

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

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

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**AMENDED ELEVENTH MONTHLY STATEMENT OF ROTHSCHILD INC.  
AND N M ROTHSCHILD & SONS LIMITED IN THEIR  
CAPACITY AS FINANCIAL ADVISOR AND INVESTMENT  
BANKER FOR THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR  
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD FROM JUNE 1, 2013 THROUGH JUNE 30, 2013**

Name of applicant:	<u>Rothschild Inc. and N M Rothschild &amp; Sons Limited</u>
Authorized to provide professional services to:	<u>Debtors and Debtors-In-Possession</u>
Date of retention:	<u>As of July 9, 2012, <i>nunc pro tunc</i> to March 19, 2012</u>
Period for which compensation and reimbursement is sought:	<u>June 1, 2013 through June 30, 2013</u>
Monthly Advisory Fee:	<u>\$175,000.00</u>
New Capital Fee:	<u>\$187,500.00</u>
Total amount of compensation and reimbursement is sought:	<u>\$362,500.00</u>
80% of total compensation sought as actual, reasonable and necessary:	<u>\$290,000.00</u>
Expenses incurred for June:	<u>\$1,482.13</u>
This is a:	<u>X</u> Monthly ___ Quarterly ___ Final Statement

This is Rothschild's eleventh monthly fee statement in these cases

**PRIOR APPLICATIONS**

<b>Date Filed Docket No.#</b>	<b>Period Covered</b>	<b>Fees Requested</b>	<b>Expenses Requested</b>	<b>Fees Paid</b>	<b>Expenses Paid</b>
10/17/2012 Docket [575]	3/19/2012 through 8/31/2012	\$948,387.10	\$506,550.47	\$948,387.10	\$506,550.47
11/05/2012 Docket [614]	9/1/2012 through 9/30/2012	\$175,000.00	\$25,998.44	\$175,000.00	\$25,998.44
11/20/2012 Docket [646]	10/1/2012 through 10/31/2012	\$175,000.00	\$83,578.72	\$175,000.00	\$83,578.72
12/20/2012 Docket [738]	11/1/2010 through 11/30/2012	\$175,000.00	\$41,755.81	\$140,000.00	\$41,755.81
1/23/2013 Docket [802]	12/1/2012 through 12/31/2012	\$1,112,500.00	\$17,799.58	\$890,000.00	\$17,799.58
3/05/2013 Docket [885]	1/1/2013 through 1/31/2013	\$362,500.00	\$60,759.03	\$290,000.00	\$60,759.03
3/28/2013 Docket [957]	2/1/2013 through 2/28/2013	\$175,000.00	\$3,683.04	\$140,000.00	\$3,683.04
4/23/2013 Docket [1024]	3/1/2013 through 3/31/2013	\$175,000.00	\$4,445.35	\$140,000.00	\$4,445.35
5/28/2013 Docket [1161]	4/1/2013 through 4/30/2013	\$175,000.00	\$1,957.67	\$140,000.00	\$1,957.67
7/1/2013 Docket [1317]	5/1/2013 through 5/31/2013	\$175,000.00	\$2,451.70	\$140,000.00	\$2,451.70

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

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**AMENDED ELEVENTH MONTHLY STATEMENT OF ROTHSCHILD INC.  
AND N M ROTHSCHILD & SONS LIMITED IN THEIR  
CAPACITY AS FINANCIAL ADVISOR AND INVESTMENT  
BANKER FOR THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR  
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD FROM JUNE 1, 2013 THROUGH JUNE 30, 2013**

