoranda from A. Kim regarding SS Holding Co (.1) (Forba)	0.3
01/24/13	J Brown	Review revised confidentiality agreement submitted by potential bidder (Bijoux)	0.2
01/25/13	P Ferdinands	Review memoranda from S. Buschmann regarding franchise taxes (.1); prepare memoranda to S. Buschmann, K. Keough regarding franchise taxes (.2) (Forba)	0.3
01/28/13	A Albright	Review of Delaware Secretary of State records regarding payment of franchise taxes by SS Holdings (0.2); related conference call regarding consequences of non-payment with S. Buschmann, K. Keough; P. Ferdinands and W. Pressgrove (0.5) (Forba)	0.7
01/28/13	A Albright	Telephone conference with Tina at Delaware Secretary of State Franchise Tax Division regarding dissolution of Timber Holdings, Inc. (0.4); preparation of amended Annual Franchise Tax Report (0.2); email correspondence with S. Buschmann regarding signing of amended Annual Franchise Tax Report (0.1); email correspondence with J. Brown regarding status of Timber Holdings, Inc. and subsidiary companies (0.1) (Southland)	0.8
01/28/13	R Beard	Research potential consequences of failure to pay Delaware corporate franchise taxes (Forba)	0.7
01/28/13	P Ferdinands	Telephone call with S. Buschmann, K. Keough, A. Albright, W. Pressgrove regarding SS Holding (Forba)	0.5
01/28/13	W Pressgrove	Telephone conference regarding franchise taxes (Forba)	0.7
01/28/13	W Pressgrove	Legal research regarding filing issues (Forba)	1.3

05241 Arcapita Bank B.S.C.(c)
02/19/13

Invoice No. 9832676
Page 4

Date	Timekeeper	Description	Hours
01/29/13	P Ferdinands	Prepare memoranda to M. Bernstein regarding plan, disclosure statement (.4); review memoranda from M. Bernstein regarding plan, disclosure statement (.1) (Forba)	0.5
01/30/13	E Bellew	File annual report in DE for Outlet Center Funding, Inc. (Value Retail)	0.4
01/31/13	A Albright	Review of Delaware statutes regarding taking actions on behalf of a Delaware corporation (SS Holdings) after suspension of charter (0.2); related email correspondence with S. Buschmann, K. Keough, P. Ferdinands and W. Pressgrove (0.1) (Forba)	0.3
01/31/13	P Ferdinands	Prepare memoranda to K. Keough, S. Buschmann regarding SS Holding (.1) review memoranda from W. Pressgrove, A. Albright, J. Makuch, J. Weisser, K. Keough regarding SS Holding (.3) (Forba)	0.4
			23.5

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jaron Brown	Partner	3.1	660.00	2,046.00
Paul Ferdinands	Partner	8.1	825.00	6,682.50
Wayne Pressgrove	Partner	2.0	975.00	1,950.00
Alan Albright	Counsel	2.9	765.00	2,218.50
Robert Beard	Associate	0.7	620.00	434.00
Archie Fallon	Associate	0.3	535.00	160.50
Matt Salo	Associate	1.2	440.00	528.00
Evelyn Bellew	Paralegal	4.9	310.00	1,519.00
Missy Heinz	Paralegal	0.3	295.00	88.50
Total		23.5		15,627.00

Expenses Incurred

10/11/12	CT Corporation; Inv. No. 8201915-RI; Inv. Date 10/11/2012 - Southland Holdings Corp (DE), Cert. of Good Standing	248.80
12/31/12	VENDOR: Iron Mountain Records Management INVOICE#: GGP8710 DATE: 12/31/2012 Iron Mountain Records Management	65.46
01/15/13	VENDOR: United Parcel Service (KY) INVOICE#: A8138R-033 DATE: 1/19/2013 Caren Cohen - The Bainbridge Companies - Wellington - FL	16.74
Total Expenses		331.00

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. 9836954
Invoice Date 03/20/13
Client No. 05241

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

For Professional Services Rendered through 02/28/13:

