

Hearing Date and Time: October 24, 2013 at 11:00 a.m. (Eastern)
Objection Deadline: October 17, 2013 at 12:00 p.m. (Eastern)

Angela Ferrante
Craig E. Johnson
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Administrative Agent for the Debtors

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

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

**SUMMARY OF FINAL FEE APPLICATION OF
GCG, INC. AS ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR
ALLOWANCE OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD OF MARCH 19, 2012 THROUGH SEPTEMBER 17, 2013**

Name of Applicant:		GCG, Inc.
Role in the Case:		Administrative Agent for the Debtors
Date of Retention:		April 19, 2012, <i>nunc pro tunc</i> to March 19, 2012
Date Cases Filed:		March 19, 2012
Date Services Commenced:		March 19, 2012
Application Period:		March 19, 2012 through September 17, 2013

Total Amount of Compensation Sought as Actual, Reasonable, and Necessary for Applicable Period:		\$306,862.00
Total Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for Applicable Period:		\$3,148.29
Total Amount of Miscellaneous Charges Sought as Actual, Reasonable, and Necessary for Applicable Period:		\$2,200.04
Total Amount Requested:		\$312,210.33
Reductions Taken:		(\$17,255.90)
Total Amount Sought for Final Approval After Reductions Taken:		\$294,954.43
Total Amount of Fees, Expenses and Miscellaneous Charges Paid for Applicable Period:		(\$235,737.14)
Total Compensation, Expenses and Miscellaneous Charges Requested, But Not Yet Received:		\$59,217.29
Total Compensation, Expenses and Miscellaneous Charges Previously Requested:		\$30,529.56
Total Compensation, Expenses and Miscellaneous Charges Previously Awarded:		\$30,529.56

This is a: interim final application.

**SUMMARY OF FEE STATEMENTS BY GCG, INC.
FOR THE PERIOD MARCH 19, 2012 THROUGH SEPTEMBER 17, 2013**

Time Period	Date Filed Dkt No.	Total Fees Sought for Approval	Total Expenses Sought for Approval	Total Misc. Charges Sought for Approval	Total Sought for Approval	Reductions	Total Amount After Reductions	Amount Approved by Court	Paid Fees Expenses & Misc. Charges	Total Outstanding Payment
3/19/12– 6/30/12 1st Interim	8/15/12 Dkt 409	\$3,597.50	\$0.00	\$0.00	\$3,597.50	(\$787.17)	\$2,810.33	\$2,810.33	\$2,810.33	\$0.00
7/1/12– 3/31/13 2nd Interim	04/16/13 Dkt 980	\$32,944.50	\$0.00	\$0.00	\$32,944.50	(\$5,225.27)	\$27,719.23	\$27,719.23	\$22,175.38	\$5,543.85
4/1/13– 4/30/13	5/20/13 Dkt 1115	\$40,346.50	\$84.17	\$0.00	\$40,430.67	N/A	\$40,430.67	N/A	\$32,361.31	\$8,069.30
5/1/13– 5/31/13	6/20/13 Dkt 1282	\$190,780.00	\$1,912.84	\$1,260.72	\$193,953.56	N/A	\$193,953.56	N/A	\$155,797.56	\$38,156.00
6/1/13– 6/30/13	7/22/13 Dkt 1373	\$26,491.00	\$1,129.28	\$270.48	\$27,890.76	N/A	\$27,890.76	N/A	\$22,592.56	\$5,298.20
7/1/13– 7/31/13	N/A ¹	\$4,762.00	\$22.00	\$223.78	\$5,007.78	N/A	\$5,007.78	N/A	\$0.00	\$5,007.78
8/1/13 – 8/31/13	N/A ¹	\$4,990.50	\$0.00	\$223.78	\$5,214.28	N/A	\$5,214.28	N/A	\$0.00	\$5,214.28
9/1/13 – 9/17/13	N/A ¹	\$2,950.00	\$0.00	\$221.28	\$3,171.28	N/A	\$3,171.28	N/A	\$0.00	\$3,171.28
Final Fee Application	N/A	N/A	N/A	N/A	N/A	(\$11,243.46)	(\$11,243.46)	N/A	N/A	(\$11,243.46)
TOTAL		\$306,862.00	\$3,148.29	\$2,200.04	\$312,210.33	(\$17,255.90)	\$294,954.43		\$235,737.14	\$59,217.29

¹ GCG opted not to incur the time and expense to prepare and submit monthly fee statements for the month(s) noted.

Hearing Date and Time: October 24, 2013 at 11:00 a.m. (Eastern)
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**UNITED STATES BANKRUPTCY COURT
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ARCAPITA BANK B.S.C.(c), <i>et al.</i> ,	:	Case No. 12-11076 (SHL)
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Debtors.	:	Jointly Administered
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**FINAL FEE APPLICATION OF GCG, INC.,
AS ADMINISTRATIVE AGENT FOR THE
DEBTORS, FOR ALLOWANCE OF COMPENSATION
AND FOR REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OF MARCH 19, 2012, THROUGH SEPTEMBER 17, 2013**

TO THE HONORABLE SEAN H. LANE,
UNITED STATES BANKRUPTCY JUDGE:

GCG, Inc. (“GCG”), as administrative agent to the above-captioned debtors and debtors in possession (the “Debtors”), submits its final application for allowance and approval of compensation for professional services rendered to the Debtors and reimbursement of expenses incurred on behalf of the Debtors (the “Final Fee Application”), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), as well as all

other applicable rules, orders and affiliated guidelines,¹ collectively (the “Fee Guidelines”), in connection with such services from March 9, 2012, through and including September 17, 2013 (the “Final Fee Period”). In support of this Final Fee Application, GCG respectfully represents as follows:

Jurisdiction

1. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The bases for the relief requested are pursuant to sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1, the Interim Compensation Order and the Local Guidelines. Pursuant to the Local Guidelines, a certification of compliance is attached as **Exhibit A**.

Background

4. On March 19, 2012, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On March 22, 2012, this Court entered an order jointly administering the Debtors’ chapter 11 cases pursuant to Bankruptcy Rule 1015(b).

¹ GCG’s Final Fee Application seeks to be in compliance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), the United States Trustee Guidelines for Reviewing Application for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, as supplemented by this Court’s Order regarding Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (General Order M-447) (the “**Local Guidelines**”), and this Court’s *Order Granting Debtors’ Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members* (“**Interim Compensation Order**”) (ECF Doc. No. 159).

5. On April 5, 2012 the United States Trustee for Region 2 appointed an official committee of unsecured creditors.

6. On June 18, 2013, the Debtor filed *the Confirmed Second Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code (with First Technical Modifications)* (the “Plan”) (ECF Doc. No. 1265). On June 17, 2013 the Court confirmed the Plan (ECF Doc. No. 1262). The Plan went effective on September 17, 2013.

GCG’s Retention

7. On March 26, 2012, the Debtors filed an application pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014 to retain and employ GCG as their administrative agent, *nunc pro tunc* to March 19, 2012 (the “Application”), as the date by which GCG commenced services. An order granting the Application and authorizing the Debtors’ retention of GCG as their administrative agent was entered by this Court on April 19, 2012 (ECF Doc. No. 83) (the “Retention Order”).² A copy of the Retention Order is attached as **Exhibit B**.

8. The Retention Order authorizes the Debtors to compensate and reimburse GCG in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules and the Fee Guidelines. The Retention Order authorizes the Debtors to compensate GCG at its hourly rates for services outlined in the Application, which relate to services subject to section 327(a) of the Bankruptcy Code (the “327 Services”), and to reimburse GCG for its actual and necessary out-of-pocket expenses incurred with respect to the 327

² On March 26, 2012, the Debtors filed an application under 28 U.S.C. § 156(c) for authorization to retain GCG to serve as the claims and noticing agent in the Debtors’ chapter 11 cases (the “Section 156(c) Application”). On April 19, 2012, the Court entered a final order granting the Section 156(c) Application. Because the administration of the chapter 11 cases requires GCG to perform duties outside the scope of 28 U.S.C. § 156(c), the Debtors supplemented the Section 156(c) Application with the Application. Only those services outside the scope of 28 U.S.C. § 156(c) are covered by the Application and, therefore, subject to, and covered by, this Final Fee Application. All other services rendered by GCG have been, and will continue to be, invoiced to the Debtors directly in accordance with the order granting the Section 156(c) Application.

Services, subject to application to this Court as set forth herein. In addition, the Retention Order specifically authorizes GCG to provide the Debtors with the following non-exhaustive list of services: (a) assisting with the preparation and filing of the Debtors' Schedules of Assets and Liabilities and the Statements of Financial Affairs; (b) generating and providing claims reports and claims objection exhibits; (c) managing the publication of legal notices, as requested, (d) managing the preparation, compilation, and mailing of documents to creditors and other parties in interest in connection with the solicitation of a chapter 11 plan (e) collecting and tabulating votes in connection with any Plan filed by the Debtors, and providing ballot reports to the Debtors and their professionals, (f) generating an official ballot certification and testifying, if necessary, in support of the ballot tabulation results, (g) managing any distributions made pursuant to a confirmed Plan, and (h) providing such other administrative services as the Debtors may require in connection with these chapter 11 cases.

9. GCG received a \$30,000 retainer in these chapter 11 cases on March 16, 2012. GCG is compensated by the Debtors, and is not subject to any budgetary limitations on its fees.

Prior Interim Fee Applications

10. GCG filed its *First Interim Fee Application of GCG, Inc., as Administrative Agent for the Debtors, for Allowance of Compensation and for Reimbursement of Expenses Incurred for the Period of March 19, 2012 through June 30, 2012* (ECF Doc. No. 409) (the "First Interim Fee Application"), which sought approval of compensation and reimbursement of fees in the amount of \$3,597.50, less a voluntary reduction in fees of \$787.17 for a total of \$2,810.33. On September 24, 2012, this Court entered an order granting the First Interim Fee Application, allowing \$2,810.33 in fees. (ECF Doc. No. 503). GCG has received \$2,810.33 on account of these allowed fees. Thus, GCG is not owed additional compensation on account of its allowed

fees in connection with its First Interim Fee Application. For the convenience of the Court and all parties in interest, attached as **Exhibit C** is the First Interim Fee Application. During the preparation of this Final Fee Application GCG noted that the First Interim Fee Application did not include the time detail for the period from March 19, 2012 through April 30, 2012. This detail is included as **Exhibit D** for the convenience for the Court and all parties in interest.

11. GCG filed its *Second Interim Fee Application of GCG, Inc., as Administrative Agent for the Debtors, for Allowance of Compensation and for Reimbursement of Expenses Incurred for the Period of July 1, 2012 through March 31, 2013* (ECF Doc. No. 980) (the “**Second Interim Fee Application**”), which sought approval of compensation and reimbursement of fees in the amount of \$32,944.50, less a voluntary reduction in fees of \$5,225.27 for a total of \$27,719.23. On May 23, 2013, this Court entered an order granting the Second Fee Application, allowing \$27,719.23 in fees. (ECF Doc. No. 1151). The court temporarily held back 20% of the allowed amount, ordering the payment of \$22,175. For the convenience of the Court and all parties in interest, attached as **Exhibit E** is the Second Interim Fee Application.

Monthly Fee Statements

12. In accordance with the Interim Compensation Order, GCG filed monthly fee statements for March/April 2012, December 2012, February 2013, April 2013, May 2013 and June 2013 (the “**Monthly Fee Statements**”). Pursuant to the Interim Compensation Order, GCG served the Monthly Fee Statements on: (i) Arcapita Bank B.S.C.(c), Arcapita Building, Bahrain Bay, P.O. Box 1406, Manama, Kingdom of Bahrain (Attn: Henry Thompson), (ii) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Michael A. Rosenthal, Esq., Janet M. Weiss, Esq., and Matthew K. Kelsey, Esq.), (iii) the Office of the U.S. Trustee, 33 Whitehall Street, 22nd Floor, New York, New York 10004 (Attn: Richard Morrissey, Esq.), (iv)

the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq. and Evan R. Fleck, Esq.), (collectively, the “Compensation Notice Parties”).

13. The detail for March/April 2012, December 2012 and February 2013 are included in the First and Second Interim Fee Applications.

14. The April 2013 monthly fee statement sought payment of \$40,346.50 in fees, before a 20% holdback in the amount of \$8,069.30. GCG requested payment of \$32,277.20 in fees, and expenses in the amount of \$84.17. The April monthly fee statement, in its entirety, is attached as **Exhibit F**. No objections were filed to the April monthly fee statement. GCG has been paid \$32,361.31 in fees and expenses for this monthly fee statement.

15. The May 2013 monthly fee statement sought payment of \$190,780.00 in fees, before a 20% holdback in the amount of \$38,156.00. GCG requested payment of \$152,624.00 in fees, expenses in the amount of \$1,912.84, and miscellaneous charges in the amount \$1,206.72. The May monthly fee statement, in its entirety, is attached as **Exhibit G**. No objections were filed to the May monthly fee statement. GCG has been paid \$155,797.56 in fees and expenses for this monthly fee statement.

16. The June 2013 monthly fee statement sought payment of \$26,491.00 in fees, before a 20% holdback in the amount of \$5,298.20. GCG requested payment of \$21,192.28 in fees, expenses in the amount of \$1,129.28 and miscellaneous charges in the amount of \$270.48. The June monthly fee statement, in its entirety, is attached as **Exhibit H**. No objections were filed to the June monthly fee statement. GCG has been paid \$22,582.56 in fees and expenses for this monthly fee statement.

17. The fees for the time period from July 1, 2013 through July 31, 2013 are included in this Final Fee Application, and include fees in the amount of \$4,762.00, expenses in the amount of \$22.00, and miscellaneous charges in the amount of \$223.78. The time entries for this time period are attached hereto as **Exhibit I**. In an effort to save the estate monies, GCG opted not to incur the time and expense to prepare a fee statement for this period.

18. The fees for the time period from August 1, 2013 through August 31, 2013 are included in this Final Fee Application, and include fees in the amount of \$4,990.50, and miscellaneous charges in the amount of \$223.78. The time entries for this time period are attached hereto as **Exhibit J**. In an effort to save the estate monies, GCG opted not to incur the time and expense to prepare a fee statement for this period.

19. The fees for the time period from September 1, 2013 through September 17, 2013 are included in this Final Fee Application, and include fees in the amount of \$2,950.00, and miscellaneous charges in the amount of \$221.28. The time entries for this time period are attached hereto as **Exhibit K**. In an effort to save the estate monies, GCG opted not to incur the time and expense to prepare a fee statement for this period.

Compensation Requested

20. This Final Fee Application seeks (a) final approval for compensation in the amount of \$289,606.10³ for professional services rendered and (b) authority for the Debtors to pay GCG any and all outstanding amounts for professional services rendered.

21. For the convenience of the Court and all parties in interest, attached as **Exhibit L** is the summary of GCG's fees by billing category for the Final Fee Period. GCG maintains

³ Total fees incurred in the amount of \$306,952.00 less reductions of \$17,255.90.

computerized records of the time expended rendering the 327 Services requested by the Debtors and their estates. Such time records were made contemporaneously with the rendering of the 327 Services by the person performing such services and in the ordinary course of GCG's practice, and are presented in a form that complies with the Local Bankruptcy Rules and the Fee Guidelines.

22. For the convenience of the Court and all parties in interest, attached as **Exhibit M** is a summary by timekeeper for the Final Fee Period setting forth: (i) the name of each professional; (ii) the aggregate time expended by each professional; (iii) the hourly billing rate for each professional at GCG's current billing rates; and (iv) each timekeeper's fees during the Final Fee Period.

23. The rates described herein are GCG's hourly rates for 327 Services provided during the Final Fee Period. Based on these rates and the 327 Services performed by each individual, the total reasonable value of such 327 Services rendered during the Final Fee Period is \$306,862.00⁴. The fees sought by this Final Fee Application reflect an aggregate of 1,907 hours of professional time spent and recorded in performing 327 Services for the Debtors during the Final Fee Period, at a blended average hourly rate of \$160.91.

24. During the course of the chapter 11 cases, GCG's hourly billing rates for professionals ranged from \$45.00 to \$310.00. The hourly rates and corresponding rate structure utilized by GCG in the chapter 11 cases are equivalent to the hourly rates and corresponding rate structure predominantly used by GCG for restructuring, workout, bankruptcy, insolvency, and other comparable matters, regardless of whether a fee application is required.

⁴This amount does not include the total voluntary reduction of \$17,255.90 being taken by GCG.

The rates and rate structure reflect that GCG's matters are typically national in scope and involve great complexity, high stakes and severe time pressures.

25. GCG's hourly rates are set at a level designed to compensate GCG fairly for the work of its professionals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions, and are consistent with the rates charged elsewhere by GCG.

26. GCG regularly reviews its bills to ensure that the Debtors are billed only for services that were actual, necessary and requested by the Debtors and, in accordance with the Fee Guidelines, GCG reduces its fees when warranted. For the Final Fee Application, GCG is voluntarily reducing its requested fees by \$11,243.46, for a total of \$17,255.90 for the Final Fee Period. This amount is a voluntary reduction for fee application preparation in accordance with the Court's decision in In re Mesa Air Group, Inc., 449 B.R. 441 (Bankr. S.D.N.Y. May 25, 2011). This reduction decreases the total amount requested for fee application preparation to approximately five percent of the total professional fees billed during the Final Fee Period.

27. There is no agreement or understanding between GCG and any other person for the sharing of compensation to be received for services rendered in these chapter 11 cases.

28. As discussed below, in accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable in light of: (a) the complexity of these chapter 11 cases; (b) the time expended; (c) the nature and extent of the 327 Services rendered; (d) the value of such 327 Services; and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

Summary of Services Performed

29. During the Final Fee Period, GCG provided essential and significant professional services to the Debtors in connection with these chapter 11 cases. The 327 Services were sometimes performed under significant time constraints and were necessary to administer a multitude of critical tasks in these chapter 11 cases. To provide a meaningful summary of the 327 Services rendered on behalf of the Debtors' and their estates, GCG has established, in accordance with the Fee Guidelines and its internal billing procedures, certain subject matters (each, a "Subject Matter") in connection with these chapter 11 cases. The following is a summary by Subject Matter of the most significant 327 Services rendered by GCG during the Final Fee Period. This summary is organized in accordance with GCG's internal system of billing tasks and corresponds to the tasks itemized on **Exhibit L**.

30. Solicitation (Fees: \$269,331.00; Hours: 1,693.6). This subject matter includes fees incurred in connection with preparing for and managing the solicitation and tabulation of votes on the Debtors' Plan. In particular, GCG employees billed time to this category while reviewing drafts of the Plan, Disclosure Statement, proposed order approving the Disclosure Statement, notice of confirmation hearing, and ballots and providing comments thereto. GCG worked with Debtors' counsel to finalize the solicitation materials and analyzed the creditor database for the purpose of assigning each creditor to the appropriate voting or non-voting class. GCG then customized each ballot with the relevant voting party name, address, and amount and quality assured the ballots for accuracy.

31. GCG compiled solicitation packages for each voting and non-voting party, quality assured the solicitation packages for completeness and accuracy, managed the mailing of solicitation packages, followed up with voting parties and responded to solicitation inquiries,

and checked for incoming ballots. GCG processed each ballot received and entered the balloting results into the database. GCG provided frequent reports of voting results to Debtors' counsel and created and hosted an on-line balloting tool that provided "real time" balloting results.

32. Once the voting deadline passed, GCG compiled a final tabulation report, drafted and filed the ballot certification including the final tabulation report, and participated in the Confirmation Hearing. After the Confirmation Hearing, GCG handled the follow-up inquiries from voting creditors and any late-filed ballots.

33. Preparation of Fee Statements/Applications (Fees: \$32,603.50; Hours: 191). In connection with the Interim Compensation Order, GCG incurred time during the Final Fee Period preparing the Monthly Fee Statements, the First Interim Fee Application, the Second Interim Fee Application, the Final Fee Application and the exhibits attached to such documents. As noted above, GCG is voluntarily reducing its request for certain fees accrued.

34. Claims Analysis/Advanced Reconciliation (Fees:\$1,601.50; Hours: 8.9) GCG provided services relating to the preparation of various claims reports and/or claims images requested by the Debtors' professionals, assisted the Debtors' professionals with the claims reconciliation process, and prepared and finalized exhibits to objections to claims. Services provided in this category are necessary and beneficial to the estate because they ensure proper and expert handling of the claims reconciliation process.

Reasonable and Necessary Professional Services Rendered by GCG

35. The foregoing professional services rendered by GCG on behalf of the Debtors during the Final Fee Period were reasonable, necessary and appropriate to the administration of

these chapter 11 cases and related matters. GCG has a prominent bankruptcy operations team, comprised of over 80 bankruptcy professionals, and enjoys a national reputation for its expertise in all aspects of bankruptcy case administration. In particular, the professionals comprising GCG's bankruptcy operations team include numerous former bankruptcy attorneys and financial advisors with decades of experience in all aspects of case administration and in representing debtors and creditors' committees in connection with their chapter 11 cases.

Actual and Necessary Expenses Incurred by GCG

36. In addition to seeking allowance of its fees, GCG seeks final approval and allowance of the reimbursement by the Debtors of \$3,148.29 in actual expenses incurred in connection with the administration of the chapter 11 cases. In compliance with the Local Bankruptcy Rules and the Fee Guidelines, a summary of the amounts and categories of expenses for which reimbursement is sought by expense category is attached hereto as **Exhibit N**.

37. In particular, the time constraints imposed by the circumstances of the chapter 11 cases require GCG timekeepers to devote substantial time during the evenings and on weekends to perform services on behalf of the Debtors. Such services were essential to meet deadlines, respond to daily inquiries from various creditors and other parties in interest on a timely basis, satisfy the demands of the Debtors' business and ensure the orderly administration of the bankruptcy estates given the exigent circumstances of the chapter 11 cases. Consistent with GCG's internal policy, and as further disclosed in the Application, GCG professionals who worked late in the evenings or on weekends were reimbursed for their reasonable meal and/or transportation costs. GCG's regular practice is not to include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket expenses incurred during the regular course of rendering professional services.

Miscellaneous Charges Incurred by GCG

38. In addition to seeking final allowance of its fees and expenses, GCG seeks final approval, allowance, and authorization for the Debtors to pay GCG \$2,200.04 in miscellaneous charges for items such as document scanning and document storage in connection with the administration of the chapter 11 Cases. In compliance with the Local Bankruptcy Rules and Guidelines, a summary of the amounts and categories for which payment is sought is attached hereto as **Exhibit O**. These charges are GCG's fixed unit prices, which are not incorporated into GCG's hourly billing rates.

GCG's Requested Compensation Should be Allowed

39. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and

- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3). The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

40. GCG respectfully submits that the services for which it seeks compensation in this Final Fee Application were, at the time rendered, necessary for, and beneficial to, the Debtors, their estates, and in certain instances required by the Fee Guidelines and the Interim Compensation Order. Furthermore, GCG asserts that it performed the 327 Services for the Debtors economically, effectively and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and other parties in interest. GCG further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such 327 Services to the Debtors, their estates and parties in interest.

41. In sum, GCG respectfully submits that the 327 Services rendered by GCG on behalf of the Debtors and their estates during these chapter 11 cases were necessary and appropriate given the complexity of these chapter 11 cases, the time expended by GCG, the nature and extent of the 327 Services rendered, the value of the 327 Services, and the cost of comparable services provided outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, GCG respectfully submits that approval of the compensation sought herein is warranted and should be approved.

Notice

42. Notice of this Final Fee Application has been provided to the Compensation Notice Parties as defined herein and pursuant to the terms set forth in the Interim Compensation

Order, and was submitted to the client for review and approval prior to filing. GCG respectfully submits that no further notice is necessary.

No Prior Request

43. No prior request for the relief sought in this Final Fee Application has been made to this Court or any other court.

Conclusion

WHEREFORE, GCG respectfully requests entry of an order allowing on a final basis (i) compensation for GCG's total professional fees for the Final Fee Period in the amount of \$289,606.10⁵, (ii) reimbursement of all actual and necessary expenses incurred by GCG during the Final Fee Period in the amount of \$3,148.29, (iii) payment for GCG's total miscellaneous charges for the Final Fee Period in the amount of \$2,200.04, (iv) authority for the Debtors to pay GCG any and all fees, expenses and miscellaneous charges outstanding, and (v) granting such other and further relief as the Court deems just and proper.

October 3, 2013
Lake Success, New York

GCG, INC.

/s/ Craig Johnson

Angela Ferrante

Craig E. Johnson

1985 Marcus Avenue, Suite 200

Lake Success, New York

Telephone: (631) 470-5000

Facsimile: (631) 470-5100

Administrative Agent for the Debtors

⁵ This amount includes the total reduction of fees in the amount of \$17,255.90.

Final Fee Application Exhibit Index

Exhibit A	Certification
Exhibit B	Retention Order
Exhibit C	First Interim Fee Application
Exhibit D	Time Detail 3/19/12 – 4/30/12
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Exhibit G	May 2013 Monthly Fee Statement
Exhibit H	June 2013 Monthly Fee Statement
Exhibit I	Time Detail July 2013
Exhibit J	Time Detail August 2013
Exhibit K	Time Detail 09/01/2013 – 09/17/2013
Exhibit L	Summary of Fees by Category
Exhibit M	Summary of Fees by Time keeper
Exhibit N	Expenses
Exhibit O	Miscellaneous Charges

**Exhibit A
to the Final Fee
Application**

Certification

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

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

CERTIFICATION OF CRAIG E. JOHNSON

CRAIG E. JOHNSON, hereby declares:

1. I am a Senior Director with GCG, Inc. (“GCG”), and I am authorized to make and submit this certification (the “Certification”) on behalf of GCG. GCG is the administrative agent for the debtors and debtors in possession (the “Debtors”) in the above-captioned proceeding. Our business address is 1985 Marcus Avenue, Suite 200, Lake Success, New York 11042-1013.

2. I submit this Certification with respect to the Final Fee Application¹ of GCG for compensation for professional services rendered and reimbursement of actual and necessary expenses incurred, during the period of March 19, 2012 through September 17, 2013.

3. I make this Certification in accordance with Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1 and the Fee Guidelines. In connection therewith, I hereby certify that:

- (a) I have read the Final Fee Application;
- (b) To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Final Fee Application fall within the Fee Guidelines;
- (c) Except to the extent that fees or disbursements are prohibited by the Fee Guidelines, the fees and disbursements requested in the Final Fee Application are billed in accordance with practices customarily employed by GCG and generally accepted by GCG’s clients;

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the *Final Fee Application of GCG, Inc., as Administrative Agent for the Debtors, For Allowance of Compensation and for Reimbursement of Expenses Incurred for the Period of March 19, 2012 Through September 17, 2013*.

- (d) In providing a reimbursable service that GCG reflects on the expense side of its invoices, GCG does not make a profit on that service, whether the service was performed by GCG in-house or through a third party;
- (e) In accordance with the *Order Granting Debtors' Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members* [Docket No. 159], GCG served, on or before the 21st day following each respective month, a statement of the fees and disbursements accrued during such month, on (i) Arcapita Bank B.S.C.(c), Arcapita Building, Bahrain Bay, P.O. Box 1406, Manama, Kingdom of Bahrain (Attn: Henry Thompson), (ii) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Michael A. Rosenthal, Esq., Janet M. Weiss, Esq., and Matthew K. Kelsey, Esq.), (iii) the Office of the U.S. Trustee, 33 Whitehall Street, 22nd Floor, New York, New York 10004 (Attn: Richard Morrissey, Esq.), (iv) the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq. and Evan R. Fleck, Esq.);
- (f) Pursuant to the Local Guidelines, the Debtors and the U.S. Trustee will each be provided with a copy of the Final Fee Application simultaneously with the filing thereof, and these parties will have at least 14 days to review such Final Fee Application prior to any objection deadline established with respect thereto. As noted above, these parties were previously served with any Monthly Fee Statements more than 14 days in advance of the filing of the Final Fee Application.

4. All services for which compensation is requested by GCG were services performed for, and on behalf of, the Debtors and their estates, and not on behalf of any other person.

5. In accordance with 18 U.S.C. § 155, neither I nor any professional within GCG has entered into any agreement, express or implied, with any other party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of, or paid from, the Debtors' estates.

Dated: October 3, 2013
Lake Success, New York

/s/ Craig E. Johnson
Craig E. Johnson

**Exhibit B
to the Final Fee
Application**

Retention Order

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

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

**FINAL ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT
AND RETENTION OF GCG, INC. AS ADMINISTRATIVE
AGENT FOR THE DEBTORS AND DEBTORS IN POSSESSION
NUNC PRO TUNC TO THE PETITION DATE**

Upon consideration of the Application (the “*Application*”)¹ of Arcapita Bank B.S.C.(c) and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the “*Debtors*” and each, a “*Debtor*”), pursuant to 11 U.S.C. §§ 327(a), 330, and 331 of title 11 of the United States Code (the “*Bankruptcy Code*”) and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) and Local Bankruptcy Rules 2014-1 of the Local Bankruptcy Rules of the Southern District of New York (the “*Local Rules*”) for entry of an order authorizing the Debtors to employ and retain GCG, Inc. as administrative agent for the Debtors, *nunc pro tunc* to the Petition Date, all as more fully set forth in the Application; and upon the Declaration of Craig Johnson attached to the Application as *Exhibit D* (the “*Johnson Declaration*”); and it appearing that the over 1,000 domestic and international creditors and other parties in interest involved in the Debtors’ Chapter 11 Cases may impose heavy administrative and other burdens on the Debtors and the Debtors’ professionals; and the Court having subject matter jurisdiction to consider the Application and the relief requested therein pursuant to 28

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.); and the Application being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and no other or further notice being required; and the relief requested in the Application being in the best interests of the Debtors and their estates, creditors of the Debtors and all parties in interest; and the Court having reviewed the Application and the Johnson Declaration, and having heard the statements in support of the relief requested therein at a hearing before the Court (the “*Hearing*”); and the Court having determined that the legal and factual bases set forth in the Application, the Johnson Declaration, and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is granted as provided herein.
2. The retention of GCG as Administrative Agent to the Debtors, *nunc pro tunc* to the Petition Date, on the terms and conditions set forth in the Engagement Agreement, a copy of which is attached to the Application as *Exhibit C*, and as described in the Application, is hereby approved.
3. Pursuant to section 503(b)(1)(A)(i) of the Bankruptcy Code, GCG’s fees and expenses incurred pursuant to the Engagement Agreement are to be treated as an administrative expense of the Debtors’ chapter 11 estates.
4. GCG is authorized to perform all actions and services set forth in the

Application, including to:²

- a) Assist with the preparation and filing of the Debtors' schedules of assets and liabilities and statements of financial affairs;
 - b) Generate and provide claim reports and claim objection exhibits, as requested by the Debtors and their professionals;
 - c) Manage the preparation, compilation, and mailing of documents to creditors and other parties in interest in connection with the solicitation of a chapter 11 plan (a "*Plan*");
 - d) Manage the publication of legal notices, as requested;
 - e) Collect and tabulate votes in connection with any Plan filed by the Debtors and provide ballot reports to the Debtors and their professionals;
 - f) Generate an official ballot certification and testify, if necessary, in support of the ballot tabulation results;
 - g) Manage any distributions made pursuant to a confirmed Plan; and
 - h) Provide such other administrative services as the Debtors may require in connection with the Chapter 11 Cases.
5. To the extent that GCG's duties exceed the scope of the Section 156(c)

Application, GCG shall be compensated in accordance with, and will file, interim and final fee applications for allowance of its compensation and expenses and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Fee Guidelines (as defined in the Application) and any further order of the Court.

6. GCG shall be reimbursed for reasonable and necessary expenses as provided by the Fee Guidelines.

7. Prior to the Petition Date, the Debtors paid to GCG a retainer in the amount of \$30,000.00. As of the Petition Date, GCG has applied the retainer to all prepetition invoices. GCG shall apply any remaining amounts of its prepetition retainer as a credit toward

² Contemporaneously with the filing of the underlying Application, the Debtors filed a separate application to retain and employ GCG as notice and claims agent (the "*Section 156(c) Application*").

postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to the first Order of the Court awarding fees and expenses to GCG.

8. The Debtors and GCG are authorized to take such other action to comply with all of the duties set forth in the Application.

9. To the extent that there may be any inconsistency between the terms of the Application, the Engagement Agreement or this Order, the terms of this Order shall govern.

10. This Order shall be immediately effective and enforceable upon its entry.

11. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
April 19, 2012

/s/ Sean H. Lane
THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

**Exhibit C
to the Final Fee
Application**

First Interim Fee Application

Hearing Date and Time: TBD
Objection deadline: TBD

Craig E. Johnson
GCG, Inc.
1985 Marcus Avenue, Suite 200
Lake Success, NY 11042
Telephone: (631) 470-5000
Facsimile: (631) 470-5100

Administrative Agent for the Debtors

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

----- X

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

----- X

**FIRST INTERIM FEE APPLICATION OF GCG, INC., AS
ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR ALLOWANCE OF
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD OF MARCH 19, 2012 THROUGH JUNE 30, 2012**

Name of Applicant:	GCG, Inc.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	April 19, 2012 <i>nunc pro tunc</i> to March 19, 2012
Period for which Compensation and Reimbursement is sought:	March 19, 2012 through June 30, 2012
Total Amount of Compensation sought as actual, reasonable, and necessary for applicable period:	\$3,597.50
Total Amount of Expenses sought as actual, reasonable, and necessary for applicable period:	\$0.00

Total Amount of Compensation Paid \$1,976.00
as actual, reasonable, and necessary
for applicable period

Voluntary Reduction for Fee
Application Preparation \$787.17

Total Amount of Holdback Fees \$494.00
sought for applicable period:

This is a: x interim final application.

Summary of Prior Fee Statements:

Time Period	Requested Fees	Holdback¹	Voluntary Reductions	Paid Fees
03/19/12 – 04/30/12	\$2,470.00	\$494.00	\$0.00	\$1,976.00
05/01/12- 05/31/2012	\$1,040.00	\$0.00	\$0.00	\$0.00
06/01/12- 06/30/12	\$0.00	\$0.00	\$0.00	\$0.00
08/15/12	\$0.00	\$0.00	\$787.17	\$0.00
TOTAL	\$3,597.50	\$494.00	\$787.17	\$1,976.00

¹ The holdback cited is 20% of the First Monthly Fee Statement (\$2,470.00). Since the Second Monthly Fee Statement (and the fee request sought therein) is incorporated in this fee application, there have been no amounts held back for that period.

Hearing Date and Time: TBD
Objection Deadline: TBD

Craig Johnson
GCG, Inc.
1985 Marcus Avenue, Suite 200
Lake Success, NY 11042
Telephone: (631) 470-5000
Facsimile: (631) 470-5100

Administrative Agent for the Debtors

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

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

**FIRST INTERIM FEE APPLICATION OF GCG, INC., AS
ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR ALLOWANCE OF
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD OF MARCH 19, 2012 THROUGH JUNE 30, 2012**

TO THE HONORABLE SEAN H. LANE,
UNITED STATES BANKRUPTCY JUDGE:

GCG, Inc. (“GCG”), administrative agent to the above-captioned debtors and debtors in possession (the “Debtors”), hereby files its first interim application (the “First Interim Application”) pursuant to section 330 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Bankruptcy Rules”), General Order M-389, *Amended Guidelines for Fees and Disbursements for Professionals in*

Southern District of New York Bankruptcy Cases (the “Local Guidelines”), this Court’s *Order Granting Debtors’ Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members* (the “Interim Compensation Order”) [Docket No. 159], and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, effective January 30, 1996 (the “UST Guidelines”, and along with the Local Guidelines, the “Guidelines”), for allowance and approval of interim compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services from March 19, 2012, through and including June 30, 2012 (the “First Interim Fee Period”).

In support of this First Interim Fee Application, GCG respectfully represents as follows:

Jurisdiction

1. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1 and the Guidelines. Pursuant to the Local Guidelines, a certification of compliance is attached hereto as **Exhibit A**.

Background

4. On March 19, 2012 (the “Commencement Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections

1107(a) and 1108 of the Bankruptcy Code. On March 22, 2012, this Court entered an order jointly administering these cases (the “Chapter 11 Cases”) pursuant to Bankruptcy Rule 1015(b). On April 30, 2012, Falcon Gas Storage Co., Inc. (the “Subsequent Debtor”) commenced a case under chapter 11 of the Bankruptcy Code. Pursuant to the *Order Pursuant to Section 105(a) of the Bankruptcy Code Directing That Certain Orders in the Chapter 11 Cases of Arcapita Bank B.S.C.(c), et al. Be Made Applicable to Subsequent Debtor* [Docket 239], GCG’s retention includes the Subsequent Debtor.

5. On April 5, 2012, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Creditors Committee”). To date, no plan or accompanying disclosure statement has been filed.

GCG’s Retention

6. On March 26, 2012, the Debtors filed an application pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014 to retain and employ GCG as their administrative agent *nunc pro tunc* to the Commencement Date (the “Section 327 Application”). An order granting the Section 327 Application and authorizing the Debtors’ retention of GCG as their administrative agent was entered by this Court on April 19, 2012 (the “Retention Order”) [Docket No. 83].¹

7. The Retention Order authorizes the Debtors to compensate and reimburse GCG in accordance with the procedures set forth in section 330 of the Bankruptcy Code, the Bankruptcy

¹ On March 26, 2012, the Debtors filed an application under 28 U.S.C. §156(c) for authorization to retain GCG to serve as the claims and noticing agent in the Chapter 11 Cases (the “Section 156(c) Application”). On April 19, 2012, the Court entered an Order granting the 156(c) Application. Because the administration of the Chapter 11 Cases requires GCG to perform duties outside the scope of 28 U.S.C. §156(c), the Debtors supplemented the Section 156(c) Application with the Section 327 Application. Only those services outside the scope of 28 U.S.C. §156(c) are covered by the Section 327 Application and, therefore, subject to, and covered by, this First Interim Application. All other services rendered by GCG have been, and will continue to be, invoiced to the Debtors directly in accordance with the order granting the Section 156(c) Application.

Rules, the Interim Compensation Order and the Guidelines. The Retention Order authorizes the Debtors to compensate GCG at its hourly rates charged for services of this type and to reimburse GCG for its actual and necessary out-of-pocket expenses incurred, subject to application to this Court as set forth herein. In addition, the Retention Order specifically authorizes GCG to provide the Debtors with the following services, among others: (a) assisting with the preparation and filing of the Debtors' Schedules of Assets and Liabilities (collectively, the "Schedules") and the Statements of Financial Affairs (collectively, the "SoFAs"), (b) generating and providing claim reports and claim objection exhibits as requested by the Debtors and their professionals, (c) managing the publication of legal notices, as requested, (d) managing the preparation, compilation, and mailing of documents to creditors and other parties in interest in connection with the solicitation of a chapter 11 plan (a "Plan"), (e) collecting and tabulating votes in connection with any Plan filed by the Debtors, and providing ballot reports to the Debtors and their professionals, (f) generating an official ballot certification and testifying, if necessary, in support of the ballot tabulation results, (g) managing any distributions made pursuant to a confirmed Plan, and (h) providing such other administrative services as the Debtors may require in connection with the Chapter 11 cases. A copy of the Retention Order is attached hereto as **Exhibit B.**

First Monthly Fee Statement (March 19, 2012 – April 30, 2012)

8. On May 21, 2012, GCG filed its first monthly fee statement covering the work it performed under its Section 327 Application from March 19, 2011 through April 30, 2012 (the "First Monthly Fee Statement"), during which time GCG incurred fees of \$2,470.00. After the 20% "holdback" (\$494.00), the fees sought pursuant to the First Monthly Fee Statement totaled \$1,976.00.

9. Pursuant to the Interim Compensation Order, GCG served the Monthly Fee Statement on: (i) Arcapita Bank B.S.C.(c), Arcapita Building, Bahrain Bay, P.O. Box 1406, Manama, Kingdom of Bahrain (Attn: Henry Thompson), (ii) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Michael A. Rosenthal, Esq., Janet M. Weiss, Esq., and Matthew K. Kelsey, Esq.), (iii) the Office of the U.S. Trustee, 33 Whitehall Street, 22nd Floor, New York, New York 10004 (Attn: Richard Morrissey, Esq.), (iv) the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq. and Evan R. Fleck, Esq.), (collectively, the “Notice Parties”).

10. No objections were filed to the First Monthly Fee Statement, and on July 25, 2012, GCG received \$1,976.00 from the Debtors.

Second Monthly Fee Statement (May 1, 2012 – May 31, 2012)

11. GCG did not previously file a second monthly fee statement covering May 1, 2012 through May 31, 2012 (the “Second Monthly Fee Statement”), during which time GCG incurred fees of \$1,040.00. GCG incorporates the Second Monthly Fee Statement (and the fees requested therein) as part of this application. There were no expenses incurred during this period. Detailed time records for this fee period are attached hereto as **Exhibit C**.

Third Monthly Fee Period (June 1, 2012 to June 30, 2012)

12. During the time period from June 1, 2012 to June 30, 2012, GCG did not incur fees that should be included in a monthly fee statement, and therefore there is no fee or expense request included with this application, for this time period.

Compensation Requested

13. Pursuant to the Interim Compensation Order, GCG submits this First Interim Fee Application seeking approval and allowance of \$3,597.50 in total professional fees billed including the payment of the \$494.00 holdback.

14. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit D** is a schedule of the total amount of GCG's fees by billing category during the First Interim Fee Period. GCG maintains computerized records of the time expended rendering the professional services required by the Debtors and their estates. Such time records were made contemporaneously with the rendering of services by the person performing such services and in the ordinary course of GCG's practice, and are presented in a form that complies with the Local Bankruptcy Rules and the Guidelines.

15. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit E** is a summary by timekeeper for the First Interim Fee Period setting forth: the name of each professional, each professional's length of time with GCG, the aggregate time expended by each professional, the hourly billing rate for each professional at GCG's current billing rates, and an indication of the individual amounts requested as part of the total amount of compensation requested.