By this statement (the “Fee Statement”), pursuant to sections 327(a) and 328 of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rule 2014-1 of the local rules of this Court (the “Local Rules”), Rothschild Inc. and N M Rothschild & Sons Limited (together, “Rothschild”) hereby seek reasonable compensation in the above-captioned cases of Arcapita Bank B.S.C.(c) and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) for financial advisory services rendered as financial advisor and investment banker in the amount of \$362,500.00, comprised of a \$175,000.00 monthly advisory fee (the “Monthly Fee”) and a \$187,500.00 New Capital Fee (net of credits), together with reimbursement for actual and necessary expenses incurred in the amount of \$1,482.13 for the period commencing June 1, 2013, through and including June 30, 2013 (the “Compensation Period”). By this Fee Statement, Rothschild seeks (i) payment of \$290,000.00, which is equal to eighty percent (80%) of the total amount of compensation sought for actual and necessary professional services rendered during

the Compensation Period (*i.e.*, \$362,500.00), and (ii) reimbursement of \$1,482.13, which is equal to one hundred percent (100%) of the actual and necessary expenses incurred in connection with such services, for a total payment of \$291,482.13. In support of this Fee Statement, Rothschild represents as follows:

### **Jurisdiction and Venue**

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

2. The statutory predicates for the relief requested herein are sections 327(a), 328, 330, 331, and 1107(b) of the Bankruptcy Code, as supplemented by Rules 2014 and 2016 of the Bankruptcy Rules.

### **Background**

3. On March 19, 2012 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors have continued to operate their businesses and manage their properties as debtors in possession since the Petition Date.

4. No trustee or examiner has been appointed in the Debtors’ chapter 11 cases.

5. On July 9, 2012, this Court approved Rothschild’s retention as financial advisor and investment banker to the Debtors [Docket No. 305] (the “Retention Order”) *nunc pro tunc* to March 19, 2012.

6. Pursuant to the Retention Order, Rothschild’s New Capital Fee is equal to 0.75% of the face amount of any debtor-in-possession financing raised (a “DIP Financing”) and 0.75% of the first \$500,000,000.00, in the aggregate, and 1.5% thereafter of the face amount of any

debt, equity or other capital raised, other than a DIP Financing. Rothschild shall credit 100% of any New Capital Fee paid on account of a DIP Financing against any subsequent New Capital Fee, provided that such credit shall not exceed such New Capital Fee. During the Compensation Period, Rothschild provided significant support and assistance to the Debtors in their efforts to secure a \$175 million replacement DIP Financing with Goldman Sachs (the “Replacement DIP Financing”), which exceeded the initial DIP Financing with Fortress (in the amount of \$150 million) (the “Initial DIP Financing”) by \$25 million. The Replacement DIP Financing has closed as of the date hereof. Although Rothschild has sought a New Capital Fee in connection with the Initial DIP Financing, it has not yet done so in connection with the Replacement DIP Financing. Accordingly, pursuant to the terms of the Retention Order, a New Capital Fee in connection with the Replacement DIP Financing (specifically, the \$25 million excess over the Initial DIP Financing), in the amount of \$187,500.00 (*i.e.*, .75% of the additional \$25 million of financing secured), is presently owing to Rothschild.<sup>1</sup>

### **Relief Requested**

7. Rothschild submits this Fee Statement in accordance with this Court’s Compensation Order. All services for which Rothschild requests compensation were performed for, or on behalf of, the Debtors.

8. This is the eleventh monthly Fee Statement filed by Rothschild in these cases. In connection with the professional services rendered, by this Fee Statement, Rothschild is seeking payment in the aggregate amount of \$291,482.13 that includes payment of fees in the amount of

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<sup>1</sup> On June 26, 2013, the Court entered an order [Dckt. No. 1304] approving, on a final basis, an exit financing facility (the “Exit Financing”) with Goldman Sachs in an amount not to exceed \$350 million. As of the date hereof, the Exit Financing has not yet closed. Consistent with the terms of the Retention Order, Rothschild intends to request an additional New Capital Fee in connection with the Exit Financing upon the closing of that transaction (subject to credits in connection with the Replacement DIP Financing).

\$290,000 and expense reimbursement of \$1,482.13. Attached hereto as Exhibit A is a summary of time spent by professional along with a detailed statement of time spent by Rothschild rendering financial advisory and investment banking services to the Debtors during the Compensation Period. Attached hereto as Exhibit B is a summary of actual and necessary costs and expenses incurred by Rothschild along with a detailed list of actual and necessary disbursements by category made by Rothschild during the Compensation Period.

9. There is no agreement or understanding between Rothschild and any other person for the sharing of compensation to be received for the services rendered in these cases.