Fees	\$	80,862.00
Expenses		91.46
Total this Invoice	\$	80,953.46

PROFESSIONAL SERVICES

Date	Timekeeper	Task	Description	Hours
02/08/13	M Heinz	B160	Review monthly fee statements	0.2
02/18/13	M Heinz	B160	Prepare monthly fee statement	2.0
02/18/13	P Ferdinands	B160	Prepare King & Spalding billing statement (.8); meetings with M. Heinz regarding K&S bill (.3); review memoranda from M. Heinz, R. Baltz, D. Levin regarding billing arrangements (.2)	1.3
02/19/13	M Heinz	B160	Prepare January fee statement and communications with P. Ferdinands regarding same	0.7
02/19/13	P Ferdinands	B160	Prepare King & Spalding billing statement (January)	0.9
02/20/13	M Heinz	B160	Prepare and file monthly fee statement	0.7
02/01/13	R Marooney	B190	Review and revise brief in support of subordination and document review and analysis regarding same (Alinda)	3.0
02/01/13	P Straus	B190	E-mail correspondence and office conferences regarding issues for supplemental brief (Alinda)	0.4
02/01/13	P Straus	B190	Review and revise draft supplemental brief (Alinda)	0.8
02/04/13	R Marooney	B190	Review Tide's reply brief (0.2); review and prepare correspondence regarding strategy (0.3); document review and legal analysis to prepare discovery strategy (1.0) (Alinda)	1.5
02/11/13	R Marooney	B190	Review proposed plan and prepare correspondence regarding same (Alinda)	1.5
02/11/13	P Straus	B190	E-mail correspondence regarding issues (Alinda)	0.1
02/19/13	R Marooney	B190	Document review and analysis to prepare for hearing (Alinda)	2.5
02/20/13	R Marooney	B190	Attend hearing at bankruptcy court and prepare correspondence regarding same (3.5); document review to prepare strategy for resumption of SDNY litigation (2.0) (Alinda)	5.5
02/21/13	R Marooney	B190	Review and prepare correspondence regarding escrow and interpleader issues and document review and legal analysis regarding same (1.0); document review and analysis to prepare strategy (2.0) (Alinda)	3.0
02/22/13	P Straus	B190	Meet with team regarding status, strategy and next steps (Alinda)	0.8
02/22/13	P Straus	B190	Review proposed order (Alinda)	0.1
02/22/13	P Straus	B190	E-mail correspondence regarding proposed order (Alinda)	0.2
02/22/13	P Straus	B190	Revise outline of tasks and next steps (Alinda)	1.3

05241 Arcapita Bank B.S.C.(c)
03/20/13Invoice No. 9836954
Page 3

Date	Timekeeper	Task	Description	Hours
02/22/13	P Straus	B190	Review discovery plan, schedule and witness outlines (Alinda)	0.3
02/22/13	L Mitchell	B190	Review draft discovery order and plan and confer with R. Marooney, P. Straus and D. Joffe concerning next steps (Alinda)	1.6
02/22/13	R Marooney	B190	Review and revise proposed order regarding lifting the automatic stay and review and prepare correspondence relating thereto (0.6); prepare for and attend team meeting regarding status and strategy and document review and analysis regarding same (2.2) (Alinda)	2.8
02/26/13	L Mitchell	B190	Review correspondence and proposed order lifting stay (Alinda)	0.1
02/26/13	P Straus	B190	Review revised proposed order and transcript of ruling (Alinda)	0.3
02/26/13	P Straus	B190	E-mail correspondence regarding proposed order (Alinda)	0.1
02/26/13	R Marooney	B190	Document review and analysis regarding proposed order (Alinda)	0.2
02/28/13	L Mitchell	B190	Confer with D. Joffe concerning document review and production (0.2); compile database information for D. Barnaby (0.5); correspond with D. Barnaby concerning resumption of discovery (0.2); review Arcapita responses to document requests (0.4) (Alinda)	1.3
02/04/13	B Roche	B210	Telephone conference with Ramsay Battin regarding possible sale (0.4); meeting with Jamie Stainback (0.4); document review (0.7)	1.5
02/04/13	J Stainback	B210	Telephone conference with B. Roche and review ROFR provisions	0.4
02/04/13	M El Tahry	B210	Meeting with A. Metcalf regarding Management Advisory Agreements and changes to same (0.4); telephone call with A. Metcalf and A. Kim regarding same (multiple) (0.2); review files in connection with same (0.2)	0.8
02/04/13	A Metcalf	B210	Calls with A. Kim regarding consulting agreement and change of control provisions	0.5
02/05/13	J Stainback	B210	Review ROFR provisions	2.5
02/05/13	B Roche	B210	Attention to proposed sale of portfolio	0.5
02/05/13	J Marshall	B210	Review quarterly action report and correspond with S. Buschmann (Secondary Sale)	0.4
02/06/13	E Bellew	B210	Review files and compose emails to A. Fallon regarding Delaware annual franchise tax reports due for Bospower entities	0.2
02/06/13	A Fallon	B210	Attention to questions from K. Keough related to	0.3