16. The rates described herein are GCG's hourly rates for services of this type provided during the First Interim Fee Period. Based on these rates and the services performed by each individual, the total reasonable value of such services rendered during the First Interim Fee Period is \$3,597.50. The fees sought by this First Interim Fee Application reflect an aggregate of 15.4 hours of professional time spent and recorded in performing services for the Debtors under

the Section 327 Application during the First Interim Fee Period at a blended average hourly rate of \$233.60.

17. During the course of the Chapter 11 Cases, GCG's hourly billing rates for professionals ranged from \$45.00 to \$295.00. The hourly rates and corresponding rate structure utilized by GCG in the Chapter 11 Cases are equivalent to the hourly rates and corresponding rate structure predominantly used by GCG for: (i) restructuring, workout, bankruptcy, insolvency, and comparable matters, and (ii) similar complex corporate, securities and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that GCG's matters are typically national in scope and typically involve great complexity, high stakes and severe time pressures.

18. GCG's hourly rates are set at a level designed to compensate GCG fairly for the work of its professionals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere by GCG.

19. GCG regularly reviews its bills to ensure that the Debtors are billed only for services that were actual and necessary and, in accordance with the Guidelines, GCG reduces its fees when warranted. For the First Interim Period, GCG voluntarily reduces its requested fees by \$787.17. This amount is a voluntary reduction for fee application preparation in accordance with the Court's decision in In re Mesa Air Group, Inc., 449 B.R. 441 (Bankr. S.D.N.Y. May 25, 2011). This reduction brings the total amount billed for Fee Application Preparation to approximately five percent of the total professional fees rendered to the Debtors.

20. There is no agreement or understanding between GCG and any other person for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

21. As discussed below, in accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable in light of: (a) the complexity of the Chapter 11 Cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

Summary of Services Performed

22. During the First Interim Fee Period, GCG provided essential and significant professional services to the Debtors in connection with the Chapter 11 Cases. These services were sometimes performed under significant time constraints and were necessary to administer a multitude of critical tasks in the Chapter 11 Cases. To provide a meaningful summary of GCG's services rendered on behalf of the Debtors and their estates, GCG has established, in accordance with the Guidelines and its internal billing procedures, certain subject matters (each, a "Subject Matter") in connection with the Chapter 11 Cases. The following is a summary by Subject Matter of the most significant professional services rendered by GCG during the First Interim Fee Period. This summary is organized in accordance with GCG's internal system of billing tasks and corresponds to the categories itemized on Exhibit C.

Preparation of Schedules and Statements of Financial Affairs

(Fees: \$420.00; Hours: 2.1)

23. GCG reviewed the requirements for Schedules and Statement of Affairs, and conferred with the Debtors and their professionals regarding preparation of same.

Preparation of Fee Statements/Applications

(Fees: \$921.00; Hours: 5.2)

24. In connection with the Interim Compensation Order, GCG incurred time during the First Interim Period preparing and filing the Monthly Fee Statement and the exhibits attached thereto.

Section 327 Retention Application

(Fees: \$2,168.0; Hours: 7.8)

25. In connection with initial and ongoing retention and disclosure requirements, and in connection with the Retention Order, GCG's professionals incurred time on activities including drafting the Section 327 Application and the related declaration, conducting an ongoing conflicts check, drafting and filing a supplemental retention declaration, and preparing for, and participating in hearings to approve GCG's retention.

Section 327 Project Management

(Fees: \$88.50; Hours: 0.3)

26. In connection with project management, GCG incurred time supervising administration, coordinating staffing and compiling a case budget at the request of Debtors' professionals.

Reasonable and Necessary Services Rendered by GCG

27. The foregoing professional services rendered by GCG on behalf of the Debtors during the First Interim Fee Period were reasonable, necessary and appropriate to the administration of the Chapter 11 Cases and related matters. GCG has a prominent Bankruptcy Operations Team and enjoys a national reputation for its expertise in all aspects of bankruptcy case administration, with over 80 professionals focusing on this area of GCG's practice. Indeed,

the professionals within GCG's Bankruptcy Operations group include numerous former bankruptcy attorneys and financial advisors, with decades of experience in all aspects of case administration, and in representing debtors and creditors' committees in connection with their chapter 11 cases.

GCG's Requested Compensation and Reimbursement Should be Allowed

28. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3). The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

29. In the Chapter 11 Cases, GCG respectfully submits that the services for which it seeks compensation in this First Interim Fee Application were, at the time rendered, necessary for, and beneficial to, the Debtors and their estates. GCG further believes that it performed the services for the Debtors economically, effectively and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' constituents. GCG further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates and all parties in interest.

30. In sum, GCG respectfully submits that the professional services rendered by GCG on behalf of the Debtors and their estates during the Chapter 11 Cases were necessary and appropriate given the complexity of the Chapter 11 Cases, the time expended by GCG, the nature and extent of GCG's services rendered, the value of GCG's services, and the cost of comparable services provided outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, GCG respectfully submits that approval of the compensation sought herein is warranted and should be approved.

Notice

31. Notice of this First Interim Application will be provided to the Compensation Notice Parties as defined in and pursuant to the terms set forth in the Interim Compensation Order, and GCG respectfully submits that no further notice is necessary.

No Prior Request

32. No prior request for the relief sought in this First Interim Application has been made to this Court or any other court.

Conclusion

WHEREFORE, GCG respectfully requests entry of an order (i) approving and allowing GCG's total professional fees for the First Interim Fee Period in the amount of \$3,597.50, reduced by the voluntary reduction of \$787.17, to \$2,810.33, and including the payment of the \$494.00 holdback; (ii) authorizing and directing the Debtors to pay GCG \$834.33, representing all unpaid fees and expenses for the First Interim Period, and (iii) granting such other and further relief as the Court deems just and proper.

August 15, 2012
Lake Success, New York

GCG, INC.

/s/ Craig Johnson
Craig Johnson
1985 Marcus Avenue, Suite 200
Lake Success, New York 11042
Telephone: (631) 470-5000
Facsimile: (631) 470-5100

Administrative Agent for the Debtors
And Debtors in Possession

FIRST INTERIM APPLICATION INDEX

- Exhibit A Certification**
- Exhibit B Retention Order**
- Exhibit C Detailed Time Entries for Second Monthly Statement**
- Exhibit D Summary of Compensation by Billing Category**
- Exhibit E Summary by Timekeeper**

EXHIBIT A

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

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

CERTIFICATION OF CRAIG E. JOHNSON

CRAIG E. JOHNSON, hereby declares:

1. I am a Senior Director with GCG, Inc. ("GCG"), and I am authorized to make and submit this certification on behalf of GCG. GCG is the administrative agent for the debtors and debtors-in-possession (the "Debtors") in the above-captioned proceeding. Our business address is 1985 Marcus Avenue, Suite 200, Lake Success, New York 11042-1013.

2. I submit this certification with respect to the First Interim Application¹ of GCG for compensation for professional services rendered and reimbursement of actual and necessary expenses incurred during the period March 19, 2012, through June 30, 2012.

3. I make this certification in accordance with Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1, and the Guidelines. In connection therewith, I hereby certify that:

- (a) I have read the First Interim Application;
- (b) To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the First Interim Application fall within the Guidelines;

¹ Unless otherwise defined herein, all capitalized terms used herein shall have the meanings set forth in the First and Final Fee Application.

(c) Except to the extent that fees or disbursement are prohibited by the Guidelines, the fees and disbursement requested in the First Interim Application are billed in accordance with practices customarily employed by GCG and generally accepted by GCG's clients;

(d) With certain exceptions, in providing a reimbursable expense, GCG does not make a profit on that expense, whether the service is performed by GCG in-house or through a third party;

(e) In accordance with the *Order Granting Debtors' Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members* [Docket No. 159], GCG has filed herein, a First Interim Application; and

(f) Pursuant to the Local Guidelines, the Debtors, and the U.S. Trustee will each be provided with a copy of the First Interim Application simultaneously with the filing thereof and will have at least 14 days to review such First Interim Application prior to any objection deadline with respect thereto.

4. All services for which compensation is requested by GCG were services performed for and on behalf of the Debtors and their estates and not on behalf of any other person.

5. In accordance with 18 U.S.C. § 155, neither I nor any professional within GCG has entered into any agreement, express or implied, with any other party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors' estates.

Dated: August 15, 2012
Lake Success, New York

/s/ Craig E. Johnson _____
Craig E. Johnson

Exhibit B

Retention Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**FINAL ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT
AND RETENTION OF GCG, INC. AS ADMINISTRATIVE
AGENT FOR THE DEBTORS AND DEBTORS IN POSSESSION
NUNC PRO TUNC TO THE PETITION DATE**

Upon consideration of the Application (the “*Application*”)¹ of Arcapita Bank B.S.C.(c) and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the “*Debtors*” and each, a “*Debtor*”), pursuant to 11 U.S.C. §§ 327(a), 330, and 331 of title 11 of the United States Code (the “*Bankruptcy Code*”) and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) and Local Bankruptcy Rules 2014-1 of the Local Bankruptcy Rules of the Southern District of New York (the “*Local Rules*”) for entry of an order authorizing the Debtors to employ and retain GCG, Inc. as administrative agent for the Debtors, *nunc pro tunc* to the Petition Date, all as more fully set forth in the Application; and upon the Declaration of Craig Johnson attached to the Application as *Exhibit D* (the “*Johnson Declaration*”); and it appearing that the over 1,000 domestic and international creditors and other parties in interest involved in the Debtors’ Chapter 11 Cases may impose heavy administrative and other burdens on the Debtors and the Debtors’ professionals; and the Court having subject matter jurisdiction to consider the Application and the relief requested therein pursuant to 28

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.); and the Application being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and no other or further notice being required; and the relief requested in the Application being in the best interests of the Debtors and their estates, creditors of the Debtors and all parties in interest; and the Court having reviewed the Application and the Johnson Declaration, and having heard the statements in support of the relief requested therein at a hearing before the Court (the “*Hearing*”); and the Court having determined that the legal and factual bases set forth in the Application, the Johnson Declaration, and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is granted as provided herein.
2. The retention of GCG as Administrative Agent to the Debtors, *nunc pro tunc* to the Petition Date, on the terms and conditions set forth in the Engagement Agreement, a copy of which is attached to the Application as *Exhibit C*, and as described in the Application, is hereby approved.
3. Pursuant to section 503(b)(1)(A)(i) of the Bankruptcy Code, GCG’s fees and expenses incurred pursuant to the Engagement Agreement are to be treated as an administrative expense of the Debtors’ chapter 11 estates.
4. GCG is authorized to perform all actions and services set forth in the

Application, including to:²

- a) Assist with the preparation and filing of the Debtors' schedules of assets and liabilities and statements of financial affairs;
 - b) Generate and provide claim reports and claim objection exhibits, as requested by the Debtors and their professionals;
 - c) Manage the preparation, compilation, and mailing of documents to creditors and other parties in interest in connection with the solicitation of a chapter 11 plan (a "**Plan**");
 - d) Manage the publication of legal notices, as requested;
 - e) Collect and tabulate votes in connection with any Plan filed by the Debtors and provide ballot reports to the Debtors and their professionals;
 - f) Generate an official ballot certification and testify, if necessary, in support of the ballot tabulation results;
 - g) Manage any distributions made pursuant to a confirmed Plan; and
 - h) Provide such other administrative services as the Debtors may require in connection with the Chapter 11 Cases.
5. To the extent that GCG's duties exceed the scope of the Section 156(c)

Application, GCG shall be compensated in accordance with, and will file, interim and final fee applications for allowance of its compensation and expenses and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Fee Guidelines (as defined in the Application) and any further order of the Court.

6. GCG shall be reimbursed for reasonable and necessary expenses as provided by the Fee Guidelines.

7. Prior to the Petition Date, the Debtors paid to GCG a retainer in the amount of \$30,000.00. As of the Petition Date, GCG has applied the retainer to all prepetition invoices. GCG shall apply any remaining amounts of its prepetition retainer as a credit toward

² Contemporaneously with the filing of the underlying Application, the Debtors filed a separate application to retain and employ GCG as notice and claims agent (the "**Section 156(c) Application**").

postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to the first Order of the Court awarding fees and expenses to GCG.

8. The Debtors and GCG are authorized to take such other action to comply with all of the duties set forth in the Application.

9. To the extent that there may be any inconsistency between the terms of the Application, the Engagement Agreement or this Order, the terms of this Order shall govern.

10. This Order shall be immediately effective and enforceable upon its entry.

11. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York

April 19, 2012

/s/ Sean H. Lane
THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

Exhibit C

Detailed Time Entries for Second Monthly Fee Statement

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
Fee Application Preparation					
5/1/2012	0.2	Jankowski, Susan	Fee Application Preparation	\$35.00	Communications with case team regarding preparations for filing fee statements in connection with compensation procedures.
5/2/2012	0.1	Jankowski, Susan	Fee Application Preparation	\$17.50	Conducted case docket monitoring audit.
5/8/2012	1.0	Jankowski, Susan	Fee Application Preparation	\$175.00	Reviewed exhibits to fee application as to proper categorization (8); exchanged email correspondence with team regarding same (2).
5/9/2012	0.3	Jankowski, Susan	Fee Application Preparation	\$52.50	Requested expense information from billing department in connection with filing monthly fee statements (1); reviewed exhibits for same (2).
5/11/2012	0.4	Jankowski, Susan	Fee Application Preparation	\$70.00	Reviewed exhibits to fee statements (3); drafted email correspondence to team regarding same (1).
5/18/2012	0.3	Jankowski, Susan	Fee Application Preparation	\$52.50	Reviewed fee procedures order (2); conversation and email correspondence with C. Johnson regarding same (1).
5/21/2012	1.9	Jankowski, Susan	Fee Application Preparation	\$332.50	Drafted cover sheet for monthly fee statement (6); email correspondence with R. Nadick re same (1); compiled exhibits for monthly statement (5); conversations, and email correspondence with team regarding fee procedures and filing of fee statement (3). Worked on indexing documents in connection with fee application preparation.
5/22/2012	0.2	Jankowski, Susan	Fee Application Preparation	\$35.00	Reviewed and approved monthly fee statement for March and April.
5/21/2012	0.3	Johnson, Craig	Fee Application Preparation	\$88.50	Reviewed and approved monthly fee statement for March and April.
5/2/2012	0.1	Midnet, Catherine	Fee Application Preparation	\$4.50	Indexed fee statements, applications, and related orders
5/21/2012	0.3	Nadick, Ryan	Fee Application Preparation	\$52.50	Attended to first monthly fee statement
5/24/2012	0.1	Posa, Margaret	Fee Application Preparation	\$5.50	Updated internal records in connection with preparation of interim fee application.
Section 327 Project Management					
5/18/2012	0.2	Johnson, Craig	Section 327 Project Management	\$59.00	Compiled information and calculated budget estimate at request of Alvarez & Marsal.
5/21/2012	0.1	Johnson, Craig	Section 327 Project Management	\$29.50	Provide A&M with budget estimate.
Section 327 Retention					
5/1/2012	0.2	Johnson, Craig	Section 327 Retention	\$59.00	Finalized supplemental Johnson Retention Declaration.
5/4/2012	0.2	Johnson, Craig	Section 327 Retention	\$59.00	Executed and filed Johnson supplemental retention declaration.

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
			Total Billing Amount:	\$1,127.50	

Exhibit D

Summary of Compensation by Billing Category

COMPENSATION BY BILLING CATEGORY

Arcapita Bank B.S.C.(c), et al.
(March 16, 2012 – June 30, 2012)

	BLEND ED RATE	TOTAL HOURS BILLED	TOTAL FEES
Fee Application Preparation ¹	\$177.12	5.2	\$921.00
Schedules/SoFAs/Other Schedules	\$200.00	2.1	\$420.00
Section 327 Project Management	\$295.00	0.3	\$88.50
Section 327 Retention	\$277.95	7.8	\$2,168.00
Total	\$233.60	15.4	\$3,597.50

¹ For the First Interim Period, GCG voluntarily reduces its requested fees for Fee Application Preparation by \$787.17. This amount is a voluntary reduction for fee application preparation in accordance with the Court's decision in In re Mesa Air Group, Inc., 449 B.R. 441 (Bankr. S.D.N.Y. May 25, 2011). This reduction brings the total amount billed for Fee Application Preparation to approximately five percent (\$133.83) of the total professional fees rendered to the Debtors.

Exhibit E

Summary by Timekeeper

SUMMARY OF BILLING BY TIMEKEEPER

Arcapita Bank B.S.C.(c), *et al.*
(March 16, 2012 - June 30, 2012)

Name of Professional Person	Position with the applicant and number of years in that position	Hourly Billing Rate	Total Hours Billed	Total Compensation
Johnson, Craig	Sr. Director, Bankruptcy (6.87 yrs.)	\$ 295.00	6.5	\$1,917.50
Kinealy, Paul	Director, Bankruptcy (2.84 yrs.)	\$ 250.00	0.7	\$175.00
Petriano, Karen E.	Ass't Director, Bankruptcy (9.07 yrs.)	\$ 225.00	1.9	\$427.50
Ashley, Jeanette	Sr. Project Manager, Bankruptcy (1.61 yrs.)	\$ 175.00	1.4	\$245.00
Jankowski, Susan	Sr. Project Manager, Bankruptcy (2.86 yrs.)	\$ 175.00	4.4	\$770.00
Nadick, Ryan	Sr. Project Manager, Bankruptcy (0.54 yrs.)	\$ 175.00	0.3	\$52.50
Posa, Margaret	Administrative Assistant (3.16 yrs.)	\$ 55.00	0.1	\$5.50
Midnet, Catherine	Clerical Assistant (0.45 yrs.)	\$ 45.00	0.1	\$4.50
	TOTAL		15.4	\$3,597.50

Blended Rate: \$233.60

**Exhibit D
to the Final Fee
Application**

Time Detail 3/19/12 – 4/30/12

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
Schedules/SoFAs/Other Schedules					
3/27/2012	1.4	Ashley, Jeanette	Schedules/SoFAs/Other Schedules	\$245.00	Prepare for setup of case Schedules files and review case information for background.
3/22/2012	0.7	Kinealy, Paul	Schedules/SoFAs/Other Schedules	\$175.00	Prepared for and attended kickoff call with the client on schedules and statements.
Section 327 Retention					
3/21/2012	1.6	Johnson, Craig	Section 327 Retention	\$472.00	Prepared for and participated in "first day" hearing in connection with GCG's retention applicaiton.
3/22/2012	0.5	Johnson, Craig	Section 327 Retention	\$147.50	Drafted Johnson Retention Declaration.
3/26/2012	0.5	Johnson, Craig	Section 327 Retention	\$147.50	Finalized and filed GCG Section 327 Retention Application (including Johnson Retention Declaration) (.8).
3/29/2012	1.8	Johnson, Craig	Section 327 Retention	\$531.00	Prepared for and participated in "second day" hearing in connection with GCG's retention applicaiton.
4/17/2012	0.7	Johnson, Craig	Section 327 Retention	\$206.50	Prepared for and participated in hearing RE: GCG's retention applicaiton.
4/23/2012	0.4	Johnson, Craig	Section 327 Retention	\$118.00	Drafted supplemental retention declaration.
3/20/2012	1.8	Petriano, Karen E.	Section 327 Retention	\$405.00	Discussed conflicts check information with C.Johnson and emailed request for same to client (.5); prepared and circulated preliminary conflicts check email (.5); prepared draft retention affidavit for C.Johnson review (.8).
3/26/2012	0.1	Petriano, Karen E.	Section 327 Retention	\$22.50	Monitored emails re: GCG's retention affidavit and filing of retention application.
Total Billing Amount:				\$2,470.00	

**Exhibit E
to the Final Fee
Application**

Second Interim Fee Application

Hearing Date and Time: May 15, 2013 at 11:00 a.m. (ET)
Objection Deadline: TBD

Angela Ferrante
Craig E. Johnson
GCG, Inc.
1985 Marcus Avenue, Suite 200
Lake Success, NY 11042
Telephone: (631) 470-5000
Facsimile: (631) 470-5100
Administrative Agent for the Debtors

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

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

**SUMMARY OF SECOND INTERIM FEE APPLICATION OF
GCG, INC. AS ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR
ALLOWANCE OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD OF JULY 1, 2012 THROUGH MARCH 31, 2013**

Name of Applicant:	GCG, Inc.
Role in the Case:	Administrative Agent for Debtors and Debtors in Possession
Date of Retention:	April 19, 2012, <i>nunc pro tunc</i> to March 19, 2012
Date Case Filed:	March 19, 2012
Date Services Commenced:	March 19, 2012
Current Application Period:	July 1, 2012 through March 31, 2013
Total Amount of Compensation sought as actual, reasonable, and necessary for applicable period:	\$32,944.50
Total Amount of Expense Reimbursement sought as actual, reasonable, and necessary for applicable period:	\$0

Total Amount Requested: \$32,944.50

Voluntary Reductions Taken: (\$5,225.27)

Total Amount of Fees and Expenses Paid as actual, reasonable, and necessary for applicable period: (\$9,243.60)

Total Amount of Fees Held Back from Current Period: (\$3,281.40)

Total Compensation Requested, but not yet received: \$15,194.23

This is an: interim final application.

**SUMMARY OF MONTHLY FEE STATEMENTS BY GCG, INC.
FOR THE PERIOD JULY 1, 2012 THROUGH MARCH 31, 2013¹**

Time Period	Date Filed	ECF No.	Total Fees Sought for Approval	Total Expenses Sought for Approval	Total Amount Requested	Voluntary Reductions	Paid Fees	Paid Expenses	Holdback from Fees Billed	Total Requested Payment
7/1/12 – 7/31/12	N/A	N/A	\$0	\$0	\$0	N/A	N/A	N/A	N/A	\$0
8/1/12 – 8/31/12	N/A ²	N/A	\$2,928.50	\$0	\$2,928.50	N/A	N/A	N/A	N/A	\$2,928.50
9/1/12 – 9/30/12	N/A ²	N/A	\$1,032.50	\$0	\$1,032.50	N/A	N/A	N/A	N/A	\$1,032.50
10/1/12 – 10/31/12	N/A ²	N/A	\$70.00	\$0	\$70.00	N/A	N/A	N/A	N/A	\$70.00
11/1/12 – 11/30/12	N/A ²	N/A	\$743.50	\$0	\$743.50	N/A	N/A	N/A	N/A	\$743.50
12/1/12 – 12/31/12	1/18/13	788	\$11,554.50	\$0	\$11,554.50	N/A	\$9,243.60	N/A	(\$2,310.90)	\$9,243.60

¹ Terms used but not defined in this summary shall have the meaning ascribed to such terms in the Second Interim Application.

² Due to the low amount of fees incurred in the months of August through November 2012, January 2013, and March 2013 it was not cost-effective for GCG to incur the time and expense to prepare and submit a monthly fee statement.

1/1/13 – 1/31/13	N/A ²	N/A	\$2,269.50	\$0	\$2,269.50	N/A	N/A	N/A	N/A	\$2,269.50
2/1/13 – 2/28/13	3/20/13	936	\$4,852.50	\$0	\$4,852.50	N/A	N/A	N/A	(\$970.50)	\$3,882.00
3/1/13 – 3/31/13	N/A ²	N/A	\$9,493.50	\$0	\$9,493.50	(\$5,225.27)	N/A	N/A	N/A	\$10,662.45
TOTAL	--	--	\$32,944.50	\$0	\$32,944.50	(\$5,225.27)³	(\$9,243.60)	N/A	(\$3,281.40)	\$15,194.23

³ In this Second Interim Fee Application, GCG is taking a voluntary fee reduction for fee application preparation in the amount of \$5,225.27, in order to bring GCG into compliance with applicable case precedent in this district.

SUMMARY OF BILLING BY TIMEKEEPER

Arcapita Bank B.S.C.(c), *et al.*
 (July 01, 2012 - March 31, 2013)

Name of Professional Person	Position with the applicant and number of years in that position	Hourly Billing Rate	Total Hours Billed	Total Compensation
Stein, Jeffrey	Vice President, Solicitation Services (9.91 yrs.)	\$310.00	11.0	\$3,410.00
Johnson, Craig	Sr. Director, Bankruptcy (7.52 yrs.)	\$295.00	17.7	\$5,221.50
Ferrante, Angela	Vice President, Bankruptcy (6.26 yrs.)	\$295.00	0.5	\$147.50
Leathem, Patrick M.	Ass't Director, Bankruptcy (3.67 yrs.)	\$225.00	0.3	\$67.50
Petriano, Karen E.	Ass't Director, Bankruptcy (9.72 yrs.)	\$225.00	9.8	\$2,205.00
Vrato, Elizabeth	Ass't Director, Bankruptcy (4.66 yrs.)	\$225.00	0.1	\$22.50
Brown, Mark	Bankruptcy Consultant IV (3.77 yrs.)	\$200.00	14.4	\$2,880.00
Galbraith, Paula	Bankruptcy Consultant III (1.22 yrs.)	\$175.00	1.6	\$280.00
Hess, Joseph	Sr. Project Manager, Bankruptcy (4.47 yrs.)	\$175.00	23.4	\$4,095.00
Jankowski, Susan	Sr. Project Manager, Bankruptcy (3.51 yrs.)	\$175.00	17.4	\$3,045.00
Wolther, Debra	Sr. Project Manager, Bankruptcy (5.13 yrs.)	\$175.00	0.2	\$35.00
Young, Emily	Sr. Project Manager, Bankruptcy (3.74 yrs.)	\$175.00	14.7	\$2,572.50
Zeiser, Donna	Sr. Project Manager, Bankruptcy (3.85 yrs.)	\$175.00	4.3	\$752.50
Dorfeld, Paul	Bankruptcy Consultant II (2.47 yrs.)	\$150.00	8.0	\$1,200.00
Young, Emily	Bankruptcy Consultant II (3.74 yrs.)	\$150.00	19.5	\$2,925.00
Grover, Kevin	Project Manager, Bankruptcy (3.81 yrs.)	\$150.00	0.8	\$120.00
Heller, Jeffrey	Associate (0.78 yrs.)	\$125.00	0.3	\$37.50
Olney, Michael	Associate (2.43 yrs.)	\$125.00	17.4	\$2,175.00
Heller, Jeffrey	Bankruptcy Consultant I (0.78 yrs.)	\$125.00	0.1	\$12.50
Olney, Michael	Bankruptcy Consultant I (2.43 yrs.)	\$125.00	13.8	\$1,725.00
Williams, Michael	Project Supervisor (1.32 yrs.)	\$100.00	0.1	\$10.00
Posa, Margaret	Administrative Assistant (3.81 yrs.)	\$55.00	0.1	\$5.50
TOTAL			175.5	\$32,944.50

Blended Rate: \$187.72

DETAILED DESCRIPTIONS OF THE ROLES AND TITLES OF GCG, INC. TIMEKEEPERS¹

<u>Title</u>	<u>Description</u>
Vice President, Bankruptcy	Plans, directs and coordinates all bankruptcy case administration. Develops overall direction for the bankruptcy department.
Vice President, Solicitation Services	Plans, directs and coordinates solicitation activities. Develops an overall direction for the solicitation process, on a case by case basis.
Assistant Vice President	Plans, directs and coordinates bankruptcy department activities. Assists developing an overall direction for the bankruptcy department. Maintains communication with clients, as needed, throughout the lifetime of pending cases.
Director	Plans, directs and coordinates daily activities throughout the life of bankruptcy case. Provides direction to the case team, and maintains direct communication with the client on behalf of the company.
Assistant Director	Assists the Director with coordinating daily activities throughout the life of bankruptcy case. Provides direction to the case team. Reports to Director regarding progress.
Bankruptcy Consultant I-IV	Assists the case team with reference to the preparation of documents, service of documents, or the administration of the bankruptcy case, as needed. (The ranking of I, II, III and IV relates to years of experience in the field as a bankruptcy specialist).
Consultant	Assists the case team with reference to the preparation of documents, service of documents, or the administration of cases as needed.
Senior Project Manager	Manages all aspects of an extensive caseload with responsibility for budgeting, profitability, and timely completion of case administration tasks from inception through completion and closing of each case. Manages the workload balance between case team members with responsibility for all components on entire caseload. Assists case team with projects, as needed.
Senior Systems Project Administrator	Supports bankruptcy administration projects. Merges templates, generates mail data, and performs statistical and detail reporting.
Programmer Analyst	Receives, analyzes, and loads creditor information, configures data to meet project requirements and prepares bankruptcy Schedules and SoFAs. Programs calculations, merges templates, generates mail data, and performs statistical and detail reporting for Project Managers supporting bankruptcy administration projects.
Project Manager	Manages all components of an extensive caseload with responsibility on timely completion of case administration tasks.

¹ The following “Titles” and “Descriptions,” which are subject to change, generally reflect the titles and descriptions of GCG, Inc. timekeepers that bill time on bankruptcy matters. This list is overinclusive and meant to serve as a reference tool, and not every “Title” of GCG, Inc. timekeeper spent time on matters related to this specific bankruptcy case.

Senior Project Supervisor	Supervises all components of an extensive bankruptcy caseload with responsibility for timely completion of case administration tasks.
Assistant Project Supervisor	Assists with case administration tasks and responsibilities. Collaborates with all case personnel.
Project Supervisor	Coordinates the timely completion of case administration tasks and responsibilities. Collaborates with all case personnel.
Data Analyst	Configures data loads for proper mailing format, including claimant name and addresses, as well as thorough details necessary to meet proper mailing address standards, context and existence of specified court ordered information.
Senior Project Administrator	Performs the processing and database related tasks as determined on a case by case basis while keeping management informed of any changes or trends.
Project Administrator	Supports the Project Manager in the performance of the Director and/or Senior Project Manager's duties by, among other things, generating systems database reports and reports in Word and/or Excel format.
Senior Claims Control Supervisor	Supervises the receipt and handling of claims, ballots, and other correspondence.
Call Center Agent	Answers case specific calls from parties in a bankruptcy case. Maintains general knowledge of cases, and responds accordingly, or determines when certain inquiries require escalation. Solicits escalated responses from case team when needed.
Clerical Assistant	Performs clerical duties supporting the case team. Makes travel arrangements, coordinates materials, and handles special projects.
Administrative Assistant	Performs secretarial and clerical duties supporting the case team. Makes travel arrangements, coordinates materials, and handles special projects.

COMPENSATION BY TIMEKEEPER

Arcapita Bank B.S.C.(c), *et al.*
 (July 1, 2012 - March 31, 2013)

1. Claims Analysis/Advanced Reconciliation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	0.7	\$206.50
Total Claims Analysis/Advanced Reconciliation			0.7	\$206.50

2. Fee Application Preparation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	6.1	\$1,799.50
Ferrante, Angela	Vice President, Bankruptcy	\$295.00	0.5	\$147.50
Vrato, Elizabeth	Ass't Director, Bankruptcy	\$225.00	0.1	\$22.50
Galbraith, Paula	Bankruptcy Consultant III	\$175.00	1.6	\$280.00
Jankowski, Susan	Sr. Project Manager, Bankruptcy	\$175.00	17.4	\$3,045.00
Wolther, Debra	Sr. Project Manager, Bankruptcy	\$175.00	0.2	\$35.00
Zeiser, Donna	Sr. Project Manager, Bankruptcy	\$175.00	0.9	\$157.50
Dorfeld, Paul	Bankruptcy Consultant II	\$150.00	8.0	\$1,200.00
Grover, Kevin	Project Manager, Bankruptcy	\$150.00	0.8	\$120.00
Heller, Jeffrey	Consultant	\$125.00	0.3	\$37.50
Heller, Jeffrey	Bankruptcy Consultant I	\$125.00	0.1	\$12.50
Williams, Michael	Project Supervisor	\$100.00	0.1	\$10.00
Posa, Margaret	Administrative Assistant	\$55.00	0.1	\$5.50
Total Fee Application Preparation			36.2	\$6,872.50

3. Solicitation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Stein, Jeffrey	Vice President, Solicitation Services	\$310.00	11.0	\$3,410.00
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	10.9	\$3,215.50
Leathem, Patrick M.	Ass't Director, Bankruptcy	\$225.00	0.3	\$67.50
Petriano, Karen E.	Ass't Director, Bankruptcy	\$225.00	9.8	\$2,205.00
Brown, Mark	Bankruptcy Consultant IV	\$200.00	14.4	\$2,880.00
Hess, Joseph	Sr. Project Manager, Bankruptcy	\$175.00	23.4	\$4,095.00
Young, Emily	Sr. Project Manager, Bankruptcy	\$175.00	14.7	\$2,572.50
Zeiser, Donna	Sr. Project Manager, Bankruptcy	\$175.00	3.4	\$595.00
Young, Emily	Bankruptcy Consultant II	\$150.00	19.5	\$2,925.00
Olney, Michael	Consultant	\$125.00	17.4	\$2,175.00
Olney, Michael	Bankruptcy Consultant I	\$125.00	13.8	\$1,725.00
Total Solicitation			138.6	\$25,865.50

Hearing Date and Time: May 15, 2013 at 11:00 a.m. (ET)
Objection Deadline: TBD

Angela Ferrante
Craig E. Johnson
GCG, Inc.
1985 Marcus Avenue, Suite 200
Lake Success, NY 11042
Telephone: (631) 470-5000
Facsimile: (631) 470-5100
Administrative Agent for the Debtors

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

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

**SECOND INTERIM FEE APPLICATION OF GCG, INC., AS
ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR ALLOWANCE
OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD OF JULY 1, 2012, THROUGH MARCH 31, 2013**

TO THE HONORABLE SEAN H. LANE,
UNITED STATES BANKRUPTCY JUDGE:

GCG, Inc. (“GCG”), as administrative agent to the above-captioned debtors and debtors in possession (the “Debtors”), submits its second application for allowance and approval of interim compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred (the “Second Interim Fee Application”), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), as well as all other applicable rules, orders and affiliated guidelines (collectively, the

“Fee Guidelines”),¹ for the period from July 1, 2012, through and including March 31, 2013 (the “Second Interim Fee Period”). In support of this Second Interim Fee Application, GCG respectfully represents as follows:

Jurisdiction

1. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The bases for the relief requested are pursuant to sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1, the Interim Compensation Order and the Local Guidelines. Pursuant to the Local Guidelines, a certification of compliance is attached as **Exhibit A**.

Background

4. On March 19, 2012, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On March 22, 2012, this Court entered an order jointly administering the Debtors’ chapter 11 cases pursuant to Bankruptcy Rule 1015(b).
5. On April 5, 2012 the United States Trustee for Region 2 appointed an official committee of unsecured creditors. To date, no chapter 11 plan or accompanying disclosure

¹ GCG’s Second Interim Fee Application seeks to be in compliance with the Bankruptcy Code, the Bankruptcy Rules, *the Local Rules of the United States Bankruptcy Court for the Southern District of New York* (the “Local Bankruptcy Rules”), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330*, as supplemented by this Court’s Order regarding Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (General Order M-447) (the “Local Guidelines”), and this Court’s *Order Granting Debtors’ Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members* (the “Interim Compensation Order”) (ECF Doc. No. 159).

statement has been filed, and GCG is not privy to information as to when these documents will be filed.

GCG's Retention

6. On March 26, 2012, the Debtors filed an application pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014 to retain and employ GCG as their administrative agent, *nunc pro tunc* to March 19, 2012 (the "Application"), as the date by which GCG commenced services. An order granting the Application and authorizing the Debtors' retention of GCG as their administrative agent was entered by this Court on April 19, 2012 (ECF Doc. No. 83) (the "Retention Order").² A copy of the Retention Order is attached as **Exhibit B**.

7. The Retention Order authorizes the Debtors to compensate and reimburse GCG in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules and the Fee Guidelines. The Retention Order authorizes the Debtors to compensate GCG at its hourly rates for services outlined in the Application, which relate to services subject to section 327(a) of the Bankruptcy Code (the "327 Services"), and to reimburse GCG for its actual and necessary out-of-pocket expenses incurred with respect to the 327 Services, subject to application to this Court as set forth herein. In addition, the Retention Order specifically authorizes GCG to provide the Debtors with the following non-exhaustive list of services: (a) assisting with the preparation and filing of the Debtors' Schedules of Assets and Liabilities and the Statements of Financial Affairs; (b) generating and providing claims reports and claims objection exhibits; (c) managing the publication of legal notices, as requested,

² On March 26, 2012, the Debtors filed an application under 28 U.S.C. § 156(c) for authorization to retain GCG to serve as the claims and noticing agent in the Debtors' chapter 11 cases (the "Section 156(c) Application"). On April 19, 2012, the Court entered an order granting the Section 156(c) Application. Because the administration of the chapter 11 cases requires GCG to perform duties outside the scope of 28 U.S.C. § 156(c), the Debtors supplemented the Section 156(c) Application with the Application. Only those services outside the scope of 28 U.S.C. § 156(c) are covered by the Application and, therefore, subject to, and covered by, this Second Interim Fee Application. All other services rendered by GCG have been, and will continue to be, invoiced to the Debtors directly in accordance with the order granting the Section 156(c) Application.

(d) managing the preparation, compilation, and mailing of documents to creditors and other parties in interest in connection with the solicitation of a chapter 11 plan (a “Plan”), (e) collecting and tabulating votes in connection with any Plan filed by the Debtors, and providing ballot reports to the Debtors and their professionals, (f) generating an official ballot certification and testifying, if necessary, in support of the ballot tabulation results, (g) managing any distributions made pursuant to a confirmed Plan, and (h) providing such other administrative services as the Debtors may require in connection with these chapter 11 cases.

8. GCG received a \$30,000 retainer in these chapter 11 cases on March 16, 2012. GCG is compensated by the Debtors, and is not subject to any budgetary limitations on its fees.

Prior Interim Fee Application

9. GCG filed its *First Interim Fee Application of GCG, Inc., as Administrative Agent for the Debtors, for Allowance of Compensation and for Reimbursement of Expenses Incurred for the Period of March 19, 2012 through June 30, 2012* (ECF Doc. No. 409) (the “First Interim Fee Application”), which sought approval of compensation and reimbursement of fees in the amount of \$3,597.50, less \$494.00 in fees held back, and less a voluntary reduction in fees of \$787.17. On September 24, 2012, this Court entered an order granting the First Interim Fee Application, allowing \$2,810.33 in fees. (ECF Doc. No. 503). GCG has received \$2,810.33 on account of these allowed fees. Thus, GCG is not owed additional compensation on account of its allowed fees in connection with its First Interim Fee Application.

Monthly Fee Statements

10. In accordance with the Interim Compensation Order, GCG filed monthly fee statements for December 2012 and February 2013 (the “Monthly Fee Statements”).³ Pursuant to

³ Due to the low amount of fees incurred in the months of August through November 2012, January 2013, and March 2013, it was not cost-effective for GCG to incur the time and expense to prepare and submit monthly fee statements.

the Interim Compensation Order, GCG served the Monthly Fee Statements on: (i) Arcapita Bank B.S.C.(c), Arcapita Building, Bahrain Bay, P.O. Box 1406, Manama, Kingdom of Bahrain (Attn: Henry Thompson), (ii) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Michael A. Rosenthal, Esq., Janet M. Weiss, Esq., and Matthew K. Kelsey, Esq.), (iii) the Office of the U.S. Trustee, 33 Whitehall Street, 22nd Floor, New York, New York 10004 (Attn: Richard Morrissey, Esq.), (iv) the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq. and Evan R. Fleck, Esq.), (collectively, the “Compensation Notice Parties”).

11. Unlike every other professional in these cases, GCG also serves as a claims and noticing agent pursuant to 28 U.S.C. § 156, making it necessary for GCG to bifurcate its time between tasks performed pursuant to 28 U.S.C. § 156 (“156 Services”) and those performed outside the scope of that statute, and that are thus subject to retention pursuant to section 327 of the Bankruptcy Code and the fee application process pursuant to section 330 of the Bankruptcy Code (as defined *supra*, the “327 Services”). In certain months, including those in which GCG is heavily engaged in 327 Services such as assisting in the preparation of Schedules and Statements of Financial Affairs or in plan solicitation, the fees generated by such tasks may well dwarf those generated by the 156 Services, making the submission of a monthly fee statement worthwhile. However, in most months, where GCG’s activities are concentrated in the 156 Services of noticing and claims processing, and 327 Services are minimal, it is not cost beneficial for GCG to file a monthly fee statement. In fact, if it did so, its fees for preparing the fee statement might well exceed the fees being sought for the 327 Services.

12. Due to these reasons, GCG opted not to incur the time and expense to prepare and submit monthly fee statements for the months of August 2012 through and including November

2012; January 2013; and March 2013, thus enabling the estate to avoid incurring these unnecessary fees, while at the same time voluntarily postponing receipt of payment and thus financially benefitting the estate. No harm was done to the estate by GCG not filing monthly fee statements as parties in interest are still being provided ample time to review GCG's request for fees and expenses.

13. There were no fees for the time period from July 1, 2012 through July 31, 2012, and no monthly fee statement was submitted.

14. The fees for the time period from August 1, 2012 through August 31, 2012, are included in this Second Interim Fee Application, and include fees in the amount of \$2,928.50. The time entries for August are attached hereto as **Exhibit C**.

15. The fees for the time period from September 1, 2012 through September 30, 2012, are included in this Second Interim Fee Application, and include fees in the amount of \$1,032.50. The time entries for September are attached hereto as **Exhibit D**.

16. The fees for the time period from October 1, 2012 through October 31, 2012, are included in this Second Interim Fee Application, and include fees in the amount of \$70.00. The time entries for October are attached hereto as **Exhibit E**.

17. The fees for the time period from November 1, 2012 through November 30, 2012, are included in this Second Interim Fee Application, and include fees in the amount of \$743.50. The time entries for November are attached hereto as **Exhibit F**.

18. The December Monthly Fee Statement sought approval of fees in the amount of \$11,554.50, and after a 20% "holdback" in the amount of \$2,310.90, requested immediate payment in the amount of \$9,243.60 for professional services rendered. The December Monthly

Fee Statement, in its entirety, is attached as **Exhibit G**. No objections were filed to the December Monthly Fee Statement.