#### **Amounts Requested**

10. For the Compensation Period, Rothschild seeks payment of \$290,000.00, which represents eighty percent (80%) of the total amount of compensation sought for actual and necessary professional services rendered.

11. Rothschild incurred or disbursed the actual and necessary costs and expenses related to these cases in the amount of \$1,482.13 detailed in Exhibit B.

12. To the extent that disbursement charges for services performed or disbursements incurred relate to the Compensation Period, but are processed subsequent to the preparation of this Fee Statement, Rothschild reserves the right to request additional reimbursement of such expenses in a future fee statement.

#### **NOTICE**

13. No trustee or examiner has been appointed in the Chapter 11 Cases. Pursuant to the Interim Compensation Order, the Debtors have provided notice of filing of this statement by electronic mail and/or overnight mail to: (i) Arcapita Bank B.S.C.(c), Arcapita Building, Bahrain Bay, P.O. Box 1406, Manama, Kingdom of Bahrain (Attn: Mohammed Chowdhury and Henry

Thompson); (ii) Gibson Dunn & Crutcher LLP, 200 Park Avenue, New York, NY (Attn: Michael A. Rosenthal, Esq., Janet M. Weiss, Esq. and Matthew K. Kelsey, Esq.); (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Richard Morrissey, Esq.); and (iv) the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis Dunne, Esq. and Evan Fleck, Esq.).

WHEREFORE, Rothschild requests total payment of \$291,482.13, including (i) payment of 80% of total compensation sought and (ii) 100% of expenses incurred by Rothschild in these cases during the Compensation Period.

Dated: New York, New York  
August 8, 2013

/s/ Bernard Douton  
\_\_\_\_\_  
Bernard Douton  
Rothschild Inc.  
1251 Avenue of the Americas  
New York, NY 10020  
Telephone: (212) 403-5254

## Project Antelope - Summary of Hours

### EXHIBIT A

Professional	Job Description	Title	Hours worked from June 1, 2013 - June 30, 2013
Todd Snyder	Investment Banker	Vice Chairman (NYC)	2.0
Tom Smyth	Investment Banker	Managing Director (London)	0.5
Homer Parkhill	Investment Banker	Managing Director (NYC)	2.0
Bernard Douton	Investment Banker	Managing Director (NYC)	22.0
Dustin Mondell	Investment Banker	Director (NYC)	2.0
Paul Richards	Investment Banker	Assistant Director (London)	0.5
Alex Svoyskiy	Investment Banker	Vice President (NYC)	22.0
Mathieu Dartayet	Investment Banker	Associate (London)	0.5
Lin Chen	Investment Banker	Analyst (NYC)	16.5
Michael Kelly	Investment Banker	Analyst (NYC)	20.0
<b>Total</b>			<b>88.0</b>



**Project Antelope - Summary of Hours -- Todd Snyder**

Professional	Date	Hours	#	Category	Explanation
Todd Snyder	6/4/2013	1.0	11	Advisor/Management Meetings/Calls	Arcapita call regarding comments
Todd Snyder	6/11/2013	0.5	11	Advisor/Management Meetings/Calls	Call regarding Murabaha agreement
Todd Snyder	6/12/2013	0.5	11	Advisor/Management Meetings/Calls	Closing checklist call
<b>Total - June</b>		<b>2.0</b>			

**Project Antelope - Summary of Hours -- Tom Smyth**

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<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>#</b>	<b>Category</b>	<b>Explanation</b>
Tom Smyth	6/1/2013	0.5	10	Internal Rothschild Meetings/Calls	Rothschild London catch up / discussion on capital structure economics
<b>Total - June</b>		<b>0.5</b>			

**Project Antelope - Summary of Hours -- Homer Parkhill**

Professional	Date	Hours	#	Category	Explanation
Homer Parkhill	6/4/2013	1.0	11	Advisor/Management Meetings/Calls	Arcapita call
Homer Parkhill	6/11/2013	0.5	11	Advisor/Management Meetings/Calls	Murabaha agreement call
Homer Parkhill	6/12/2013	0.5	11	Advisor/Management Meetings/Calls	Closing call
<b>Total - June</b>		<b>2.0</b>			