Date	Timekeeper	Task	Description	Hours
			franchise tax payments in Delaware for BosPower Holding Company, Inc.	
02/06/13	C Roman	B210	Conference call regarding potential secondary sale of VC interests	0.5
02/06/13	B Roche	B210	Attention to possible sale of portfolio	1.0
02/06/13	J Stainback	B210	Review transfer restrictions in all portfolio investments	2.6
02/07/13	W Pressgrove	B210	Document review and telephone conference with B. Roche regarding structure of portfolio sale	0.9
02/08/13	S Mario	B210	Draft letter to T. Hawkins regarding unauthorized use of VentureSource subscription	0.6
02/11/13	M Johnston	B210	Review, finalize and send letter to T. Hawkins regarding unauthorized use of VentureSource subscription	0.3
02/12/13	E Bellew	B210	Compose follow-up emails to I. Salah and A. Fallon regarding annual report in Delaware for Bospower Holding Company	0.3
02/13/13	W Pressgrove	B210	Document review and conference call regarding Bosque Power	1.7
02/13/13	B Roche	B210	Document review and conference call with R. Battin regarding possible transaction	0.5
02/14/13	B Roche	B210	Review and revise engagement letter	1.3
02/14/13	E Bellew	B210	Discuss monies needed for franchise tax report in DE for BosPower Holding Company, Inc. with I. Salah (0.2); conference call and review email from A. Fallon regarding same (0.2); telephone call to A. Fallon and review emails from same and K. Keough (0.1); research taxes owed and telephone call to CSC regarding penalties and interest and compose email to K. Keough (0.2)	0.7
02/14/13	W Pressgrove	B210	Conference call regarding filing issues for Bosque Power	0.9
02/14/13	A Fallon	B210	Conference call with K. Keough and W. Pressgrove regarding tax issues	0.5
02/15/13	B Roche	B210	Telephone conference with John Huntz and Ramsay Battin (0.5); revisions to engagement letter (1.9); telephone conference with Chris Roman (0.1)	2.5
02/15/13	N Mihalik	B210	Draft and revise engagement letter between Credit Suisse Group AG and Arcapita Ventures I Ltd. (1.3); communicate with B. Roche regarding same (0.2)	1.5
02/19/13	M Johnston	B210	Exchange emails with client regarding T. Hawkins use of VentureSource	0.3
02/19/13	S Mario	B210	Review correspondence from T. Hawkins regarding unauthorized VentureSource usage	0.1