19. The fees for the time period from January 1, 2013 through January 31, 2013, are included in this Second Interim Fee Application, and include fees in the amount of \$2,269.50. The time entries for January are attached hereto as **Exhibit H**.

20. The February Monthly Fee Statement sought approval of fees in the amount of \$4852.50, and after a 20% “holdback” in the amount of \$970.50, requested immediate payment in the amount of \$3,882.00 for professional services rendered. The February Monthly Fee Statement, in its entirety, is attached as **Exhibit I**. No objections were filed to the February Monthly Fee Statement.

21. The fees for the time period from March 1, 2013 through March 31, 2013, are included in this Second Interim Fee Application, and include fees in the amount of \$9,493.50. The time entries for March are attached hereto as **Exhibit J**.

Compensation Requested

22. Pursuant to the Interim Compensation Order, GCG submits this Second Interim Fee Application which seeks approval of the amount of \$32,944.50 for compensation for services rendered, and seeks authority for the Debtors to pay GCG any and all previously unpaid and allowed holdback amounts, to the extent applicable, in addition to the fees and expenses accrued during the Second Interim Fee Period.

23. For the convenience of the Court and all parties in interest, attached as **Exhibit K** is a schedule of the total amount of GCG’s fees and expenses by billing category for the Second Interim Fee Period. GCG maintains computerized records of the time expended rendering the 327 Services requested by the Debtors and their estates. Such time records were made

contemporaneously with the rendering of the 327 Services by the person performing such services and in the ordinary course of GCG's practice, and are presented in a form that complies with the Local Bankruptcy Rules and the Local Guidelines.

24. For the convenience of the Court and all parties in interest, attached as **Exhibit L** is a summary by timekeeper for the Second Interim Fee Period setting forth: (i) the name of each professional; (ii) each professional's length of time with GCG; (iii) the aggregate time expended by each professional; (iv) the hourly billing rate for each professional at GCG's current billing rates; and (v) an indication of the individual amounts requested as part of the total amount of compensation requested.

25. The rates described herein are GCG's hourly rates for 327 Services provided during the Second Interim Fee Period. Based on these rates and the 327 Services performed by each individual, the total reasonable value of such 327 Services rendered during the Second Interim Fee Period is \$32,944.50. The fees sought by this Second Interim Fee Application reflect an aggregate of 175.50 hours of professional time spent and recorded in performing 327 Services for the Debtors during the Second Interim Fee Period, at a blended average hourly rate of \$187.72.

26. During the course of the chapter 11 cases, GCG's hourly billing rates for professionals ranged from \$45.00 to \$310.00. The hourly rates and corresponding rate structure utilized by GCG in the chapter 11 cases are equivalent to the hourly rates and corresponding rate structure predominantly used by GCG for: (i) restructuring, workout, bankruptcy, insolvency and comparable matters; and (ii) similar complex corporate, securities and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. The rates and rate

structure reflect that GCG's matters are typically national in scope and typically involve great complexity, high stakes and severe time pressures.

27. GCG's hourly rates are set at a level designed to compensate GCG fairly for the work of its professionals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions, and are consistent with the rates charged elsewhere by GCG.

28. GCG regularly reviews its bills to ensure that the Debtors are billed only for services that were actual, necessary and requested by the Debtors and, in accordance with the Fee Guidelines, GCG reduces its fees when warranted. For the Second Interim Fee Period, GCG is voluntarily reducing its requested fees by \$5,225.27. This amount is a voluntary reduction for fee application matters in accordance with the Court's decision in In re Mesa Air Group, Inc., 449 B.R. 441 (Bankr. S.D.N.Y. May 25, 2011). This reduction decreases the total amount requested for fee application matters to approximately five percent of the total professional fees billed during the Second Interim Fee Period.

29. There is no agreement or understanding between GCG and any other person for the sharing of compensation to be received for services rendered in the chapter 11 cases.

30. As discussed below, in accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable in light of: (a) the complexity of the chapter 11 cases; (b) the time expended; (c) the nature and extent of the 327 Services rendered; (d) the value of such 327 Services; and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

Summary of Services Performed

31. During the Second Interim Fee Period, GCG provided essential and significant professional services to the Debtors in connection with the chapter 11 cases. These 327 Services were, at times, performed under significant time constraints and were necessary to administer a multitude of critical tasks in the chapter 11 cases. To provide a meaningful summary of the 327 Services rendered on behalf of the Debtors and their estates, GCG has established, in accordance with the Fee Guidelines and its internal billing procedures, certain subject matters (each, a “Subject Matter”) in connection with the chapter 11 cases. The following is a summary by Subject Matter of the most significant 327 Services rendered by GCG during the Second Interim Fee Period. This summary is organized in accordance with GCG’s internal system of billing tasks and corresponds to the tasks itemized on Exhibit M.

32. Claims Analysis/Advanced Reconciliation (Fees: \$206.50; Hours: 0.7). GCG provided services relating to the preparation of various claims reports and/or claims images requested by the Debtors’ professionals and assisted the Debtors’ professionals with the claims reconciliation process. Services provided in this category are necessary and beneficial to the estate because they ensure proper and expert handling of the claims reconciliation process. This is an ongoing process in the chapter 11 cases.

33. Preparation of Fee Statements/Applications (Fees: \$6,872.50; Hours: 36.2). In connection with the Interim Compensation Order, GCG incurred time during the Second Interim Fee Period preparing Monthly Fee Statements and both the First and the Second Interim Fee Applications.

34. Solicitation (Fees: \$25,865.50; Hours: 138.6). This subject matter includes fees incurred in connection with preparing for the solicitation of votes on the Debtors’ Plan. In

particular, GCG timekeepers billed time for reviewing drafts of the Plan, Disclosure Statement, motion for order approving the Disclosure Statement, proposed order approving the Disclosure Statement, notice of confirmation hearing and ballots, and providing comments thereto. GCG also generated a solicitation timetable and coordinated with Debtors' counsel regarding the mechanics of soliciting votes on the Debtors' Plan.

Reasonable and Necessary Services Rendered by GCG

35. The foregoing professional services rendered by GCG on behalf of the Debtors during the Second Interim Fee Period were reasonable, necessary and appropriate to the administration of the chapter 11 cases and related matters. GCG has a prominent bankruptcy operations team comprised of over 80 bankruptcy professionals, and enjoys a national reputation for its expertise in all aspects of bankruptcy case administration. In particular, the professionals comprising GCG's bankruptcy operations team include numerous former bankruptcy attorneys and financial advisors with decades of experience in all aspects of case administration and in representing debtors and creditors' committees in connection with their chapter 11 cases.

Actual and Necessary Expenses Incurred by GCG

36. In addition to seeking allowance of its fees, GCG normally seeks approval and allowance of the reimbursement of actual expenses incurred in connection with the administration of the chapter 11 cases. However, for the Second Interim Fee Period, no expenses were incurred, and therefore no reimbursement of expenses is requested.

GCG's Requested Compensation and Reimbursement Should be Allowed

37. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code

provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3). The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

38. GCG respectfully submits that the services for which it seeks compensation in this Second Interim Fee Application were, at the time rendered, necessary for, and beneficial to, the Debtors and their estates, and in certain instances required by the Fee Guidelines and the Interim Compensation Order. Furthermore, GCG asserts that it performed the 327 Services for the Debtors economically, effectively and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors’ estates and the other parties in interest. GCG further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such 327 Services to the Debtors, their estates and parties in interest.

39. In sum, GCG respectfully submits that the 327 Services rendered by GCG on behalf of the Debtors and their estates during the chapter 11 cases were necessary and appropriate given the complexity of the chapter 11 cases, the time expended by GCG, the nature and extent of the 327 Services rendered, the value of the 327 Services, and the cost of comparable services provided outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, GCG respectfully submits that approval of the compensation sought herein is warranted and should be approved.

Notice

40. Notice of this Second Interim Fee Application has been provided to the Compensation Notice Parties as defined herein and pursuant to the terms set forth in the Interim Compensation Order, and was submitted to the client for review and approval prior to filing. GCG respectfully submits that no further notice is necessary.

No Prior Request

41. No prior request for the relief sought in this Second Interim Fee Application has been made to this Court or any other court.

Conclusion

WHEREFORE, GCG respectfully requests entry of an order: (i) approving and allowing GCG's total professional fees for the Second Interim Fee Period in the amount of \$15,194.23;⁴ (ii) directing payment of all funds remaining to be paid for the Second Interim Fee Period, including holdback amounts; (iii) approving and allowing the reimbursement of all actual and necessary expenses incurred by GCG during the Second Interim Fee Period in the amount of \$0; and (iv) granting such other and further relief as the Court deems just and proper.

April 16, 2013
Lake Success, New York

GCG, INC.

/s/ Craig E. Johnson

Angela Ferrante

Craig E. Johnson

1985 Marcus Avenue, Suite 200

Lake Success, New York 11042

Telephone: (631) 470-5000

Facsimile: (631) 470-5100

Administrative Agent for the Debtors

⁴ This amount reflects the voluntary reduction for fee application preparation in the amount of \$5,225.27.

FEE STATEMENT INDEX

Exhibit A	Certification
Exhibit B	Retention Order
Exhibit C	Detailed Time Entries – August 2012
Exhibit D	Detailed Time Entries – September 2012
Exhibit E	Detailed Time Entries – October 2012
Exhibit F	Detailed Time Entries – November 2012
Exhibit G	December Monthly Fee Statement
Exhibit H	Detailed Time Entries – January 2013
Exhibit I	February Monthly Fee Statement
Exhibit J	Detailed Time Entries – March 2013
Exhibit K	Summary of Compensation by Billing Employee and Subject Matter
Exhibit L	Summary of Compensation by Employee with Length of Service
Exhibit M	Summary by Subject Matter

Exhibit A

Certification

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

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

CERTIFICATION OF CRAIG E. JOHNSON

CRAIG E. JOHNSON, hereby declares:

1. I am a Senior Director with GCG, Inc. (“GCG”), and I am authorized to make and submit this certification (the “Certification”) on behalf of GCG. GCG is the administrative agent for the debtors and debtors in possession (the “Debtors”) in the above-captioned proceeding. Our business address is 1985 Marcus Avenue, Suite 200, Lake Success, New York 11042-1013.

2. I submit this Certification with respect to the Second Interim Fee Application¹ of GCG for compensation for professional services rendered and reimbursement of actual and necessary expenses incurred, during the period of July 1, 2012 through March 31, 2013.

3. I make this Certification in accordance with Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1 and the Fee Guidelines. In connection therewith, I hereby certify that:

- (a) I have read the Second Interim Fee Application;
- (b) To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Second Interim Fee Application fall within the Fee Guidelines;
- (c) Except to the extent that fees or disbursements are prohibited by the Fee Guidelines, the fees and disbursements requested in the Second Interim Fee Application are billed in accordance with practices customarily employed by GCG and generally accepted by GCG’s clients;

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Second Interim Fee Application.

- (d) In providing a reimbursable service that GCG reflects on the expense side of its invoices, GCG does not make a profit on that service, whether the service was performed by GCG in-house or through a third party;
- (e) In accordance with the *Order Granting Debtors' Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members* [Docket No. 159], and the Fee Guidelines, GCG served, on or before the 21st day following each respective month, a statement of the fees and disbursements accrued during such month, on (i) Arcapita Bank B.S.C.(c), Arcapita Building, Bahrain Bay, P.O. Box 1406, Manama, Kingdom of Bahrain (Attn: Henry Thompson), (ii) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Michael A. Rosenthal, Esq., Janet M. Weiss, Esq., and Matthew K. Kelsey, Esq.), (iii) the Office of the U.S. Trustee, 33 Whitehall Street, 22nd Floor, New York, New York 10004 (Attn: Richard Morrissey, Esq.), (iv) the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq. and Evan R. Fleck, Esq.);
- (f) The Debtors were provided with a copy of the Second Interim Fee Application for review and approval prior to filing; and
- (g) Pursuant to the Local Guidelines, the Debtors and the U.S. Trustee will each be provided with a copy of the Second Interim Fee Application simultaneously with the filing thereof, and these parties will have at least 14 days to review such Second Interim Fee Application prior to any objection deadline established with respect thereto. As noted above, these parties were previously served with the Monthly Fee Statements for December 2012 and February 2013 more than 14 days in advance of the filing of the Second Interim Fee Application.

4. All services for which compensation is requested by GCG were services performed for, and on behalf of, the Debtors and their estates, and not on behalf of any other person.

5. In accordance with 18 U.S.C. § 155, neither I nor any professional within GCG has entered into any agreement, express or implied, with any other party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of, or paid from, the Debtors' estates.

Dated: April 16, 2013
Lake Success, New York

/s/ Craig E. Johnson

Craig E. Johnson

Exhibit B

Retention Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

ORDER GRANTING DEBTORS’ MOTION FOR ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS AND COMMITTEE MEMBERS

Upon consideration of the motion (the “*Motion*”)¹ of Arcapita Bank B.S.C.(c) (“*Arcapita*”) and certain of its subsidiaries, a s debtors and debtors in possession (collectively, the “*Debtors*” and each, a “*Debtor*”), for entry of an order establishing procedures for interim compensation and reimbursement of expenses for professionals and committee members; and the Court having found that it has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of Debtors’ estates, their creditors, and other parties in interest; and notice of the Motion and the opportunity for a hearing on the Motion having been appropriate under the particular circumstances; and the Court having reviewed the Motion and having considered the statements in support of the relief requested therein at a hearing before the Court (the “*Hearing*”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Motion is granted to the extent set forth herein.

2. Except as may otherwise be provided in orders of the Court, all professionals in these cases may seek monthly compensation in accordance with the following procedures (the “*Compensation Procedures*”):

(a) On or before the 20th day of each month following the month for which compensation is sought, or as soon as reasonably practicable thereafter, each professional seeking compensation shall serve a monthly statement (the “*Monthly Statement*”), by email or overnight delivery, on (i) Arcapita Bank B.S.C.(c), Arcapita Building, Bahrain Bay, P.O. Box 1406, Manama, Kingdom of Bahrain (Attn: Henry Thompson); (ii) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Michael A. Rosenthal, Esq., 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.); (iv) the Official Committee of Unsecured Creditors (the “*Committee*”), Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq. and Evan R. Fleck, Esq.) and any other official committee appointed in these chapter 11 cases; and (v) any other party the Court may designate (each a “*Notice Party*” and collectively, the “*Notice Parties*”);

(b) On or before the 20th day of each month following the month for which compensation is sought (the “*Monthly Statement Filing Deadline*”), or as soon as reasonably practicable thereafter, each professional seeking compensation shall file the Monthly Statement with the Court; however, a courtesy copy need not be delivered to chambers. This Order does not alter the fee application requirements set forth in sections 330 and 331 of the Bankruptcy Code. Professionals are required to serve and file interim and final applications for approval of fees and expenses in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules for the United States Bankruptcy Court of the Southern District of New York (the “*Local Rules*”);

(c) Each Monthly Statement must contain a list of the individuals and their respective titles (*e.g.*, attorney or paralegal) who provided services during the statement period, their respective billing rates, the aggregate hours spent by each individual, a reasonably detailed breakdown of the disbursements incurred,² and contemporaneously

² No professional shall seek reimbursement of an expense which would otherwise not be allowed pursuant to the Court’s Administrative Order dated November 25, 2009 (M-388) or the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 dated January 30, 1996.

maintained time entries for each individual in increments of time set forth in each professional's engagement letter and the order approving such engagement;

(d) Each Notice Party shall have 14 days after the receipt of a Monthly Statement to review such Monthly Statement and, in the event that such Notice Party has an objection to the compensation or reimbursement sought in a particular Monthly Statement, such Notice Party shall, by no later than the 35th day following the month for which compensation is sought or the 14th day after receipt of a Monthly Statement, whichever is later (the "***Objection Period***"), file with the Court and serve upon the professional whose Monthly Statement is objected to, and the other Notice Parties, a written notice (the "***Notice of Objection to Fee Statement***") setting forth the nature of the objection and the amount of fees or expenses to which the recipient objects; provided, however, the Objection Period with respect to any Monthly Statement that is filed and served after the Monthly Statement Filing Deadline shall be extended by the number of days that have elapsed between the Monthly Statement Filing Deadline and the filing of such Monthly Statement;

(e) At the expiration of the Objection Period (including any extensions thereof in accordance with paragraph (d)), the Debtors shall promptly pay 80% of the fees and 100% of the expenses identified in each Monthly Statement to which no Notice of Objection to Fee Statement has been filed and served in accordance with paragraph (d);

(f) If a Notice of Objection to Fee Statement is filed with respect to a particular Monthly Statement, the Debtors shall withhold payment of that portion of the Monthly Statement to which such Notice of Objection to Fee Statement is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (e) unless the professional whose statement is objected to seeks an order from the Court, upon notice and a hearing, directing payment to be made;

(g) If the parties to an objection are able to resolve their dispute following the filing of a Notice of Objection to Fee Statement, and if the party whose Monthly Statement was the subject of the objection files a statement indicating that the objection is withdrawn and describing in detail the terms of the resolution, then the Debtors shall promptly pay, in accordance with paragraph (e), that portion of the Monthly Statement that is no longer subject to an objection but in no event greater than 80% of the total fees requested;

(h) All objections that are not resolved by the parties or Court order shall be preserved and presented to the Court at the next interim or final fee application hearing to be determined by the Court (*see* paragraph (j), below);

(i) The service of a Notice of Objection to Fee Statement in accordance with paragraph (d) above shall not prejudice the objecting party's right to object to any fee application made to the Court in accordance with the Bankruptcy Code on any ground, whether raised in the objection or not. Furthermore, the decision by any party not to object to a Monthly Statement shall not be a waiver of any kind or prejudice that party's right to object to any fee application subsequently made to the Court in accordance with the Bankruptcy Code;

(j) Approximately every 120 days, but no more than every 150 days, each of the professionals shall serve and file with the Court, in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), an application for interim or final Court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be), of the compensation and reimbursement of expenses requested;

(k) Any professional who fails to file an application pursuant to paragraph 2(j) of this Order (1) shall be ineligible to receive further monthly payments of fees or expenses as provided herein until such application for interim or final Court approval and allowance has been filed with the Court, and (2) may be required to disgorge any fees paid since retention or the last fee application, provided, however, that the penalties provided in this paragraph shall be the only penalties for failure to comply with paragraph 2(j) of this order;

(l) The pendency of an application or a Court order that payment of compensation or reimbursement of expenses was improper as to a particular Monthly Statement shall not disqualify a professional from the future payment of compensation or reimbursement of expenses as set forth above, unless otherwise ordered by the Court;

(m) Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on this Court's interim or final allowance of compensation and reimbursement of expenses of any professionals; and

(n) Counsel for a Committee may, in accordance with the foregoing procedures for monthly compensation and reimbursement of professionals, collect and submit statements of expenses, with supporting vouchers, from its Committee Members; provided, however, that such Committee's counsel ensures that these reimbursement requests comply with the Court's Administrative Order dated December 21, 2010 (M-412).

3. In any Monthly Statement or Application, the amount of fees and disbursements sought shall be stated in the currency in which such fees and disbursements are to be paid. If any Monthly Statement or Application states the amount of fees and disbursements sought in currency other than U.S. dollars, such Monthly Statement or Application shall also state, for the sole purpose of approximating the amount of such fees and disbursements in U.S. dollars, the equivalent U.S. dollar amount of fees and disbursements sought using the conversion rate in effect at the time of the applicable Monthly Statement or Application.

4. The Debtors are authorized to pay retained professionals in currencies other than U.S. dollars, in accordance with their agreements with such professionals. For the avoidance of doubt, the Debtors are also authorized to pay retained professionals in U.S. dollars, in accordance with their agreements with such professionals.

5. The first fee application period shall be the period beginning on the Petition Date, and ending on April 30, 2012. All fee application periods thereafter shall begin on the first day of each calendar month and end on the last day of such month. All professionals not retained as of the Petition Date shall submit their first Monthly Statement for the period from the effective date of their retention through the end of the first full calendar month following the effective date of their retention, and otherwise in accordance with the procedures set forth in this Order.

6. The Debtors shall include all payments to professionals or Committee Members on their monthly operating reports, detailed so as to state the amount paid to each.

7. All time periods set forth in this Order shall be calculated in accordance with Rule 9006(a) of the Bankruptcy Rules.

8. Service of Applications shall be limited to the Notice Parties. The Debtors shall serve the Hearing Notices on the Master Service List.

9. All fees and expenses paid to professionals under the Compensation Procedures are subject to disgorgement until final allowance by the Court.

10. Notice of any Application shall be sufficient if served on the Notice Parties.

11. All other parties that have filed a notice of appearance with the Clerk of this Court and requested notice of pleadings in the Chapter 11 Cases shall be entitled to receive only notice of hearings on the Applications.

12. This Court shall retain jurisdiction with respect to any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: New York, New York
May 18, 2012

/s/ Sean H. Lane
THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

Exhibit C

Detailed Time Entries – August 2012

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
Fee Application Preparation					
8/13/2012	2.2	Jankowski, Susan	Fee Application Preparation	\$385.00	Commenced drafting First Interim Application.
8/14/2012	5.9	Jankowski, Susan	Fee Application Preparation	\$1,032.50	Continued drafting first interim fee application.
8/15/2012	5.4	Jankowski, Susan	Fee Application Preparation	\$945.00	Communications with C. Johnson and case team regarding information to be added to interim fee application (.5); revised same (2.4); revised exhibits to interim fee application (2.1).
8/15/2012	1.9	Johnson, Craig	Fee Application Preparation	\$560.50	Reviewed first interim fee application (1.1); revised same in preparation for filing (.8).
8/15/2012	0.1	Posa, Margaret	Fee Application Preparation	\$5.50	Revised exhibit for first interim fee application.
Total Billing Amount:				\$2,928.50	

Exhibit D

Detailed Time Entries – September 2012

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
Fee Application Preparation					
9/4/2012	0.6	Johnson, Craig	Fee Application Preparation	\$177.00	Prepared for Arcapita fee hearing.
9/5/2012	2.9	Johnson, Craig	Fee Application Preparation	\$855.50	Prepared for Arcapita fee hearing (.6); participated in Arcapita fee hearing (11:00 AM - 1:20 PM) (2.3).
Total Billing Amount:				\$1,032.50	

Exhibit E

Detailed Time Entries – October 2012

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
Fee Application Preparation					
10/2/2012	0.4	Jankowski, Susan	Fee Application Preparation	\$70.00	Analyzed procedures order in connection with future filing dates.
Total Billing Amount:				\$70.00	

Exhibit F

Detailed Time Entries – November 2012

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
Fee Application Preparation					
11/19/2012	0.5	Ferrante, Angela	Fee Application Preparation	\$147.50	Review fee application certification.
11/6/2012	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Internal correspondence regarding fee application status.
11/14/2012	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Internal fee app team meeting regarding upcoming deadlines/tasking.
11/6/2012	0.2	Grover, Kevin	Fee Application Preparation	\$30.00	Reviewed order for first interim fee app (.1); archived respective application documents(.1).
11/14/2012	0.1	Grover, Kevin	Fee Application Preparation	\$15.00	Conferred with Fee App Team re status of deliverables.
11/19/2012	0.3	Grover, Kevin	Fee Application Preparation	\$45.00	Updated Master Tracking Chart for monthly statements/fee applications.
11/20/2012	0.2	Grover, Kevin	Fee Application Preparation	\$30.00	Updated Master Chart with payment details from certification.
11/14/2012	0.1	Heller, Jeffrey	Fee Application Preparation	\$12.50	Meeting with fee app team regarding fee application preparation.
11/20/2012	0.2	Heller, Jeffrey	Fee Application Preparation	\$25.00	Revise certification regarding quarterly fees.
11/5/2012	0.2	Jankowski, Susan	Fee Application Preparation	\$35.00	Reviewed correspondence in connection with fee application deadline and parameters (.1); communications with case team regarding same (.1).
11/14/2012	0.1	Jankowski, Susan	Fee Application Preparation	\$17.50	Conference with M. Williams, K. Grover, E. Vrato, J. Heller, P. Galbraith regarding preparation of fee application.
11/27/2012	0.5	Jankowski, Susan	Fee Application Preparation	\$87.50	Revised GCG Certification re Fees and Expenses (.3); communications with C. Johnson and D. Zeiser re same (.2).
11/14/2012	0.1	Vrato, Elizabeth	Fee Application Preparation	\$22.50	Confer with team to coordinate fee application matters.
11/14/2012	0.1	Williams, Michael	Fee Application Preparation	\$10.00	Confer with Fee App Team re status/ time frame of deliverables.
11/26/2012	0.2	Zeiser, Donna	Fee Application Preparation	\$35.00	Emailed fee application team regarding changed filing deadline and status of second interim.
11/28/2012	0.5	Zeiser, Donna	Fee Application Preparation	\$87.50	Emailed S. Jankowski regarding objection deadline/ information on certification regarding second interim application (.2); finalized and filed certification (.3).
Solicitation					
11/29/2012	0.3	Hess, Joseph	Solicitation	\$52.50	Met with J. Stein re contact/ ballot return information re solicitation project (.1); provided contact, inquiry/ ballot return information to Case Team re client inquiry for solicitation materials (.2)
11/29/2012	0.2	Olney, Michael	Solicitation	\$25.00	Reviewed email from J. Skolnick (.1); exchanged emails with J. Hess re information needed for solicitation (.1).
11/29/2012	0.1	Stein, Jeffrey	Solicitation	\$31.00	Meeting with J. Hess re physical and email addresses for solicitation inquiries and return of ballots.

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
Total Billing Amount:				\$743.50	

Exhibit G

December Monthly Fee Statement

Objection deadline: February 1, 2013

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

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

**SECOND MONTHLY FEE STATEMENT OF
GCG, INC., AS ADMINISTRATIVE AGENT FOR THE DEBTORS,
FOR THE PERIOD OF DECEMBER 1, 2012 THROUGH DECEMBER 31, 2012**

Craig Johnson
 as Senior Director, Business Reorganization
 GCG, Inc.

January 18, 2013

FOR PROFESSIONAL SERVICES AND DISBURSEMENTS

Re: Arcapita Bank, B.S.C. (c), *et al.*,
 Debtors and Debtors-in-Possession
 December 1, 2012 through December 31, 2012

Professional services rendered by GCG, Inc.
 as Administrative Agent for the Debtors and Debtors-in-Possession (the “Debtors”).

Total Amount of Hourly Compensation for Professional Services	\$11,554.50
Holdback as per Order Granting Debtors Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members dated May 18, 2012 (20%)	(\$2,310.90)
Interim Compensation for Professional Services Excluding Holdback	\$9,243.60
Total Requested Payment	<u>\$9,243.60</u>

MONTHLY FEE STATEMENT INDEX

- Exhibit A Summary of Compensation by Billing Category**
- Exhibit B Summary of Compensation by Timekeeper**
- Exhibit C Detailed Time Entries**

Exhibit A

Summary of Compensation by Billing Category

COMPENSATION BY BILLING CATEGORY

Arcapita Bank B.S.C.(c), *et al.*
(December 1, 2012 - December 31, 2012)

	BLEND ED RATE	TOTAL HOURS BILLED	TOTAL FEES
Claims Analysis/Advanced Reconciliation	\$295.00	0.7	\$206.50
Fee Application Preparation	\$175.00	0.2	\$35.00
Solicitation	\$210.28	53.8	\$11,313.00
Total	\$211.23	54.7	\$11,554.50

Exhibit B

Summary of Compensation by Timekeeper

COMPENSATION BY TIMEKEEPER

Arcapita Bank B.S.C.(c), *et al.*
(December 1, 2012 - December 31, 2012)

1. Claims Analysis/Advanced Reconciliation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	0.7	\$206.50
Total Claims Analysis/Advanced Reconciliation			0.7	\$206.50

2. Fee Application Preparation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Zeiser, Donna	Sr. Project Manager, Bankruptcy	\$175.00	0.2	\$35.00
Total Fee Application Preparation			0.2	\$35.00

3. Solicitation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Stein, Jeffrey	Vice President, Solicitation Services	\$310.00	8.5	\$2,635.00
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	9.4	\$2,773.00
Leathem, Patrick M.	Ass't Director, Bankruptcy	\$225.00	0.3	\$67.50
Petriano, Karen E.	Ass't Director, Bankruptcy	\$225.00	4.6	\$1,035.00
Hess, Joseph	Sr. Project Manager, Bankruptcy	\$175.00	8.0	\$1,400.00
Zeiser, Donna	Sr. Project Manager, Bankruptcy	\$175.00	0.8	\$140.00
Young, Emily	Bankruptcy Consultant II	\$150.00	19.5	\$2,925.00
Olney, Michael	Contract Attorney	\$125.00	2.7	\$337.50
Total Solicitation			53.8	\$11,313.00

Exhibit C

Detailed Time Entries

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
Claims Analysis/Advanced Reconciliation					
12/7/2012	0.7	Johnson, Craig	Claims Analysis/Advanced Reconciliation	\$206.50	Prepared for conference call with Alvarez re: claim objections (.3); participated in conference call with D. Zeiser (GCG) and S. Kotarba (Alvarez) re: claim objections (.4).
Fee Application Preparation					
12/4/2012	0.1	Zeiser, Donna	Fee Application Preparation	\$17.50	Reviewed Certification for hearing.
12/10/2012	0.1	Zeiser, Donna	Fee Application Preparation	\$17.50	Reviewed fee application email in preparation of hearing.
12/10/2012	3.1	Hess, Joseph	Solicitation	\$542.50	Reviewed draft solicitation motion/order (1.1); prepared suggested revisions to same (.8); reviewed case website/ docket re the same (.3); attended team meeting (J. Stein, E. Young and C. Johnson) re same (.9).
12/11/2012	2.1	Hess, Joseph	Solicitation	\$367.50	Attended phone conference with client (S. Kotarba) and Team (J. Stein, E. Young, C. Johnson, K. Petriano) re review of solicitation motion / order, logistics for solicitation process (.4); follow up meeting with Team re same (.2); reviewed ballot forms (.6); incorporated all team changes to ballot forms (.9).
12/12/2012	0.1	Hess, Joseph	Solicitation	\$17.50	Reviewed team email re updates on issues impacting solicitation.
12/18/2012	2.7	Hess, Joseph	Solicitation	\$472.50	Reviewed revised draft Solicitation Motion/Order (.7); reviewed all draft solicitation notices (.6); prepared comments re: suggested revisions to same (.4); reviewed Executory Contract Cure Notice/ Notice of Disclosure Statement Hearing (.4); prepared comments re: suggested revisions to same (.3); communications with Team (J. Stein and E. Young) re review of comments to client (.2); communications with Team (C. Johnson, J. Stein, K. Petriano) re update on solicitation and notice schedule (.1).
12/6/2012	0.4	Johnson, Craig	Solicitation	\$118.00	Gathered information pertaining to solicitation.
12/7/2012	1.7	Johnson, Craig	Solicitation	\$501.50	Gathered information pertaining to solicitation (.8); engaged in solicitation preparations (.9).
12/10/2012	2.6	Johnson, Craig	Solicitation	\$767.00	Edited draft order approving solicitation procedures (1.7); participated in meeting with J. Stein (GCG), J. Hess (GCG) and E. Young (GCG) to discuss changes (.9).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
12/11/2012	2.3	Johnson, Craig	Solicitation	\$678.50	Participated in teleconference with J. Stein (GCG), K. Petriano (GCG), D. Zeiser (GCG), J. Hess (GCG), E. Young (GCG) and Steve Kotarba (Alvarez) re: solicitation timeline/ documents (.4); engaged in follow up with J. Stein, K. Petriano, D. Zeiser, J. Hess, and E. Young re: same (.2); edited ballots (1.2); participated in teleconference with J. Stein (GCG), K. Petriano (GCG) and the Alvarez Team and Gibson Dunn team re: solicitation procedures/timetable (.5).
12/12/2012	0.4	Johnson, Craig	Solicitation	\$118.00	Reviewed GCG's comments to draft solicitation materials.
12/18/2012	1.7	Johnson, Craig	Solicitation	\$501.50	Reviewed drafts of solicitation materials circulated by A. Moskowitz on 12.17.12 (1.6); communications with J. Stein (GCG), K. Petriano (GCG), and J. Hess (GCG) re: timing of solicitation (.1).
12/21/2012	0.3	Johnson, Craig	Solicitation	\$88.50	Worked on solicitation timetable.
12/11/2012	0.3	Leatham, Patrick M.	Solicitation	\$67.50	Communications w/C. Johnson re Solicitation Notices (.2); research re same (.1).
12/18/2012	2.7	Olney, Michael	Solicitation	\$337.50	Exchanged emails with J. Hess regarding solicitation (.1); revised confirmation hearing notice (1.6); revised notice of non-voting status (.3); revised cure notice (.4); prepared proofreading checklist (.3).
12/10/2012	0.5	Petriano, Karen E.	Solicitation	\$112.50	Communication with D.Zeiser re: draft solicitation procedures motion provided by A&M (.2); reviewed internal correspondence regarding Solicitation Team review (.2) internal correspondence regarding conference call with A&M (.1).
12/11/2012	2.5	Petriano, Karen E.	Solicitation	\$562.50	Reviewed draft solicitation procedures motion/ comments to same (.6); reviewed solicitation procedures checklist prepared by team (.3); call with S.Kotarba, C.Johnson and solicitation team re: same (.4); follow-up discussion with J.Stein, C.Johnson, E.Young and J. Hess (.2); reviewed draft ballots provided by client (.2) correspondence with Solicitation Team re: email address for ballot submission (.3); conference call with client, J. Stein and C.Johnson re: solicitation logistics (.5).
12/12/2012	0.5	Petriano, Karen E.	Solicitation	\$112.50	Call with R. Esposito at A&M regarding voting amounts for certain claims in certain voting classes (.3); prepared email to Solicitation/Case teams summarizing call (.2).
12/18/2012	0.8	Petriano, Karen E.	Solicitation	\$180.00	Reviewed solicitation team comments to draft documents (.3); communications with C.Johnson and J.Stein re: anticipated filing of exclusivity extension motion/ solicitation/ related follow-up (.5).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
12/21/2012	0.3	Petriano, Karen E.	Solicitation	\$67.50	Reviewed C.Johnson and D.Zeiser emails re: updated time frame for filing of disclosure statement/related motion for approval.
12/10/2012	3.2	Stein, Jeffrey	Solicitation	\$992.00	Suggested revisions to draft of disclosure statement approval motion/proposed order (2.0); conference with C. Johnson, J. Hess and E. Young re same (.9); revised the draft by E. Young of said documents (.3).
12/11/2012	2.3	Stein, Jeffrey	Solicitation	\$713.00	Conference call with K. Petriano, D. Zeiser, solicitation team and K. Kotarba re solicitation issues (.4); conference thereafter with K. Petriano, D. Zeiser and solicitation team re tasks to be performed as follow-up to call (.2); noted suggested revisions to draft of ballots (.6); noted comments to draft by E. Young of solicitation procedures checklist (.6); conference call with C. Johnson, K. Petriano, Gibson Dunn reps and S. Kotarba re solicitation issues (.5).
12/18/2012	3.0	Stein, Jeffrey	Solicitation	\$930.00	Reviewed revised disclosure statement approval motion, proposed order, ballots, notices (2.2); communication with E. Young re disclosure statement approval motion/ order (.1); communications with J. Hess re disclosure statement approval motion/ order (.2); reviewed revised draft by E. Young of disclosure statement approval motion/ order (.1); email to E. Young with comment thereto (.1); communication with J. Hess and E. Young re comments to ballots/ notices (.2); communication with C. Johnson, J. Hess and K. Petriano re exclusivity status/ logistics re mailing of notice of disclosure statement hearing (.1).
12/7/2012	0.3	Young, Emily	Solicitation	\$45.00	Reviewed communications in preparation for solicitation.
12/10/2012	7.2	Young, Emily	Solicitation	\$1,080.00	Reviewed draft motion to approve solicitation procedures/ related order for purpose of preparing for upcoming solicitation (2.4); drafted internal checklist for purpose of preparing for upcoming solicitation (1.9); meeting with J. Stein, C. Johnson & J. Hess regarding comments to draft motion and order (.9); revised draft motion/order (1.7); communicated with S. Kotarba re same (.3).
12/11/2012	2.5	Young, Emily	Solicitation	\$375.00	Participated in call with S. Kotarba & case team re solicitation (.4); participated in meeting with case team re same (.2); communicated with S. Kotarba re solicitation timeframe (.3); reviewed draft ballots (.6); revised solicitation procedures checklist for purpose of preparing for solicitation (1.0).
12/12/2012	0.3	Young, Emily	Solicitation	\$45.00	Reviewed motion to extend exclusivity re solicitation timeframe.

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
12/17/2012	1.0	Young, Emily	Solicitation	\$150.00	Communications with counsel and team re disclosure statement mailing / deadlines (.3); communications with counsel regarding draft solicitation documents (.3); begin preliminary review of draft documents (.4).
12/18/2012	4.4	Young, Emily	Solicitation	\$660.00	Reviewed draft disclosure statement approval motion / order (.9); reviewed draft ballot forms (1.2); revised draft motion/ order (1.5); revised draft notices (.4); communicated with counsel re revisions to draft solicitation documents (.3); communicated with C. Johnson re timing of disclosure statement filing/related services (.1).
12/19/2012	3.6	Young, Emily	Solicitation	\$540.00	Updated internal solicitation checklist/protocol.
12/20/2012	0.2	Young, Emily	Solicitation	\$30.00	Updated solicitation procedures checklist.
12/11/2012	0.8	Zeiser, Donna	Solicitation	\$140.00	Attended conference call with S. Kotarba, J. Stein, C. Johnson, K. Petriano, E. Young and J. Hess regarding preparation for solicitation (.4); conferred with GCG group regarding details of timeframes (.2); communications with C. Johnson and K. Petriano regarding details of hearing notice mailings/ translated versions for same (.2).

Total Billing Amount: \$11,554.50

Exhibit H

Detailed Time Entries – January 2013

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
Fee Application Preparation					
1/15/2013	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Internal correspondence with Fee App Team regarding preparation of December fee statement.
1/16/2013	0.2	Galbraith, Paula	Fee Application Preparation	\$35.00	Correspondence with S. Jankowski regarding December monthly fee statement.
1/17/2013	0.5	Galbraith, Paula	Fee Application Preparation	\$87.50	Revised December fee statement (.4); correspondence from C. Johnson regarding revisions to December fee statement (.1).
1/16/2013	1.1	Jankowski, Susan	Fee Application Preparation	\$192.50	Prepared exhibits for fee statement (.7); revised monthly fee statement draft for revised exhibits (.4).
1/17/2013	0.6	Jankowski, Susan	Fee Application Preparation	\$105.00	Reviewed updated components of fee statement.
1/18/2013	0.3	Jankowski, Susan	Fee Application Preparation	\$52.50	Revised monthly fee statement.
1/17/2013	0.4	Johnson, Craig	Fee Application Preparation	\$118.00	Reviewed monthly fee statement.
1/18/2013	0.3	Johnson, Craig	Fee Application Preparation	\$88.50	Final review of monthly fee statement.
1/16/2013	0.2	Wolther, Debra	Fee Application Preparation	\$35.00	Attended fee app team meeting regarding December Monthly Fee Statement (.1); updated draft of GCG's December Fee Statement Summary (.1).
1/7/2013	0.7	Hess, Joseph	Solicitation	\$122.50	Revised Confirmation Hearing Notice (.2); revised Non-Voting Notice (.2); revised Cure Notice (.3).
1/24/2013	0.5	Hess, Joseph	Solicitation	\$87.50	Reviewed revised solicitation motion from client (.4); communication to internal SolicitationTeam re motion changes (.1).
1/25/2013	0.3	Hess, Joseph	Solicitation	\$52.50	Reviewed case docket re: status of solicitation (.1); internal Solicitation Team and client correspondence regarding solicitation (.2).
1/24/2013	1.3	Johnson, Craig	Solicitation	\$383.50	Conducted analysis of administrative cost associated with setting convenience class (.8); participated in discussions with J. Stein (GCG) re: same (.3); conducted conversation with J. Stein (GCG) and S. Kotarba (Alvarez) re: same (.2).
1/25/2013	0.2	Johnson, Craig	Solicitation	\$59.00	Reviewed status of exclusivity (.1); participated in meeting with J. Stein (GCG), K. Petriano (GCG), and D. Zeiser (GCG) on status of solicitation/ revised timetable (.1).
1/11/2013	0.1	Olney, Michael	Solicitation	\$12.50	Reviewed multiple internal team correspondence regarding preparation for solicitation.
1/24/2013	0.1	Olney, Michael	Solicitation	\$12.50	Correspondence from J. Hess regarding preparation for solicitation.
1/4/2013	0.3	Petriano, Karen E.	Solicitation	\$67.50	Reviewed A.Gorman emails regarding timetable for filing motion to approve disclosure statement.

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
1/9/2013	0.1	Petriano, Karen E.	Solicitation	\$22.50	Correspondence with internal Case Team regarding client info re: additional extension of exclusivity period.
1/17/2013	0.2	Petriano, Karen E.	Solicitation	\$45.00	Reviewed Order extending exclusivity period and updated case calendar.
1/18/2013	0.2	Petriano, Karen E.	Solicitation	\$45.00	Emails with internal Case Team and Solicitation Team regarding extension of exclusivity period.
1/25/2013	0.1	Petriano, Karen E.	Solicitation	\$22.50	Meeting with C.Johnson, D.Zeiser, and J.Stein re: extension of exclusivity period.
1/28/2013	0.2	Petriano, Karen E.	Solicitation	\$45.00	Reviewed internal case team and GCG Buyers emails regarding Notice of Hearing on disclosure statement.
1/2/2013	0.3	Stein, Jeffrey	Solicitation	\$93.00	Revised updated version of solicitation procedures checklist.
1/24/2013	0.9	Stein, Jeffrey	Solicitation	\$279.00	Conference with C. Johnson re analysis of cost of stock distribution vs. convenience class distribution (.3); reviewed the revised version of the disclosure statement approval motion and order (.3); conference with R. Morris re transfer agent fees (.1); conference call with C. Johnson and S. Kotarba re cost of stock distribution (.2).
1/25/2013	0.1	Stein, Jeffrey	Solicitation	\$31.00	Internal team meeting re solicitation status.
1/9/2013	0.3	Young, Emily	Solicitation	\$52.50	Internal Case Team correspondence regarding filing of disclosure statement/plan.
1/23/2013	0.3	Young, Emily	Solicitation	\$52.50	Reviewed Disclosure Statement Hearing Notice in preparation for solicitation mailing (.2); updated internal solicitation timeline/checklist re same (.1).
1/25/2013	0.3	Young, Emily	Solicitation	\$52.50	Internal Case Team correspondence re possible solicitation exclusivity extension.