**Project Antelope - Summary of Hours -- Bernard Douton**

Professional	Date	Hours	#	Category	Explanation
Bernard Douton	6/2/2013	1.0	17	DIP and Exit Financing	Review of revised exit financing issues list.
Bernard Douton	6/2/2013	1.5	11	Advisor/Management Meetings/Calls	Call with company and advisors regarding exit financing issues.
Bernard Douton	6/2/2013	0.5	12	Creditors - Calls/Meetings/Discussions	Call with B. Jordan of HL regarding exit financing.
Bernard Douton	6/3/2013	1.0	17	DIP and Exit Financing	Review of revised exit financing issues list.
Bernard Douton	6/3/2013	2.0	17	DIP and Exit Financing	Review of exit financing documents.
Bernard Douton	6/3/2013	0.5	10	Internal Rothschild Meetings/Calls	Meeting with A. Svoyskiy regarding exit financing.
Bernard Douton	6/4/2013	0.5	17	DIP and Exit Financing	Review of revised exit financing issues list.
Bernard Douton	6/4/2013	1.0	17	DIP and Exit Financing	Review of exit financing documents.
Bernard Douton	6/4/2013	1.5	11	Advisor/Management Meetings/Calls	Call with company and advisors regarding exit financing issues.
Bernard Douton	6/4/2013	0.5	11	Advisor/Management Meetings/Calls	Call with E. Khalil of GDC regarding exit financing.
Bernard Douton	6/4/2013	0.5	10	Internal Rothschild Meetings/Calls	Meeting with A. Svoyskiy regarding exit financing.
Bernard Douton	6/5/2013	0.5	10	Internal Rothschild Meetings/Calls	Meeting with A. Svoyskiy regarding exit financing.
Bernard Douton	6/5/2013	2.0	17	DIP and Exit Financing	Review of exit financing documents.
Bernard Douton	6/6/2013	0.5	10	Internal Rothschild Meetings/Calls	Meeting with A. Svoyskiy regarding exit financing.
Bernard Douton	6/6/2013	1.0	17	DIP and Exit Financing	Review of exit financing documents.
Bernard Douton	6/10/2013	0.5	16	Travel Time	Travel to and from Bankruptcy Court.
Bernard Douton	6/10/2013	1.0	2	Court Hearings/Filings	Participation in DIP/exit hearing.
Bernard Douton	6/10/2013	0.5	16	Travel Time	Travel to and from Bankruptcy Court.
Bernard Douton	6/11/2013	2.5	2	Court Hearings/Filings	Participation in confirmation hearing.
Bernard Douton	6/17/2013	0.5	10	Internal Rothschild Meetings/Calls	Meeting with A. Svoyskiy regarding exit financing.
Bernard Douton	6/20/2013	0.5	12	Creditors - Calls/Meetings/Discussions	Call with B. Jordan of HL regarding exit financing.
Bernard Douton	6/24/2013	2.0	2	Court Hearings/Filings	Participation in DIP/exit hearing.
<b>Total - June</b>		<b>22.0</b>			

**Project Antelope - Summary of Hours -- Dustin Mondell**

Professional	Date	Hours	#	Category	Explanation
Dustin Mondell	6/4/2013	1.0	11	Advisor/Management Meetings/Calls	Arcapita Call
Dustin Mondell	6/11/2013	0.5	11	Advisor/Management Meetings/Calls	Call Regarding Murabaha Agreement
Dustin Mondell	6/12/2013	0.5	11	Advisor/Management Meetings/Calls	Checklist Call
<b>Total - June</b>		<b>2.0</b>			

**Project Antelope - Summary of Hours -- Paul Richards**

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<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>#</b>	<b>Category</b>	<b>Explanation</b>
Paul Richards	6/1/2013	0.5	10	Internal Rothschild Meetings/Calls	Rothschild London catch up / discussion on capital structure economics
<b>Total - June</b>		<b>0.5</b>			