05241 Arcapita Bank B.S.C.(c)
03/20/13Invoice No. 9836954
Page 5

Date	Timekeeper	Task	Description	Hours
02/19/13	M Johnston	B210	Exchange emails with T. Hawkins regarding use of VentureSource	0.2
02/22/13	N Mihalik	B210	Review and revise engagement letter with Credit Suisse (0.8); communicate with B. Roche regarding same (0.2)	1.0
02/22/13	B Roche	B210	Review engagement letter (0.4); revise engagement letter (0.4); telephone conference with Ramsay Battin (0.2)	1.0
02/25/13	S Harrison	B210	Organization of Stock Records and Consent for MS Holding Company and Storapod Holding Company and send to Amy Kim	1.0
02/26/13	N Mihalik	B210	Review and revise engagement letter with Credit Suisse (0.7); communicate with B. Roche regarding same (0.1)	0.8
02/26/13	E Bellew	B210	Review emails from and compose emails and telephone call to CT regarding outstanding annual reports to be filed in Delaware	0.6
02/28/13	E Bellew	B210	Review email from A. Kim regarding ArcIndustrial managers (.1); compose emails and telephone call to GSS regarding same (.2); research files for consistency and compose email to A. Kim regarding same (.4); review email from A. Kim regarding signatures for POAs (.1); telephone call to A. Albright (.2); research LLC Agreements (.5); compose interim email to A. Kim (.1)	1.6
02/28/13	A Metcalf	B210	Follow up on request for Meridian documentation	0.3
02/28/13	E Sayegh	B210	Discuss dissolution of SLH Funding with A. Metcalf (0.5); review information for prior deal SPVs (1.2); communicate with GSS regarding dissolution of the SPV (0.7)	2.4
02/14/13	J Kamin	B250	Draft letter to Ampad regarding lease termination; email B. Lundson; email R. Maroney (Ampad)	0.2
02/15/13	P Ferdinands	B250	Review memoranda from J. Kamin, R. Baltz, B. Lundstrom et al regarding possible claim by WP Carey (.2); telephone call with J. Kamin regarding WP Carey claim (.3) (Ampad)	0.5
02/15/13	J Kamin	B250	Conference with R. Marooney; review letter (Ampad)	0.6
02/20/13	J Kamin	B250	Draft letter to Ampad regarding lease termination (Ampad)	0.4
02/21/13	R Marooney	B250	Review and revise letter to Ampad regarding lease termination agreement (Ampad)	0.7
02/22/13	J Kamin	B250	Draft letter to Ampad regarding lease termination (0.2); email B. Lundstrom regarding lease termination (0.2) (Ampad)	0.4

Date	Timekeeper	Task	Description	Hours
02/05/13	E Bellew	B260	Review email from A. Kim and A. Albright regarding change of officer/ director for M. Tan (0.3); compose various emails to both regarding same (0.4); draft resolution for USSLF (0.5); compose emails to A. Albright regarding same (0.1); discuss project with Y. Hong (0.2)	1.5
02/06/13	I Salah	B260	Telephone call with K. Si-Ahmed and A. Kim regarding board of directors control issues	0.3
02/06/13	J Brown	B260	Review of corporate governance documents of each US portfolio company and related holding company to determine the rights with respect to appointing the members of the board of directors or other similar governing body	2.1
02/06/13	J Brown	B260	Participated in telephone conference with K. Si-Ahmed and A. Kim to discuss project involving the review of corporate governance documents of each portfolio and holding company concerning the appointment of members of the board of directors	0.3
02/06/13	S Stockdale	B260	Review of portfolio company organizational documents	1.6
02/07/13	I Salah	B260	Meeting with E. Sayegh regarding board of directors control review	0.6
02/07/13	E Sayegh	B260	Meeting with I. Salah regarding board of directors control review (1.5); review request from Arcapita for appointment change of Board of Directors (0.5); begin review of documents for different transactions (1.5)	3.5
02/07/13	S Stockdale	B260	Review of portfolio company organizational documents	2.7
02/08/13	E Bellew	B260	Research organizational documents for E. Sayegh and A. Fallon and compose emails regarding same	1.9
02/08/13	A Albright	B260	Telephone conference with E. Sayegh regarding corporate governance matters and procedures for election of directors (0.6); telephone conference with I. Salah regarding same (0.1)	0.7
02/08/13	J Brown	B260	Review of corporate governance documents of each US portfolio company and related holding company to determine the rights with respect to appointing the members of the board of directors or other similar governing body	1.4
02/08/13	M Salo	B260	Research authority to appoint directors or managers of Mobay entities and draft correspondence to A. Fallon regarding same	1.8
02/08/13	I Salah	B260	Review changes of Board control	0.5
02/08/13	A Fallon	B260	Attention to questions from E. Sayegh regarding authority to replace directors and managers of	0.5