Total Billing Amount: \$2,269.50

Exhibit I

February Monthly Fee Statement

Objection deadline: April 24, 2013

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

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

**MONTHLY FEE STATEMENT OF GCG, INC., AS
ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR THE
PERIOD OF FEBRUARY 1, 2013 THROUGH FEBRUARY 28, 2013**

Angela Ferrante, Vice President, Bankruptcy Operations
 Craig Johnson, Senior Director, Bankruptcy Operations
 GCG, Inc.

March 20, 2013

FOR PROFESSIONAL SERVICES AND DISBURSEMENTS

Re: Arcapita Bank, B.S.C. (c), *et al.*,
 Debtors and Debtors-in-Possession
 February 1, 2013 through February 28, 2013

Professional services rendered by GCG, Inc.
 as Administrative Agent for the Debtors and Debtors-in-Possession (the “Debtors”).

Total Amount of Hourly Compensation for Professional Services	\$4,852.50
Holdback as per <i>Order Granting Debtors Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members</i> , dated May 18, 2012 (20%)	(\$970.50)
Compensation for Professional Services Excluding Holdback	\$3,882.00
Actual and Necessary Expenses	<u>\$0.00</u>
Total Requested Payment	<u>\$3,882.00</u>

February Monthly Fee Statement Index

Exhibit A	Summary of Fees by Billing Category
Exhibit B	Summary of Fees by Timekeeper
Exhibit C	Time Detail

**Exhibit A
to Monthly Fee Statement**

Summary of Fees by Billing Category

COMPENSATION BY BILLING CATEGORY

Arcapita Bank B.S.C.(c), *et al.*
(February 1, 2013 - February 28, 2013)

	BLEND ED RATE	TOTAL HOURS BILLED	TOTAL FEES
Solicitation	\$157.04	30.9	\$4,852.50
Total	\$157.04	30.9	\$4,852.50

Exhibit B
to Monthly Fee Statement
Summary of Fees by Timekeeper

COMPENSATION BY TIMEKEEPER

Arcapita Bank B.S.C.(c), *et al.*
(February 1, 2013 - February 28, 2013)

1. Solicitation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Petriano, Karen E.	Ass't Director, Bankruptcy	\$225.00	3.2	\$720.00
Hess, Joseph	Sr. Project Manager, Bankruptcy	\$175.00	7.9	\$1,382.50
Young, Emily	Sr. Project Manager, Bankruptcy	\$175.00	4.4	\$770.00
Zeiser, Donna	Sr. Project Manager, Bankruptcy	\$175.00	1.1	\$192.50
Olney, Michael	Consultant	\$125.00	14.3	\$1,787.50
Total Solicitation			30.9	\$4,852.50

**Exhibit C
to Monthly Fee Statement**

Time Detail

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
Solicitation					
2/11/2013	2.9	Hess, Joseph	Solicitation	\$507.50	Reviewed new solicitation documents (.2); provided documents update to teams (.1); reviewed filed ballot forms/ notices re changes impacting solicitation (.3); reviewed Plan re impact on solicitation (.5); reviewed proposed solicitation order re document packages by claimant category (.4); prepared document distribution (1.3); communication to GCG case team re cure notice mailing deadline (.1).
2/12/2013	1.6	Hess, Joseph	Solicitation	\$280.00	Reviewed Disclosure Statement re issues affecting solicitation (1.4); prepared update to Team re shareholder form processing and retention (.1); prepared memo to Team re special solicitation issues (.1).
2/13/2013	0.3	Hess, Joseph	Solicitation	\$52.50	Reviewed Plan exhibits/addressed potential issues re customization of notice to Class 9(a) claimants.
2/15/2013	1.8	Hess, Joseph	Solicitation	\$315.00	Reviewed solicitation motion re relevant solicitation dates (.2); prepared answers to frequently asked solicitation questions for responding to creditors during the solicitation process (1.6).
2/19/2013	1.3	Hess, Joseph	Solicitation	\$227.50	Meeting with E. Young re solicitation timeline/task planning (.4); attended team meeting with K. Petriano, D. Zeiser and E. Young re solicitation/cure notice/shareholder assignment project logistics (.9)
2/5/2013	1.3	Olney, Michael	Solicitation	\$162.50	Correspondence with A. Gorman re Notice of DS hearing (.1); communicated with A. Gorman re draft Notice (.1); revised Notice of DS hearing (.8); prepared checklist for editing (.3).
2/11/2013	0.3	Olney, Michael	Solicitation	\$37.50	Communicated with E. Young and J. Hess re solicitation planning (.1); emails with E. Young re solicitation assignments (.1); reviewed internal email re cure notice mailing (.1).
2/14/2013	4.7	Olney, Michael	Solicitation	\$587.50	Correspondence with K. Petriano re voting issue (.1); researched prior cases re: voting question (.1); prepared solicitation timeline (4.5).
2/15/2013	0.8	Olney, Michael	Solicitation	\$100.00	Conferred with J. Hess re solicitation timeline (.1); correspondence with J. Hess re solicitation procedures checklist (.1); revised solicitation procedures checklist (.6).
2/19/2013	4.7	Olney, Michael	Solicitation	\$587.50	Revised solicitation procedures checklist in light of new deadlines per final DS etc. motion.
2/20/2013	2.5	Olney, Michael	Solicitation	\$312.50	Continued to revise solicitation procedures checklist.

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
2/13/2013	0.3	Petriano, Karen E.	Solicitation	\$67.50	Reviewed Solicitation Team emails re: plan and disclosure statement (.2); communication with D. Zeiser re: meeting with Solicitation Team (.1).
2/15/2013	0.2	Petriano, Karen E.	Solicitation	\$45.00	Review multiple Solicitation Team e-mail regarding timeline.
2/19/2013	2.7	Petriano, Karen E.	Solicitation	\$607.50	Prepared for meeting with Solicitation Team, including review of motion to approve disclosure statement and Plan in order to identify voting classes and definitions of same (1.1); meeting with E.Young, J.Hess and D.Zeiser re: solicitation logistics and items for follow-up (.9); prepared preliminary claim reports for each debtor (.7).
2/11/2013	0.5	Young, Emily	Solicitation	\$87.50	Various team communications re solicitation protocols.
2/12/2013	0.8	Young, Emily	Solicitation	\$140.00	Reviewed filed Disclosure Statement.
2/13/2013	0.3	Young, Emily	Solicitation	\$52.50	Internal communication with case team re solicitation process.
2/14/2013	0.3	Young, Emily	Solicitation	\$52.50	Communication with case team/counsel re solicitation process.
2/15/2013	0.4	Young, Emily	Solicitation	\$70.00	Multiple communications with internal solicitation team re solicitation.
2/19/2013	2.1	Young, Emily	Solicitation	\$367.50	Conferred with J. Hess re solicitation tasks/logistics (.4); meeting with J. Hess/K. Petriano/D. Zeiser re solicitation tasks, including plan classification (.9); communications with D. Zeiser re certain deadlines in re solicitation (.2); reviewed solicitation procedures motion/order/attached exhibits (.6).
2/19/2013	1.1	Zeiser, Donna	Solicitation	\$192.50	Attended meeting with K. Petriano, E. Young and J. Hess regarding details of deadlines of service of documents related to solicitation, including reaching out to counsel regarding same (.9); communicated with K. Petriano re: deadlines for claim objections (.2).
Total Billing Amount:				\$4,852.50	

Exhibit J

Detailed Time Entries – March 2013

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
Fee Application Preparation					
3/26/2013	2.4	Dorfeld, Paul	Fee Application Preparation	\$360.00	Drafted the Second Interim Fee Application.
3/27/2013	3.2	Dorfeld, Paul	Fee Application Preparation	\$480.00	Continued drafting Second Interim Fee Application.
3/28/2013	2.4	Dorfeld, Paul	Fee Application Preparation	\$360.00	Continued drafting the Second Interim Fee Application (1.8); correspondence with S. Jankowski re same (.6).
3/15/2013	0.3	Galbraith, Paula	Fee Application Preparation	\$52.50	Prepared draft of February Monthly Fee Statement.
3/26/2013	0.3	Galbraith, Paula	Fee Application Preparation	\$52.50	Reviewed status of July to December fee statements.
3/18/2013	0.1	Heller, Jeffrey	Fee Application Preparation	\$12.50	Analyzed monthly fee statement for accuracy.
3/18/2013	0.3	Jankowski, Susan	Fee Application Preparation	\$52.50	Revised Monthly fee statement.
3/20/2013	0.4	Jankowski, Susan	Fee Application Preparation	\$70.00	Finalized Monthly Fee Application (.2); communications with case team regarding service of same (.2).
Solicitation					
3/28/2013	4.3	Brown, Mark	Solicitation	\$860.00	Reviewed solicitation procedures motion (1.4); reviewed disclosure statement (.8); drafted ballot processing protocol (2.1)
3/29/2013	6.8	Brown, Mark	Solicitation	\$1,360.00	Drafted ballot processing protocol (1.6) drafted data tabulation rules (5.2).
3/30/2013	3.3	Brown, Mark	Solicitation	\$660.00	Continued drafting ballot tabulation rules.
3/1/2013	0.2	Hess, Joseph	Solicitation	\$35.00	Reviewed email re solicitation-related issues.
3/6/2013	0.7	Hess, Joseph	Solicitation	\$122.50	Met with Team (E. Young, M. Olney) re solicitation preparation status (.1); met with M. Olney re solicitation timeline preparation/protocol assignments (.3); updated Document Distribution Checklist (.1); finalized solicitation FAQ materials (.2).
3/8/2013	0.2	Hess, Joseph	Solicitation	\$35.00	Reviewed revised Document Distribution Chart and provided comments re same.
3/14/2013	0.6	Hess, Joseph	Solicitation	\$105.00	Attended Team Meeting (J. Stein, K. Petriano, M. Olney, C. Johnson) re plan classing preliminary numbers/solicitation timeline (.4); drafted memo to Team re solicitation logistics (.2).
3/15/2013	0.1	Hess, Joseph	Solicitation	\$17.50	Correspondence with E. Young re: plan classing logistics.
3/18/2013	0.1	Hess, Joseph	Solicitation	\$17.50	Reviewed notice of adjournment re Disclosure Statement hearing, corresponded with Team re adjustments to Solicitation Timeline.
3/25/2013	2.7	Hess, Joseph	Solicitation	\$472.50	Revised Solicitation Procedures Checklist.

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
3/26/2013	1.1	Hess, Joseph	Solicitation	\$192.50	Reviewed proposed Solicitation Procedures Order re plan classing (.2); revised Solicitation Procedures Checklist re same (.1); prepared summary to E. Young re same (.1); attend conference with J. Stein, E. Young and K. Petriano plan classing, solicitation logistics (.5); reviewed/provided comments re client questions re solicitation (.2).
3/4/2013	0.5	Olney, Michael	Solicitation	\$62.50	Reviewed/revise in part FAQ's in preparation for status meeting on Wednesday (.4); reviewed email from E. Young re same (.1).
3/6/2013	0.6	Olney, Michael	Solicitation	\$75.00	Reviewed solicitation documents in advance of solicitation meeting for case (.2); met with E. Young (.1) and J. Hess re preparation of necessary protocol documents for upcoming solicitation (.3).
3/7/2013	2.7	Olney, Michael	Solicitation	\$337.50	Reviewed various emails in preparation for noticing (.1); began to draft solicitation timeline (2.6).
3/14/2013	2.3	Olney, Michael	Solicitation	\$287.50	Met with J. Stein, et al. to discuss upcoming solicitation procedures/ timeline (.4); revised solicitation procedures checklist (1.9).
3/15/2013	0.6	Olney, Michael	Solicitation	\$75.00	Conferred with J. Hess re: solicitation documents drafting schedule (.1); began to review solicitation procedures checklist (.5).
3/16/2013	0.5	Olney, Michael	Solicitation	\$62.50	Exchanged internal communications with J. Stein and C. Johnson re changes to solicitation schedule (.1); reviewed many emails in preparation for solicitation (.4).
3/18/2013	4.1	Olney, Michael	Solicitation	\$512.50	Revised Solicitation Procedures Checklist (4.0); exchanged emails with J. Hess re: same (.1).
3/20/2013	2.5	Olney, Michael	Solicitation	\$312.50	Exchanged multiple emails with J. Hess re solicitation documents (.1); began drafting solicitation timeline (2.4).
3/14/2013	0.4	Petriano, Karen E.	Solicitation	\$90.00	Meeting with J.Stein, C.Johnson, J.Hess and M.Olnay re: time frame for condensed solicitation.
3/26/2013	0.5	Petriano, Karen E.	Solicitation	\$112.50	Meeting with J.Stein, E.Young, J.Hess and D.Zeiser re: plan classing and questions for client re: solicitation.
3/14/2013	0.6	Stein, Jeffrey	Solicitation	\$186.00	Team conference (partially attended by M. Uhrig) re request for shortening of solicitation period, including review of numbers of parties in various classes (.4); call with A. Moskowitz re same (.1); drafted email confirming said conversation (.1).
3/26/2013	0.5	Stein, Jeffrey	Solicitation	\$155.00	Conference with J. Hess, E. Young, K. Petriano, D. Zeiser re solicitation issues.

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
3/8/2013	1.4	Young, Emily	Solicitation	\$245.00	Reviewed/revised document distribution chart, including reviewing motion to approve solicitation procedures.
3/11/2013	0.8	Young, Emily	Solicitation	\$140.00	Preparation for solicitation, including reviewing draft protocols.
3/15/2013	0.1	Young, Emily	Solicitation	\$17.50	Communicated with J. Hess re plan classing logistics.
3/18/2013	0.3	Young, Emily	Solicitation	\$52.50	Updated solicitation related dates based off rescheduled D/S hearing notice.
3/25/2013	2.1	Young, Emily	Solicitation	\$367.50	Drafted timeline "checklist" in connection with solicitation (1.2); reviewed Plan regarding classifications, including exceptions thereto (.5); reviewed D/S Motion re same (.4).
3/26/2013	2.3	Young, Emily	Solicitation	\$402.50	Participated in confence with J. Stein, J. Hess, K. Petriano, D. Zeiser re solicitation preparation (.5); drafted summary of conference, including detaied list of outstanding questions regarding classifications, tabulations, solicitation documents (1.8).
3/27/2013	1.8	Young, Emily	Solicitation	\$315.00	Reviewed/revised document distribution chart (.4); reviewed/revised internal solicitation "checklist" (1.4).
3/28/2013	0.6	Young, Emily	Solicitation	\$105.00	Revised various protocols based on adjourned disclosure statement hearing.
3/14/2013	0.3	Zeiser, Donna	Solicitation	\$52.50	Conferred with K. Petriano regarding details to resolve regarding counsel's request to abbreviate solicitation mailing.
3/26/2013	0.4	Zeiser, Donna	Solicitation	\$70.00	Meeting with E. Young, J. Stein, K. Petriano and J. Hess regarding solicitation.
3/27/2013	0.3	Zeiser, Donna	Solicitation	\$52.50	Researched further details related to classification of claims for solicitation.
3/28/2013	0.5	Zeiser, Donna	Solicitation	\$87.50	Conducted additional research of claims subject to convenience class for solicitation purposes (.3); emailed to/from E. Young and J. Hess regarding redaction of certain entities for ballot reporting purposes (.2).

Total Billing Amount: \$9,493.50

Exhibit K

Summary of Compensation by Billing Employee and Subject Matter

COMPENSATION BY TIMEKEEPER

Arcapita Bank B.S.C.(c), *et al.*
 (July 1, 2012 - March 31, 2013)

1. Claims Analysis/Advanced Reconciliation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	0.7	\$206.50
Total Claims Analysis/Advanced Reconciliation			0.7	\$206.50

2. Fee Application Preparation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	6.1	\$1,799.50
Ferrante, Angela	Vice President, Bankruptcy	\$295.00	0.5	\$147.50
Vrato, Elizabeth	Ass't Director, Bankruptcy	\$225.00	0.1	\$22.50
Galbraith, Paula	Bankruptcy Consultant III	\$175.00	1.6	\$280.00
Jankowski, Susan	Sr. Project Manager, Bankruptcy	\$175.00	17.4	\$3,045.00
Wolther, Debra	Sr. Project Manager, Bankruptcy	\$175.00	0.2	\$35.00
Zeiser, Donna	Sr. Project Manager, Bankruptcy	\$175.00	0.9	\$157.50
Dorfeld, Paul	Bankruptcy Consultant II	\$150.00	8.0	\$1,200.00
Grover, Kevin	Project Manager, Bankruptcy	\$150.00	0.8	\$120.00
Heller, Jeffrey	Consultant	\$125.00	0.3	\$37.50
Heller, Jeffrey	Bankruptcy Consultant I	\$125.00	0.1	\$12.50
Williams, Michael	Project Supervisor	\$100.00	0.1	\$10.00
Posa, Margaret	Administrative Assistant	\$55.00	0.1	\$5.50
Total Fee Application Preparation			36.2	\$6,872.50

3. Solicitation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Stein, Jeffrey	Vice President, Solicitation Services	\$310.00	11.0	\$3,410.00
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	10.9	\$3,215.50
Leathem, Patrick M.	Ass't Director, Bankruptcy	\$225.00	0.3	\$67.50
Petriano, Karen E.	Ass't Director, Bankruptcy	\$225.00	9.8	\$2,205.00
Brown, Mark	Bankruptcy Consultant IV	\$200.00	14.4	\$2,880.00
Hess, Joseph	Sr. Project Manager, Bankruptcy	\$175.00	23.4	\$4,095.00
Young, Emily	Sr. Project Manager, Bankruptcy	\$175.00	14.7	\$2,572.50
Zeiser, Donna	Sr. Project Manager, Bankruptcy	\$175.00	3.4	\$595.00
Young, Emily	Bankruptcy Consultant II	\$150.00	19.5	\$2,925.00
Olney, Michael	Consultant	\$125.00	17.4	\$2,175.00
Olney, Michael	Bankruptcy Consultant I	\$125.00	13.8	\$1,725.00
Total Solicitation			138.6	\$25,865.50

Exhibit L

Summary of Compensation by Employee with Length of Service

SUMMARY OF BILLING BY TIMEKEEPER

Arcapita Bank B.S.C.(c), *et al.*
 (July 01, 2012 - March 31, 2013)

Name of Professional Person	Position with the applicant and number of years in that position	Hourly Billing Rate	Total Hours Billed	Total Compensation
Stein, Jeffrey	Vice President, Solicitation Services (9.91 yrs.)	\$310.00	11.0	\$3,410.00
Johnson, Craig	Sr. Director, Bankruptcy (7.52 yrs.)	\$295.00	17.7	\$5,221.50
Ferrante, Angela	Vice President, Bankruptcy (6.26 yrs.)	\$295.00	0.5	\$147.50
Leathem, Patrick M.	Ass't Director, Bankruptcy (3.67 yrs.)	\$225.00	0.3	\$67.50
Petriano, Karen E.	Ass't Director, Bankruptcy (9.72 yrs.)	\$225.00	9.8	\$2,205.00
Vrato, Elizabeth	Ass't Director, Bankruptcy (4.66 yrs.)	\$225.00	0.1	\$22.50
Brown, Mark	Bankruptcy Consultant IV (3.77 yrs.)	\$200.00	14.4	\$2,880.00
Galbraith, Paula	Bankruptcy Consultant III (1.22 yrs.)	\$175.00	1.6	\$280.00
Hess, Joseph	Sr. Project Manager, Bankruptcy (4.47 yrs.)	\$175.00	23.4	\$4,095.00
Jankowski, Susan	Sr. Project Manager, Bankruptcy (3.51 yrs.)	\$175.00	17.4	\$3,045.00
Wolther, Debra	Sr. Project Manager, Bankruptcy (5.13 yrs.)	\$175.00	0.2	\$35.00
Young, Emily	Sr. Project Manager, Bankruptcy (3.74 yrs.)	\$175.00	14.7	\$2,572.50
Zeiser, Donna	Sr. Project Manager, Bankruptcy (3.85 yrs.)	\$175.00	4.3	\$752.50
Dorfeld, Paul	Bankruptcy Consultant II (2.47 yrs.)	\$150.00	8.0	\$1,200.00
Young, Emily	Bankruptcy Consultant II (3.74 yrs.)	\$150.00	19.5	\$2,925.00
Grover, Kevin	Project Manager, Bankruptcy (3.81 yrs.)	\$150.00	0.8	\$120.00
Heller, Jeffrey	Associate (0.78 yrs.)	\$125.00	0.3	\$37.50
Olney, Michael	Associate (2.43 yrs.)	\$125.00	17.4	\$2,175.00
Heller, Jeffrey	Bankruptcy Consultant I (0.78 yrs.)	\$125.00	0.1	\$12.50
Olney, Michael	Bankruptcy Consultant I (2.43 yrs.)	\$125.00	13.8	\$1,725.00
Williams, Michael	Project Supervisor (1.32 yrs.)	\$100.00	0.1	\$10.00
Posa, Margaret	Administrative Assistant (3.81 yrs.)	\$55.00	0.1	\$5.50
TOTAL			175.5	\$32,944.50

Blended Rate: \$187.72

Exhibit M

Summary by Subject Matter

COMPENSATION BY BILLING CATEGORY

Arcapita Bank B.S.C.(c), *et al.*
(July 1, 2012 - March 31, 2013)

	BLEND ED RATE	TOTAL HOURS BILLED	TOTAL FEES
Claims Analysis/Advanced Reconciliation	\$295.00	0.7	\$206.50
Fee Application Preparation*	\$189.85	36.2	\$6,872.50
Solicitation	\$186.62	138.6	\$25,865.50
Total	\$187.72	175.5	\$32,944.50

*CCG, Inc. will voluntarily adjust the fees sought with respect to Fee Application Preparation on a quarterly basis, as necessary, in compliance with applicable precedent in the Bankruptcy Court for the Southern District of New York.

**Exhibit F
to the Final Fee
Application**

April 2013 Monthly Fee Statement

Objection Deadline: June 5, 2013

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

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

**MONTHLY FEE STATEMENT OF GCG, INC., AS
 ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR
THE PERIOD OF APRIL 1, 2013 THROUGH APRIL 30, 2013**

Angela Ferrante, Vice President, Bankruptcy Operations
 Craig Johnson, Senior Director, Bankruptcy Operations
 GCG, Inc.

May 20, 2013

FOR PROFESSIONAL SERVICES AND DISBURSEMENTS

Re: Arcapita Bank, B.S.C. (c), *et al.*,
 Debtors and Debtors-in-Possession
 April 1, 2013 through April 30, 2013

Professional services rendered by GCG, Inc.
 as Administrative Agent for the Debtors and Debtors-in-Possession (the “Debtors”).

Total Amount of Hourly Compensation for Professional Services	\$40,346.50
Holdback as per <i>Order Granting Debtors Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members</i> , dated May 18, 2012 (20%)	(\$8,069.30)
Compensation for Professional Services Excluding Holdback	\$32,277.20
Actual and Necessary Expenses	<u>\$84.17</u>
Total Requested Payment	<u>\$32,361.37</u>

April Monthly Fee Statement Index

Exhibit A Summary of Fees by Billing Category

Exhibit B Summary of Fees by Timekeeper

Exhibit C Time Detail

Exhibit D Actual and Necessary Expenses

**Exhibit A
to Monthly Fee Statement**

Summary of Fees by Billing Category

COMPENSATION BY BILLING CATEGORY

Arcapita Bank B.S.C.(c), *et al.*
(April 1, 2013 - April 30, 2013)

	BLEND ED RATE	TOTAL HOURS BILLED	TOTAL FEES
Fee Application Preparation*	\$166.44	28.8	\$4,793.50
Solicitation	\$178.12	199.6	\$35,553.00
Total	\$176.65	228.4	\$40,346.50

*CCG, Inc. will voluntarily adjust the fees sought with respect to Fee Application Preparation on a quarterly basis, as necessary, in compliance with applicable precedent in the Bankruptcy Court for the Southern District of New York.

Exhibit B
to Monthly Fee Statement
Summary of Fees by Timekeeper

COMPENSATION BY TIMEKEEPER

Arcapita Bank B.S.C.(c), *et al.*
(April 1, 2013 - April 30, 2013)

1. Fee Application Preparation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	1.3	\$383.50
Galbraith, Paula	Bankruptcy Consultant III	\$175.00	1.8	\$315.00
Jankowski, Susan	Sr. Project Manager, Bankruptcy	\$175.00	9.6	\$1,680.00
Dorfeld, Paul	Bankruptcy Consultant II	\$150.00	14.8	\$2,220.00
Grover, Kevin	Project Manager, Bankruptcy	\$150.00	1.3	\$195.00
Total Fee Application Preparation			28.8	\$4,793.50

2. Solicitation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Stein, Jeffrey	Vice President, Solicitation Services	\$310.00	7.5	\$2,325.00
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	2.1	\$619.50
Patel, Samir	Ass't Director, Systems	\$235.00	12.2	\$2,867.00
Leathem, Patrick M.	Ass't Director, Bankruptcy	\$225.00	3.5	\$787.50
Brown, Mark	Bankruptcy Consultant IV	\$200.00	47.5	\$9,500.00
Vassallo, Anthony	Bankruptcy Consultant IV	\$200.00	3.4	\$680.00
Tribuch, Yaakov	Bankruptcy Consultant III	\$175.00	21.8	\$3,815.00
Greenbaum, Kimberly	Sr. Project Manager, Bankruptcy	\$175.00	2.5	\$437.50
Hess, Joseph	Sr. Project Manager, Bankruptcy	\$175.00	0.1	\$17.50
Safko, Charles	Sr. Project Manager, Bankruptcy	\$175.00	6.9	\$1,207.50
Uhrig, Marcia A.	Sr. Project Manager, Bankruptcy	\$175.00	10.8	\$1,890.00
Young, Emily	Sr. Project Manager, Bankruptcy	\$175.00	40.8	\$7,140.00
Zeiser, Donna	Sr. Project Manager, Bankruptcy	\$175.00	12.4	\$2,170.00
Michalak, Matthew R.	Project Manager	\$125.00	0.5	\$62.50
Gfrerer, Denise	Data Control Supervisor	\$110.00	3.6	\$396.00
Campbell, Michael	Sr. Claims Control Supervisor	\$85.00	10.6	\$901.00
Greaves, Sharna S.	Sr. Claims Control Clerk	\$55.00	13.4	\$737.00
Total Solicitation			199.6	\$35,553.00

**Exhibit C
to Monthly Fee Statement**

Time Detail

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
Fee Application Preparation					
4/1/2013	4.8	Dorfeld, Paul	Fee Application Preparation	\$720.00	Correspondence with S. Jankowski re revisions to fee app draft (.7); revise Second Interim Fee App (3.1); composed a first draft of the summary of the fee application (.6); composed a first draft of certification (.4).
4/2/2013	3.6	Dorfeld, Paul	Fee Application Preparation	\$540.00	Revised Second Interim Fee App (3.0); revised the summary of the fee application (.6).
4/5/2013	0.6	Dorfeld, Paul	Fee Application Preparation	\$90.00	Revised Second Interim Fee App.
4/8/2013	5.8	Dorfeld, Paul	Fee Application Preparation	\$870.00	Revised and compiled fee application with related documents.
4/5/2013	1.8	Galbraith, Paula	Fee Application Preparation	\$315.00	Edited second interim fee application and related documents (1.6); correspondence with fee app team regarding same (.2).
4/16/2013	1.3	Grover, Kevin	Fee Application Preparation	\$195.00	Revised and finalized interim fee application for final approval.
4/1/2013	2.4	Jankowski, Susan	Fee Application Preparation	\$420.00	Created exhibits for interim fee app (1.8); communications with P. Dorfeld re same (.6).
4/2/2013	1.2	Jankowski, Susan	Fee Application Preparation	\$210.00	Analyze components for Interim Fee Applications (.6); communications with case team and fee app team re same (.2); QA the interim fee application (.4).
4/4/2013	0.6	Jankowski, Susan	Fee Application Preparation	\$105.00	Communications with internal fee app team re progress of interim application (.2); reviewed exhibits for same (.4).
4/5/2013	0.7	Jankowski, Susan	Fee Application Preparation	\$122.50	Multiple communications with case team and fee app team re March monthly time to be included in interim fee application.
4/8/2013	1.4	Jankowski, Susan	Fee Application Preparation	\$245.00	Reviewed changes to interim fee app; communications with P. Dorfeld and P. Galbraith re same; conferences with P. Dorfeld re particulars of components with interim app; communications re expense receipts with billing and fee app team.
4/9/2013	0.4	Jankowski, Susan	Fee Application Preparation	\$70.00	Analyzed interim fee application (.3); communications with internal case team regarding same (.1).
4/10/2013	0.4	Jankowski, Susan	Fee Application Preparation	\$70.00	Verified charges and expenses for Interim application via billing system (.3); communications with internal team re same (.1).
4/12/2013	0.9	Jankowski, Susan	Fee Application Preparation	\$157.50	Revised interim fee application (.9);
4/16/2013	1.6	Jankowski, Susan	Fee Application Preparation	\$280.00	Communications with Craig Johnson re finalizing interim fee application (.2); revised interim fee application (1.4).
4/12/2013	1.3	Johnson, Craig	Fee Application Preparation	\$383.50	Reviewed and edited second interim fee application.
Solicitation					
4/1/2013	2.5	Brown, Mark	Solicitation	\$500.00	Drafted ballot scanning protocol (.6); revised ballot tabulation rules (1.9).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
4/6/2013	4.5	Brown, Mark	Solicitation	\$900.00	Drafted solicitation affidavit of service.
4/7/2013	2.3	Brown, Mark	Solicitation	\$460.00	Drafted solicitation affidavit of service.
4/8/2013	0.8	Brown, Mark	Solicitation	\$160.00	Drafted solicitation affidavit of service.
4/15/2013	0.5	Brown, Mark	Solicitation	\$100.00	Conferred with J. Stein E. Young re: solicitation issues (.1); attended conference call with J. Stein, E. Young, Gibson counsel and Alvarez Marcal re: solicitation issues (.4).
4/17/2013	0.2	Brown, Mark	Solicitation	\$40.00	Attended conference call with counsel, J. Stein E. Young re: solicitation mailing issues and timing.
4/18/2013	0.1	Brown, Mark	Solicitation	\$20.00	Conferred with E. Young re: solicitation issues.
4/19/2013	0.6	Brown, Mark	Solicitation	\$120.00	Attended solicitation team meeting re: solicitation issues and timing (.1); reviewed solicitation provisions in amended disclosure statement (.4); conferred with E. Young re: solicitation issues (.1).
4/22/2013	1.5	Brown, Mark	Solicitation	\$300.00	Reviewed disclosure statement classing (.5); conducted database research re: Class 6 interest holders (.7); conferred with E. Young re: plan classing and solicitation issues (.3).
4/24/2013	1.8	Brown, Mark	Solicitation	\$360.00	Conferred with E. Young Y. Tribuch re: plan classing and solicitation issues and tasks (.3); reviewed proposed order re: disclosure statement approval (.6); updated solicitation document distribution chart (.5); set up international business reply envelope for solicitation mailing (.4).
4/25/2013	1.7	Brown, Mark	Solicitation	\$340.00	Conferred with Seattle office re: solicitation emailing (.4); conferred with E. Young re: plan classing (.4); attended solicitation team meeting re: solicitation mailing preparation (.3); preparation for/follow up to solicitation team meeting re: solicitation mailing preparation (.3); conferred with Quality Assurance re: plan classing (.1); conferred with Data Control re: solicitation ballots (.2).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
4/26/2013	10.8	Brown, Mark	Solicitation	\$2,160.00	Finalized CD-Rom label, table of contents/index page (1.6); conferred with E. Young re: solicitation issues, tasks/timing (.4); conferred with Notice Team re: solicitation mailing set up (.2); conferred with internal Vendor Management re: CD-Rom creation at printer (.3); attended solicitation team meeting with J. Stein re: solicitation issues, timing, tasks (.4); conferred with Quality Assurance re: solicitation mailing set up (.2); reviewed final order as entered re: solicitation procedures (.8); conferred with E. Young re: final order as entered re: solicitation procedures (.1); conferred with Data Control re: ballots and solicitation mailing (.7); attended client conference call with C. Johnson and E. Young re: solicitation issues (.2); reviewed and foldered ballot forms from client (.7); conferred with Dublin office re: international return envelope (.3); reviewed/approved international return envelope master (.2); reviewed estimate of solicitation mailing expenses (.3); conferred with mailroom re: solicitation mailing set up (.2); formatted Class 5(a) ballot (.6); received, reviewed and foldered solicitation documents from counsel (2.9); set up documents for master CD-Rom burn (.7).

4/27/2013	5.6	Brown, Mark	Solicitation	\$1,120.00	Telephoned and emailed printer re: CD Rom burn (.4); received/reviewed master CD Rom from printer (.8); conducted quality assurance review of solicitation roll up analysis (.2); conferred with E. Young re: solicitation issues/tasks (.5); conferred with J. Stein re: solicitation issues (.1); conferred with Data Control re: ballot creation (.7); conducted quality assurance review of ballot merge files (.4); formatted ballots (2.2); conferred with internal vendor management re: CD Rom burn (.2); conferred with Notice Team re: CD Rom burn and solicitation issues (.1).
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GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
4/29/2013	6.5	Brown, Mark	Solicitation	\$1,300.00	Conferred with E. Young re: solicitation issues and tasks (1.1); attended solicitation team meeting with J. Stein re: solicitation tasks/issues (4); conducted quality assurance review of ballots (-4); conferred with Data Control re: generation of ballots (1.4); reviewed confirmation hearing notice (.3); conferred with E. Young re: review of confirmation hearing notice (.1); conferred with Quality Assurance re: generation of ballots (-2); conducted quality assurance review of CD-Roms (.9); approved printer specs sheet re: CD-Rom burn (.1); removed OFAC ballots from Class 5 ballot print run (-4); revised and finalized ballot forms (-8); conferred with W. Garr re: solicitation mailing (-2); reviewed Class 5/7 change spreadsheet (-2).
4/30/2013	8.1	Brown, Mark	Solicitation	\$1,620.00	Conferred with E. Young re: solicitation mailing issues, tasks (-6); conferred with Y. Tribuch re: solicitation mailing to Class 9(a) (-2); prepared solicitation mailing with Notice Team, Quality Assurance, Mailroom personnel (4.2); conducted quality assurance review of merged ballots (-6); conferred with Data Control re: ballot creation (-2); conferred with Dublin office re: international return envelopes (-2); reviewed notices for solicitation mailing (-2); ordered domestic return envelopes (-2); conferred with J. Stein re: status of solicitation mailing preparation (-4); conferred with E. Young and Y. Tribuch re: solicitation mailing preparation (-3); emailed S. Kotarba re: plan classing and Class treatment (-1); conducted database research re: plan classing and treatment (-6); reviewed Class aggregation (-3).
4/29/2013	4.5	Campbell, Michael	Solicitation	\$382.50	Solicited voter ballots
4/30/2013	6.1	Campbell, Michael	Solicitation	\$518.50	Solicited voter ballots
4/1/2013	1.0	Gfrerer, Denise	Solicitation	\$110.00	Created template and sample merge.
4/29/2013	2.1	Gfrerer, Denise	Solicitation	\$231.00	Created templates for Class 7, Class 8, Class 9 (1.0); merged ballots (-8); printed approved ballots (-3).
4/30/2013	0.5	Gfrerer, Denise	Solicitation	\$55.00	Merged Class 4 ballots
4/29/2013	3.0	Greaves, Sharna S.	Solicitation	\$165.00	Stapled and counted Ballots.
4/30/2013	10.4	Greaves, Sharna S.	Solicitation	\$572.00	Prepared labels/spreadsheets/ notices for mailing.
4/26/2013	2.5	Greenbaum, Kimberly	Solicitation	\$437.50	.Reviewed data/print files for customized ballots, non voting parties.
4/19/2013	0.1	Hess, Joseph	Solicitation	\$17.50	Attended Team meeting re preparation for upcoming solicitation mailing.