**Project Antelope - Summary of Hours -- Alex Svoyskiy**

Professional	Date	Hours	#	Category	Explanation
Alex Svoyskiy	6/3/2013	0.5	17	DIP and Exit Financing	Sukuk documentation discussion with GDC
Alex Svoyskiy	6/3/2013	0.5	17	DIP and Exit Financing	Email correspondence with C. Combs about the audit requirements
Alex Svoyskiy	6/3/2013	0.5	10	Internal Rothschild Meetings/Calls	Meeting with B. Douton regarding exit financing
Alex Svoyskiy	6/3/2013	0.5	15	POR / Disclosure Statement Analysis	Review schedule of major and minor investments
Alex Svoyskiy	6/3/2013	1.0	17	DIP and Exit Financing	Review draft of the exit financing documents
Alex Svoyskiy	6/3/2013	1.0	17	DIP and Exit Financing	Discussion of the DIP budget with A&M
Alex Svoyskiy	6/4/2013	1.0	17	DIP and Exit Financing	Disposition expenses discussion
Alex Svoyskiy	6/4/2013	0.5	10	Internal Rothschild Meetings/Calls	Meeting with B. Douton regarding exit financing
Alex Svoyskiy	6/4/2013	0.5	17	DIP and Exit Financing	Review draft of the exit financing documents
Alex Svoyskiy	6/5/2013	0.5	6	Financial Analysis/Modeling	Discussion of BT with A&M
Alex Svoyskiy	6/5/2013	1.0	6	Financial Analysis/Modeling	Discussion with HL
Alex Svoyskiy	6/5/2013	0.5	10	Internal Rothschild Meetings/Calls	Meeting with B. Douton regarding exit financing
Alex Svoyskiy	6/5/2013	0.5	6	Financial Analysis/Modeling	Review mgt fee schedule with A&M
Alex Svoyskiy	6/6/2013	0.5	6	Financial Analysis/Modeling	Waterfall discussion with A&M
Alex Svoyskiy	6/6/2013	1.0	15	POR / Disclosure Statement Analysis	Review and finalize the projections exhibit
Alex Svoyskiy	6/6/2013	0.5	10	Internal Rothschild Meetings/Calls	Meeting with B. Douton regarding exit financing
Alex Svoyskiy	6/6/2013	1.0	6	Financial Analysis/Modeling	Review analysis of transaction expenses in the model
Alex Svoyskiy	6/6/2013	1.0	17	DIP and Exit Financing	Discussion of the schedule of major and minor investments with HL
Alex Svoyskiy	6/6/2013	0.5	17	DIP and Exit Financing	Review updated draft of the exit financing documents
Alex Svoyskiy	6/6/2013	0.5	17	DIP and Exit Financing	Discussion of the exit financing reporting requirements with the company
Alex Svoyskiy	6/7/2013	0.5	6	Financial Analysis/Modeling	Waterfall discussion with A&M
Alex Svoyskiy	6/7/2013	0.5	17	DIP and Exit Financing	Review funds flow memo from A&M
Alex Svoyskiy	6/8/2013	0.5	17	DIP and Exit Financing	Review funds flow memo from A&M
Alex Svoyskiy	6/10/2013	0.5	17	DIP and Exit Financing	Email exchange with GS about closing requirements
Alex Svoyskiy	6/10/2013	0.5	17	DIP and Exit Financing	Discussion of the DIP budget with A&M
Alex Svoyskiy	6/10/2013	0.5	17	DIP and Exit Financing	Review funds flow memo from A&M
Alex Svoyskiy	6/11/2013	0.5	17	DIP and Exit Financing	Review funds flow memo from A&M
Alex Svoyskiy	6/11/2013	0.5	17	DIP and Exit Financing	Review of the final schedule of major and minor investments
Alex Svoyskiy	6/17/2013	0.5	10	Internal Rothschild Meetings/Calls	Meeting with B. Douton regarding exit financing
Alex Svoyskiy	6/20/2013	0.5	15	POR / Disclosure Statement Analysis	Discussion of POR terms with the Company
Alex Svoyskiy	6/20/2013	0.5	17	DIP and Exit Financing	Sukuk documentation discussion with HL
Alex Svoyskiy	6/24/2013	0.5	12	Creditors - Calls/Meetings/Discussions	Weekly JPL update call with A&M
Alex Svoyskiy	6/24/2013	0.5	15	POR / Disclosure Statement Analysis	Discussion of POR terms with the Company
Alex Svoyskiy	6/26/2013	1.0	11	Advisor/Management Meetings/Calls	Call to discuss waterfalls with A&M and the deal team
Alex Svoyskiy	6/26/2013	1.0	6	Financial Analysis/Modeling	Review of select waterfalls
<b>Total - June</b>		<b>22.0</b>			