Date	Timekeeper	Task	Description	Hours
			Mobay affiliates (.3); conference call with E. Sayegh and M. Salo regarding director replacement issues (0.2)	
02/08/13	S Stockdale	B260	Review of portfolio company organizational documents	3.1
02/08/13	E Sayegh	B260	Continue review of documents relating to the change in board of directors (4.1); discuss the same with I. Salah (0.4); discuss the MoBay transaction with A. Fallon and M Salo (0.7); prepare the deliverables and send the same to I. Salah for review (3.0)	8.2
02/09/13	I Salah	B260	Review and revise change of control summaries	1.3
02/10/13	I Salah	B260	Review and revise change of control summaries	2.1
02/11/13	S Stockdale	B260	Review of portfolio company organizational documents	3.1
02/11/13	E Bellew	B260	Finalize consents for Tan appointment (0.5); compose emails to A. Albright and GSS regarding same (0.3)	0.8
02/12/13	E Bellew	B260	Finalize resolutions and compose email to A. Albright and A. Kim regarding same (0.3); discuss resolutions for Fountains entities with Y. Hong (0.2); review email from A. Kim regarding articles and compose response (0.3)	0.8
02/12/13	E Sayegh	B260	Discuss MoBay Board of Directors appointment/change documents with I. Salah (0.4); review same and discuss with M. Salo (1.0); update table and send to A. Kim (0.6)	2.0
02/12/13	I Salah	B260	Review change of control summary for MoBay	0.7
02/12/13	M Salo	B260	Review closing sets and electronic files for copy of MoBay Storage Holdings, LLC Certificate of Formation and teleconference with E. Sayegh regarding same	0.7
02/13/13	E Bellew	B260	Review emails from GSS regarding consents for Orlando Residential and US Senior Living Investments; compose responses to GSS and A. Kim regarding same	0.4
02/14/13	E Bellew	B260	Compose email to A. Kim regarding signatures needed for Board consents	0.3
02/20/13	I Salah	B260	Review questions regarding Bainbridge holding company directors	0.2
02/21/13	S Stockdale	B260	Review and revise summary of portfolio company organizational documents	2.7
02/26/13	E Sayegh	B260	Review of Board Change Analysis in connection with the finance documents for Sunrise IV, Elysian, Palatine and Bainbridge	4.9

05241 Arcapita Bank B.S.C.(c)
03/20/13Invoice No. 9836954
Page 8

Date	Timekeeper	Task	Description	Hours
02/27/13	A Metcalf	B260	Follow up on email from A. Khan regarding J. Jill and 3PD corporate documentation	0.2
02/27/13	E Sayegh	B260	Discuss the finance documents impact on the Board Change Analysis with I. Salah (0.3); prepare changes to the excel file and send the same to A. Kim (1.8)	2.1
02/27/13	E Sayegh	B260	Coordinate with E. Bellew and Y. Hong regarding collection and sending diligence and corporate documents for J. Jill, 3PD, Fountains and Elysian	1.7
02/27/13	Y Hong	B260	Collect and organize all organizational documents for J Jill/3PD entities for A. Kim (1.5); coordinate with E. Bellew, E. Sayegh and A. Metcalf regarding same (0.5)	2.0
02/04/13	A Metcalf	B320	Call with J. O'Grady regarding filing of disclosure statement	0.2
02/11/13	J McCullough	B320	Review article regarding Arcapita bankruptcy plan and memorandum to P. Straus regarding same (0.2); check docket sheets to determine if 2/20 conference scheduled (0.2)	0.4
02/21/13	P Ferdinands	B320	Review Plan, Disclosure Statement	2.1
				<hr/> 127.6