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
4/26/2013	1.5	Johnson, Craig	Solicitation	\$442.50	Supervised preparations for solicitation mailing (1.2); phone calls with J. Graves at Gibson Dunn (.3).
4/29/2013	0.6	Johnson, Craig	Solicitation	\$177.00	Managed solicitation mailing.
4/8/2013	0.5	Leatham, Patrick M.	Solicitation	\$112.50	.Conf. w/E. Young re voting procedures.
4/15/2013	0.1	Leatham, Patrick M.	Solicitation	\$22.50	Conf. w/E. Young re international voters.
4/26/2013	0.2	Leatham, Patrick M.	Solicitation	\$45.00	Communications w/E. Young re mailing prep.
4/29/2013	2.3	Leatham, Patrick M.	Solicitation	\$517.50	Communications w/ Sol. Team, Case Team re solicitation (.5); reviewed solicitation documents (.9); drafted cover emails (.9); EMails w/ Sol. TEam re mailing preparations; emails w/ A. Ferrante, D. Wolther re plan classing.
4/30/2013	0.4	Leatham, Patrick M.	Solicitation	\$90.00	
4/30/2013	0.5	Michalak, Matthew R.	Solicitation	\$62.50	Coordinated international business reply setup with USPS.
4/26/2013	3.0	Patel, Samir	Solicitation	\$705.00	Updated database records/plan classing.
4/27/2013	2.6	Patel, Samir	Solicitation	\$611.00	Updated database records/created print files.
4/29/2013	3.2	Patel, Samir	Solicitation	\$752.00	Updated database records (1.1); created print files (1.4); created service lists (.7).
4/30/2013	3.4	Patel, Samir	Solicitation	\$799.00	Updated database records (1.1); created print files (1.4); created service lists (.9).
4/18/2013	2.7	Safko, Charles	Solicitation	\$472.50	Reviewed the plan classing of the filed claims/ scheduled side of the database (2.5); reviewed the additions/ changes to the class 4A 4B parties (.2).
4/26/2013	3.8	Safko, Charles	Solicitation	\$665.00	Reviewed the claims/ scheduled side of the plan classing re: voting parties (.6); reviewed the non voting side of the plan classing (.6); conference call with E. Young and M.Uhrig regarding the recon parties which would affect the voting parties (.4); reviewed the forced in voting amounts (.2);reviewed the voting table to ensure that everything was captured correctly (1.4); reviewed the aggregation spreadsheet to ensure that everything was correct before laoding (.6).
4/29/2013	0.4	Safko, Charles	Solicitation	\$70.00	Reviewed the rollups on the voting table for Classes 2 4 (.2); reviewed the removed mailing history for the 7 OFAC ballots (.2).
4/5/2013	0.4	Stein, Jeffrey	Solicitation	\$124.00	Conference call with C. Johnson, E. Young Debtors' counsel re solicitation timeline/ logistics.
4/15/2013	0.6	Stein, Jeffrey	Solicitation	\$186.00	Conference with E. Young re questions for counsel, and review same (.1); conference with E. Young, M. Brown and Y. Tribuch re open solicitation issues in prep for conference call re same (.1); call with E. Young, M. Brown, Y. Tribuch, Alvarez & Marsal reps and Debtors' counsel reps re open solicitation issues (.4).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
4/16/2013	0.4	Stein, Jeffrey	Solicitation	\$124.00	Conference with M. Uhrig, D. Zeiser E. Young re plan classing issues.
4/17/2013	2.0	Stein, Jeffrey	Solicitation	\$620.00	Call from A. Moskowitz re foreign mailing issues (2); conference with E. Young re same (3); conference call with E. Young, A. Moskowitz, J. Weisser re same (2); reviewed revised versions of plan and d/s (1.3).
4/19/2013	0.1	Stein, Jeffrey	Solicitation	\$31.00	Team conference re status/ tasks to be performed.
4/24/2013	0.7	Stein, Jeffrey	Solicitation	\$217.00	Conference with E. Young re prep for disclosure statement hearing (1); reviewed suggested revisions to proposed order approving disclosure statement (4); conference with E. Young re same (1); conference call with E. Young/ A. Moskowitz re same (1).
4/26/2013	3.1	Stein, Jeffrey	Solicitation	\$961.00	Prep for (5) attend (1.7) disclosure statement approval hearing; conference with debtors' counsel thereafter re solicitation service issues (3); conferred with C. Johnson and E. Young re same and service logistics (6).
4/27/2013	0.1	Stein, Jeffrey	Solicitation	\$31.00	Conference with M. Brown re solicitation status logistics.
4/28/2013	0.1	Stein, Jeffrey	Solicitation	\$31.00	Conference with C. Johnson re solicitation status logistics.
4/15/2013	2.9	Tribuch, Yaakov	Solicitation	\$507.50	Conference call with solicitation team, R. Esposito, M. Kelsey re: tabulation questions (4); conferred with solicitation team re: tabulation questions (1); reviewed solicitation documents (2,4).
4/23/2013	0.2	Tribuch, Yaakov	Solicitation	\$35.00	Conferred with E. Young re: solicitation details.
4/24/2013	0.6	Tribuch, Yaakov	Solicitation	\$105.00	Reviewed proposed solicitation procedures order (2); updated solicitation procedures checklist based on same (4).
4/25/2013	1.2	Tribuch, Yaakov	Solicitation	\$210.00	Reviewed proposed solicitation procedures order (4); updated solicitation procedures checklist based on same (8).
4/26/2013	3.8	Tribuch, Yaakov	Solicitation	\$665.00	Conferred with E. Young, M. Brown/ vendor management team re: solicitation logistics (5); conferred with E. Young, M. Brown, C. Johnson, J. Stein re: solicitation logistics (2); updated ballot processing protocol based on review (1.1); reviewed service lists of matrix parties in preparation of mailing (4); reformatted addresses for mailing of solicitation documents including notices to conform with FedEx specifications (1.6).
4/28/2013	4.2	Tribuch, Yaakov	Solicitation	\$735.00	Reformatted addresses for mailing of Class 5(a) solicitation documents/ notices to conform with FedEx specifications (3.7); reviewed list of rights offering participants to confirm proper entry into database (5).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
4/29/2013	2.6	Tribuch, Yaakov	Solicitation	\$455.00	Updated document distribution chart detailing solicitation packages (1,4); arranged for creation of service lists for solicitation documents including notices (.9); conferred with E. Young re: solicitation details (.3).
4/30/2013	6.3	Tribuch, Yaakov	Solicitation	\$1,102.50	Formatted Shareholder Acknowledgment/ Assignment for customazation (.9); conferred with M. Brown E. Young re: solicitation details (.4); conferred with E. Young re: solicitation details (.2); prepared service requests for notice team for mailing of solicitation documents including noticing (4.1); reformated addresses for mailing of Class 9(a) notices to conform with FedEx specifications (.7).
4/5/2013	0.2	Uhrig, Marcia A.	Solicitation	\$35.00	Initial review of database in preparation for plan classing (.2)
4/12/2013	0.1	Uhrig, Marcia A.	Solicitation	\$17.50	Conversation with E. Young re status of plan classing (.1)
4/16/2013	4.1	Uhrig, Marcia A.	Solicitation	\$717.50	Worked on plan classing of database in preparation for solicitation (3.5); produced report of potential intercompany claims for E. Young to forward to client for review (.2); emailed QA re review of initial plan classing (.1); conversation with C. Safko re same (.2); reviewed email from E. Young re outstanding plan classing questions to be raised with counsel (.1)
4/17/2013	0.7	Uhrig, Marcia A.	Solicitation	\$122.50	Follow-up communications with E. Young re outstanding plan classing items (.5); conferred with S. Patel re coding of claim that will vote in two classes (.1); follow up email to E. Young and D. Zeiser re same (.1)
4/22/2013	0.1	Uhrig, Marcia A.	Solicitation	\$17.50	Reviewed/responded to email from E. Young re status of Class 7 and Class 9 data (.1)
4/24/2013	0.1	Uhrig, Marcia A.	Solicitation	\$17.50	Responded to email from D. Zeiser re status of class 7 parties
4/25/2013	1.6	Uhrig, Marcia A.	Solicitation	\$280.00	Responded to email from E. Young re status of plan classing (.1); conversation with E. Young re same (.4); completed plan classing of scheduled/filed claims (.5); corresponded with E. Young and QA re review of same (.1); completed plan classing of non-claim records (.4); emailed QA re review of same (.1)

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
4/26/2013	3.9	Uhrig, Marcia A.	Solicitation	\$682.50	Corresponded with E. Young re outstanding plan classing items (-2); follow up conversation with E. Young and C. Safko re same (-4); resolved plan classing findings provided by C. Safko (-2); responded to C. Safko re same (-1); reviewed newly created beneficial class 4 ballot records (-1); conferred with M. Uhrig regarding URIA claims for plan classing, including creating same for purposes of balloting (-4); adjusted plan classing on records affected by proposed omnibus objections to claims (2.1); emailed Systems re parameters for populating voting NMEs (-3); corresponded with C. Safko re QA of same (-1)
4/19/2013	3.4	Vassallo, Anthony	Solicitation	\$680.00	Attended team meeting with E. Young, J. Stein and M. Brown re: task allocation (-4); updated document distribution chart (-.8); reviewed FAQs (-.6); reviewed current version of plan (-.7); reviewed proposed disclosure statement order (-.9).
4/5/2013	1.3	Young, Emily	Solicitation	\$227.50	Prepared for call with counsel regarding solicitation logistics/timing (-4); communicated with C. Johnson re same (-2); participated in call with Gibson Dunn regarding solicitation timetable/logistics (-4); communicated with internal teams re same (-3).
4/8/2013	0.5	Young, Emily	Solicitation	\$87.50	Communicated with P. Leathem re solicitation procedures.
4/15/2013	1.0	Young, Emily	Solicitation	\$175.00	Prepared for call with counsel, financial advisor regarding outstanding questions re plan classing (-5); participated in call with Financial Advisor, Gibson Dunn, GCG internal team regarding preparation for solicitation mailing, including classifications of claims (-4); communicated with internal GCG team re same (-1).
4/16/2013	4.9	Young, Emily	Solicitation	\$857.50	Participated in call with D. Zeiser, M. Uhrig re plan classing (3.1); participated in call with M. Uhrig re plan classing (-4); reviewed plan class related items (-7); communicated multiple times with internal case team re same (-4); updated plan classing (-3).
4/17/2013	3.7	Young, Emily	Solicitation	\$647.50	Multiple communications with M. Uhrig re outstanding plan classing items (-5); multiple communications with J. Stein, A. Moskowitz re solicitation logistics (-2); multiple communications with financial advisor, debtors' counsel re plan classing (-4); reviewed amended plan (1.4); communicated with internal teams re claim transfer provision, executory contract provisions in plan (-8); coded records in regard to plan classes 10(a) & 10(g) (-4).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
4/18/2013	1.3	Young, Emily	Solicitation	\$227.50	Coversations with M. Uhrig re updates to plan classing (.3); created Claims Report which included Debtor assigned unique identifiers (.4); communicated with A. Moskowitz re same (.3); plan classed claim records in connection with classes 4(a) & 4(b) (.3).
4/19/2013	1.9	Young, Emily	Solicitation	\$332.50	Internal team meeting re solicitation mailing preparation (.1); reviewed amended Disclosure Statement (1.8).
4/22/2013	1.4	Young, Emily	Solicitation	\$245.00	Communicated with R. Espositor re outstanding plan classing issues (.4); communicated with A. Moskowitz re solicitation service (.4); communicated multiple times with internal team re solicitation logistics (.6).
4/24/2013	0.5	Young, Emily	Solicitation	\$87.50	Communicated with J. Weisser re specific claimant vote (.2); communicated with internal teams re same (.3).
4/25/2013	5.9	Young, Emily	Solicitation	\$1,032.50	Multiple communications with counsel re plan classing (.4); multiple communications with financial advisor re plan classing (.3); conferred with M. Brown re plan classing (.4); identified class 7 claims based off scheduled records for solicitation purposes (1.3); communicated with client re shareholder equity parties (.3); reviewed claim records to determine classing/voting amounts (2.8); communicated with internal systems, audit teams re same (.4).
4/26/2013	6.8	Young, Emily	Solicitation	\$1,190.00	Conversation with M. Uhrig re plan classing items (.2); follow up conversation with M. Uhrig, C. Safko re same (.4); reviewed voting reports (1.4); performed aggregation of same (2.6); reviewed plan classing, including forced vote value information (.9); communicated with internal teams re same (.4); multiple internal team meetings re solicitation mailing preparation (.9).
4/27/2013	3.0	Young, Emily	Solicitation	\$525.00	Conferred with M. Brown re: solicitation issues/tasks (.5); communicated with J. Graves re add'l solicitation materials (.3); multiple communications with internal teams regarding aggregation, creation of print files for voting classes (.9); reviewed merged ballots (1.3).
4/28/2013	1.4	Young, Emily	Solicitation	\$245.00	Multiple communications with financial advisor re outstanding plan classing questions (.4); communicated with client re class 9A holder information (.2); reviewed same (.2); communicated with J. Graves re service tasks related to same (.2); communicated with internal audit team re "roll up" ballot review (.4).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
4/29/2013	4.6	Young, Emily	Solicitation	\$805.00	Communicated with M. Brown multiple times regarding solicitation tasks (1.1); participated in internal meeting re solicitation mailing (-2); communicated, multiple times, with financial advisor re plan classing (-4); communicated with A. Moskowitz re service packages (-2); communicated with J. Graves re equity holders (-2); updated plan classing based on reports received from FA (2.1); communicated with internal teams re same (-4).
4/30/2013	2.6	Young, Emily	Solicitation	\$455.00	Conducted database research re: plan classing, treatment (-6); reviewed class aggregation (-9); communicated multiple times with internal teams re same (-8); communicated with financial advisor re plan classing (-3).
4/2/2013	0.5	Zeiser, Donna	Solicitation	\$87.50	Reviewed deadlines subject to solicitation.
4/3/2013	0.2	Zeiser, Donna	Solicitation	\$35.00	Researched status of certain claims for plan classing in preparation of solicitation.
4/4/2013	0.2	Zeiser, Donna	Solicitation	\$35.00	Conferred with E. Young regarding meeting with counsel regarding deadlines related to solicitation.
4/5/2013	0.3	Zeiser, Donna	Solicitation	\$52.50	Conferred with E. Young regarding meeting with counsel regarding deadlines related to solicitation (-1); researched new deadline for filing claim objections related to solicitation (-2).
4/9/2013	0.4	Zeiser, Donna	Solicitation	\$70.00	Identified certain class parties for solicitation.
4/11/2013	0.2	Zeiser, Donna	Solicitation	\$35.00	Conferred with E. Young regarding status of parties subject to objection related to solicitation.
4/12/2013	0.2	Zeiser, Donna	Solicitation	\$35.00	Reviewed Plan for deadlines.
4/15/2013	0.3	Zeiser, Donna	Solicitation	\$52.50	Conferred with E. Young regarding voting deadline (-1); conferred with E. Young regarding solicitation service by email (-2).
4/16/2013	5.1	Zeiser, Donna	Solicitation	\$892.50	Attended plan classing meeting with E. Young and M. Uhrig (3.1); corresponded with E. Young and M. Uhrig regarding status of claims for classing (-5); researched additional information for identification of claims for plan classing (1.3); conferred with J. Stein regarding split claims (-2).
4/17/2013	1.1	Zeiser, Donna	Solicitation	\$192.50	Reviewed revised Disclosure Statement for relevant bar dates (-5) and plan class changes (-4); conferred with E. Young regarding solicitation mailing (-2).
4/18/2013	0.3	Zeiser, Donna	Solicitation	\$52.50	Conferred with E. Young regarding CIF tracking numbers of scheduled claims for purposes of solicitation mailing.
4/19/2013	0.5	Zeiser, Donna	Solicitation	\$87.50	Continued audit of claims related to plan classing.

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
4/23/2013	1.9	Zeiser, Donna	Solicitation	\$332.50	Reviewed blacklined revised DS (.3); conferred with E. Young regarding claims affected by OFAC (.2); worked with Systems to identify same for solicitation preparation (.3); conferred with E. Young regarding Class 9(a) party information (.2); emailed to/from A. Doshi at Debtor regarding information related to same (.2); conference call with M. Uhrig and A. Pallilo regarding OFAC parties to be reviewed for mailing (.2); conferred with M. Uhrig regarding identification of parties regarding same (.1); conferred with S. Patel regarding QA of parties identified as OFAC parties (.2); emailed counsel regarding GCG personnel attending DS hearing (.1); arranged details regarding same (.1).
4/24/2013	0.5	Zeiser, Donna	Solicitation	\$87.50	Conferred with A. Pallilo regarding status of review of OFAC listing.
4/25/2013	0.4	Zeiser, Donna	Solicitation	\$70.00	Reviewed emails to/from Company regarding same (.2); reviewed revised Order for final solicitation deadlines (.2).
4/29/2013	0.3	Zeiser, Donna	Solicitation	\$52.50	Reviewed final status of OFAC information.

Total Billing Amount: \$40,346.50

**Exhibit D
to Monthly Fee Statement**

Actual and Necessary Expenses

Arcapita Bank B.S.C. (c), et al.

**Overtime Meal Expenses
(April 1, 2013 - April 30, 2013)**

Date	Description	Timekeeper	Amount
4/19/2013	CJE Café	Emily Young	\$9.75
4/24/2013	CJE Café	Emily Young	\$7.60
4/26/2013	CJE Café	Mark Brown	\$17.30
4/26/2013	CJE Café	Anthony Vassallo	\$12.24
4/26/2013	CJE Café	Emily Young	\$6.25
4/29/2013	CJE Café	Emily Young	\$10.00
4/29/2013	CJE Café	Mark Brown	\$14.98
4/30/2013	CJE Café	Mark Brown	\$6.05
	Total		\$84.17

**Exhibit G
to the Final Fee
Application**

May 2013 Monthly Fee Statement

Objection Deadline: July 5, 2013

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

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

**MONTHLY FEE STATEMENT OF GCG, INC., AS
 ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR
 THE PERIOD OF MAY 1, 2013 THROUGH MAY 31, 2013**

Angela Ferrante, Vice President, Bankruptcy Operations
 Craig Johnson, Senior Director, Bankruptcy Operations
 GCG, Inc.

June 20, 2013

FOR PROFESSIONAL SERVICES AND DISBURSEMENTS

Re: Arcapita Bank, B.S.C. (c), *et al.*,
 Debtors and Debtors-in-Possession
 May 1, 2013 through May 31, 2013

Professional services rendered by GCG, Inc.
 as Administrative Agent for the Debtors and Debtors-in-Possession (the “Debtors”).

Total Amount of Hourly Compensation for Professional Services	\$190,780.00
Holdback as per <i>Order Granting Debtors Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members</i> , dated May 18, 2012 (20%)	(\$38,156.00)
Compensation for Professional Services Excluding Holdback	\$152,624.00
Actual and Necessary Expenses	\$1,912.84
Miscellaneous Charges	\$1,260.72
Total Requested Payment	<u>\$155,797.56</u>

May Monthly Fee Statement Index

Exhibit A Summary of Fees by Billing Category

Exhibit B Summary of Fees by Timekeeper

Exhibit C Time Detail

Exhibit D Actual and Necessary Expenses

Exhibit E Miscellaneous Charge Summary

**Exhibit A
to Monthly Fee Statement**

Summary of Fees by Billing Category

SUMMARY OF FEES BY BILLING CATEGORY

Arcapita Bank B.S.C.(c), *et al.*
(May 1, 2013 - May 31, 2013)

	BLEND ED RATE	TOTAL HOURS BILLED	TOTAL FEES
Fee Application Preparation*	\$199.72	21.3	\$4,254.00
Section 327 Project Management	\$295.00	0.6	\$177.00
Section 327 Retention	\$175.00	1.6	\$280.00
Solicitation	\$151.74	1,226.2	\$186,069.00
Total	\$152.66	1,249.7	\$190,780.00

*CCG, Inc. will voluntarily adjust the fees sought with respect to Fee Application Preparation on a quarterly basis, as necessary, in compliance with applicable precedent in the Bankruptcy Court for the Southern District of New York.

Exhibit B
to Monthly Fee Statement
Summary of Fees by Timekeeper

SUMMARY OF FEES BY TIMEKEEPER

Arcapita Bank B.S.C.(c), *et al.*
 (May 1, 2013 - May 31, 2013)

1. Fee Application Preparation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	5.2	\$1,534.00
Vrato, Elizabeth	Ass't Director, Bankruptcy	\$225.00	3.7	\$832.50
Galbraith, Paula	Bankruptcy Consultant III	\$175.00	0.5	\$87.50
Granger, Lauren	Sr. Project Manager, Bankruptcy	\$175.00	0.6	\$105.00
Golenberg, Jesse	Bankruptcy Consultant II	\$150.00	4.4	\$660.00
Grover, Kevin	Project Manager, Bankruptcy	\$150.00	6.9	\$1,035.00
Total Fee Application Preparation			21.3	\$4,254.00

2. Section 327 Project Management

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Shaer, Karen	Sr. Executive Vice President & General Counsel	\$295.00	0.6	\$177.00
Total Section 327 Project Management			0.6	\$177.00

3. Section 327 Retention

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Gorman, Adam	Sr. Project Manager, Bankruptcy	\$175.00	1.6	\$280.00
Total Section 327 Retention			1.6	\$280.00

4. Solicitation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Stein, Jeffrey	Vice President, Solicitation Services	\$310.00	4.5	\$1,395.00
Baumgarten, Isabel	Sr. Director, Bankruptcy	\$295.00	18.9	\$5,575.50
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	38.8	\$11,446.00
Patel, Samir	Ass't Director, Systems	\$235.00	27.6	\$6,486.00
Leathem, Patrick M.	Ass't Director, Bankruptcy	\$225.00	16.4	\$3,690.00
Brown, Mark	Bankruptcy Consultant IV	\$200.00	154.2	\$30,840.00
Vassallo, Anthony	Bankruptcy Consultant IV	\$200.00	67.0	\$13,400.00
Peter, Gibi	Programmer Analyst	\$185.00	4.8	\$888.00
Tribuch, Yaakov	Bankruptcy Consultant III	\$175.00	151.2	\$26,460.00
Ashley, Jeanette	Sr. Project Manager, Bankruptcy	\$175.00	0.2	\$35.00
Greenbaum, Kimberly	Sr. Project Manager, Bankruptcy	\$175.00	20.1	\$3,517.50
Hess, Joseph	Sr. Project Manager, Bankruptcy	\$175.00	63.4	\$11,095.00
Uhrig, Marcia A.	Sr. Project Manager, Bankruptcy	\$175.00	0.6	\$105.00
Wolther, Debra	Sr. Project Manager, Bankruptcy	\$175.00	4.0	\$700.00
Young, Emily	Sr. Project Manager, Bankruptcy	\$175.00	90.6	\$15,855.00
Zeiser, Donna	Sr. Project Manager, Bankruptcy	\$175.00	1.0	\$175.00
Henry, Kristen	Bankruptcy Consultant I	\$125.00	10.6	\$1,325.00
Olney, Michael	Bankruptcy Consultant I	\$125.00	3.4	\$425.00
Park, Dale	Bankruptcy Consultant I	\$125.00	1.7	\$212.50
Ross, Tron	Bankruptcy Consultant I	\$125.00	77.1	\$9,637.50
Smith, Peter	Bankruptcy Consultant I	\$125.00	65.0	\$8,125.00
Sorg, Rachelle	Bankruptcy Consultant I	\$125.00	0.8	\$100.00
Michalak, Matthew R.	Project Manager	\$125.00	7.6	\$950.00
Raas, Adam	Project Manager	\$125.00	0.5	\$62.50
Gfrerer, Denise	Data Control Supervisor	\$110.00	8.3	\$913.00
Amundson, Melati	Sr. Project Supervisor	\$110.00	0.8	\$88.00
Zaslow, Garry	Sr. Project Supervisor	\$110.00	41.2	\$4,532.00
Strakal, Tammy	Project Supervisor	\$100.00	73.5	\$7,350.00
Campbell, Michael	Sr. Claims Control Supervisor	\$85.00	23.8	\$2,023.00
Lord, Patrick	Sr. Claims Control Supervisor	\$85.00	22.5	\$1,912.50
Witmer, Michael	Sr. Claims Control Supervisor	\$85.00	45.5	\$3,867.50

4. Solicitation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Hayes, Rebecca	Sr. Project Administrator	\$85.00	43.7	\$3,714.50
Swanson, Laurie	Sr. Project Administrator	\$85.00	34.6	\$2,941.00
Overman, Tori	Project Administrator	\$80.00	23.6	\$1,888.00
Woods, Loretta	Claims Control Supervisor	\$70.00	0.7	\$49.00
Aaron, Danielle	Claims Control Clerk	\$55.00	1.0	\$55.00
Beyene, Olana	Claims Control Clerk	\$55.00	1.5	\$82.50
Champion, Ashlee	Claims Control Clerk	\$55.00	37.7	\$2,073.50
Childers, Kathy	Claims Control Clerk	\$55.00	3.0	\$165.00
Elkins, Gigi	Claims Control Clerk	\$55.00	8.6	\$473.00
Gathercole, Stephen	Claims Control Clerk	\$55.00	1.5	\$82.50
Harper, Greneisha	Claims Control Clerk	\$55.00	10.7	\$588.50
Konama, Regina	Claims Control Clerk	\$55.00	1.0	\$55.00
Preci, Frida	Claims Control Clerk	\$55.00	3.0	\$165.00
Syx-Ramsey, Kaye	Claims Control Clerk	\$55.00	10.0	\$550.00
Total Solicitation			1,226.2	\$186,069.00

**Exhibit C
to Monthly Fee Statement**

Time Detail

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/17/2013	0.5	Galbraith, Paula	Fee Application Preparation	\$87.50	Internal fee app team correspondence regarding fee application status (.2); edit fee application for filing (.3).
5/15/2013	2.1	Golenberg, Jesse	Fee Application Preparation	\$315.00	Drafted fee statement for April.
5/16/2013	1.2	Golenberg, Jesse	Fee Application Preparation	\$180.00	Prepared monthly fee statement for April 2013
5/20/2013	1.1	Golenberg, Jesse	Fee Application Preparation	\$165.00	Finalized monthly fee statement for April 2013
5/17/2013	0.6	Granger, Lauren	Fee Application Preparation	\$105.00	Reviewed April monthly fee statement for accuracy.
5/2/2013	0.9	Grover, Kevin	Fee Application Preparation	\$135.00	Reviewed timeline tracking process and overall fee app production process for potential improvements for discussion with E. Vrato and S. Jankowski (.4); participated in meeting to review status of April team activities, discuss ongoing team activity and responsibilities with E. Vrato and S. Jankowski (.5).
5/6/2013	0.7	Grover, Kevin	Fee Application Preparation	\$105.00	Pulled timekeeping reports for monthly fee statement exhibits.
5/8/2013	1.4	Grover, Kevin	Fee Application Preparation	\$210.00	Ran time checking tool to reviewed entries for adjustments for timekeeping reports for April (.6); updated March and April time lines for monthly and interim applications (.4); team meeting to review status of applications to be filed in May (.4).
5/10/2013	0.5	Grover, Kevin	Fee Application Preparation	\$75.00	Reviewed April expense backup and prepared initial draft of expenses exhibit.
5/14/2013	0.5	Grover, Kevin	Fee Application Preparation	\$75.00	Extracted expenses for fee application exhibit.
5/15/2013	0.7	Grover, Kevin	Fee Application Preparation	\$105.00	Researched documentation pertaining to filing of monthly fee statements and reported results to fee application team per request of C. Johnson.
5/16/2013	0.6	Grover, Kevin	Fee Application Preparation	\$90.00	Fee Application Team meeting to discuss status and task assignments (.3); pulled revised timekeeping report for exhibits (.3).
5/17/2013	1.6	Grover, Kevin	Fee Application Preparation	\$240.00	Fee Application Team meeting to discuss status of applications and tasks for ACB (.4); generated, revised and finalized exhibits for April 2013 fee statement (1.0); created and sent quality assurance checklist to QA Team for review of monthly statement (.2).
5/14/2013	2.1	Johnson, Craig	Fee Application Preparation	\$619.50	Reviewed fee statement to prepared for May 15 Fee Hearing.
5/15/2013	3.1	Johnson, Craig	Fee Application Preparation	\$914.50	Prepared for May 15 Fee Hearing (1.8); participated in May 15 Fee Hearing (1.5-0
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Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/15/2013	1.5	Vrato, Elizabeth	Fee Application Preparation	\$337.50	Review of documents relevant to preparation of monthly fee statement (1.0); correspondence with internal team members re same (.5).
5/16/2013	0.9	Vrato, Elizabeth	Fee Application Preparation	\$202.50	Revised exhibits to monthly fee statement for april 2013.
5/17/2013	0.7	Vrato, Elizabeth	Fee Application Preparation	\$157.50	Revised monthly statement for april 2013.
5/20/2013	0.6	Vrato, Elizabeth	Fee Application Preparation	\$135.00	Continued revision of monthly statement for april 2013.
5/16/2013	0.6	Shaer, Karen	Section 327 Project Management	\$177.00	Assist with Cure Notice mailing.
5/23/2013	1.1	Gorman, Adam	Section 327 Retention	\$192.50	Drafted supplemental retention declaration.
5/24/2013	0.5	Gorman, Adam	Section 327 Retention	\$87.50	Revised supplemental retention declaration.
5/20/2013	1.0	Aaron, Danielle	Solicitation	\$55.00	Prepare ballots including related mail for scanning.
5/29/2013	0.8	Amundson, Melati	Solicitation	\$88.00	Confirmed receipt of ballots for solicitation mailing.
5/14/2013	0.2	Ashley, Jeanette	Solicitation	\$35.00	Conferred with E Young/C. Johnson and team re work to be performed on Solicitation/ballot responses.
5/3/2013	6.4	Baumgarten, Isabel	Solicitation	\$1,888.00	Revised plan summary re: plan classing/reconciliation matters(4.1); conferred with Internal case team call re: plan classing matters (1.1); review claims re: plan classing matters (1.2).
5/4/2013	1.2	Baumgarten, Isabel	Solicitation	\$354.00	Revised solicitation procedures motion for noticing and other voting particulars.
5/12/2013	0.8	Baumgarten, Isabel	Solicitation	\$236.00	Drafted responses to escalated creditor inquiries re solicitation.
5/13/2013	1.2	Baumgarten, Isabel	Solicitation	\$354.00	Attention to escalated creditor inquiries re solicitation packages
5/14/2013	1.5	Baumgarten, Isabel	Solicitation	\$442.50	Attention to escalated creditor inquiries re solicitation packages; voting reports.
5/17/2013	1.2	Baumgarten, Isabel	Solicitation	\$354.00	Drafted responses to escalated creditor inquiries re solicitation.
5/19/2013	0.8	Baumgarten, Isabel	Solicitation	\$236.00	Responded to creditor escalation inquiries re balloting and reporting.
5/22/2013	0.8	Baumgarten, Isabel	Solicitation	\$236.00	Escalated inquiries re status of voting reports.
5/23/2013	0.5	Baumgarten, Isabel	Solicitation	\$147.50	Follow up re status of voting and related reports.
5/27/2013	1.0	Baumgarten, Isabel	Solicitation	\$295.00	Conferred with C. Johnson re solicitation and ballot requests.
5/28/2013	1.5	Baumgarten, Isabel	Solicitation	\$442.50	Attention to emails re ballot requests.
5/29/2013	0.8	Baumgarten, Isabel	Solicitation	\$236.00	Responded to creditor solicitation inquiries.
5/30/2013	1.2	Baumgarten, Isabel	Solicitation	\$354.00	Responded to creditor inquiries related to solicitation.
5/20/2013	1.5	Beyene, Olana	Solicitation	\$82.50	Prepare ballots and related mail for scanning.

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/1/2013	10.5	Brown, Mark	Solicitation	\$2,100.00	Conferred with E. Young re: solicitation mailing status and issues (.6); conferred with internal Data Control re: creation of ballots (.2); effected solicitation mailing (8.0); conferred with mailroom personnel, Notice Team and Quality Assurance re: execution of solicitation mailing (.6); conferred with J. Stein re: solicitation mailing status (.3); conducted quality assurance review of merged ballots (.1); conducted quality assurance review of solicitation mailing (.7).
5/2/2013	7.6	Brown, Mark	Solicitation	\$1,520.00	Conducted quality assurance review of solicitation mailing for accuracy (4.9); completed solicitation mailing (.8); conferred with J. Stein re: solicitation mailing status (.1); conferred with E. Young re: solicitation mailing status/issues (.3); drafted affidavit of service re: solicitation mailing (.8); reviewed plan classing report (.6); conferred with E. Young re: plan classing report (.1).
5/3/2013	9.7	Brown, Mark	Solicitation	\$1,940.00	Drafted solicitation affidavit of service (.6); conferred with E. Young re: solicitation affidavit of service (.1); e-mailed creditor re: ballot request (.1); generated ballot for requesting creditor (.4); conferred with E. Young re: creditor ballot request (.1); effected overnight/ email service of Class 4 ballots (7.7); conferred with internal Data Control re: ballot generation (.2); conferred with Quality Assurance re: Class 4 ballot service (.1); conferred with E. Young and Y. Tribuch re: Class 4 ballot service (.4);
5/6/2013	6.0	Brown, Mark	Solicitation	\$1,200.00	Drafted solicitation mailing affidavit of service (2.8); conferred with Systems, Quality Assurance re: ballot processing screens/protocol (.6); reviewed ballot processing screens/processing protocol for accuracy (.8); conferred with Y. Tribuch re: ballot processing protocol (.2); conferred with J. Stein re: solicitation mailing affidavit of service (.1); revised/updated ballot tabulation rules (.8); conferred with Quality Assurance re: ballot tabulation rules (.2); conferred with I. Baumgarten re: processing screens/tabulation reports (.1); reviewed Class 4 balloting/plan classing (.4).

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/7/2013	7.3	Brown, Mark	Solicitation	\$1,460.00	Emailed A. Doshi re: status of solicitation mailing to Arcapita Bank (.2); conferred with E. Young and Y. Tribuch re: creation of interim ballot tabulation reports (.2); drafted/revised ballot tabulation rules (.8); drafted/revised solicitation mailing affidavit of service (1.4); conferred with Systems re: creation of database and on-line ballot tabulation reports (.3); conferred with I. Baumgarten re: ballot tabulation/on-line tabulation reports (.1); conferred with internal mailroom re: status of solicitation mailing to Bahrain (.2); conferred with internal mailroom re: tracking solicitation mailing (.2); conferred with GCG Seattle office re: tracking solicitation mailing (.1); conferred with J. Stein re: revisions to solicitation mailing affidavit of service (.1); conducted quality assurance review of ballot tabulation reports (.4); conferred with A. Vassallo re: ballot processing (.1); conducted quality assurance review of plan classing report (2.9); conferred with Quality Assurance re: ballot tabulation rules (.2); emailed A. Doshi to answer Class 9 inquiry/solicitation delivery timing (.1);
5/8/2013	8.7	Brown, Mark	Solicitation	\$1,740.00	Conferred with Systems re: creation of tabulation reports/processing screens (.6); revised ballot tabulation rules (.4); conferred with Quality Assurance re: tabulation reports/rules (.4); reviewed/repaired ballot rollups (.5); conferred with GCG Seattle office re: tracking of solicitation mailing (.1); conferred with Notice Team re: tracking of solicitation mailing (.2); reviewed new ballots received/created interim ballot tabulation report (2.6); updated database re: voting parameters (.2); conferred with GCG Dublin office re: ballot scanning issue (.2); conferred with J. Stein re: solicitation mailing affidavit of service (.1); revised/finalized solicitation mailing affidavit of service (3.3); conferred with case team re: filing affidavit of service (.1).

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/9/2013	9.9	Brown, Mark	Solicitation	\$1,980.00	Conferred with J. Stein re: invalid ballot cure (.1); conferred with Y. Tribuch re: response to creditor balloting inquiries (.4); conferred with A. Vassallo re: response to creditor balloting inquiries (.3); created interim ballot tabulation reports (2.1); organized/conducted quality assurance review of Class 4 ballot mailing (.9); processed new ballots received (2.6); responded to creditor balloting inquiries (2.3); conducted quality assurance review of ballot tabulation reports (.4); conferred with GCG Dublin office re: new ballot scanning (.5); conferred with Quality Assurance re: ballot tabulation issues (.3).
5/10/2013	10.0	Brown, Mark	Solicitation	\$2,000.00	Conferred with Quality Assurance re: ballot tabulation reports (.3); conferred with Systems re: ballot tabulation reports (.3); conducted quality assurance review of ballot tabulation reports (.7); processed new ballots received (.5); conferred with I. Baumgarten re: website ballot tabulation reports (.1); conferred with Y. Tribuch re: creditor balloting inquiries (.3); conferred with GCG Dublin office re: scanning new ballot submissions (.2); emailed R. Esposito re: Class 5/7 balloting (.1); arranged supplemental Class 7/5 balloting (1.6); emailed creditors in response to balloting inquiries (5.9).
5/13/2013	8.1	Brown, Mark	Solicitation	\$1,620.00	Emailed R. Esposito re: plan classing/balloting (.5); conferred with Y. Tribuch re: response to creditor balloting inquiries (.4); conferred with Quality Assurance/Systems re: website ballot tabulation reports (.2); conferred with I. Baumgarten re: website ballot tabulation report (.1); emailed creditors in response to balloting inquiries (6.3); conferred with A. Vassallo re: response to creditor balloting inquiries/ballot submissions (.1); conferred with P. Leathem re: response to creditor balloting inquiries (.1); attended Solicitation Team meeting re: response to creditor balloting inquiries (.4).

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/14/2013	10.4	Brown, Mark	Solicitation	\$2,080.00	Conferred with Solicitation Team re: ballot tabulation (.1); conferred with Solicitation Team re: response to creditor solicitation inquiries (.3); phoned counsel for the debtors J. Weisser re: convenience class election (.2); emailed J. Weisser re: convenience class election (.3); phoned J. Weisser re: follow up to convenience class election email (.1); conducted quality assurance review of website ballot tabulation reports (.3); conferred with Quality Assurance and Systems re: website ballot tabulation reports (.2); created ballot tabulation reports for distribution to Arcapita and counsel (.3); conferred with Data Control re: loading ballots to ftp website (.4); conferred with Y. Tribuch re: ftp website and Arcapita ballots (.3); emailed A. Doshi re: ftp website and on-line ballot tabulation reports (.2); conferred with A. Moskowitz re: creditor balloting inquiry (.2); email Class 4 agent re: creditor balloting inquiry (.2); emailed creditors in response to balloting inquiries (6.9); conferred with A. Vassallo re: response to creditor balloting inquiries/ballot submissions (.1); conferred with P. Leathem re: response to creditor balloting inquiries (.2); conferred with C. Johnson re: response to creditor balloting inquiries (.1).
5/15/2013	9.2	Brown, Mark	Solicitation	\$1,840.00	Phoned A. Doshi re: ballot tabulation/investor balloting inquiries (.1); emailed A. Doshi re: ballot tabulation/investor balloting inquiries (.1); emailed A. Doshi and Gibson Dunn re: on-line ballot tabulation reports (.2); emailed Class 4 agent re: participant balloting inquiry (.2); conferred with R. Best and A. Gorman re: investor balloting inquiries (.3); conferred with Network Team re: investor balloting inquiries (.2); emailed investors/creditors in response to balloting inquiries (8.1).

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/16/2013	4.6	Brown, Mark	Solicitation	\$920.00	Emailed A. Doshi re: delivery and processing of Shareholder Acknowledgment and Assignment forms (.3); conferred with D. Zeiser re: Shareholder Acknowledgment and Assignment forms (.1); conferred with Quality Assurance re: processing of Shareholder Acknowledgment and Assignment forms (.2); conferred with E. Young re: deliver and processing of Shareholder Acknowledgment and Assignment forms (.2); revised Shareholder Acknowledgment and Assignment form (.3); conferred with Data Control re: Class 7 ballot load to ftp site (.3); conferred with E. Young re: creating list of ftp sight ballots (.3); emailed A. Doshi re: ballot load to ftp site (.2); conducted quality assurance review of list of ballots posted to ftp site (.9); reviewed new ballots received (.5); generated interim ballot tabulation reports (.8); conferred with Quality Assurance re: ballot tabulation reports (.2); conferred with Systems and Quality Assurance re: processing and reporting Shareholder Acknowledgment and Assignment forms (.3).
5/17/2013	2.2	Brown, Mark	Solicitation	\$440.00	Created interim ballot tabulation reports (.7); emailed A. Doshi re: interim ballot tabulation reports (.1); emailed A. Doshi re: ballot/claim treatment for employee (.2); conducted database research re: ballot/claim treatment for employee (.4); conferred with E. Young/case team re: ballot/claim treatment of employee (.2); conferred with Quality Assurance re: processing Shareholder Acknowledgment & Assignment ("SAA") forms (.2); revised/finalized processing protocol for SAA's (.3); conferred with Seattle office re: processing SAA's (.1).
5/20/2013	2.0	Brown, Mark	Solicitation	\$400.00	Emailed J. Weisser/A. Moskowitz re: voting parties sent ballots (.3); conferred with Systems re: web ballot tabulation reports (.1); conferred with Seattle office re: processing Shareholder Acknowledgment and Assignment forms (.1); conducted quality assurance review of new ballot submissions (.5); created interim ballot tabulation reports (.6); emailed A. Doshi re: ballot tabulation reports (.1); create web based tabulation report (.2); emailed A. Moskowitz re: web based tabulation report (.1).
5/21/2013	1.0	Brown, Mark	Solicitation	\$200.00	Conferred with Systems and Quality Assurance re: ballot reports (.3); reviewed test ballot reports (.7).

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/22/2013	4.8	Brown, Mark	Solicitation	\$960.00	Reviewed Class 9A print file for accuracy prior to email solicitation campaign (1.2); reviewed new ballots submitted for quality assurance (.3); conferred with Quality Assurance re: ballot processing/tabulation reports (.3); created interim ballot tabulation reports (.6); emailed counsel and A. Doshi re: ballot tabulation reports (.1); emailed A. Doshi re: special creditor voting report (.2); conferred with C. Johnson re: special creditor voting report (.2); worked with Systems to create special creditor voting report for client (.7); reviewed defective ballots (.6); emailed creditors re: cure of defective ballots (.4); emailed A. Doshi re: solicitation status updates (.2).
5/23/2013	8.9	Brown, Mark	Solicitation	\$1,780.00	Emailed A. Doshi re: list of non-voting creditors (.3); conferred with C. Johnson re: list of non-voting creditors (.1); conferred with Systems re: creating list of non-voting creditors (.4); reviewed/revised list of non-voting creditors for counsel (.7); conferred with Y. Tribuch re: email voting reminder to creditors (.1); conferred with C. Johnson and E. Young re: email voting reminder to creditors (.2); conferred with creditor inquiry team re: preparation for email voting reminder to creditors (.6); updated/conducted quality assurance review of list of creditor recipients of email voting reminder (2.8); phoned A. Moskowitz with Y. Tribuch re: email voting reminder to creditors (.2); emailed E. Zhao and A. Doshi re: status of SIF creditor ballot (.2); researched status of SIF creditor ballot in database (.4); conferred with E. Young re: SIF creditor ballot (.1); conferred with GCG Dublin office re: duplicate ballots (.2); reviewed new ballots received for duplicates (.4); generated interim ballot tabulation reports (.8); emailed A. Doshi re: interim ballot tabulation reports (.1); sent SIF ballots to creditor (.6); phoned A. Moskowitz re: SIF creditor ballot (.1); generated web based ballot tabulation reports (.4); emailed A. Moskowitz re: web based ballot tabulation reports (.2).

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/24/2013	7.9	Brown, Mark	Solicitation	\$1,580.00	Conferred with Systems/Quality Assurance re: ballot tabulation reports (.6); reviewed web tabulation reports (.4); generated Shareholder Acknowledgment and Assignment ("SAA") detail reports (2.2); conferred with Y. Tribuch re: email voting reminder to creditors (.2); reviewed/edited text for email voting reminder to creditors (.3); conferred with C. Johnson re: remail voting reminder to creditors (.1); emailed A. Doshi re: SAA report (.3); conducted quality assurance review of/augmented email voting reminder to creditors address list (.8); emailed A. Moskowitz re: ballot for Class 4 creditor (.1); reviewed database re: ballot fo Class 4 creditor (.4); conferred with E. Young re: ballot for Class 4 creditor (.1); emailed J. Graves re: ballot tabulation reports (.1); conferred with C. Johnson re: solicitation tasks/status (.3); conferred with Seattle Processing re: SAA processing (.2); conducted quality assurance review of new ballots received (1.6); conferred with Quality Assurance re: processing ballots (.2).
5/25/2013	7.4	Brown, Mark	Solicitation	\$1,480.00	Drafted ballot certification.
5/26/2013	2.4	Brown, Mark	Solicitation	\$480.00	Conferred with E. Young re: SAA receipts/ calculation (.2); reviewed SAA receipts (.7);calculated shares received v. percentage of total outstanding.(1.1); emailed A. Doshi re: SAA receipts and calculations (.2); conferred with E. Young re: creating ballots for Brunei claims (.2).
5/27/2013	0.5	Brown, Mark	Solicitation	\$100.00	Conferred with Y. Tribuch re: Shareholder Acknowledgment and Assignment ("SAA") receipts and calculation (.3); emailed C. Johnson re: SAA receipts and calculation (.1); monitored email traffice between counsel and solicitation team re: SAA receipts and calculation (.1);
5/28/2013	7.3	Brown, Mark	Solicitation	\$1,460.00	Conferred with C. Johnson/J. Stein re: ballot certification changes (.2); reviewed ballot certification (.3); communicated with M. Rosenthal/A. Moskowitz re: ballot tabulation (.3); generated report of Shareholder Acknowledgment and Assignment ("SAA") submissions (2.6); conferred with Y. Tribuch re: SAA tabulation (.2); created ballot tabulation detail report (.6); conferred with Quality Assurance/Systems re: ballot tabulation reports (.6); conferred with Seattle Processing re: ballot processing (.1); conducted quality assurance review of new ballot submission (.7); cured invalid ballots (1.7).