**Project Antelope - Summary of Hours -- Mathieu Dartayet**

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<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>#</b>	<b>Category</b>	<b>Explanation</b>
Mathieu Dartayet	6/1/2013	0.5	11	Advisor/Management Meetings/Calls	Rothschild London catch up / discussion on capital structure economics
<b>Total - June</b>		<b>0.5</b>			



**Project Antelope - Summary of Hours -- Lin Chen**

Professional	Date	Hours	#	Category	Explanation
Lin Chen	6/1/2013	1.0	14	General	Dataroom management
Lin Chen	6/3/2013	0.5	17	DIP and Exit Financing	Sukuk documentation discussion
Lin Chen	6/3/2013	1.0	15	POR / Disclosure Statement Analysis	Put together schedule of major and minor investments
Lin Chen	6/3/2013	1.0	17	DIP and Exit Financing	Discussed DIP budget with A&M
Lin Chen	6/4/2013	1.0	17	DIP and Exit Financing	Disposition expenses discussion
Lin Chen	6/5/2013	0.5	6	Financial Analysis/Modeling	BT discussion with A&M
Lin Chen	6/5/2013	1.0	6	Financial Analysis/Modeling	Call with HL
Lin Chen	6/6/2013	0.5	6	Financial Analysis/Modeling	Waterfall discussion with A&M
Lin Chen	6/6/2013	2.5	15	POR / Disclosure Statement Analysis	Updated projections exhibit
Lin Chen	6/6/2013	2.0	6	Financial Analysis/Modeling	Put together analysis of transaction expenses
Lin Chen	6/6/2013	1.0	17	DIP and Exit Financing	Discussion of major and minor investments with HL
Lin Chen	6/6/2013	0.5	17	DIP and Exit Financing	Discussion of exit financing reporting requirements with the Company
Lin Chen	6/7/2013	0.5	6	Financial Analysis/Modeling	Waterfall discussion with A&M
Lin Chen	6/10/2013	0.5	17	DIP and Exit Financing	DIP budget discussion with A&M
Lin Chen	6/20/2013	0.5	15	POR / Disclosure Statement Analysis	POR terms discussion with the Company
Lin Chen	6/20/2013	0.5	17	DIP and Exit Financing	Sukuk documentation discussion with HL
Lin Chen	6/24/2013	0.5	12	Creditors - Calls/Meetings/Discussions	Weekly JPL update call with A&M
Lin Chen	6/24/2013	0.5	15	POR / Disclosure Statement Analysis	POR terms discussion with the Company
Lin Chen	6/26/2013	1.0	11	Advisor/Management Meetings/Calls	Waterfall discussion with A&M and the deal teams
<b>Total - June</b>		<b>16.5</b>			

**Project Antelope - Summary of Hours -- Michael Kelly**

Professional	Date	Hours	#	Category	Explanation
Michael Kelly	6/4/2013	1.0	11	Advisor/Management Meetings/Calls	Arcapita call
Michael Kelly	6/11/2013	0.5	11	Advisor/Management Meetings/Calls	Murabaha agreement call
Michael Kelly	6/12/2013	0.5	11	Advisor/Management Meetings/Calls	Checklist call
Michael Kelly	6/14/2013	1.0	11	Advisor/Management Meetings/Calls	Dataroom management
Michael Kelly	6/19/2013	1.0	11	Advisor/Management Meetings/Calls	Dataroom management
Michael Kelly	6/24/2013	4.0	3	Fee Applications / Monthly Invoice	Preparation of monthly fee statement
Michael Kelly	6/25/2013	2.0	3	Fee Applications / Monthly Invoice	Preparation of monthly fee statement
Michael Kelly	6/27/2013	1.5	3	Fee Applications / Monthly Invoice	Preparation of expenses for monthly fee statement
Michael Kelly	6/27/2013	3.5	6	Financial Analysis/Modeling	Major investments overview
Michael Kelly	6/28/2013	2.5	6	Financial Analysis/Modeling	Major investments overview
Michael Kelly	6/30/2013	2.5	3	Fee Applications / Monthly Invoice	Finalization of monthly fee statement, expenses and compilation of hours
<b>Total - June</b>		<b>20.0</b>			