05241 Arcapita Bank B.S.C.(c)
03/20/13Invoice No. 9836954
Page 9**TIMEKEEPER SUMMARY**

Timekeeper	Status	Hours	Rate	Value
Jaron Brown	Partner	3.8	660.00	2,508.00
Paul Ferdinands	Partner	4.8	825.00	3,960.00
Michael Johnston	Partner	0.8	785.00	628.00
Josh Kamin	Partner	1.6	720.00	1,152.00
Richard Marooney	Partner	20.7	785.00	16,249.50
Andrew Metcalf	Partner	1.2	895.00	1,074.00
Wayne Pressgrove	Partner	3.5	975.00	3,412.50
Bill Roche	Partner	8.3	895.00	7,428.50
Christopher Roman	Partner	0.5	1150.00	575.00
Isam Salah	Partner	5.7	1025.00	5,842.50
Paul Straus	Partner	4.4	775.00	3,410.00
Alan Albright	Counsel	0.7	765.00	535.50
Scott Mario	Counsel	0.7	490.00	343.00
Mahynoor El Tahry	Associate	0.8	570.00	456.00
Archie Fallon	Associate	1.3	535.00	695.50
Jenny Marshall	Associate	0.4	670.00	268.00
Nathan Mihalik	Associate	3.3	485.00	1,600.50
Lauren Mitchell	Associate	3.0	565.00	1,695.00
Matt Salo	Associate	2.5	440.00	1,100.00
Elias Sayegh	Associate	24.8	570.00	14,136.00
Jamie Stainback	Associate	5.5	535.00	2,942.50
Spencer Stockdale	Associate	13.2	455.00	6,006.00
Evelyn Bellew	Paralegal	9.1	310.00	2,821.00
Susan Harrison	Paralegal	1.0	295.00	295.00
Missy Heinz	Paralegal	3.6	295.00	1,062.00
Yee Hong	Paralegal	2.0	275.00	550.00
John McCullough	Practice Support	0.4	290.00	116.00
Total		127.6		80,862.00

Expenses Incurred

02/28/13	Postage/Express Mail -	0.90
12/18/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1475718 DATE: 12/26/2012 12/18/2012 23:16;STRAUS;GARDEN CITY, NY;	41.32
01/17/13	VENDOR: Soundpath INVOICE#: 4045724600-012013 DATE: 1/20/2013 Readyconference Plus Audio;01/17/2013;Marooney	16.38
01/23/13	VENDOR: Soundpath INVOICE#: 4045724600-012713 DATE: 1/27/2013 Readyconference Plus Audio;01/23/2013;Brown	22.25
02/14/13	VENDOR: Soundpath INVOICE#: 4045724600-021713 DATE: 2/17/2013 Readyconference Plus Audio;02/14/2013;A. Fallon BosquePower	10.61

05241 Arcapita Bank B.S.C.(c)
03/20/13Invoice No. 9836954
Page 10**Expenses Incurred**

Total Expenses

91.46**Task Summary**

Task		Hours	Value
B160	Fee/Employment Applications	5.8	2,877.00
B190	Other Contested Matters (excluding assumption/rejection motions)	27.4	20,805.00
B210	Business Operations	32.2	21,515.00
B250	Real Estate	2.8	2,114.00
B260	Board of Directors Matters	56.7	31,523.50
B320	Plan and Disclosure Statement (including Business Plan)	2.7	2,027.50
Total		<hr/> 127.6	<hr/> 80,862.00

Task Summary - Disbursements

E108 Postage	0.90
E110 Travel	41.32
E124 Other - Telephone Conference Calls	49.24
Expenses	<hr/> 91.46

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. 9836955
Invoice Date 03/19/13
Client No. 05241

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

For Professional Services Rendered through 02/28/13:

Fees	\$	8,585.00
Expenses		1,369.90
Total this Invoice	\$	9,954.90

PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
02/01/13	P Ferdinands	Telephone call with S. Buschmann, K. Keough, W. Pressgrove, J. Makuch, J. Weisser et al regarding SS Holding (Forba)	0.4
02/01/13	W Pressgrove	Conference call regarding tax filing issues (Forba)	1.1
02/04/13	E Bellew	File Delaware annual reports for Orlando Conversion and Orlando Development (Bainbridge)	0.7
02/04/13	E Bellew	File annual franchise tax report in Delaware for Palatine Properties Holding Company (Palatine)	0.3
02/04/13	A Fallon	Attention to questions from T. Nelson related to payment of franchise taxes to Delaware Secretary of State (Falcon)	0.4
02/04/13	P Ferdinands	Telephone call with S. Buschmann regarding status of efforts to raise new capital (Bijoux)	0.3
02/06/13	E Bellew	Review files and compose emails to A. Fallon regarding Delaware annual franchise tax reports due for Falcon entities (Falcon)	0.3
02/06/13	E Bellew	File annual reports in Delaware for Maitland Center and Maitland Crossing in Florida (Bainbridge)	0.6
02/06/13	E Bellew	Review files and compose emails to A. Fallon regarding Delaware annual franchise tax reports due for MoBay entities	0.2
02/07/13	E Bellew	Review emails from A. Fallon and K. Keough regarding annual franchise tax reports (0.3); compose responses, telephone calls to A. Fallon and CSC regarding same and email to I. Salah regarding payment of taxes (0.9) (Falcon)	1.2
02/07/13	P Ferdinands	Telephone call with S. Buschmann regarding fundraising process (Bijoux)	0.3
02/13/13	E Bellew	Review email from A. Kim (0.1); research documents requested and compose responses (0.7) (Crescent Euro)	0.8
02/15/13	M Heinz	Download and review amended plan and memorandum to P. Ferdinands regarding same (Forba)	0.3
02/18/13	A Albright	Review, organize and complete dissolution documents for Timber Holdings, Inc., Southland Holding Corp. and Southland Log Homes Inc. (0.3); related email correspondence with K. Keough transmitting copies of dissolution documents for accountants (0.1); email correspondence with J. Brown and S. Harrison regarding additional resolutions required by accountants (0.1) (Southland)	0.5
02/19/13	P Ferdinands	Review plan supplement (Forba)	1.1
02/19/13	M Heinz	Download and review plan supplement and memorandum to P. Ferdinands regarding same (Forba)	0.3
02/20/13	S Harrison	Update Minute Book (Southland)	0.5
02/20/13	Y Hong	Review minute book of Orlando Residential Holding Company LLC per request for list of officers/directors from A. Kim (0.9); coordinate with GSS regarding same (0.3); review for Orlando	1.5

05241 Arcapita Bank B.S.C.(c)
03/19/13Invoice No. 9836955
Page 3

Date	Timekeeper	Description	Hours
		lease agreements in closing set per request from A. Kim (0.3) (Bainbridge)	
02/25/13	P Ferdinands	Review final versions of plan, disclosure statement (confirmation objection issues) (Forba)	1.8
02/26/13	P Ferdinands	Prepare memoranda to B. Guy regarding confirmation issues (.3); review memoranda from B. Guy regarding confirmation issues (.2) (Forba)	0.5
02/27/13	E Bellew	Review email from A. Kim and telephone call to A. Kim regarding Crescent managers (0.6); compose emails and telephone call to GSS regarding same (0.3); research files for consistency and compose email to A. Kim regarding same (0.4) (Crescent Euro)	1.3
02/27/13	E Bellew	Review emails from A. Kim and A. Fallon regarding organizational documents needed for Falcon Gas (0.1); research documents, prepare .pdfs and compose response (0.7) (Falcon)	0.8
02/27/13	A Fallon	Attention to document requests from A. Kim (Falcon)	0.3
02/28/13	A Albright	Review Operating Agreements of Crescent Euro Industrial Investment III LLC, Crescent Euro Industrial II LLC and Crescent Euro Industrial Investments LLC; email correspondence with A. Kim regarding authority to sign powers of attorney (Crescent Euro)	0.4
02/28/13	A Fallon	Conference call with K. Keough and T. Nelson regarding franchise tax payments (Falcon)	0.3
			16.2