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Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/31/2013	7.8	Brown, Mark	Solicitation	\$1,560.00	Revised ballot certification (.8); conferred with C. Johnson re: ballot certification (.1); conferred with J. Stein re: treatment of late ballots (.1); emailed M. Rosenthal re: voting deadline/ballot certification (.2); emailed A. Doshi/A. Jawad re: Class 9A submission (.3); searched database re: Class 9A submission (.4); arranged weekend coverage with Seattle and Dublin offices for ballot processing (.6); reviewed new ballot received for processing (.2); conducted quality assurance review of ballot submission inbox and personal folders vs. tabulation reports (.7); conducted quality assurance review of tabulation reports (.6); conferred with Quality Assurance/Systems re: corrections to tabulation reports (.2); reviewed docketed voting and settlement stipulations re: balloting issues/treatment (.9); entered system/tabulation reports to correct ballot processing and reporting (.6); attended solicitation meeting re: status of tabulation and tasks (.2); conducted quality assurance review of ballots/Shareholder Acknowledgment and Assignment forms (1.9).
5/1/2013	15.8	Campbell, Michael	Solicitation	\$1,343.00	Prepared spreadsheets to document outgoing ballots (5.2); Oversaw / supervised preparation of spreadsheets re same(3.1); production of mailing labels (3.1); production of notices for mailing (4.4).
5/2/2013	5.5	Campbell, Michael	Solicitation	\$467.50	Oversaw / supervised preparation of additional spreadsheets regarding outgoing ballots(3.1); production of additional mailing labels (1.1); production of notices for mailing (1.3).
5/3/2013	2.5	Campbell, Michael	Solicitation	\$212.50	Continued to oversee/supervise preparation of spreadsheets regarding outgoing ballots(1.2); production of additional mailing labels (.9); production of notices for mailing (.4).
5/7/2013	0.3	Champion, Ashlee	Solicitation	\$16.50	Prepared ballots and related mail for scanning.
5/8/2013	1.0	Champion, Ashlee	Solicitation	\$55.00	Prepared ballots and related mail for scanning.
5/9/2013	0.3	Champion, Ashlee	Solicitation	\$16.50	Prepared ballots and related mail for scanning.
5/10/2013	0.1	Champion, Ashlee	Solicitation	\$5.50	Prepared ballots and related mail for scanning.
5/13/2013	2.0	Champion, Ashlee	Solicitation	\$110.00	Prepared ballots and related mail for scanning.
5/14/2013	2.5	Champion, Ashlee	Solicitation	\$137.50	Prepared ballots and related mail for scanning.
5/15/2013	2.5	Champion, Ashlee	Solicitation	\$137.50	Prepared ballots and related mail for scanning.
5/16/2013	2.5	Champion, Ashlee	Solicitation	\$137.50	Prepared ballots and related mail for scanning.
5/17/2013	3.0	Champion, Ashlee	Solicitation	\$165.00	Prepared ballots and related mail for scanning.
5/20/2013	3.0	Champion, Ashlee	Solicitation	\$165.00	Prepared ballots and related mail for scanning.

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/22/2013	3.9	Champion, Ashlee	Solicitation	\$214.50	Prepared ballots and related mail for scanning.
5/23/2013	3.5	Champion, Ashlee	Solicitation	\$192.50	Prepared ballots and related mail for scanning.
5/24/2013	3.4	Champion, Ashlee	Solicitation	\$187.00	Prepared ballots and related mail for scanning.
5/29/2013	3.3	Champion, Ashlee	Solicitation	\$181.50	Prepared ballots and related mail for scanning.
5/30/2013	3.4	Champion, Ashlee	Solicitation	\$187.00	Prepared ballots and related mail for scanning.
5/31/2013	3.0	Champion, Ashlee	Solicitation	\$165.00	Prepared ballots and related mail for scanning.
5/13/2013	0.5	Childers, Kathy	Solicitation	\$27.50	Prepared ballots and related mail for scanning.
5/15/2013	1.0	Childers, Kathy	Solicitation	\$55.00	Conducted quality assurance review of ballots and related mail.
5/21/2013	1.0	Childers, Kathy	Solicitation	\$55.00	Conducted additional quality assurance review of ballots and related mail.
5/23/2013	0.5	Childers, Kathy	Solicitation	\$27.50	Conducted quality assurance review of additional ballots and related mail.
5/18/2013	0.2	Elkins, Gigi	Solicitation	\$11.00	Prepared ballots and related mail for scanning.
5/28/2013	3.8	Elkins, Gigi	Solicitation	\$209.00	Prepared ballots and related mail for scanning.
5/29/2013	3.8	Elkins, Gigi	Solicitation	\$209.00	Prepared ballots and related mail for scanning.
5/30/2013	0.5	Elkins, Gigi	Solicitation	\$27.50	Prepared ballots and related mail for scanning.
5/31/2013	0.3	Elkins, Gigi	Solicitation	\$16.50	Conducted QA review of scanned claims and related mail.
5/21/2013	1.5	Gathercole, Stephen	Solicitation	\$82.50	Prepared received mail for scanning.
5/1/2013	2.5	Gfrerer, Denise	Solicitation	\$275.00	Created template for Class 9a ballot (1.3); Merged ballots (1.2).
5/10/2013	0.8	Gfrerer, Denise	Solicitation	\$88.00	Merged ballots
5/13/2013	1.0	Gfrerer, Denise	Solicitation	\$110.00	Conferred with I. Baumgarten & D. Zeiser regarding Details for Creation of Notice and Customized Exhibit for upcoming mailing.
5/16/2013	1.5	Gfrerer, Denise	Solicitation	\$165.00	Merged Cure Notices.
5/17/2013	2.0	Gfrerer, Denise	Solicitation	\$220.00	Merged ballots
5/23/2013	0.5	Gfrerer, Denise	Solicitation	\$55.00	Merged ballots
5/1/2013	1.5	Greenbaum, Kimberly	Solicitation	\$262.50	Reviewed print files/customized ballots (.6); review of shareholder letter class 9a (.3); review of print file(.6).
5/6/2013	0.5	Greenbaum, Kimberly	Solicitation	\$87.50	Preliminary review of the test balloting screens.
5/7/2013	0.9	Greenbaum, Kimberly	Solicitation	\$157.50	Review of tabulation rules (.3); review of ballot processing screens (.3); review of ballot processing protocol (.3).
5/8/2013	0.4	Greenbaum, Kimberly	Solicitation	\$70.00	Reviewed balloting screens.
5/10/2013	0.8	Greenbaum, Kimberly	Solicitation	\$140.00	Reviewed ballots/reports.
5/13/2013	0.3	Greenbaum, Kimberly	Solicitation	\$52.50	Ballot review for accuracy.
5/14/2013	0.2	Greenbaum, Kimberly	Solicitation	\$35.00	Ballot review Quality Control.
5/15/2013	0.3	Greenbaum, Kimberly	Solicitation	\$52.50	Reviewed Ballot for Accuracy.
5/21/2013	1.3	Greenbaum, Kimberly	Solicitation	\$227.50	Review of web reports for 9A parties shareholder forms (.6); Ballot review (.7).

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5/22/2013	0.5	Greenbaum, Kimberly	Solicitation	\$87.50	Ballot review reporting.
5/23/2013	0.6	Greenbaum, Kimberly	Solicitation	\$105.00	Ballot review reporting.
5/24/2013	0.4	Greenbaum, Kimberly	Solicitation	\$70.00	Ballot review reporting.
5/28/2013	4.2	Greenbaum, Kimberly	Solicitation	\$735.00	Ballot review reporting.
5/29/2013	3.2	Greenbaum, Kimberly	Solicitation	\$560.00	Ballot review reporting.
5/30/2013	4.5	Greenbaum, Kimberly	Solicitation	\$787.50	Ballot review reporting.
5/31/2013	0.5	Greenbaum, Kimberly	Solicitation	\$87.50	Ballot review reporting.
5/21/2013	6.0	Harper, Greneisha	Solicitation	\$330.00	Prepared ballots and related mail for scanning.
5/23/2013	2.0	Harper, Greneisha	Solicitation	\$110.00	Prepared ballots and related mail for scanning.
5/24/2013	0.2	Harper, Greneisha	Solicitation	\$11.00	Prepared ballots and related mail for scanning.
5/29/2013	2.0	Harper, Greneisha	Solicitation	\$110.00	Prepared ballots and related mail for scanning;
5/30/2013	0.5	Harper, Greneisha	Solicitation	\$27.50	Prepared ballots and related mail for scanning;
5/8/2013	2.4	Hayes, Rebecca	Solicitation	\$204.00	Processed ballot FORM ID (.1); Processed ballots (1.8); Reviewed ballot processing protocol (.5);
5/9/2013	0.9	Hayes, Rebecca	Solicitation	\$76.50	Processed additional ballot FORM ID (.1); Processed additional ballots (.8);
5/10/2013	0.3	Hayes, Rebecca	Solicitation	\$25.50	Processed ballot FORM ID (.1); Processed ballots (.2);
5/13/2013	0.5	Hayes, Rebecca	Solicitation	\$42.50	Created claimant records (.1); Processed ballots (.4);
5/14/2013	2.7	Hayes, Rebecca	Solicitation	\$229.50	Created additional claimant records (.4); Processed additional ballots (2.3);
5/15/2013	2.1	Hayes, Rebecca	Solicitation	\$178.50	Created claimant records (.3); Processed ballots (1.8);
5/16/2013	0.2	Hayes, Rebecca	Solicitation	\$17.00	Processed additional ballots (.2);
5/20/2013	3.5	Hayes, Rebecca	Solicitation	\$297.50	Processed ballots (2.8);
5/21/2013	1.0	Hayes, Rebecca	Solicitation	\$85.00	Processed additional ballots (1.0);
5/23/2013	6.0	Hayes, Rebecca	Solicitation	\$510.00	Processed ballots (6.0);
5/24/2013	6.4	Hayes, Rebecca	Solicitation	\$544.00	Processed additional ballots (6.8);
5/28/2013	4.2	Hayes, Rebecca	Solicitation	\$357.00	Created claimant records (.5); Processed ballots (3.7);
5/29/2013	5.2	Hayes, Rebecca	Solicitation	\$442.00	Created additional claimant records (.2); Processed additional ballots (5.0);
5/30/2013	5.0	Hayes, Rebecca	Solicitation	\$425.00	Processed ballots (5.0);
5/31/2013	3.3	Hayes, Rebecca	Solicitation	\$280.50	Created claimant records (.1); Processed additional ballots (.9); Monitored ballot queue (2.3);
5/21/2013	4.6	Henry, Kristen	Solicitation	\$575.00	Investigated claimant information in database to insure proper identification and ballot class type.(3.3); located ballots (.2); Verified information on ballot to co-incide with database (.2); replied to creditor emails re: solicitation package/balloting (.9).

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/22/2013	6.0	Henry, Kristen	Solicitation	\$750.00	Continued to investigate claimant information in database to insure proper identification and ballot class type.(4.1); located ballots (.2); Verified information on ballot to co-incide with database (.6); replied to creditor emails re: solicitation package/balloting(1.1).
5/21/2013	9.6	Hess, Joseph	Solicitation	\$1,680.00	Responded to creditor inquiries re document requests and ballot processing (8.8); communicated with with M. Brown, E. Young, counsel for the debtors (J. Weisser) and various representatives of the debtors re Voting Stipulations/voting process (.8).
5/22/2013	7.6	Hess, Joseph	Solicitation	\$1,330.00	Prepared ballot for remail (.5); forwarded same to creditor (.1). Responded to creditor inquiries re document requests and ballot processing (2.2); organized processing of incoming solicitation documents to streamline procedure (2.8); drafted responses to incoming inquiries (2.0).
5/23/2013	5.9	Hess, Joseph	Solicitation	\$1,032.50	Responded to creditor inquiries re document requests and ballot processing (2.0); organized processing of incoming solicitation documents (1.5); drafted responses to incoming inquiries(2.4).
5/24/2013	3.9	Hess, Joseph	Solicitation	\$682.50	Responded to creditor inquiries re document requests and ballot processing (1.8); processed incoming solicitation documents (1.5); drafted responses to incoming inquiries (.3); attended Team Meeting re weekend coverage and processing of ballots and ballot requests (.3).
5/25/2013	1.1	Hess, Joseph	Solicitation	\$192.50	Processed incoming solicitation documents.
5/26/2013	3.2	Hess, Joseph	Solicitation	\$560.00	Continued to processed incoming solicitation documents.
5/27/2013	7.2	Hess, Joseph	Solicitation	\$1,260.00	Processed additional incoming solicitation documents.
5/28/2013	7.4	Hess, Joseph	Solicitation	\$1,295.00	Continued Processing incoming solicitation documents.
5/29/2013	9.1	Hess, Joseph	Solicitation	\$1,592.50	Processed incoming solicitation documents.
5/30/2013	6.8	Hess, Joseph	Solicitation	\$1,190.00	Processed incoming solicitation documents (5.9); reviewed draft ballot certification (.9).
5/31/2013	1.6	Hess, Joseph	Solicitation	\$280.00	Processed incoming solicitation ballots (1.1); respond to team communications re status of balloting/tabulation issues (.5).
5/20/2013	2.3	Johnson, Craig	Solicitation	\$678.50	Engaged in discussions with M. Brown (GCG) and E. Young (GCG) re: responding to voting creditor inquiries (.3); managed process of responding to inquiries and ballot requests from voting creditors (2.0).

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Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/21/2013	4.3	Johnson, Craig	Solicitation	\$1,268.50	Managed process of responding to creditor inquiries and ballot requests by revising and approving each response (2.9); participated in conversation with E. Young (GCG), D. Wolther (GCG), and M. Brown (GCG) re: creditor voting inquiries (.3); designed system for handling specific voter requests (1.1).
5/22/2013	3.2	Johnson, Craig	Solicitation	\$944.00	Revised and approved responses to creditor inquiries re solicitation and ballot requests (2.7); discussion with M. Brown (GCG) re: voting report (.2); reviewed ballot results (.3).
5/23/2013	2.7	Johnson, Craig	Solicitation	\$796.50	Supervised ballot processing.
5/24/2013	3.2	Johnson, Craig	Solicitation	\$944.00	Responded to inquiries from GCG case Team re: solicitation (.6); Quality Assured tabulation (1.2); supervised responding to inquiries for ballots (1.2); handled staffing issues re ballot scanning (.2).
5/27/2013	3.4	Johnson, Craig	Solicitation	\$1,003.00	Supervised processing of incoming ballots (1.3); supervised responding to requests for ballots and other solicitation materials by revising and approving(2.1).
5/28/2013	6.3	Johnson, Craig	Solicitation	\$1,858.50	Supervised processing of incoming ballots (2.6); responded to requests for ballots and other solicitation materials (1.1); edited ballot certification (2.4); conferred with with J. Stein and M. Brown re: changes to ballot certification (.2).
5/29/2013	5.4	Johnson, Craig	Solicitation	\$1,593.00	Supervised processing of additional incoming ballots (2.4); responded to requests for ballots (1.9); edited draft ballot certification (1.1).
5/30/2013	5.9	Johnson, Craig	Solicitation	\$1,740.50	Supervised tabulation (4.3); responded to inquiries from counsel re solicitation (.4); prepared materials for Cayman Court (1.2).
5/31/2013	2.1	Johnson, Craig	Solicitation	\$619.50	Reviewed draft ballot certification for accuracy (.4); meeting with M. Brown and Y. Tribuch re: status of voting (.2); supervised ballot processing (1.3); handled staffing re: ballot processing (.2).
5/21/2013	1.0	Konama, Regina	Solicitation	\$55.00	Prepared ballots including related mail for scanning.
5/1/2013	2.8	Leathem, Patrick M.	Solicitation	\$630.00	Prepared Tabulation Rules based upon review of documents re voting on plan (2.5); communications w/ Solicitation Team members re same (.3).
5/2/2013	2.1	Leathem, Patrick M.	Solicitation	\$472.50	QA of ballot packages (.8); conferred with w/ E. Young re email service (.3); revised email templates re same (1.0).
5/3/2013	2.9	Leathem, Patrick M.	Solicitation	\$652.50	Communications w/ Solicitation Team, QA re lender ballots (.8); revised tabulation rules (1.7); communications with Solicitation, QA, GCG Ohio Teams re preparations for solicitation mailing (.4).

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Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/6/2013	1.2	Leathem, Patrick M.	Solicitation	\$270.00	Communication with Solicitation Team re document intake and processing (.5); communications w/ Solicitation, QA internal Case Team members re same (.7).
5/7/2013	0.1	Leathem, Patrick M.	Solicitation	\$22.50	Responded to e-mails re voter elections.
5/13/2013	2.0	Leathem, Patrick M.	Solicitation	\$450.00	Communications w/ E. Young re solicitation mailing tasks (1.0), meeting with internal solicitation team re same (.4); responded to emails from creditors (.6).
5/14/2013	3.8	Leathem, Patrick M.	Solicitation	\$855.00	Responded to inquiries from Solicitation Team re case FAQs.
5/15/2013	0.1	Leathem, Patrick M.	Solicitation	\$22.50	Responded to creditor e-mail inquiry re solicitation.
5/20/2013	0.7	Leathem, Patrick M.	Solicitation	\$157.50	Attended Solicitation Team meeting re tabulation arrangements (.3); corresponded w/ C. Johnson re same (.1).
5/24/2013	0.4	Leathem, Patrick M.	Solicitation	\$90.00	Attended Solicitation Team meeting re tabulation arrangements (.3); corresponded w/ C. Johnson re same (.1).
5/31/2013	0.3	Leathem, Patrick M.	Solicitation	\$67.50	Conferred w/ R. Hayes re ballot processing; communicated w/ Solicitation Team re mailing details.
5/24/2013	1.0	Lord, Patrick	Solicitation	\$85.00	Conducted QA review of scanned ballots.
5/28/2013	9.1	Lord, Patrick	Solicitation	\$773.50	Conducted QA review of scanned claims (7.4). Prepared ballots and related mail for scanning (1.7).
5/29/2013	6.9	Lord, Patrick	Solicitation	\$586.50	Prepared ballots and related mail for scanning.
5/30/2013	5.0	Lord, Patrick	Solicitation	\$425.00	Prepared ballots and related mail for scanning.
5/31/2013	0.5	Lord, Patrick	Solicitation	\$42.50	Prepared ballots and related mail for scanning.
5/21/2013	0.4	Michalak, Matthew R.	Solicitation	\$50.00	Approved resolutions to ballot scanning requests.
5/22/2013	0.4	Michalak, Matthew R.	Solicitation	\$50.00	Continued to approve resolutions to ballot scanning requests.
5/23/2013	0.3	Michalak, Matthew R.	Solicitation	\$37.50	Managed process of ballot scanning requests.
5/28/2013	2.1	Michalak, Matthew R.	Solicitation	\$262.50	Approved/oversaw process of ballot scanning requests.
5/29/2013	2.4	Michalak, Matthew R.	Solicitation	\$300.00	Continued to further manage process of ballot scanning requests.
5/30/2013	1.8	Michalak, Matthew R.	Solicitation	\$225.00	Provided oversight and management of ballot scanning requests (1.1); coordinated staff coverage for weekend deadline (.7).
5/31/2013	0.2	Michalak, Matthew R.	Solicitation	\$25.00	Provided oversight of ballot scanning requests/ responding to inquiries re same (.1). Coordinated staff coverage with M. Brown for weekend deadline (.1).
5/2/2013	3.4	Olney, Michael	Solicitation	\$425.00	Performed QA of class 5A solicitation package for data accuracy.
5/3/2013	2.2	Overman, Tori	Solicitation	\$176.00	Drafted email failure list re solicitation noticing (1.6); QA'd for docket 1064(.6)
5/16/2013	7.2	Overman, Tori	Solicitation	\$576.00	QA'd notice with customized exhibits re dockets 1106, 1108-1109 1111.
5/17/2013	4.6	Overman, Tori	Solicitation	\$368.00	QA'd notice with customized exhibits.

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Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/18/2013	5.2	Overman, Tori	Solicitation	\$416.00	Continued to QA notice with customized exhibits.
5/24/2013	4.4	Overman, Tori	Solicitation	\$352.00	QA'd customized emails re solicitation (2.3); created exhibits re same(2.1).
5/21/2013	1.7	Park, Dale	Solicitation	\$212.50	Meetings re protocols for mailing ballots and voting information (.6); prepared and emailed notices and ballots re debtor's reorganization (1.1).
5/7/2013	4.9	Patel, Samir	Solicitation	\$1,151.50	Started programming ballot screens for processing (3.9); recreated print file for solicitation (1.0).
5/8/2013	4.5	Patel, Samir	Solicitation	\$1,057.50	Updated the ballot screen with changes (2.1); started work on ballot reports (2.4).
5/9/2013	4.8	Patel, Samir	Solicitation	\$1,128.00	Finalized changes to ballot reports (3.0); created customized report (1.2); created service lists (.6).
5/10/2013	2.5	Patel, Samir	Solicitation	\$587.50	Created customized report (.8); emailed standout with report changes (.6); updated database records (.5); created print file (.6).
5/13/2013	1.1	Patel, Samir	Solicitation	\$258.50	Updated ballot reports.
5/14/2013	0.9	Patel, Samir	Solicitation	\$211.50	Updated database records (.4); created ballot print file (.5).
5/16/2013	2.6	Patel, Samir	Solicitation	\$611.00	Updated ballot screen processing (1.9); created print file (.7).
5/17/2013	1.1	Patel, Samir	Solicitation	\$258.50	Created various ballot print files.
5/20/2013	2.3	Patel, Samir	Solicitation	\$540.50	Updated various ballot reports.
5/21/2013	1.5	Patel, Samir	Solicitation	\$352.50	Created various print files.
5/22/2013	1.4	Patel, Samir	Solicitation	\$329.00	Created customized report (0.9); created print file (.5).
5/1/2013	0.3	Peter, Gibi	Solicitation	\$55.50	Updated voting values.
5/14/2013	1.5	Peter, Gibi	Solicitation	\$277.50	Generated ballot print files.
5/23/2013	0.3	Peter, Gibi	Solicitation	\$55.50	Generated ballot reports.
5/28/2013	1.8	Peter, Gibi	Solicitation	\$333.00	Drafted ballot reports(1.2); generated ballot print files(.6).
5/30/2013	0.9	Peter, Gibi	Solicitation	\$166.50	Continued to draft ballot reports.
5/21/2013	3.0	Preci, Frida	Solicitation	\$165.00	Prepared ballots and related mail for scanning.
5/2/2013	0.5	Raas, Adam	Solicitation	\$62.50	Supervised overnight services of solicitation packets (.3); spoke with J. Farnsworth regarding overnight services of solicitation packets(.2).
5/16/2013	3.0	Ross, Tron	Solicitation	\$375.00	Responding to creditor requests for 5A ballots.
5/20/2013	8.8	Ross, Tron	Solicitation	\$1,100.00	Monitored/responded to e-mail requests re 5A/9A claims.
5/21/2013	8.4	Ross, Tron	Solicitation	\$1,050.00	Monitored/responded to additional e-mail requests re 5A/9A claims.
5/22/2013	4.8	Ross, Tron	Solicitation	\$600.00	Monitored/responded to e-mail requests re 5A/9A claims.
5/23/2013	7.8	Ross, Tron	Solicitation	\$975.00	Email review/responses re 5A/9A claims.
5/24/2013	6.0	Ross, Tron	Solicitation	\$750.00	Additional email review, related responses re 5A/9A claims.

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Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/26/2013	8.5	Ross, Tron	Solicitation	\$1,062.50	Further email review/responses re 5A/9A claims.
5/27/2013	3.2	Ross, Tron	Solicitation	\$400.00	Continued additional email review/responses re 5A/9A claims.
5/28/2013	7.8	Ross, Tron	Solicitation	\$975.00	Email review/responses re 5A/9A claims.
5/29/2013	8.2	Ross, Tron	Solicitation	\$1,025.00	Composed email responses to inquiries re 5A/9A claims.
5/30/2013	7.0	Ross, Tron	Solicitation	\$875.00	Processed 5A/8A ballots received (3.7); Processed 9A Shareholder Acknowledgement and Assignment (SAA)(3.3).
5/31/2013	3.6	Ross, Tron	Solicitation	\$450.00	Processed additional 5A/8A ballots received (1.9); Processed additional 9A Shareholder Acknowledgement and Assignment (SAA)(1.7).
5/17/2013	3.9	Smith, Peter	Solicitation	\$487.50	Conferred with M. Brown E. Young re solicitation protocol with regard to ACB database (.9); investigated creditor email claims via ACB database (1.7) drafted reply emails with attached solicitation packages including class ballot (2.2).
5/20/2013	9.0	Smith, Peter	Solicitation	\$1,125.00	Conferred with M. Brown re: extraction of 8A and 9A ballots from database (.7); investigated claimants in ACB database to verify information on ballot(5.2); wrote reply emails re: solicitation package and ballots (3.1).
5/21/2013	8.5	Smith, Peter	Solicitation	\$1,062.50	Conferred with J. Stohl re: ACB solicitation status (.3); drafted replies to creditor email requests for ballot and solicitation package (8.2).
5/22/2013	7.6	Smith, Peter	Solicitation	\$950.00	Investigated claimants in ACB database to reconcile information with that which was submitted on the ballot(4.2); wrote reply emails re solicitation package and ballots(3.4).
5/23/2013	5.3	Smith, Peter	Solicitation	\$662.50	Investigated additional claimants in ACB database to reconcile information with that which was submitted on the ballot(4.1); wrote reply emails re solicitation package and ballots(1.2).
5/24/2013	4.5	Smith, Peter	Solicitation	\$562.50	Investigated additional claimants in ACB database to reconcile information with that which was submitted on the ballot(2.8); wrote reply emails re solicitation package and ballots(1.2); telephone conference with internal case team re ACB status and weekend coverage (.3); conferred with T. Ross, R. Best re case logs (.2).
5/25/2013	3.5	Smith, Peter	Solicitation	\$437.50	Processed responses to ballot requests (2.0); Monitored ACB solicitation inquiry inbox for email requests (.5); updated case log (.4) updated solicitation log (.4); sent email updates re same to J. Strohl, R. Best, T. Ross C. Johnson (.2).

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Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/26/2013	1.5	Smith, Peter	Solicitation	\$187.50	Monitored ACB solicitation inquiry inbox for email requests (.6); drafted index of handled requests (.4); updated solicitation log re same(.5).
5/27/2013	5.2	Smith, Peter	Solicitation	\$650.00	Processed responses to ballot requests (3.8); continued to monitored ACB solicitation inquiry inbox for email requests(.6); updated solicitation log re same(.8).
5/28/2013	8.0	Smith, Peter	Solicitation	\$1,000.00	Investigated and processed responses to ballot requests (5.2); continued to monitored ACB solicitation inquiry inbox for email requests(.4); updated case log and solicitation log (.8); meeting with internal case team re ACB inbox dividing requests (.3); Reviewed and cleared ACB inbox, sent folder, handled folder (.8); researched creditor requests which lack sufficient information for processing (.5).
5/29/2013	7.8	Smith, Peter	Solicitation	\$975.00	Replied to creditor ballot requests (4.8); updated case log re solicitation(1.0); conferred with internal case team re: bouncebacks/inbox (.2); checked inbox for creditor ballot requests (.4); investigated creditor request emails with case team re same (1.0); investigated status of report for J. Cech (.1); conferred with internal case team re: ACB ballot cross-checking reports(.3).
5/31/2013	0.2	Smith, Peter	Solicitation	\$25.00	Searched ACB database, sent copy of processed ballot to creditor who requested a single omitted page.
5/22/2013	0.8	Sorg, Rachelle	Solicitation	\$100.00	processing of Class 5(A) Class 9(A) solicitation emails.
5/1/2013	1.4	Stein, Jeffrey	Solicitation	\$434.00	Oversaw solicitation mailing (1.3); communicated with internal case team re treatment of objected to claims for voting purposes (.1).
5/2/2013	0.6	Stein, Jeffrey	Solicitation	\$186.00	Conferred with D. Russo, E. Young C. Safko re solicitation mailing status (.2); oversaw mailing (.4).
5/6/2013	0.1	Stein, Jeffrey	Solicitation	\$31.00	Conferred with E. Young re treatment of undeliverable solicitation packages.
5/7/2013	0.4	Stein, Jeffrey	Solicitation	\$124.00	Revised two drafts of solicitation affidavit of service.
5/9/2013	0.1	Stein, Jeffrey	Solicitation	\$31.00	Reviewed balloting tabulation reports.
5/14/2013	0.2	Stein, Jeffrey	Solicitation	\$62.00	Conferred with C. Johnson re replying to email requests for ballots (.1); conferred with M. Brown re ballot amount issues (.1).
5/28/2013	0.9	Stein, Jeffrey	Solicitation	\$279.00	Reviewed and revised draft by M. Brown of ballot certification (.8); conferred with M. Brown re same (.1).
5/29/2013	0.5	Stein, Jeffrey	Solicitation	\$155.00	Reviewed and revised the revised draft of the ballot tabulation certification (.3); reviewed ballot tabulation reports (.1); conferred with E. Young re ballot tabulation issues (.1).

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Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/30/2013	0.3	Stein, Jeffrey	Solicitation	\$93.00	Conferred with E. Young re ballot tabulation status (.1); conferred with C. Safko and K. Greenbaum re QA of ballots (.1); communicated with C. Johnson re late ballots (.1).
5/8/2013	3.7	Strakal, Tammy	Solicitation	\$370.00	Further analyzed ballot processing for accuracy.
5/9/2013	2.3	Strakal, Tammy	Solicitation	\$230.00	Continued to analyze ballot processing for accuracy.
5/13/2013	1.5	Strakal, Tammy	Solicitation	\$150.00	Further analyzation ballot processing for accuracy.
5/14/2013	2.4	Strakal, Tammy	Solicitation	\$240.00	Continued to analyze ballot processing for accuracy.
5/15/2013	5.9	Strakal, Tammy	Solicitation	\$590.00	Analyzed processed ballots for accuracy.
5/16/2013	0.4	Strakal, Tammy	Solicitation	\$40.00	Continued to further analyze processed ballots for accuracy.
5/17/2013	3.1	Strakal, Tammy	Solicitation	\$310.00	Analyzed processed ballots for accuracy.
5/20/2013	5.7	Strakal, Tammy	Solicitation	\$570.00	Associated ballot images to existing records (.4); analyzed ballot processing for accuracy (5.3).
5/21/2013	2.4	Strakal, Tammy	Solicitation	\$240.00	Analyzed additional processed ballots for accuracy.
5/22/2013	7.7	Strakal, Tammy	Solicitation	\$770.00	Continued to analyze ballot processing for accuracy.
5/23/2013	7.3	Strakal, Tammy	Solicitation	\$730.00	Continued to analyze ballot processing for accuracy.
5/24/2013	8.0	Strakal, Tammy	Solicitation	\$800.00	Further analyzed ballot processing for accuracy.
5/28/2013	8.5	Strakal, Tammy	Solicitation	\$850.00	Analyzed ballot processing for accuracy.
5/29/2013	8.0	Strakal, Tammy	Solicitation	\$800.00	Continued to analyze ballot processing for accuracy.
5/30/2013	4.9	Strakal, Tammy	Solicitation	\$490.00	Processed ballots (1.5); continued to further analyze processed ballots for accuracy (3.4).
5/31/2013	1.7	Strakal, Tammy	Solicitation	\$170.00	Further analyzed processed ballots for accuracy.
5/14/2013	0.2	Swanson, Laurie	Solicitation	\$17.00	Processed ballots.
5/15/2013	0.6	Swanson, Laurie	Solicitation	\$51.00	Created claimant records (.2); processed ballots (.4).
5/17/2013	1.9	Swanson, Laurie	Solicitation	\$161.50	Created additional claimant records (1.1); processed additional ballots (.8).
5/20/2013	2.5	Swanson, Laurie	Solicitation	\$212.50	Created claimant records (.2); processed additional ballots (1.2); shareholder acknowledgment letters (1.1).
5/22/2013	7.1	Swanson, Laurie	Solicitation	\$603.50	Created additional claimant records (.8); additional processing of ballots (6.3).
5/23/2013	6.9	Swanson, Laurie	Solicitation	\$586.50	Created additional claimant records (.6); further processed ballots (6.3).
5/28/2013	5.8	Swanson, Laurie	Solicitation	\$493.00	Created claimant records (.6); processed ballots (5.2).
5/29/2013	4.4	Swanson, Laurie	Solicitation	\$374.00	Created claimant records (.6); processed additional ballots (3.8).
5/30/2013	4.4	Swanson, Laurie	Solicitation	\$374.00	Created additional claimant records (.5); further processing of additional ballots (3.9).
5/31/2013	0.8	Swanson, Laurie	Solicitation	\$68.00	Created claimant records (.2); processed additional ballots (.6).

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Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/7/2013	0.6	Syx-Ramsey, Kaye	Solicitation	\$33.00	Prepared ballots and related mail for scanning (.5); conducted QA review of scanned ballots including related mail (.1).
5/8/2013	0.2	Syx-Ramsey, Kaye	Solicitation	\$11.00	Conducted QA review of scanned ballots including related mail.
5/9/2013	0.3	Syx-Ramsey, Kaye	Solicitation	\$16.50	Conducted additional QA review of scanned ballots including related mail.
5/10/2013	0.2	Syx-Ramsey, Kaye	Solicitation	\$11.00	Additional QA review of scanned claims and related mail.
5/13/2013	0.4	Syx-Ramsey, Kaye	Solicitation	\$22.00	Prepared ballots including related mail for scanning (.3); scanned claims and related mail into project database (.1).
5/14/2013	0.4	Syx-Ramsey, Kaye	Solicitation	\$22.00	Handled creditor copies, including entering data on tracking spreadsheet and scanning into creditor copy queue (.2); conducted QA review of scanned ballots including related mail (.2).
5/15/2013	0.3	Syx-Ramsey, Kaye	Solicitation	\$16.50	Conducted QA review of scanned ballots including related mail.
5/16/2013	0.1	Syx-Ramsey, Kaye	Solicitation	\$5.50	Conducted additional QA review of scanned ballots and related mail.
5/17/2013	0.6	Syx-Ramsey, Kaye	Solicitation	\$33.00	Further QA review of scanned claims and related mail.
5/20/2013	0.5	Syx-Ramsey, Kaye	Solicitation	\$27.50	QA review of scanned claims including additional related mail.
5/21/2013	1.8	Syx-Ramsey, Kaye	Solicitation	\$99.00	Prepared ballots including related mail for scanning.
5/22/2013	2.7	Syx-Ramsey, Kaye	Solicitation	\$148.50	Prepared additional ballots including related mail for scanning (2.4); conducted QA review of scanned ballots including related mail (.3).
5/23/2013	1.9	Syx-Ramsey, Kaye	Solicitation	\$104.50	Prepared ballots and related mail for scanning (1.8); conducted additional QA review of scanned ballots and related mail (.1).
5/1/2013	5.4	Tribuch, Yaakov	Solicitation	\$945.00	Created template for printing of the Shareholder Acknowledgment and Assignment (1.2); reviewed solicitation packages for data accuracy(4.2).
5/2/2013	8.1	Tribuch, Yaakov	Solicitation	\$1,417.50	Reviewed solicitation packages for data accuracy (3.9); conferred with E. Young re arranging courtesy email service to solicitation parties (.4); drafted solicitation email service list (2.1); drafted/conveyed instructions to notice team re: courtesy email service (1.4); conferred with notice team re: same (.3).

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Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/3/2013	7.3	Tribuch, Yaakov	Solicitation	\$1,277.50	Conferred with notice team re: courtesy email service to solicitation parties (.3); created separating solicitation parties by affidavit of service exhibit (1.2); assisted in compilation of list of contact information for Syndicate Facilities parties (1.4); created overnight mailing list for Syndacite Facilities parties (1.6); assisted in creation of ballot packages for Syndacite Facilities parties (.6); created personalized ballot package emails for Syndacite Facilities parties (2.2).
5/6/2013	7.7	Tribuch, Yaakov	Solicitation	\$1,347.50	Created Ballot & Shareholder Acknowledgement and Assignment Scanning Protocol (1.3); revised Ballot Processing Protocol (4.4); conferred with QA team re: same (.3); conferred with ballot processing team re: same (.4); responded to requests for solicitation packages (.3); reviewed emails sent to Syndacite Facilities parties (.2); reviewed ballot processing screens (.8).
5/7/2013	7.3	Tribuch, Yaakov	Solicitation	\$1,277.50	Processed ballots (2.6); created voting reports (3.8); conferred with QA team re: same (.3); responded to creditor's inquiry re: ballot (.2); revised Ballot Processing Protocol (.4).
5/8/2013	8.1	Tribuch, Yaakov	Solicitation	\$1,417.50	Updated voting reports for ballots processed through May 7, 2013 (.3); processed ballots (1.1); call with A. Moskowitz re: voting reports (.3); created voting reports for ballots received through May 8, 2013 (.9); reviewed updated Syndacite Facilities list (.3); updated database entries for Sydacite Facilities parties (4.4); created updated ballots for Syndicate Facilities parties (.6).
5/9/2013	9.2	Tribuch, Yaakov	Solicitation	\$1,610.00	Updated additional voting reports for ballots received through May 8, 2013 (.4); created additional updated personalized emails for Syndacite Facilities parties (3.4); reviewed additional ballots for possible aggregation (.6); created overnight service lists for Syndacite Facilities parties (1.9); assisted in creation of additional ballot packages for Syndacite Facilities parties (3.1).
5/10/2013	7.4	Tribuch, Yaakov	Solicitation	\$1,295.00	Updated voting reports for ballots received through May 9, 2013 (1.1); reviewed ballots for possible aggregation/matching (1.4); updated plan classing in database (1.9); assisted in creation of updated voting packages (3.0).
5/13/2013	9.7	Tribuch, Yaakov	Solicitation	\$1,697.50	Reviewed ballots for possible aggregation/ matching (.4); prepared voting reports for ballots received through May 10, 2013(.7); meeting with internal solicitation team re: response to ballot requests (.4); reviewed/responded to requests for ballots (8.2).

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Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/14/2013	6.8	Tribuch, Yaakov	Solicitation	\$1,190.00	Arranged for creation of secure site for Arcapita Ballots and Shareholder Acknowledgement & Assignments (2.9); reviewed and updated index of undeliverable USPS voting packages (1.1); reviewed and responded to requests for ballots (2.8).
5/17/2013	5.7	Tribuch, Yaakov	Solicitation	\$997.50	Arranged for Arcapita ballots to be posted on the FTP site.
5/20/2013	2.3	Tribuch, Yaakov	Solicitation	\$402.50	Reviewed voting stipulations (1.0); researched ballot request sent by counsel (1.3).
5/21/2013	3.9	Tribuch, Yaakov	Solicitation	\$682.50	Researched ballot request sent by counsel(1.3); created/sent ballots based on same (1.1); created and sent ballots to stipulation parties (1.5).
5/22/2013	6.1	Tribuch, Yaakov	Solicitation	\$1,067.50	Communications with QA team re: email ballot service protocol (.4); call with Seattle Systems re: email ballot service (.1); conferred with I. Baumgarten re: solicitation mailing details (.4); created lists for email ballot service (3.9); reviewed status of USPS service of solicitation packages (1.3).
5/23/2013	8.1	Tribuch, Yaakov	Solicitation	\$1,417.50	conferred with I. Baumgarten re: undeliverables (.4); created/emailed ballots to voting stipulation parties (1.8); compiled list of presumed USPS express service udeliverables (3.1); created lists for ballot email service (2.6); conferred with M. Brown and A. Moskowitz re: reminder email re voting deadline(.2).
5/24/2013	5.0	Tribuch, Yaakov	Solicitation	\$875.00	Created service list for voting deadline reminder email(2.2); drafted voting deadline reminder email (.5); reviewed and updated USPS presumed undeliverable list (.6); reviewed list of parties receiving emailed ballots for accuracy(.7); responded to requests from counsel re: ballots(.6); communicated with soliciation team re: weekend coverage (.4).
5/27/2013	6.6	Tribuch, Yaakov	Solicitation	\$1,155.00	Reviewed voting stipulations and ballots sent to voting stipulation parties (2.1); updated list of Shareholder Acknowledgment and Assignment forms received (2.3); created and prepared ballots for mailing (1.3); reviewed ballots received for processing(.9).
5/28/2013	8.9	Tribuch, Yaakov	Solicitation	\$1,557.50	Reviewed docket re: potential update to claim amounts (.4); arranged for update to voting amounts for stipulation parties (.7); reviewed ballot aggregations (.5); reviewed and updated voting and Shareholder Acknowledgment and Assignment reports (1.5); reviewed additional ballots for processing (2.2) reviewed Shareholder Acknowledgment and Assignment forms received (3.6).

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Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/29/2013	10.4	Tribuch, Yaakov	Solicitation	\$1,820.00	Reviewed Syndicated Facility records to update voting amounts to account for unpaid profit (1.9); prepared and reviewed ballot and Shareholder Acknowledgment and Assignment reports (1.6); reviewed duplicate ballots and Shareholder Acknowledgment and Assignment forms (.8); directed review of ballots and Shareholder Acknowledgment and Assignment forms received by email (.9); reviewed ballots and Shareholder Acknowledgment and Assignment forms received for processing(5.2).
5/30/2013	10.3	Tribuch, Yaakov	Solicitation	\$1,802.50	Reviewed ballot reports for aggregation purposes (2.1); prepared and reviewed ballot and Shareholder Acknowledgment and Assignment reports (2.3); directed review of ballots and Shareholder Acknowledgment and Assignment forms received by email (.7); reviewed solicitation mailing histories to update protocol(.6); reviewed ballots and Shareholder Acknowledgment and Assignment forms received (4.6).
5/31/2013	6.9	Tribuch, Yaakov	Solicitation	\$1,207.50	Prepared ballot and Shareholder Acknowledgment and Assignment reports (.7); reviewed to update voting amounts of aggregated ballots (1.2); reviewed additional ballots and Shareholder Acknowledgment and Assignment forms received for processing (3.7); directed review of additional ballots and Shareholder Acknowledgment and Assignment forms received by email (1.3).
5/1/2013	0.5	Uhrig, Marcia A.	Solicitation	\$87.50	Conferred with E. Young re client requested balloting report.
5/13/2013	0.1	Uhrig, Marcia A.	Solicitation	\$17.50	Conferred with I. Baumgarten re updates to message codes reflecting plan class changes on certain class 5A claims.
5/6/2013	7.4	Vassallo, Anthony	Solicitation	\$1,480.00	Reviewed ballots for processing(1.1); answered claimant inquiries re ballots (1.5); Communicated with internal ballot processing team in Ohio re ballot processing protocol(4.5); conferred with M. Brown, Y. Tribuch and E. Young re: issues that arose while processing ballots(.3).
5/7/2013	6.4	Vassallo, Anthony	Solicitation	\$1,280.00	Continued review of ballots (2.1), acknowledged receipt of ballots to creditors (.2); answered additional questions re: ballots, exchanging emails with internal ballot processing team in Ohio (3.2); conferred with M. Brown, Y. Tribuch and E. Young re: processing issues that arose (.6); communicated with A. Moskowitz at Gisbon Dunn re: direction how to handle incomplete ballots(.3).