## EXHIBIT B

### Arcapita

#### Summary of Out-of-Pocket Expenses

Travel	\$0.00
Ground Transportation/Taxis	481.13
Hotel	-
Legal Fees	-
Miscellaneous	-
Meals	95.38
Presentation Center	-
Copies	-
Research/Database	720.81
Telephone/Communications	184.81
Courier Services	-
<b>Total</b>	<b>\$1,482.13</b>

**Arcapita**

**Taxi Expense Breakdown**

<u>Date Incurred</u>	<u>Description</u>	<u>City</u>	<u>Cost</u>	<u>Method of Computation</u>	<u>Incurred By</u>
05/13/13	From office to home	Forest Hills, NY	\$41.83	Vendor	A. Svoyskiy
05/14/13	From office to home	Forest Hills, NY	\$41.23	Vendor	A. Svoyskiy
05/15/13	From home to court hearing	New York, NY	\$13.00	Vendor	B. Douton
05/15/13	From court hearing to home	New York, NY	\$20.00	Vendor	B. Douton
05/20/13	From office to home	Forest Hills, NY	\$43.03	Vendor	A. Svoyskiy
05/24/13	From office to home	Forest Hills, NY	\$41.83	Vendor	A. Svoyskiy
05/29/13	From office to meeting	New York, NY	\$19.00	Vendor	A. Svoyskiy
05/29/13	From office to home	Forest Hills, NY	\$40.03	Vendor	A. Svoyskiy
05/29/13	From home to b'fast meeting	New York, NY	\$14.30	Vendor	T. Snyder
05/30/13	From office to home	Forest Hills, NY	\$52.50	Vendor	A. Svoyskiy
05/31/13	From office to home	Forest Hills, NY	\$42.99	Vendor	A. Svoyskiy
06/03/13	From office to home	Forest Hills, NY	\$45.98	Vendor	A. Svoyskiy
06/05/13	From office to home	Forest Hills, NY	\$23.62	Vendor	A. Svoyskiy
06/07/13	From office to home	Forest Hills, NY	\$41.79	Vendor	A. Svoyskiy
<b>Total</b>			<b>\$481.13</b>		

## Arcapita

### Meal Expense Breakdown

<u>Date Incurred</u>	<u>Description</u>	<u>City</u>	<u>Cost</u>	<u>Method of Computation</u>	<u>Incurred By</u>
06/03/13	Working dinner	New York, NY	\$26.39	Vendor	A. Svoyskiy
06/04/13	Working dinner	New York, NY	\$21.32	Vendor	A. Svoyskiy
06/05/13	Working dinner	New York, NY	\$26.35	Vendor	A. Svoyskiy
06/06/13	Working dinner	New York, NY	<u>\$21.32</u>	Vendor	A. Svoyskiy
<b>Total</b>			<b>\$95.38</b>		

## Arcapita

### Research/Database Expense Breakdown

<u>Date Incurred</u>	<u>Description</u>	<u>City</u>	<u>Cost</u>	<u>Method of Computation</u>	<u>Incurred By</u>
06/01/13	Thomson	New York, NY	\$720.81	Vendor	L. Chen
<b>Total</b>			<b>\$720.81</b>		

**Arcapita**

**Telephone/Communication Expense Breakdown**

<u>Date Incurred</u>	<u>Description</u>	<u>City</u>	<u>Cost</u>	<u>Method of Computation</u>	<u>Incurred By</u>
06/15/13	Client discussion/cellular	New York, NY	\$184.81	Vendor	B. Douton
<b>Total</b>			<b>\$184.81</b>		