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Paul Ferdinands	Partner	4.4	825.00	3,630.00
Wayne Pressgrove	Partner	1.1	975.00	1,072.50
Alan Albright	Counsel	0.9	765.00	688.50
Archie Fallon	Associate	1.0	535.00	535.00
Evelyn Bellew	Paralegal	6.2	310.00	1,922.00
Susan Harrison	Paralegal	0.5	295.00	147.50
Missy Heinz	Paralegal	0.6	295.00	177.00
Yee Hong	Paralegal	1.5	275.00	412.50
Total		16.2		8,585.00

Expenses Incurred

01/17/13	Refund from CT Corporation for credit balance	(264.10)
01/23/13	Frost Brown; Inv. No. 10801942; Inv. Date 1/23/2013	1,600.00
01/28/13	VENDOR: Soundpath INVOICE#: 4045724600-020313 DATE: 2/3/2013	17.28

05241 Arcapita Bank B.S.C.(c)
03/19/13

Invoice No. 9836955
Page 4

Expenses Incurred

	Readyconference Plus Audio;01/28/2013;Ferdinands	
02/13/13	Frost Brown; Inv. No. 10805349; Inv. Date 2/13/2013	300.00
02/13/13	Marilyn E Wood Revenue Commissioner Ad V-Mobay Storage Hub Ltd refund	(283.28)
	Total Expenses	<hr/> 1,369.90

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
Total this Invoice	\$	51,419.35

05241 Arcapita Bank B.S.C.(c)
04/19/13

Invoice No. 9842694
Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Task	Description	Hours
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

05241 Arcapita Bank B.S.C.(c)
04/19/13

Invoice No. 9842694
Page 3

Date	Timekeeper	Task	Description	Hours
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

05241 Arcapita Bank B.S.C.(c)
04/19/13

Invoice No. 9842694
Page 4

Date	Timekeeper	Task	Description	Hours
			(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

05241 Arcapita Bank B.S.C.(c)
04/19/13

Invoice No. 9842694
Page 5

Date	Timekeeper	Task	Description	Hours
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

05241 Arcapita Bank B.S.C.(c)
04/19/13

Invoice No. 9842694
Page 6

Date	Timekeeper	Task	Description	Hours
			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

05241 Arcapita Bank B.S.C.(c)
04/19/13

Invoice No. 9842694
Page 7

Date	Timekeeper	Task	Description	Hours
			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

05241 Arcapita Bank B.S.C.(c)
04/19/13

Invoice No. 9842694
Page 8

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

05241 Arcapita Bank B.S.C.(c)
04/19/13

Invoice No. 9842694
Page 9

Expenses Incurred

Total Expenses

437.85

Task Summary

Task	Hours	Value
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>

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
Total this Invoice	\$	102,587.34

05241 Arcapita Bank B.S.C.(c)
04/19/13

Invoice No. 9842696
Page 2

PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
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

05241 Arcapita Bank B.S.C.(c)
04/19/13

Invoice No. 9842696
Page 3

Date	Timekeeper	Description	Hours
		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)	
02/20/13	Y Hong	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

05241 Arcapita Bank B.S.C.(c)
04/19/13

Invoice No. 9842696
Page 4

Date	Timekeeper	Description	Hours
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 Terner (.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

05241 Arcapita Bank B.S.C.(c)
04/19/13

Invoice No. 9842696
Page 5

Date	Timekeeper	Description	Hours
		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

05241 Arcapita Bank B.S.C.(c)
04/19/13

Invoice No. 9842696
Page 6

Date	Timekeeper	Description	Hours
		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

05241 Arcapita Bank B.S.C.(c)
04/19/13

Invoice No. 9842696
Page 7

Date	Timekeeper	Description	Hours
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/Royat 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

05241 Arcapita Bank B.S.C.(c)
04/19/13

Invoice No. 9842696
Page 8

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

05241 Arcapita Bank B.S.C.(c)
04/19/13

Invoice No. 9842696
Page 9

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