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Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/8/2013	8.4	Vassallo, Anthony	Solicitation	\$1,680.00	Further review of ballots, acknowledge receipt of ballots to creditors (4.1); Conferred with internal ballot processing team in Ohio (2.3); reviewed ballot processing protocol(.4); reviewed initial forms of ballot reports (.4); drafted ballot tabulation reports (.3); reviewed ballot tabulation reports and creditor inquiries for ballot issues (.9).
5/9/2013	4.0	Vassallo, Anthony	Solicitation	\$800.00	confirmed receipt of ballots for creditors (2.4); responded to creditor inquiries re: ballots(1.2); conferred further with M. Brown, Y. Tribuch and E. Young re: ballot processing issues (.4).
5/10/2013	9.7	Vassallo, Anthony	Solicitation	\$1,940.00	Reviewed mailings to Facility Holders with ballots and solicitation documents for quality assurance (3.8); continued to acknowledge receipt of ballots to creditors (3.4); answered creditor questions re: ballots via e-mail(1.3); reviewed ballot processing protocol for compliance(.4); reviewed email exchanges re: ballot tabulation reports (.3); reviewed ballot processing, tabulation reports, for accuracy(.5).
5/13/2013	11.0	Vassallo, Anthony	Solicitation	\$2,200.00	Attended internal case team meeting re handling of ballots, ballot requests, other issues with internal team (.4); reviewed and analyzed ballots for data (3.2), acknowledged receipt of ballots to creditors (3.6); exchanged emails with ballot processing team in Ohio re processing protocol (3.8).
5/14/2013	8.9	Vassallo, Anthony	Solicitation	\$1,780.00	reviewed/analyze ballot inquiries (3.8); continued acknowledged receipt of ballots to creditors (2.1); exchanged additional emails with internal ballot processing team in Ohio re ballot processing issues(2.3); conferred with M. Brown, Y. Tribuch and E. Young re: processing issues that(0.7).
5/15/2013	11.2	Vassallo, Anthony	Solicitation	\$2,240.00	Continued to review and analyze ballots and shareholder agreements (5.2); replied to emails for document requests associated with solicitation (2.3); answered questions re: ballots with ballot processing team in Ohio (3.2); conferred additional issues to M. Brown re: various processing issues that arose (0.5).
5/3/2013	0.2	Witmer, Michael	Solicitation	\$17.00	Conducted QA review of scanned ballots/related mail.
5/6/2013	0.5	Witmer, Michael	Solicitation	\$42.50	Prepared ballots including related mail for scanning.
5/7/2013	0.8	Witmer, Michael	Solicitation	\$68.00	Prepared additional ballots/related mail for scanning.
5/8/2013	0.5	Witmer, Michael	Solicitation	\$42.50	Continued to prepare ballots and related mail for scanning.
5/9/2013	0.8	Witmer, Michael	Solicitation	\$68.00	prepared additional ballots and related mail for scanning.

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Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/14/2013	1.6	Witmer, Michael	Solicitation	\$136.00	Handled creditor copies, including entering data on tracking spreadsheet, scanning into creditor copy queue.
5/15/2013	2.8	Witmer, Michael	Solicitation	\$238.00	Continued to prepare ballots and related mail for scanning.
5/18/2013	0.1	Witmer, Michael	Solicitation	\$8.50	Conducted QA review of scanned ballots and related mail.
5/20/2013	3.9	Witmer, Michael	Solicitation	\$331.50	Prepared ballots and related mail for scanning.
5/21/2013	4.8	Witmer, Michael	Solicitation	\$408.00	Prepared additional ballots and related mail for scanning.
5/22/2013	4.6	Witmer, Michael	Solicitation	\$391.00	Continued to prepare ballots and related mail for scanning.
5/23/2013	1.3	Witmer, Michael	Solicitation	\$110.50	Prepared additional ballots including related mail for scanning.
5/24/2013	0.1	Witmer, Michael	Solicitation	\$8.50	Further preparation of ballots/related mail for scanning.
5/28/2013	11.7	Witmer, Michael	Solicitation	\$994.50	Further preparation of additional ballots and related mail for scanning.
5/29/2013	7.7	Witmer, Michael	Solicitation	\$654.50	Prepared ballots and related mail for scanning.
5/30/2013	4.1	Witmer, Michael	Solicitation	\$348.50	Additional preparation of more ballots/related mail for scanning.
5/20/2013	2.4	Wolther, Debra	Solicitation	\$420.00	Conferred with M. Brown re the need to mail ballots to holders of settled claims (.1); reviewed orders approving settlements of claims to determine whether ballot packages are required to be sent (1.9); coordinated production of ballot packages for parties whose claims are now allowed to vote, per settlements approved by the court (.4).
5/21/2013	0.7	Wolther, Debra	Solicitation	\$122.50	Conferred with C. Johnson, M. Brown E. Young re the need to send additional ballots to claims settled by stipulation (.1); reviewed multiple stipulations to determine whether new or replacement ballots are required (.6).
5/22/2013	0.9	Wolther, Debra	Solicitation	\$157.50	Drafted instructions for creating new ballots pursuant to stipulations.
5/21/2013	0.7	Woods, Loretta	Solicitation	\$49.00	Conducted quality assurance review of ballots including related mail.
5/1/2013	5.1	Young, Emily	Solicitation	\$892.50	Conferred with M. Brown re: solicitation mailing status (.6); prepared Class 5A voting report at counsel's request (3.1); communicated with internal solicitation team re solicitation service progress(.6); updated plan classing in database based off final review of classed files (.8).
5/2/2013	9.4	Young, Emily	Solicitation	\$1,645.00	Updated Class 5A voting report to incorporate comments from client, counsel (3.3); prepared general plan class report of all filed/scheduled claims at financial advisor's request (5.7); conferred with M. Brown re: solicitation mailing status(.3); conferred with M. Brown re: plan classing report (.1).

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Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/3/2013	5.2	Young, Emily	Solicitation	\$910.00	Updated plan classing re syndicated facility holders, including creation of ballot print files (2.9); communicated with counsel re same (.3); reviewed merged ballots to confirm merged properly (.4); communicated with internal case team re same (.4); revised plan class report (1.2).
5/5/2013	2.8	Young, Emily	Solicitation	\$490.00	Updated class 5A voting report to include aggregated ballot amounts at request of client (2.5); communicated with internal audit team re same (.3).
5/6/2013	3.9	Young, Emily	Solicitation	\$682.50	Communicated with J. Stein re tracking bouncebacks on overnight ballot packages (.1); updated class 5A voting report to include unique references at request of client (1.6); communicated with internal audit team re same (.3); communicated with client re possible additional aggregations of voting parties' ballots for numerosity purposes (.5); communicated with internal team re same (.3); updated database to reflect voting amount, plan class for "objection" party at request of counsel (.4); communicated with internal case team re service of ballot package to same party (.4); communicated with client re shareholder acknowledgment form (.3).
5/7/2013	2.3	Young, Emily	Solicitation	\$402.50	Communicated with internal case team re aggregation provided by client in ballots in class 5A (.4); finalized plan class report, including claims & interests, at financial advisor's request (1.3); forwarded same to financial advisor (.3); communicated with counsel re ballot tabulation reports (.3).
5/8/2013	1.1	Young, Emily	Solicitation	\$192.50	Communicated with counsel re OFAC parties (.4); communicated with counsel regarding updated information for syndicated facility holders (.3); communicated with internal case team re sending updated ballots to OFAC parties (.4).
5/9/2013	1.7	Young, Emily	Solicitation	\$297.50	Communicated with client re solicitation packages not yet received by creditors (.3); communicated with internal case team re same (.3); communicated with counsel re AIHL creditors (.3); communicated with internal team re same (.4); reviewed proposed voting stipulation (.4).
5/10/2013	0.6	Young, Emily	Solicitation	\$105.00	Communications with internal case team re plan classing (.3); multiple communications with internal case team re resending of solicitation packages (.3).

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Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/13/2013	6.8	Young, Emily	Solicitation	\$1,190.00	Participated in internal team meeting re creditor inquiries re solicitation materials (.4); communicated at various times with internal team members re confirming of plan class, ballots sent (.6). reviewed processed ballots for purposes of tabulation reports(5.8).
5/14/2013	6.1	Young, Emily	Solicitation	\$1,067.50	Updated plan classing of certain claim records based off requests from financial advisor, including updating voting amounts (2.1); effectuated service of supplemental ballot packages re updated records (2.3); reviewed additional processed ballots for purposes of tabulation reports (1.7).
5/16/2013	4.7	Young, Emily	Solicitation	\$822.50	Created report of Arcapita ballots and shareholder entities, including subs thereof, at client's request (2.4); reviewed ballots received from creditor to determine if necessary to "cure" (1.6); communicated at multiple times with internal case team re processing of same (.7).
5/17/2013	3.7	Young, Emily	Solicitation	\$647.50	Reviewed ballots for purposes of tabulation, including coordinating processing of same.
5/20/2013	6.7	Young, Emily	Solicitation	\$1,172.50	Reviewed ballots received to determine if any needed to be cured (3.8); communicated with internal intake team regarding processing of same (1.1); communicated with multiple creditors regarding ballots/shareholder forms received (1.6).
5/21/2013	1.7	Young, Emily	Solicitation	\$297.50	Participated in call with J. Weisser regarding voting stipulations in connection with the solicitation (.8); updated plan classing per instructions from financial advisor (.9).
5/24/2013	0.3	Young, Emily	Solicitation	\$52.50	Communicated with internal solicitation team re status of solicitation, including receipt of ballots.
5/26/2013	1.7	Young, Emily	Solicitation	\$297.50	Created ballots at counsel's request to provide to voting parties (1.3); communicated multiple times with internal team re same (.4).
5/27/2013	0.9	Young, Emily	Solicitation	\$157.50	Communicated with internal case team re tabulation, including ballots(.6); communications with counsel re voting stipulations (.3).
5/28/2013	5.0	Young, Emily	Solicitation	\$875.00	Reviewed ballot reports for tabulation purposes, including identifying possible aggregation (4.3); communicated with internal audit, systems teams re same (.4); communicated with counsel re voting timeline(.3).

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/29/2013	9.5	Young, Emily	Solicitation	\$1,662.50	Reviewed ballots for purposes of tabulation, including updating tabulation reports (7.9); communicated at various times with internal team re processing of ballots (.6); communicated at various points with internal team re voting results (.4); communicated with client re Shareholder Acknowledgement and Assignment (SAA)/ballot reports (.6).
5/30/2013	7.2	Young, Emily	Solicitation	\$1,260.00	Continued to review ballots for purposes of tabulation, including updating tabulation reports (5.4); communicated at various times with internal case team re processing of ballots (.4); communicated with internal case team re voting results (.6); client communications re Shareholder Acknowledgement and Assignment (SAA)/voting reports (.4); communications with counsel re voting results (.4).
5/31/2013	4.2	Young, Emily	Solicitation	\$735.00	Reviewed additional ballots for purposes of tabulation, including updating tabulation reports (2.9); communicated with internal case team re same(.6); communicated with internal case team re updates made to invalid ballot report (.7)
5/6/2013	1.3	Zaslow, Garry	Solicitation	\$143.00	Tested new ballot processing screens in database to ensure they accurately reflect the ballot tabulation rules.
5/7/2013	2.0	Zaslow, Garry	Solicitation	\$220.00	Continued testing of new ballot reporting screens in database to ensure they accurately reflect the ballot tabulation rules.
5/8/2013	1.6	Zaslow, Garry	Solicitation	\$176.00	Held additional tests on new ballot reporting screens in database to ensure they accurately reflect the ballot tabulation rules.
5/9/2013	2.5	Zaslow, Garry	Solicitation	\$275.00	Continued to Test new ballot reporting screens in database and on website to ensure they accurately reflect the ballot tabulation rules (1.0); analyzed ballot processing for accuracy (1.5).
5/10/2013	1.3	Zaslow, Garry	Solicitation	\$143.00	Completed testing of new ballot reporting screens on website to ensure they accurately reflect the ballot tabulation rules (.3); analyzed ballot processing for accuracy (1.0).
5/13/2013	1.5	Zaslow, Garry	Solicitation	\$165.00	Analyzed ballot processing to ensure accuracy (1.2); analyzed ballot reports for same (.3).
5/14/2013	1.2	Zaslow, Garry	Solicitation	\$132.00	Analyzed additional ballot processing to ensure accuracy (1.0); analyzed ballot reports for same (.2).
5/15/2013	1.6	Zaslow, Garry	Solicitation	\$176.00	Analyzed ballot processing to ensure accuracy (1.5); analyzed additional ballot reports for same (.1).
5/16/2013	2.3	Zaslow, Garry	Solicitation	\$253.00	Continued to Analyze ballot processing to ensure accuracy (2.0); analyzed ballot reports for same (.3).

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
5/17/2013	2.2	Zaslow, Garry	Solicitation	\$242.00	Analyzed ballot processing to ensure accuracy (2.0); Continued to analyze ballot reports for same (.2).
5/20/2013	1.0	Zaslow, Garry	Solicitation	\$110.00	Analyzed ballot processing for accuracy (.8); analyzed ballot reports for same (.2).
5/21/2013	1.5	Zaslow, Garry	Solicitation	\$165.00	Analyzed ballot processing for accuracy (1.3); analyzed ballot reports for same (.2).
5/22/2013	2.3	Zaslow, Garry	Solicitation	\$253.00	Continued to Analyzed ballot processing for accuracy (2.1); continued to analyze ballot reports for same (.2).
5/28/2013	2.2	Zaslow, Garry	Solicitation	\$242.00	Analyzed ballot processing for accuracy (2.0); analyzed ballot reports for same (.2).
5/29/2013	5.5	Zaslow, Garry	Solicitation	\$605.00	Analyzed ballot processing for accuracy (4.8); analyzed additional ballot reports for same (.7).
5/30/2013	5.2	Zaslow, Garry	Solicitation	\$572.00	Continued to analyze ballot processing for accuracy (4.2); analyzed additional ballot reports for same (.5) updated vote values in ballot processing screens (.5).
5/31/2013	6.0	Zaslow, Garry	Solicitation	\$660.00	Analyzed additional ballot processing for accuracy (5.0); analyzed additional ballot reports for same (.5) updated vote values in ballot processing screens (.5).
5/3/2013	0.3	Zeiser, Donna	Solicitation	\$52.50	Reviewed status of class voter for generation of new ballot.
5/4/2013	0.3	Zeiser, Donna	Solicitation	\$52.50	Monitored status of inquiries received regarding ballot requests
5/9/2013	0.2	Zeiser, Donna	Solicitation	\$35.00	Reviewed Shareholders' acknowledgement release.
5/13/2013	0.2	Zeiser, Donna	Solicitation	\$35.00	Conferred with Y. Tribuch regarding NewCo subsidiaries related to ballots received.
Total Billing Amount:				\$190,780.00	

Exhibit D
to Monthly Fee Statement

Actual and Necessary Expenses

Arcapita Bank B.S.C. (c), et al.

**Expenses
 (May 1, 2013 - May 31, 2013)**

Overtime and Travel Expenses			
Date	Description	Timekeeper	Amount
4/25/2013	Overtime Car Service	E. Young	\$95.57
4/26/2013	Overtime Car Service	E. Young	\$145.27
4/26/2013	Train Fare to Hearing	J. Stein	\$24.00
4/26/2013	Working Lunch - Hearing	J. Stein	\$14.98
4/29/2013	Overtime Meal - CJE Café	E. Young	\$10.00
4/29/2013	Overtime Meal - CJE Café	M. Brown	\$14.98
4/29/2013	Overtime Car Service	E. Young	\$98.91
4/30/2013	Overtime Meal - CJE Café	M. Brown	\$6.05
5/1/2013	Overtime Meal - CJE Café	M. Brown	\$39.05
5/1/2013	Overtime Car Service	E. Young	\$87.79
5/2/2013	Overtime Meal - CJE Café	E. Young	\$5.75
5/2/2013	Overtime Car Service	E. Young	\$87.99
5/2/2013	Overtime Car Service	E. Young	\$95.57
5/3/2013	Overtime Meal - CJE Café	M. Brown	\$18.99
5/3/2013	Overtime Meal - CJE Café	S. Goddard	\$11.87
5/3/2013	Overtime Car Service	E. Young	\$98.91
5/6/2013	Overtime Meal - CJE Café	E. Young	\$6.89
5/8/2013	Overtime Meal - CJE Café	M. Brown	\$7.05
5/8/2013	Overtime Meal - CJE Café	A. Vassallo	\$11.79
5/9/2013	Overtime Meal - CJE Café	M. Brown	\$18.41
5/9/2013	Overtime Meal - CJE Café	Y. Tribuch	\$9.75
5/10/2013	Overtime Meal - CJE Café	M. Brown	\$14.06
5/10/2013	Overtime Meal - CJE Café	A. Vassallo	\$9.97
5/13/2013	Overtime Meal - CJE Café	M. Brown	\$13.84
5/13/2013	Overtime Meal - CJE Café	A. Vassallo	\$10.52
5/14/2013	Overtime Meal - CJE Café	M. Brown	\$16.80
5/15/2013	Overtime Meal - CJE Café	M. Brown	\$16.06
5/15/2013	Overtime Meal - CJE Café	A. Vassallo	\$13.80
5/20/2013	Overtime Meal - CJE Café	D. Wolther	\$10.22
5/20/2013	Overtime Meal - CJE Café	E. Young	\$10.30
5/20/2013	Overtime Meal - CJE Café	Y. Tribuch	\$5.75
5/22/2013	Overtime Meal - CJE Café	J. Ashley	\$16.57
5/22/2013	Overtime Meal - CJE Café	M. Brown	\$14.50
5/23/2013	Overtime Meal - CJE Café	C. Johnson	\$11.45
5/23/2013	Overtime Meal - CJE Café	Y. Tribuch	\$7.49
5/28/2013	Overtime Meal - CJE Café	M. Brown	\$12.84
5/28/2013	Overtime Meal - CJE Café	E. Young	\$6.64
5/29/2013	Overtime Meal - CJE Café	E. Young	\$10.64
5/30/2013	Overtime Meal - CJE Café	E. Young	\$9.16
5/30/2013	Overtime Meal - CJE Café	Y. Tribuch	\$6.50
5/31/2013	Overtime Meal - CJE Café	C. Johnson	\$12.79
5/31/2013	Overtime Meal - CJE Café	G. Zaslow	\$7.51
5/31/2013	Overtime Meal - CJE Café	M. Brown	\$13.98
Overtime and Travel Total:			\$1,160.96
Other Expenses			
Stationery and Supplies for Ballots:			\$751.88
Total Expenses:			\$1,912.84

**Exhibit E
to Monthly Fee Statement**

Miscellaneous Charge Summary

MISCELLANEOUS CHARGE SUMMARY

Arcapita Bank B.S.C.(c), *et al.*
(May 1, 2013 - May 31, 2013)

MISCELLANEOUS CHARGE	AMOUNTS
Document Scanning (per image) - 10,506 @ \$0.12 each	\$1,260.72
Total Miscellaneous Charges Requested:	\$1,260.72

**Exhibit H
to the Final Fee
Application**

June 2013 Monthly Fee Statement

Objection Deadline: August 5, 2013

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

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

**MONTHLY FEE STATEMENT OF GCG, INC., AS
 ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR
 THE PERIOD OF JUNE 1, 2013 THROUGH JUNE 30, 2013**

Angela Ferrante, Vice President, Bankruptcy Operations
 Craig Johnson, Senior Director, Bankruptcy Operations
 GCG, Inc.

July 22, 2013

FOR PROFESSIONAL SERVICES AND DISBURSEMENTS

Re: Arcapita Bank, B.S.C. (c), *et al.*,
 Debtors and Debtors-in-Possession
 June 1, 2013 through June 30, 2013

Professional services rendered by GCG, Inc.
 as Administrative Agent for the Debtors and Debtors-in-Possession (the “Debtors”).

Total Amount of Hourly Compensation for Professional Services	\$26,491.00
Holdback as per <i>Order Granting Debtors Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members</i> , dated May 18, 2012 (20%)	(\$5,298.20)
Compensation for Professional Services Excluding Holdback	\$21,192.80
Actual and Necessary Expenses	\$1,129.28
Miscellaneous Charges	\$270.48
Total Requested Payment	<u>\$22,592.56</u>

June Monthly Fee Statement Index

Exhibit A Summary of Fees by Billing Category

Exhibit B Summary of Fees by Timekeeper

Exhibit C Time Detail

Exhibit D Actual and Necessary Expenses

Exhibit E Miscellaneous Charges

Exhibit A
to June 2013 Monthly Fee Statement

Summary of Fees by Billing Category

SUMMARY OF FEES BY BILLING CATEGORY

Arcapita Bank B.S.C.(c), *et al.*
(June 1, 2013 - June 30, 2013)

	BLEND ED RATE	TOTAL HOURS BILLED	TOTAL FEES
Claims Analysis/Advanced Reconciliation	\$175.00	5.0	\$875.00
Fee Application Preparation*	\$162.99	35.4	\$5,770.00
Section 327 Retention	\$175.00	1.1	\$192.50
Solicitation	\$170.90	115.0	\$19,653.50
Total	\$169.27	156.5	\$26,491.00

*GCG, Inc. will voluntarily adjust the fees sought with respect to Fee Application Preparation on a quarterly basis, as necessary, in compliance with applicable precedent.

Exhibit B
to June 2013 Monthly Fee Statement

Summary of Fees by Timekeeper

SUMMARY OF FEES BY TIMEKEEPER

Arcapita Bank B.S.C.(c), et al.
(June 1, 2013 - June 30, 2013)

1. Claims Analysis/Advanced Reconciliation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Tribuch, Yaakov	Bankruptcy Consultant III	\$175.00	5.0	\$875.00
Total Claims Analysis/Advanced Reconciliation			5.0	\$875.00

2. Fee Application Preparation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Vrato, Elizabeth	Ass't Director, Bankruptcy	\$225.00	3.6	\$810.00
Galbraith, Paula	Sr. Project Manager, Bankruptcy	\$175.00	0.4	\$70.00
Granger, Lauren	Sr. Project Manager, Bankruptcy	\$175.00	7.2	\$1,260.00
Golenberg, Jesse	Bankruptcy Consultant II	\$150.00	12.0	\$1,800.00
Grover, Kevin	Project Manager, Bankruptcy	\$150.00	12.2	\$1,830.00
Total Fee Application Preparation			35.4	\$5,770.00

3. Section 327 Retention

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Gorman, Adam	Sr. Project Manager, Bankruptcy	\$175.00	0.9	\$157.50
Strohl, Jamie	Sr. Project Manager, Bankruptcy	\$175.00	0.2	\$35.00
Total Section 327 Retention			1.1	\$192.50

4. Solicitation

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Stein, Jeffrey	Vice President, Solicitation Services	\$310.00	5.8	\$1,798.00
Baumgarten, Isabel	Sr. Director, Bankruptcy	\$295.00	8.4	\$2,478.00
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	0.4	\$118.00
Leathem, Patrick M.	Ass't Director, Bankruptcy	\$225.00	0.3	\$67.50
Brown, Mark	Bankruptcy Consultant IV	\$200.00	40.8	\$8,160.00
Tribuch, Yaakov	Bankruptcy Consultant III	\$175.00	16.5	\$2,887.50
Greenbaum, Kimberly	Sr. Project Manager, Bankruptcy	\$175.00	0.7	\$122.50
Hess, Joseph	Sr. Project Manager, Bankruptcy	\$175.00	1.4	\$245.00
Young, Emily	Sr. Project Manager, Bankruptcy	\$175.00	4.4	\$770.00
Michalak, Matthew R.	Project Manager	\$125.00	0.3	\$37.50
Zaslow, Garry	Sr. Project Supervisor	\$110.00	8.5	\$935.00
Criss, Courtney	Project Supervisor	\$100.00	0.3	\$30.00
Strakal, Tammy	Project Supervisor	\$100.00	4.5	\$450.00
Lord, Patrick	Sr. Claims Control Supervisor	\$85.00	0.5	\$42.50
Ward, Jeremy	Sr. Claims Control Supervisor	\$85.00	0.1	\$8.50

NAME	SENIORITY	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Witmer, Michael	Sr. Claims Control Supervisor	\$85.00	0.6	\$51.00
Hayes, Rebecca	Sr. Project Administrator	\$85.00	4.9	\$416.50
Swanson, Laurie	Sr. Project Administrator	\$85.00	1.1	\$93.50
Woods, Loretta	Claims Control Supervisor	\$70.00	6.0	\$420.00
Champion, Ashlee	Claims Control Clerk	\$55.00	3.2	\$176.00
Elkins, Gigi	Claims Control Clerk	\$55.00	1.8	\$99.00
Harper, Greneisha	Claims Control Clerk	\$55.00	4.5	\$247.50
Total Solicitation			115.0	\$19,653.50

**Exhibit C
to June 2013 Monthly Fee Statement**

Time Detail

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
6/17/2013	0.5	Tribuch, Yaakov	Claims Analysis/Advanced Reconciliation	\$87.50	Researched/responded to inquiries from R. Esposito re: convenience class elections and claims.
6/19/2013	1.5	Tribuch, Yaakov	Claims Analysis/Advanced Reconciliation	\$262.50	Researched claims of Class 6(a) voters (1.1); call with R. Esposito re: same (.4).
6/27/2013	2.4	Tribuch, Yaakov	Claims Analysis/Advanced Reconciliation	\$420.00	Analyzed spreadsheet sent by R. Esposito of all valid claims by voters who opted into the Class 6(a) convenience class for accuracy.
6/28/2013	0.6	Tribuch, Yaakov	Claims Analysis/Advanced Reconciliation	\$105.00	Updated records of Class 6(a) convenience class parties.
6/20/2013	0.4	Galbraith, Paula	Fee Application Preparation	\$70.00	Reviewed interim comp order (.2); correspondence with J. Golenberg re: filing deadline (.1); call with L. Vrato re: filing deadline (.1).
6/12/2013	1.2	Golenberg, Jesse	Fee Application Preparation	\$180.00	Started to draft Monthly fee statement for May 2013.
6/17/2013	3.6	Golenberg, Jesse	Fee Application Preparation	\$540.00	Continued drafting monthly fee statement including exhibits.
6/18/2013	4.3	Golenberg, Jesse	Fee Application Preparation	\$645.00	revised exhibits that correspond to monthly fee statement for May 2013.
6/19/2013	1.2	Golenberg, Jesse	Fee Application Preparation	\$180.00	Completed additional revisions on May monthly fee statement.
6/20/2013	1.7	Golenberg, Jesse	Fee Application Preparation	\$255.00	Completed final revisions before filing Monthly fee statement for May 2013.
6/14/2013	3.3	Granger, Lauren	Fee Application Preparation	\$577.50	Fee application team check in meeting re status of fee application (.4); review of time in fee applications (2.9).
6/17/2013	1.7	Granger, Lauren	Fee Application Preparation	\$297.50	Meeting with fee application team re status of fee app (.9); review of fee application (.8).
6/18/2013	1.1	Granger, Lauren	Fee Application Preparation	\$192.50	Reviewed/edited fee application.
6/19/2013	0.8	Granger, Lauren	Fee Application Preparation	\$140.00	Emails with internal case team and fee app team re effective date and necessary filings for fee statement.
6/21/2013	0.3	Granger, Lauren	Fee Application Preparation	\$52.50	Discussions with internal case team re upcoming fee statement deadline.
6/6/2013	0.8	Grover, Kevin	Fee Application Preparation	\$120.00	Pulled timekeeping report for May and prepared Excel file for case team review (.3); researched filed applications and entered orders through end of May for updates to master fee application chart and case tracking chart (.5).

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
6/13/2013	0.3	Grover, Kevin	Fee Application Preparation	\$45.00	Fee Application Team statement review meeting (.3); reviewed April expense exhibit and requested May expense backup for monthly statement (.2).
6/14/2013	4.5	Grover, Kevin	Fee Application Preparation	\$675.00	Prepared exhibit for May expenses for monthly fee statement (3.1) Reviewed Exhibit for accuracy (1.1); Fee Application Team status and strategy meeting re monthly fee statement (.3)
6/17/2013	3.2	Grover, Kevin	Fee Application Preparation	\$480.00	Exported timekeeping exhibit for monthly fee statement (.3); combined multiple exhibit files to prepare final PDF of statement (.7); reviewed/edited components of monthly statement (2.2).
6/18/2013	0.5	Grover, Kevin	Fee Application Preparation	\$75.00	Completed review of timekeeping exhibit/ran new exhibit with revisions(.5).
6/19/2013	0.2	Grover, Kevin	Fee Application Preparation	\$30.00	Finalized assembled application PDF and forwarded to fee application team for review.
6/20/2013	2.5	Grover, Kevin	Fee Application Preparation	\$375.00	Revised monthly statement for write-off of certain fees for new final PDF for filing.
6/28/2013	0.2	Grover, Kevin	Fee Application Preparation	\$30.00	Met with fee application team to discuss status of May fee statement filing.
6/12/2013	0.4	Vrato, Elizabeth	Fee Application Preparation	\$90.00	Communications with fee applications team re review of monthly fee statement.
6/13/2013	0.4	Vrato, Elizabeth	Fee Application Preparation	\$90.00	Additional document review regarding preparation of monthly fee statement.
6/14/2013	0.5	Vrato, Elizabeth	Fee Application Preparation	\$112.50	Communications/document review regarding preparation of monthly fee statement.
6/17/2013	0.6	Vrato, Elizabeth	Fee Application Preparation	\$135.00	Reviewed documents for monthly submission.
6/18/2013	0.8	Vrato, Elizabeth	Fee Application Preparation	\$180.00	Reviewed supporting documents for monthly statement.
6/19/2013	0.5	Vrato, Elizabeth	Fee Application Preparation	\$112.50	Reviewed documents for monthly submission.
6/20/2013	0.4	Vrato, Elizabeth	Fee Application Preparation	\$90.00	Reviewed monthly statement for accuracy.
6/5/2013	0.9	Gorman, Adam	Section 327 Retention	\$157.50	Update and revise supplemental declaration.
6/14/2013	0.2	Strohl, Jamie	Section 327 Retention	\$35.00	Reviewed supplemental declaration for filing.
6/3/2013	1.8	Baumgarten, Isabel	Solicitation	\$531.00	Reviewed revisions to ballot certification (1.1); conferred with internal solicitation team re ballot certification revisions (.7).
6/4/2013	1.2	Baumgarten, Isabel	Solicitation	\$354.00	Reviewed shareholder Acknowledgment and Assignments (.8), conferred with solicitation team re same (.4).
6/6/2013	1.5	Baumgarten, Isabel	Solicitation	\$442.50	Conferred with internal case team re shareholder Acknowledgment and Assignments (.6); analyzed ballot certification for accuracy(.9).
6/7/2013	1.2	Baumgarten, Isabel	Solicitation	\$354.00	Conferred with solicitation team re ballot certification process/votes.

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
6/8/2013	1.2	Baumgarten, Isabel	Solicitation	\$354.00	Additional review of supplemental ballot certification process.
6/9/2013	1.5	Baumgarten, Isabel	Solicitation	\$442.50	Conferred with J. Hess re late ballot inquiry issues (.7); Reviewed draft of declaration re SAA's with M. Brown (.8)
6/1/2013	0.7	Brown, Mark	Solicitation	\$140.00	Conferred with solicitation team re: new ballots received (.2); conferred with Systems re: tabulation report updates (.1); emailed M. Rosenthal re: voting deadline and ballot certification (.1); reviewed database for new ballots (.3).
6/2/2013	0.2	Brown, Mark	Solicitation	\$40.00	Conferred with Y. Tribuch re: new ballots received (.1); emailed A. Jawad re: new ballots received (.1).
6/3/2013	10.2	Brown, Mark	Solicitation	\$2,040.00	Emailed Gibson legal team to organize conference call re: ballot certification (.2); reviewed Gibson legal team comments to ballot certification (.2); finalized/ assembled/ filed ballot certification (5.3); conferred with Quality Assurance re: accuracy of tabulation reports (.2); conducted quality assurance review of ballot certification including tabulation reports (1.7); conferred with J. Stein re: ballot certification revisions/filing (.2); attended conference call with J. Stein, J. Graves Y. Tribuch and A. Moskowitz re: ballot certification (.2); conferred with GCG Communications Ohio office re: voting deadline (.1); conferred with GCG Seattle office re: processing ballots (.1); emailed phoned J. Graves re: amended ballot certification (.3); drafted amended ballot certification (.7); conferred with J. Stein re: amended ballot certification (.2); conducted quality assurance review of amended ballot certification (.4); finalized/ assembled/filed amended ballot certification (.4).
6/4/2013	5.4	Brown, Mark	Solicitation	\$1,080.00	Emailed J. Graves re: report of Shareholder Acknowledgment and Assignments ("SAA") (.1); conferred with Y. Tribuch re: service of ballot certification (.1); conferred with J. Stein re: SAA declaration (.1); drafted SAA declaration (2.4); reviewed database for new SAA's (.4); conducted quality assurance review of SAA tabulation reports (.7); coordinated processing of SAAs for tabulation report (.3); conferred with Systems re: updates to SAA tabulation report (.4); revised SAA declaration (.7); emailed J. Graves re: revisions to SAA declaration (.2).

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
6/5/2013	5.1	Brown, Mark	Solicitation	\$1,020.00	Conferred with J. Stein re: certification of Shareholder Acknowledgment and Assignment ("SAA") submissions (.1); drafted SAA submission certification (2.3); emailed J. Graves re: filing of SAA submission certification (.2); updated/conducted quality assurance review of SAA tabulation report (.9); revised/filed SAA submission certification (.8); conferred with Systems/Quality Assurance/Seattle Processing re: final processing and quality assurance review of SAA submissions and tabulation report (.4); reviewed new SAA submissions as quality assurance check (.4).
6/7/2013	2.0	Brown, Mark	Solicitation	\$400.00	Conferred with J. Stein/Y. Tribuch re: voting stipulations (.1); reviewed ordered voting stipulations and database loading/treatment as quality assurance control (1.7); reviewed new ballot submissions (.2).
6/9/2013	1.1	Brown, Mark	Solicitation	\$220.00	Emailed A. Jawad re: tabulation report for Shareholder Acknowledgment and Assignments ("SAA") (.1); conducted quality assurance review of SAA tabulation (.6); reviewed correspondence for new SAA's (.4).
6/10/2013	4.0	Brown, Mark	Solicitation	\$800.00	Emailed A. Jawad re: updated Shareholder Acknowledgment and Assignment ("SAA") report (.1); created updated SAA report (.8); attended solicitation team meetings re: confirmation hearing preparation (.3); prepared materials for J. Stein's attendance at confirmation hearing (1.2); reviewed new ballots/SAA's received and forwarded for processing (.7); emailed investor re: GCG's receipt of documents submitted for tabulation (.5); emailed M. Buhindi re: receipt of documents for tabulation (.2); phoned A. Moskowitz re: confirmation hearing preparation (.1); conferred with J. Stein re: supplement to ballot certification (.1).
6/11/2013	4.2	Brown, Mark	Solicitation	\$840.00	Conferred with E. Young and Y. Tribuch re: confirmation hearing preparation (.3); created voting report for press release (2.9); emailed A. Doshi and C. Combs re: voting report for press release (.3); conferred with J. Stein re: supplemental ballot certification (.1); emailed M. Rosenthal re: supplemental ballot certification (.1); provided voting back up support to J. Stein for confirmation hearing (.4); emailed C. Millet re: final voting report (.1).

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
6/12/2013	2.4	Brown, Mark	Solicitation	\$480.00	Conferred with J. Stein re: supplement to amended ballot certification (.2); emailed M. Rosenthal re: supplement to amended ballot certification (.1); drafted supplement to amended ballot certification (1.4); researched database re: creditor ballot submission (.6); emailed J. Weisser re: creditor ballot submission (.1).
6/13/2013	1.8	Brown, Mark	Solicitation	\$360.00	Conducted quality assurance review of Class 6A ballot data extraction (1.6); conferred with Y. Tribuch re: Class 6A ballot data extraction (.2).
6/17/2013	3.6	Brown, Mark	Solicitation	\$720.00	Drafted supplemental ballot certification (1.8); conferred with J. Stein re: supplemental ballot certification (.2); emailed A. Moskowitz re: revisions to supplemental ballot certification (.2); emailed M. Rosenthal re: supplemental ballot certification (.1); revised/filed supplemental ballot certification (1.3).
6/24/2013	0.1	Brown, Mark	Solicitation	\$20.00	Conferred with Y. Tribuch re: notice of entry of confirmation.
6/3/2013	0.5	Champion, Ashlee	Solicitation	\$27.50	Prepared ballots and related mail for scanning.
6/4/2013	0.5	Champion, Ashlee	Solicitation	\$27.50	Prepared claims and related mail for scanning (0.1); Conducted QA review of scanned claims and related mail (0.4).
6/5/2013	1.0	Champion, Ashlee	Solicitation	\$55.00	Prepared ballots and related mail for scanning.
6/6/2013	0.5	Champion, Ashlee	Solicitation	\$27.50	Prepared additional ballots and related mail for scanning.
6/7/2013	0.2	Champion, Ashlee	Solicitation	\$11.00	Prepared additional ballots and related mail for scanning.
6/10/2013	0.1	Champion, Ashlee	Solicitation	\$5.50	Prepared additional ballots and related mail for scanning.
6/11/2013	0.1	Champion, Ashlee	Solicitation	\$5.50	Additional Preparation of ballots and related mail for scanning.
6/13/2013	0.1	Champion, Ashlee	Solicitation	\$5.50	Continued to prepare ballots and related mail for scanning.
6/19/2013	0.1	Champion, Ashlee	Solicitation	\$5.50	Prepared ballots and related mail for scanning.
6/27/2013	0.1	Champion, Ashlee	Solicitation	\$5.50	Prepared claims and related mail for scanning.
6/3/2013	0.3	Criss, Courtney	Solicitation	\$30.00	Filed Certification of Ballots.
6/1/2013	1.0	Elkins, Gigi	Solicitation	\$55.00	Prepared ballots and related mail for scanning.
6/3/2013	0.3	Elkins, Gigi	Solicitation	\$16.50	Conducted quality assurance review of scanned ballots and related mail.
6/5/2013	0.2	Elkins, Gigi	Solicitation	\$11.00	Conducted additional quality assurance review of scanned ballots and related mail.
6/8/2013	0.2	Elkins, Gigi	Solicitation	\$11.00	Prepared ballots including related mail for scanning.
6/10/2013	0.1	Elkins, Gigi	Solicitation	\$5.50	Conducted QA review of scanned ballots including related mail.
6/3/2013	0.4	Greenbaum, Kimberly	Solicitation	\$70.00	Review of the preliminary ballot certification against the summary report.
6/4/2013	0.3	Greenbaum, Kimberly	Solicitation	\$52.50	Ballot review for quality assurance.

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
6/2/2013	4.5	Harper, Greneisha	Solicitation	\$247.50	Prepared ballots and related mail for scanning;
6/2/2013	2.5	Hayes, Rebecca	Solicitation	\$212.50	Processed ballots (.5); Monitored ballot queues (2.0);
6/3/2013	0.5	Hayes, Rebecca	Solicitation	\$42.50	Created claimant records (.2); Processed ballots (.3).
6/4/2013	0.2	Hayes, Rebecca	Solicitation	\$17.00	Created additional claimant records (.1); Processed additional ballots (.1).
6/5/2013	0.6	Hayes, Rebecca	Solicitation	\$51.00	Created claimant records (.2); Processed ballots (.4).
6/6/2013	0.2	Hayes, Rebecca	Solicitation	\$17.00	Created additional claimant records (.1); Processed additional ballots (.1).
6/10/2013	0.2	Hayes, Rebecca	Solicitation	\$17.00	Created claimant records (.1); Processed ballots (.1).
6/11/2013	0.1	Hayes, Rebecca	Solicitation	\$8.50	Processed additional ballots (.1);
6/14/2013	0.2	Hayes, Rebecca	Solicitation	\$17.00	Processed ballots.
6/17/2013	0.1	Hayes, Rebecca	Solicitation	\$8.50	Processed ballots.
6/18/2013	0.1	Hayes, Rebecca	Solicitation	\$8.50	Processed additional ballots.
6/25/2013	0.1	Hayes, Rebecca	Solicitation	\$8.50	Processed ballot.
6/28/2013	0.1	Hayes, Rebecca	Solicitation	\$8.50	Processed ballot.
6/3/2013	1.1	Hess, Joseph	Solicitation	\$192.50	Managed processing of incoming solicitation documents (.7); responded to inquiries regarding the same (.4).
6/4/2013	0.3	Hess, Joseph	Solicitation	\$52.50	Attended to late ballot inquiry issues.
6/10/2013	0.4	Johnson, Craig	Solicitation	\$118.00	Prepared materials for J. Stein in preparation for confirmation hearing.
6/3/2013	0.3	Leathem, Patrick M.	Solicitation	\$67.50	Conferred w/ C. Johnson re case status(.1); emails from PACER Team re certification filing (.2).
6/5/2013	0.3	Lord, Patrick	Solicitation	\$25.50	Prepared ballots including related mail for scanning.
6/6/2013	0.1	Lord, Patrick	Solicitation	\$8.50	Conducted quality assurance review of scanned claims and related mail.
6/7/2013	0.1	Lord, Patrick	Solicitation	\$8.50	Conducted quality assurance review of scanned claims and related mail.
6/5/2013	0.2	Michalak, Matthew R.	Solicitation	\$25.00	Provided intake center oversight as related to the receipt and scanning of ballots.
6/6/2013	0.1	Michalak, Matthew R.	Solicitation	\$12.50	Provided intake center oversight as related to the receipt and scanning of ballots.

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
6/3/2013	1.7	Stein, Jeffrey	Solicitation	\$527.00	Reviewed counsel's suggested revisions to ballot tabulation certification and conferred with M. Brown re same(2); conference call with M. Brown, Y. Tribuch, J. Graves and A. Moskowitz re same (.2); revised the revised drafts of ballot tabulation certification (.6); conferred with M. Brown and Y. Tribuch re same (.2);call with A. Moskowitz re certain ballots (.1); call to J. Graves re comments to ballot tabulation certification (.1); revised the draft and revised drafts of the amended ballot tabulation certification (.3).
6/4/2013	0.2	Stein, Jeffrey	Solicitation	\$62.00	Reviewed draft of declaration re SAA's and conference with M. Brown re same (.2).
6/7/2013	0.2	Stein, Jeffrey	Solicitation	\$62.00	Communicated with M. Brown and Y. Tribuch re need for amended ballot certification.
6/10/2013	0.4	Stein, Jeffrey	Solicitation	\$124.00	Conferred with C. Johnson re potential amendment of ballot tabulation certification (.2); communicated with M. Brown and Y. Tribuch re recalculation of classes 5A and 5G (.1); call with A. Moskowitz re same (.1).
6/11/2013	2.9	Stein, Jeffrey	Solicitation	\$899.00	Prepare for confirmation hearing (1.1); attend same (1.8).
6/12/2013	0.3	Stein, Jeffrey	Solicitation	\$93.00	Revised two drafts of supplement to ballot tabulation certification.
6/17/2013	0.1	Stein, Jeffrey	Solicitation	\$31.00	Reviewed counsel's suggested revisions to supplement to ballot tabulation certification.
6/3/2013	0.7	Strakal, Tammy	Solicitation	\$70.00	Analyzed ballot processing for accuracy.
6/4/2013	0.4	Strakal, Tammy	Solicitation	\$40.00	Continued to further analyze additional ballot processing for accuracy.
6/5/2013	2.3	Strakal, Tammy	Solicitation	\$230.00	Analyzed ballot processing for accuracy.
6/6/2013	0.1	Strakal, Tammy	Solicitation	\$10.00	Analyzed processed ballots for accuracy.
6/10/2013	0.2	Strakal, Tammy	Solicitation	\$20.00	Analyzed ballot processing for accuracy.
6/11/2013	0.1	Strakal, Tammy	Solicitation	\$10.00	Analyzed Shareholder Acknowledgment Assignment processing for accuracy.
6/14/2013	0.1	Strakal, Tammy	Solicitation	\$10.00	Analyzed ballot processing for accuracy.
6/19/2013	0.5	Strakal, Tammy	Solicitation	\$50.00	Analyzed ballot processing for accuracy.
6/28/2013	0.1	Strakal, Tammy	Solicitation	\$10.00	Analyzed ballot processing for accuracy.
6/5/2013	0.5	Swanson, Laurie	Solicitation	\$42.50	Created claimant records (.2); Processed additional ballots (.3).
6/10/2013	0.2	Swanson, Laurie	Solicitation	\$17.00	Created claimant records (.1); Processed shareholder acknowledgement and assignment letters (.1).
6/19/2013	0.4	Swanson, Laurie	Solicitation	\$34.00	Created claimant record (.1); Processed additional ballot (.3).

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
6/2/2013	0.8	Tribuch, Yaakov	Solicitation	\$140.00	Reviewed ballot processing queues (.3); prepared/sent updated Shareholder Acknowledgment and Assignment report (.5).
6/3/2013	4.3	Tribuch, Yaakov	Solicitation	\$752.50	Call with J. Stein, M. Brown, J. Graves and A. Moskowitz re: ballot certification (.2); invalidated aggregated ballots in database (.3); researched Disclosure Statement and Plan filing dates for inclusion in ballot certification (.2); reviewed/updated ballot certification for accuracy (2.9); reviewed ballots and arranged for processing (.7).
6/4/2013	1.4	Tribuch, Yaakov	Solicitation	\$245.00	Reviewed ballot certification service requirements for compliance(.2); reviewed ballots (.3); reviewed Shareholder Acknowledgement and Assignment forms received and arranged for processing (.3); reviewed Shareholder Acknowledgement and Assignment declaration (.3); reviewed Shareholder Acknowledgement and Assignment report (.3).
6/5/2013	1.8	Tribuch, Yaakov	Solicitation	\$315.00	Reviewed Shareholder Acknowledgement and Assignment forms received and arranged for processing (1.8).
6/6/2013	0.2	Tribuch, Yaakov	Solicitation	\$35.00	Reviewed ballots to arranged for processing.
6/7/2013	1.4	Tribuch, Yaakov	Solicitation	\$245.00	Reviewed ballots of voting stipulation parties (.4); updated voting tables re on same (.2); calls with A. Moskowitz re: potential filing of amended ballot certification (.2); arranged for potential update of ballot certification (.6).
6/10/2013	0.5	Tribuch, Yaakov	Solicitation	\$87.50	Reviewed Shareholder Acknowledgment and Assignments in processing queues (.2); arranged for potential update of ballot certification (.3).
6/11/2013	2.1	Tribuch, Yaakov	Solicitation	\$367.50	Reviewed and updated number of ballots sent out by class in preparation for Confirmation Hearing.
6/13/2013	2.8	Tribuch, Yaakov	Solicitation	\$490.00	Prepared list of voters who opted in to Class 6(a) for R. Esposito (.3); created list of scheduled and filed claims of Class 6(a) parties for R. Esposito (2.5).
6/14/2013	0.7	Tribuch, Yaakov	Solicitation	\$122.50	Reviewed scheduled and filed claims of Class 6(a) parties (.5); drafted/sent to R. Esposito re: same (.2).
6/18/2013	0.5	Tribuch, Yaakov	Solicitation	\$87.50	drafted/sent updated Shareholder Acknowledgment and Assignment report to A. Jawad (.3); arranged for ballot processing (.2).
6/8/2013	0.1	Ward, Jeremy	Solicitation	\$8.50	Supervised mailroom staff in preparing claims and related mail for scanning.
6/11/2013	0.1	Witmer, Michael	Solicitation	\$8.50	Conducted QA review of scanned ballots and related mail.

Time Detail Exhibit

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
6/13/2013	0.1	Witmer, Michael	Solicitation	\$8.50	Conducted QA review of scanned claims and related mail.
6/17/2013	0.1	Witmer, Michael	Solicitation	\$8.50	Prepared ballots and related mail for scanning.
6/18/2013	0.1	Witmer, Michael	Solicitation	\$8.50	Conducted QA review of scanned ballots and related mail.
6/19/2013	0.1	Witmer, Michael	Solicitation	\$8.50	Quality Assurance review of scanned ballots including related mail.
6/27/2013	0.1	Witmer, Michael	Solicitation	\$8.50	Conducted QA review of scanned ballots and related mail.
6/1/2013	1.5	Woods, Loretta	Solicitation	\$105.00	Conducted quality assurance review of ballots including related mail.
6/2/2013	4.5	Woods, Loretta	Solicitation	\$315.00	Conducted quality assurance review of ballots including related mail.
6/10/2013	1.1	Young, Emily	Solicitation	\$192.50	Reviewed ballot reports in preparation for confirmation hearing.
6/11/2013	3.3	Young, Emily	Solicitation	\$577.50	Compiled report f voting parties at request of client.
6/3/2013	3.2	Zaslow, Garry	Solicitation	\$352.00	Analyzed ballot processing for accuracy (1.5); analyzed ballot reports for same (1.0); compared tabulation reports in draft of ballot certification doc to database to ensure all data was captured accurately (.7).
6/4/2013	1.6	Zaslow, Garry	Solicitation	\$176.00	Analyzed ballot processing for accuracy (.8); analyzed ballot reports for same (.2); compared tabulation reports in final revised ballot certification doc to database to ensure all data was captured accurately (.6).
6/5/2013	1.5	Zaslow, Garry	Solicitation	\$165.00	Analyzed updates made to website tabulation reports for accuracy (.5); analyzed SAA Declaration draft to ensure all data was captured correctly (1.0).
6/6/2013	0.5	Zaslow, Garry	Solicitation	\$55.00	Analyzed ballot processing for accuracy (.3); analyzed ballot reports for same (.2).
6/7/2013	0.6	Zaslow, Garry	Solicitation	\$66.00	Analyzed additional ballot processing for accuracy (.4); analyzed ballot reports for same (.2);
6/10/2013	0.5	Zaslow, Garry	Solicitation	\$55.00	Analyzed ballot processing for accuracy (.3); analyzed ballot reports for same (.2).
6/13/2013	0.3	Zaslow, Garry	Solicitation	\$33.00	Analyzed report of Class 6(a) ballots against database to ensure accuracy.
6/20/2013	0.3	Zaslow, Garry	Solicitation	\$33.00	Analyzed ballot processing in database to ensure accuracy.
Total Billing Amount:				\$26,491.00	

Exhibit D
to June 2013 Monthly Fee Statement

Actual and Necessary Expenses

Arcapita Bank B.S.C.(c), et al.

Expenses

(June 1, 2013 - June 30, 2013)

Date	Description	Timekeeper	Amount
5/13/2013	OT Car Ride	E. Young	\$98.91
5/14/2013	OT Car Ride	E. Young	\$123.35
5/15/2013	Train fare - fee hearing	C. Johnson	\$36.00
5/15/2013	Travel meal - fee hearing	C. Johnson	\$28.95
5/16/2013	OT Car Ride	E. Young	\$105.13
5/20/2013	OT Car Ride	E. Young	\$98.91
5/21/2013	OT Meal	C. Johnson	\$35.36
5/21/2013	OT Overnight hotel - Solicitation	C. Johnson	\$212.09
5/21/2013	Parking - OT hotel stay	C. Johnson	\$12.00
5/22/2013	Working Breakfast	C. Johnson	\$17.40
5/28/2013	OT Car Ride	E. Young	\$103.35
5/28/2013	OT Meal	C. Johnson	\$36.45
5/28/2013	Working Lunch	C. Johnson	\$43.25
5/29/2013	OT Car Ride	E. Young	\$98.91
5/30/2013	OT Meal	C. Johnson	\$34.27
6/3/2013	OT Meal - CJE Café	M. Brown	\$11.67
6/4/2013	OT Meal - CJE Café	M. Brown	\$13.80
6/10/2013	OT Meal - CJE Café	M. Brown	\$19.48
	Total		\$1,129.28

Exhibit E
to June 2013 Monthly Fee Statement

Miscellaneous Charges

MISCELLANEOUS CHARGES

Arcapita Bank B.S.C.(c), *et al.*
(June 1, 2013 - June 30, 2013)

MISCELLANEOUS CHARGES	AMOUNTS
Document Scanning (per image) - 503 @ \$0.12 each	\$60.36
Document monthly storage (electronic, per creditor/image) - 10,506 @ \$0.02 each	\$210.12
Total Miscellaneous Charges Requested:	\$270.48

**Exhibit I
to the Final Fee
Application**

Time Detail July 2013

Time Detail Exhibit

Date	Time Elapsed	Name	Activity	Billing Amount	Description
7/22/2013	0.6	Tribuch, Yaakov	Claims Analysis/Advanced Reconciliation	\$105.00	Reviewed claims of voters who opted into the convenience class.
7/23/2013	0.3	Tribuch, Yaakov	Claims Analysis/Advanced Reconciliation	\$52.50	Additional review of claims of voters who opted into the convenience class.
7/29/2013	0.2	Tribuch, Yaakov	Claims Analysis/Advanced Reconciliation	\$35.00	Reviewed claims of voters who opted into the convenience class.
7/16/2013	2.6	Golenberg, Jesse	Fee Application Preparation	\$390.00	Began drafting june monthly fee statement.
7/17/2013	1.6	Golenberg, Jesse	Fee Application Preparation	\$240.00	Revised monthly fee statement.
7/18/2013	2.1	Golenberg, Jesse	Fee Application Preparation	\$315.00	Further revisions to June monthly fee statement including exhibits.
7/19/2013	1.9	Golenberg, Jesse	Fee Application Preparation	\$285.00	Additional revisions to monthly fee statement for filing.
7/22/2013	3.4	Golenberg, Jesse	Fee Application Preparation	\$510.00	Finalized June monthly fee statement for filing.
7/8/2013	0.4	Grover, Kevin	Fee Application Preparation	\$60.00	Pulled and analyzed timekeeping report for June Monthly Fee Statement.
7/11/2013	0.7	Grover, Kevin	Fee Application Preparation	\$105.00	Requested, received and started review of expense backup from billing department for July statement (.3); prepared for and participated in fee application team meeting to update task progress and status of monthly fee statement (.4).
7/15/2013	0.5	Grover, Kevin	Fee Application Preparation	\$75.00	Continued preparation of June expenses exhibit.
7/16/2013	1.7	Grover, Kevin	Fee Application Preparation	\$255.00	Prepared exhibits for June fee statement.
7/17/2013	4.7	Grover, Kevin	Fee Application Preparation	\$705.00	Fee application team communications re status of deliverables for fee statement (.3); updated report to billing re expense allocation and timekeeping adjustments for monthly fee statement (.8); generated all timekeeping-related exhibits for fee statement (3.6).
7/18/2013	0.3	Grover, Kevin	Fee Application Preparation	\$45.00	Reviewed final fee statement draft for accuracy.
7/22/2013	1.3	Grover, Kevin	Fee Application Preparation	\$195.00	Regenerated all exhibits for fee statement.
7/16/2013	0.6	Vrato, Elizabeth	Fee Application Preparation	\$135.00	Review supporting materials re monthly statement.
7/17/2013	0.3	Vrato, Elizabeth	Fee Application Preparation	\$67.50	Communications re preparation of monthly statement.
7/19/2013	0.4	Vrato, Elizabeth	Fee Application Preparation	\$90.00	Review to finalize monthly statement.
7/12/2013	0.2	Elkins, Gigi	Solicitation	\$11.00	Prepared ballots and related mail for scanning.
7/23/2013	0.2	Hayes, Rebecca	Solicitation	\$17.00	Processed ballots.
7/23/2013	0.1	Strakal, Tammy	Solicitation	\$10.00	Analyzed ballot processing for accuracy.
7/9/2013	0.5	Tribuch, Yaakov	Solicitation	\$87.50	Researched and responded to inquiry from M. Zeiss re: certain creditor ballots.
7/22/2013	0.6	Tribuch, Yaakov	Solicitation	\$105.00	Created and sent updated Shareholder Acknowledgement and Assignment report to A. Jawad and A. Doshi.
7/23/2013	0.5	Tribuch, Yaakov	Solicitation	\$87.50	Arranged for posting of processed Shareholder Acknowledgment and Assignments to secure site for Arcapita to access.

Time Detail Exhibit

Date	Time Elapsed	Name	Activity	Billing Amount	Description
7/24/2013	3.1	Tribuch, Yaakov	Solicitation	\$542.50	Continued to Arrange for posting of processed Shareholder Acknowledgment and Assignments to secure site for Arcapita to access.
7/31/2013	1.1	Tribuch, Yaakov	Solicitation	\$192.50	Created updated Shareholder Acknowledgement and Assignment report for A. Jawad and A. Doshi.
7/24/2013	0.4	Zaslow, Garry	Solicitation	\$44.00	Reviewed SAA's for posting to ftp site.
			Total Billing Amount:	\$4,762.00	

**Exhibit J
to the Final Fee
Application**

Time Detail August 2013

Time Detail Exhibit

Date	Time Elapsed	Name	Activity	Billing Amount	Description
8/7/2013	1.6	Tribuch, Yaakov	Claims Analysis/Advanced Reconciliation	\$240.00	Reviewed ballots of convenience class electors for accurate recon.
8/12/2013	0.4	Zeiser, Donna	Claims Analysis/Advanced Reconciliation	\$70.00	Analyzed claims added to convenience class.
8/13/2013	0.1	Zeiser, Donna	Claims Analysis/Advanced Reconciliation	\$17.50	Ran report of current claims for convenience class.
8/7/2013	0.3	Galbraith, Paula	Fee Application Preparation	\$52.50	Correspondence with A. Gorman regarding July fee application dollar estimates (.2); correspondence with L. Granger regarding status of time report exhibit of fee application for Case Team (.1).
8/8/2013	0.2	Galbraith, Paula	Fee Application Preparation	\$35.00	Correspondence with Fee App Team regarding status of monthly fee statement (.1); correspondence with Fee App Team regarding expenses for July fee statement (.1).
8/13/2013	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Correspondence with J. Golenberg regarding certification for application.
8/14/2013	0.7	Galbraith, Paula	Fee Application Preparation	\$122.50	Conference with J. Golenberg and L. Granger regarding Aug and Interim applications (.2); correspondence with D. Zeiser regarding timeline for effective date and final fee application (.3); correspondence with J. Golenberg regarding NY case law applicable to fee application prep (.1); review upcoming fee application deadlines (.1).
8/15/2013	0.5	Galbraith, Paula	Fee Application Preparation	\$87.50	Correspondence with D. Zeiser regarding status of effective date/correspondence to Fee App Team re: same (.2); correspondence with J. Golenberg re: applicable case law for application prep (.3).
8/16/2013	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Correspondence with Fee App Team regarding application status and tasking.
8/19/2013	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Correspondence with L. Granger regarding status of application details.
8/20/2013	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Correspondence with D. Zeiser regarding effective date for final fee application cut-off.
8/28/2013	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Correspondence with Fee App Team regarding status of final fee application/tasking for same.
8/29/2013	1.1	Galbraith, Paula	Fee Application Preparation	\$192.50	Correspondence with D. Zeiser regarding status of effective date (.1); edit summary chart for final fee application (1.0).
8/30/2013	1.0	Galbraith, Paula	Fee Application Preparation	\$175.00	Correspondence with D. Zeiser regarding extension of effective date (.1); review M-447 requirements/status (.7); correspondence with J. Golenberg regarding tasking for final fee application (.2).

Time Detail Exhibit

Date	Time Elapsed	Name	Activity	Billing Amount	Description
8/2/2013	1.8	Golenberg, Jesse	Fee Application Preparation	\$270.00	Drafted exhibits for the Final Fee Application.
8/5/2013	0.9	Golenberg, Jesse	Fee Application Preparation	\$135.00	Continued to draft/compile exhibits for the final fee application.
8/6/2013	2.1	Golenberg, Jesse	Fee Application Preparation	\$315.00	Started draft of Final Fee App.
8/13/2013	3.2	Golenberg, Jesse	Fee Application Preparation	\$480.00	Continued to draft/revise the Final Fee Application including exhibits.
8/14/2013	6.1	Golenberg, Jesse	Fee Application Preparation	\$915.00	Continued to draft/revise Final Fee Application including exhibits.
8/15/2013	3.9	Golenberg, Jesse	Fee Application Preparation	\$585.00	Edited Final Fee Application language.
8/16/2013	3.3	Golenberg, Jesse	Fee Application Preparation	\$495.00	Revised Final Fee Application exhibits.
8/19/2013	1.1	Golenberg, Jesse	Fee Application Preparation	\$165.00	Revised draft of ACB Final Fee Application.
8/12/2013	0.3	Zeiser, Donna	Fee Application Preparation	\$52.50	Reviewed emails to/from counsel regarding deadline of fee application filing.
8/13/2013	0.3	Zeiser, Donna	Fee Application Preparation	\$52.50	Reviewed billable fees in connection with Section 327 for monthly fee statement.
8/14/2013	0.3	Zeiser, Donna	Fee Application Preparation	\$52.50	Communicated with P. Galbraith regarding timing of fee application for filing.
8/15/2013	0.2	Zeiser, Donna	Fee Application Preparation	\$35.00	Telephone call with P. Galbraith regarding change in deadline for final fee application submission.
8/16/2013	0.2	Zeiser, Donna	Fee Application Preparation	\$35.00	Emailed case team regarding time entries in connection with monthly fee application preparation.
8/19/2013	0.2	Zeiser, Donna	Fee Application Preparation	\$35.00	Reviewed status of monthly fee application.
8/20/2013	0.2	Zeiser, Donna	Fee Application Preparation	\$35.00	Confirmed no filing of monthly fee application for July for GCG with fee app team and C. Johnson.
8/5/2013	0.1	Elkins, Gigi	Solicitation	\$5.50	Conducted QA review of scanned ballots and related mail.
8/1/2013	0.1	Hayes, Rebecca	Solicitation	\$8.50	Processed Shareholder Acknowledgement and Assignment Letter.
8/8/2013	0.1	Hayes, Rebecca	Solicitation	\$8.50	Processed ballots.
8/27/2013	0.1	Hayes, Rebecca	Solicitation	\$8.50	Processed ballots.
8/27/2013	0.1	Strakal, Tammy	Solicitation	\$10.00	Analyzed ballot processing for accuracy.
8/21/2013	0.2	Tribuch, Yaakov	Solicitation	\$30.00	Reviewed status of Shareholder Acknowledgement and Assignment form.
8/22/2013	0.7	Tribuch, Yaakov	Solicitation	\$105.00	Reviewed opt-outs captured on ballots.
8/26/2013	0.4	Tribuch, Yaakov	Solicitation	\$60.00	Conferred with Case Team re: Shareholder Acknowledgement and Assignments posted to FTP site.
8/5/2013	0.1	Witmer, Michael	Solicitation	\$8.50	Prepared ballots and related mail for scanning.
8/26/2013	0.1	Witmer, Michael	Solicitation	\$8.50	Conducted QA review of scanned ballots and related mail.
Total Billing Amount:				\$4,990.50	

**Exhibit K
to the Final Fee
Application**

**Time Detail September 1, 2013
through September 17, 2013**

Time Detail Exhibit

Date	Time Elapsed	Name	Activity	Billing Amount	Description
9/3/2013	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Correspondence to L. Granger regarding preparation of M-447 correspondence for Case Team delivery.
9/4/2013	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Correspondence with A. Kawajrol re: C. Johnson expenses for July.
9/5/2013	0.5	Galbraith, Paula	Fee Application Preparation	\$87.50	Correspondence from A. Kawajrol re: documentation for M-447 (.1); call with A. Kawajrol re: M-447 requirement (.4).
9/10/2013	0.2	Galbraith, Paula	Fee Application Preparation	\$35.00	Correspondence with D. Zeizer re: fee estimates for escrow (.1); correspondence with fee app team re: professional escrow estimates (.1).
9/11/2013	0.1	Galbraith, Paula	Fee Application Preparation	\$17.50	Correspondence with J. Golenberg re: deliverables status.
9/17/2013	0.6	Galbraith, Paula	Fee Application Preparation	\$105.00	Correspondence with J. Golenberg re: period for final application (.1); correspondence from J. Golenberg re: expenses for final application (.1); correspondence from counsel re: filing deadlines for final application/related matters (.2); correspondence to finance re: documents required with final application (.1); correspondence to A. Kawajrol re: period for final application (.1).
9/10/2013	1.1	Golenberg, Jesse	Fee Application Preparation	\$165.00	Updated Final Fee Application to incorporate August 2013.
9/11/2013	2.1	Golenberg, Jesse	Fee Application Preparation	\$315.00	Updated ACB Final Fee Application to include August 2013.
9/12/2013	2.8	Golenberg, Jesse	Fee Application Preparation	\$420.00	Revised final fee application.
9/13/2013	1.1	Golenberg, Jesse	Fee Application Preparation	\$165.00	continued to edit Final Fee application.
9/16/2013	0.9	Golenberg, Jesse	Fee Application Preparation	\$135.00	Revised Final Fee Application.
9/6/2013	0.2	Zeiser, Donna	Fee Application Preparation	\$35.00	Emailed to/from P. Galbraith regarding final fee application deadline.
9/9/2013	0.2	Zeiser, Donna	Fee Application Preparation	\$35.00	Reviewed requirements for final fee application pursuant to counsel.
9/10/2013	0.7	Zeiser, Donna	Fee Application Preparation	\$122.50	Conferred with A. Gorman and P. Galbraith regarding final fee application (.2); reviewed outstanding amounts for 327 time and costs (.5).
9/11/2013	0.3	Zeiser, Donna	Fee Application Preparation	\$52.50	Reviewed other filed applications on docket to ensure compliance.
9/12/2013	1.1	Zeiser, Donna	Fee Application Preparation	\$192.50	Worked on estimate for final 327 time related to effective date (.7); conferred with A. Gorman and P. Galbraith regarding same (.4).
9/13/2013	0.8	Zeiser, Donna	Fee Application Preparation	\$140.00	Conferred with A. Gorman regarding revised 327 estimate v. 156 revised estimate (.3); revised estimate accordingly (.3); sent for sign off from A. Ferrante (.1); sent to S. Fuller (.1).
9/16/2013	0.2	Zeiser, Donna	Fee Application Preparation	\$35.00	Conferred with P. Galbraith regarding final application filing.
9/17/2013	0.1	Zeiser, Donna	Fee Application Preparation	\$17.50	Reviewed local rules.

Time Detail Exhibit

Date	Time Elapsed	Name	Activity	Billing Amount	Description
9/3/2013	1.5	Tribuch, Yaakov	Solicitation	\$225.00	Call with A. Jawad re: Shareholder Acknowledgement and Assignment forms (.2); received and drafted/sent emails to A. Jawad re: issues related to same (1.3).
9/4/2013	2.9	Tribuch, Yaakov	Solicitation	\$435.00	Reviewed Shareholder Acknowledgement and Assignment forms received including call with A. Jawad re: same (.7); reviewed previously customized Shareholder Acknowledgement and Assignment forms in preparation of mailing to shareholders who had not returned forms (.9); conferred with Case Team re: same (.5); reviewed file of shareholder names and amounts (.5); reviewed list of Shareholder Acknowledgement and Assignment forms received to determine shareholders who had not returned forms (.3).
9/17/2013	0.5	Tribuch, Yaakov	Solicitation	\$75.00	Reviewed Shareholder Acknowledgement and Assignment forms received and arranged for scanning of same.
9/16/2013	0.3	Zeiser, Donna	Solicitation	\$52.50	Conferred with Y. Tribuch regarding Shareholder agreements received to be processed.
9/17/2013	0.3	Zeiser, Donna	Solicitation	\$52.50	Reviewed processing protocol regarding shareholder acknowledgement agreements received.
Total Billing Amount:				\$2,950.00	

**Exhibit L
to the Final Fee
Application**

Summary of Fees by Billing Category

SUMMARY OF FEES BY BILLING CATEGORY

Arcapita Bank B.S.C.(c), *et al.*
(March 19, 2012 - September 17, 2013)

	BLEND ED RATE	TOTAL HOURS BILLED	TOTAL FEES
Claims Analysis/Advanced Reconciliation	\$179.94	8.9	\$1,601.50
Fee Application Preparation	\$170.70	191.0	\$32,603.50
Schedules/SoFAs/Other Schedules	\$200.00	2.1	\$420.00
Section 327 Project Management	\$295.00	0.9	\$265.50
Section 327 Retention	\$251.48	10.5	\$2,640.50
Solicitation	\$159.03	1,693.6	\$269,331.00
Total	\$160.91	1,907.0	\$306,862.00

**Exhibit M
to the Final Fee
Application**

Summary of Fees by Timekeeper

SUMMARY OF FEES BY TIMEKEEPER

Arcapita Bank B.S.C.(c), *et al.*
(March 19, 2012 - September 17, 2013)

1. Claims Analysis/Advanced Reconciliation

NAME	TITLE	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	0.7	\$206.50
Tribuch, Yaakov	Bankruptcy Consultant III	\$175.00	6.1	\$1,067.50
Zeiser, Donna	Sr. Project Manager, Bankruptcy	\$175.00	0.5	\$87.50
Tribuch, Yaakov	Project Manager, Bankruptcy	\$150.00	1.6	\$240.00
Total Claims Analysis/Advanced Reconciliation			8.9	\$1,601.50

2. Fee Application Preparation

NAME	TITLE	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	12.9	\$3,805.50
Ferrante, Angela	Vice President, Bankruptcy	\$295.00	0.5	\$147.50
Vrato, Elizabeth	Ass't Director, Bankruptcy	\$225.00	8.7	\$1,957.50
Galbraith, Paula	Bankruptcy Consultant III	\$175.00	3.9	\$682.50
Galbraith, Paula	Sr. Project Manager, Bankruptcy	\$175.00	6.3	\$1,102.50
Granger, Lauren	Sr. Project Manager, Bankruptcy	\$175.00	7.8	\$1,365.00
Jankowski, Susan	Sr. Project Manager, Bankruptcy	\$175.00	31.4	\$5,495.00
Nadick, Ryan	Sr. Project Manager, Bankruptcy	\$175.00	0.3	\$52.50
Wolther, Debra	Sr. Project Manager, Bankruptcy	\$175.00	0.2	\$35.00
Zeiser, Donna	Sr. Project Manager, Bankruptcy	\$175.00	6.2	\$1,085.00
Dorfeld, Paul	Bankruptcy Consultant II	\$150.00	22.8	\$3,420.00
Golenberg, Jesse	Bankruptcy Consultant II	\$150.00	28.0	\$4,200.00
Golenberg, Jesse	Project Manager, Bankruptcy	\$150.00	30.4	\$4,560.00
Grover, Kevin	Project Manager, Bankruptcy	\$150.00	30.8	\$4,620.00
Heller, Jeffrey	Consultant	\$125.00	0.3	\$37.50
Heller, Jeffrey	Bankruptcy Consultant I	\$125.00	0.1	\$12.50
Williams, Michael	Project Supervisor	\$100.00	0.1	\$10.00
Posa, Margaret	Administrative Assistant	\$55.00	0.2	\$11.00
Midnet, Catherine	Clerical Assistant	\$45.00	0.1	\$4.50
Total Fee Application Preparation			191.0	\$32,603.50

3. Schedules/SoFAs/Other Schedules

NAME	TITLE	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Kinealy, Paul	Director, Bankruptcy	\$250.00	0.7	\$175.00
Ashley, Jeanette	Sr. Project Manager, Bankruptcy	\$175.00	1.4	\$245.00
Total Schedules/SoFAs/Other Schedules			2.1	\$420.00

4. Section 327 Project Management

NAME	TITLE	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	0.3	\$88.50
Shaer, Karen	Sr. Executive Vice President & General Counsel	\$295.00	0.6	\$177.00
Total Section 327 Project Management			0.9	\$265.50

5. Section 327 Retention

NAME	TITLE	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	5.9	\$1,740.50
Petriano, Karen E.	Ass't Director, Bankruptcy	\$225.00	1.9	\$427.50
Gorman, Adam	Sr. Project Manager, Bankruptcy	\$175.00	2.5	\$437.50
Strohl, Jamie	Sr. Project Manager, Bankruptcy	\$175.00	0.2	\$35.00
Total Section 327 Retention			10.5	\$2,640.50

6. Solicitation

NAME	TITLE	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Stein, Jeffrey	Vice President, Solicitation Services	\$310.00	28.8	\$8,928.00
Baumgarten, Isabel	Sr. Director, Bankruptcy	\$295.00	27.3	\$8,053.50
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	52.2	\$15,399.00
Patel, Samir	Ass't Director, Systems	\$235.00	39.8	\$9,353.00
Leathem, Patrick M.	Ass't Director, Bankruptcy	\$225.00	20.5	\$4,612.50
Petriano, Karen E.	Ass't Director, Bankruptcy	\$225.00	9.8	\$2,205.00
Brown, Mark	Bankruptcy Consultant IV	\$200.00	256.9	\$51,380.00
Vassallo, Anthony	Bankruptcy Consultant IV	\$200.00	70.4	\$14,080.00
Peter, Gibi	Programmer Analyst	\$185.00	4.8	\$888.00
Tribuch, Yaakov	Bankruptcy Consultant III	\$175.00	195.3	\$34,177.50
Ashley, Jeanette	Sr. Project Manager, Bankruptcy	\$175.00	0.2	\$35.00
Greenbaum, Kimberly	Sr. Project Manager, Bankruptcy	\$175.00	23.3	\$4,077.50
Hess, Joseph	Sr. Project Manager, Bankruptcy	\$175.00	88.3	\$15,452.50
Safko, Charles	Sr. Project Manager, Bankruptcy	\$175.00	6.9	\$1,207.50
Uhrig, Marcia A.	Sr. Project Manager, Bankruptcy	\$175.00	11.4	\$1,995.00
Wolther, Debra	Sr. Project Manager, Bankruptcy	\$175.00	4.0	\$700.00
Young, Emily	Sr. Project Manager, Bankruptcy	\$175.00	150.5	\$26,337.50
Zeiser, Donna	Sr. Project Manager, Bankruptcy	\$175.00	17.4	\$3,045.00
Young, Emily	Bankruptcy Consultant II	\$150.00	19.5	\$2,925.00
Tribuch, Yaakov	Project Manager, Bankruptcy	\$150.00	6.2	\$930.00
Olney, Michael	Associate	\$125.00	17.4	\$2,175.00
Henry, Kristen	Bankruptcy Consultant I	\$125.00	10.6	\$1,325.00
Olney, Michael	Bankruptcy Consultant I	\$125.00	17.2	\$2,150.00
Park, Dale	Bankruptcy Consultant I	\$125.00	1.7	\$212.50
Ross, Tron	Bankruptcy Consultant I	\$125.00	77.1	\$9,637.50
Smith, Peter	Bankruptcy Consultant I	\$125.00	65.0	\$8,125.00
Sorg, Rachele	Bankruptcy Consultant I	\$125.00	0.8	\$100.00
Michalak, Matthew R.	Project Manager	\$125.00	8.4	\$1,050.00
Raas, Adam	Project Manager	\$125.00	0.5	\$62.50
Gfrerer, Denise	Data Control Supervisor	\$110.00	11.9	\$1,309.00
Amundson, Melati	Sr. Project Supervisor	\$110.00	0.8	\$88.00

6. Solicitation

NAME	TITLE	BILLING RATE	HOURS	TOTAL DOLLAR VALUE
Zaslow, Garry	Sr. Project Supervisor	\$110.00	50.1	\$5,511.00
Criss, Courtney	Project Supervisor	\$100.00	0.3	\$30.00
Strakal, Tammy	Project Supervisor	\$100.00	78.2	\$7,820.00
Campbell, Michael	Sr. Claims Control Supervisor	\$85.00	34.4	\$2,924.00
Lord, Patrick	Sr. Claims Control Supervisor	\$85.00	23.0	\$1,955.00
Ward, Jeremy	Sr. Claims Control Supervisor	\$85.00	0.1	\$8.50
Witmer, Michael	Sr. Claims Control Supervisor	\$85.00	46.3	\$3,935.50
Hayes, Rebecca	Sr. Project Administrator	\$85.00	49.1	\$4,173.50
Swanson, Laurie	Sr. Project Administrator	\$85.00	35.7	\$3,034.50
Overman, Tori	Project Administrator	\$80.00	23.6	\$1,888.00
Woods, Loretta	Claims Control Supervisor	\$70.00	6.7	\$469.00
Aaron, Danielle	Claims Control Clerk	\$55.00	1.0	\$55.00
Beyene, Olana	Claims Control Clerk	\$55.00	1.5	\$82.50
Champion, Ashlee	Claims Control Clerk	\$55.00	40.9	\$2,249.50
Childers, Kathy	Claims Control Clerk	\$55.00	3.0	\$165.00
Elkins, Gigi	Claims Control Clerk	\$55.00	10.7	\$588.50
Gathercole, Stephen	Claims Control Clerk	\$55.00	1.5	\$82.50
Harper, Greneisha	Claims Control Clerk	\$55.00	15.2	\$836.00
Konama, Regina	Claims Control Clerk	\$55.00	1.0	\$55.00
Preci, Frida	Claims Control Clerk	\$55.00	3.0	\$165.00
Syx-Ramsey, Kaye	Claims Control Clerk	\$55.00	10.0	\$550.00
Greaves, Sharna S.	Sr. Claims Control Clerk	\$55.00	13.4	\$737.00
Total Solicitation			1,693.6	\$269,331.00

**Exhibit N
to the Final Fee
Application**

Expenses

Arcapita Bank B.S.C. (c), et al.

**Expenses
(March 19, 2012 - September 17, 2013)**

Date	Description	Timekeeper	Amount
4/19/2013	Overtime Meal - CJE Café	E. Young	\$9.75
4/24/2013	Overtime Meal - CJE Café	E. Young	\$7.60
4/26/2013	Overtime Meal - CJE Café	M. Brown	\$17.30
4/26/2013	Overtime Meal - CJE Café	A. Vassallo	\$12.24
4/26/2013	Overtime Meal - CJE Café	E. Young	\$6.25
4/29/2013	Overtime Meal - CJE Café	E. Young	\$10.00
4/29/2013	Overtime Meal - CJE Café	M. Brown	\$14.98
4/30/2013	Overtime Meal - CJE Café	M. Brown	\$6.05
4/25/2013	Overtime Car Service	E. Young	\$95.57
4/26/2013	Overtime Car Service	E. Young	\$145.27
4/26/2013	Train Fare to Hearing	J. Stein	\$24.00
4/26/2013	Working Lunch - Hearing	J. Stein	\$14.98
4/29/2013	Overtime Meal - CJE Café	E. Young	\$10.00
4/29/2013	Overtime Meal - CJE Café	M. Brown	\$14.98
4/29/2013	Overtime Car Service	E. Young	\$98.91
4/30/2013	Overtime Meal - CJE Café	M. Brown	\$6.05
5/1/2013	Overtime Meal - CJE Café	M. Brown	\$39.05
5/1/2013	Overtime Car Service	E. Young	\$87.79
5/2/2013	Overtime Meal - CJE Café	E. Young	\$5.75
5/2/2013	Overtime Car Service	E. Young	\$87.99
5/2/2013	Overtime Car Service	E. Young	\$95.57
5/3/2013	Overtime Meal - CJE Café	M. Brown	\$18.99
5/3/2013	Overtime Meal - CJE Café	S. Goddard	\$11.87
5/3/2013	Overtime Car Service	E. Young	\$98.91
5/6/2013	Overtime Meal - CJE Café	E. Young	\$6.89
5/8/2013	Overtime Meal - CJE Café	M. Brown	\$7.05
5/8/2013	Overtime Meal - CJE Café	A. Vassallo	\$11.79
5/9/2013	Overtime Meal - CJE Café	M. Brown	\$18.41
5/9/2013	Overtime Meal - CJE Café	Y. Tribuch	\$9.75
5/10/2013	Overtime Meal - CJE Café	M. Brown	\$14.06
5/10/2013	Overtime Meal - CJE Café	A. Vassallo	\$9.97
5/13/2013	Overtime Meal - CJE Café	M. Brown	\$13.84
5/13/2013	Overtime Meal - CJE Café	A. Vassallo	\$10.52
5/14/2013	Overtime Meal - CJE Café	M. Brown	\$16.80
5/15/2013	Overtime Meal - CJE Café	M. Brown	\$16.06
5/15/2013	Overtime Meal - CJE Café	A. Vassallo	\$13.80
5/20/2013	Overtime Meal - CJE Café	D. Wolther	\$10.22
5/20/2013	Overtime Meal - CJE Café	E. Young	\$10.30
5/20/2013	Overtime Meal - CJE Café	Y. Tribuch	\$5.75
5/22/2013	Overtime Meal - CJE Café	J. Ashley	\$16.57
5/22/2013	Overtime Meal - CJE Café	M. Brown	\$14.50

5/23/2013	Overtime Meal - CJE Café	C. Johnson	\$11.45
5/23/2013	Overtime Meal - CJE Café	Y. Tribuch	\$7.49
5/28/2013	Overtime Meal - CJE Café	M. Brown	\$12.84
5/28/2013	Overtime Meal - CJE Café	E. Young	\$6.64
5/29/2013	Overtime Meal - CJE Café	E. Young	\$10.64
5/30/2013	Overtime Meal - CJE Café	E. Young	\$9.16
5/30/2013	Overtime Meal - CJE Café	Y. Tribuch	\$6.50
5/31/2013	Overtime Meal - CJE Café	C. Johnson	\$12.79
5/31/2013	Overtime Meal - CJE Café	G. Zaslow	\$7.51
5/31/2013	Overtime Meal - CJE Café	M. Brown	\$13.98
5/13/2013	Overtime Car Service	E. Young	\$98.91
5/14/2013	Overtime Car Service	E. Young	\$123.35
5/15/2013	Train fare - fee hearing	C. Johnson	\$36.00
5/15/2013	Travel meal - fee hearing	C. Johnson	\$28.95
5/16/2013	Overtime Car Service	E. Young	\$105.13
5/20/2013	Overtime Car Service	E. Young	\$98.91
5/21/2013	Overtime Meal	C. Johnson	\$35.36
5/21/2013	Overtime Overnight hotel - Solicitation	C. Johnson	\$212.09
5/21/2013	Parking - OT hotel stay	C. Johnson	\$12.00
5/22/2013	Working Breakfast	C. Johnson	\$17.40
5/28/2013	Overtime Car Service	E. Young	\$103.35
5/28/2013	Overtime Meal	C. Johnson	\$36.45
5/28/2013	Working Lunch	C. Johnson	\$43.25
5/29/2013	Overtime Car Service	E. Young	\$98.91
5/30/2013	Overtime Meal	C. Johnson	\$34.27
6/3/2013	Overtime Meal - CJE Café	M. Brown	\$11.67
6/4/2013	Overtime Meal - CJE Café	M. Brown	\$13.80
6/10/2013	Overtime Meal - CJE Café	M. Brown	\$19.48
6/11/2013	Train Travel	J. Stein	\$22.00
Travel/ Over time Meals total:			\$2,396.41
Stationery and Supplies for Ballots:			\$751.88
TOTAL:			\$3,148.29

**Exhibit O
to the Final Fee
Application**

Miscellaneous Charges

MISCELLANEOUS CHARGES

Arcapita Bank B.S.C.(c), *et al.*
(March 19, 2012 - September 17, 2013)

MISCELLANEOUS CHARGES	AMOUNTS
Document Scanning (per image) - 11,064 @ \$0.12 each	\$1,327.68
Document monthly storage (electronic, per creditor/image) - 43,618 @ \$0.02 each	\$872.36
Total Miscellaneous Charges Requested:	\$2,200.04