

MOURANT OZANNES
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Special Cayman Islands Counsel
for the Debtors

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

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

**SUMMARY SHEET PURSUANT TO THE UNITED STATES TRUSTEE
GUIDELINES FOR REVIEWING APPLICATIONS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. § 330**

Name of Applicant:	MOURANT OZANNES
Role in the Case:	Cayman Islands Attorneys for the Debtors
Date of Retention:	July 11, 2012 <i>nunc pro tunc</i> to March 19, 2012
Date of Entry of Order Authorizing Employment:	July 11, 2012
This is:	Fourth and Final Fee Application

FOURTH INTERIM COMPENSATION PERIOD

Period for Which Compensation and Reimbursement is Sought:	April 1, 2013 through and including September 17, 2013
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Amount of Compensation
Sought As Actual, Necessary
and Reasonable:

Total Fees Requested: \$1,186,589.00

Amount of Expense
Reimbursement Sought as
Actual, Necessary, and
Reasonable:

Total Expenses Requested: \$17,069.41

Blended Rate of Professionals
(Including Paraprofessionals):

\$598.26

Blended Rate of Professionals
(Excluding Paraprofessionals):

\$640.36

FINAL FEE APPLICATION

Period for Which Compensation
and Reimbursement is Sought:

March 19, 2012 through and including September 17, 2013

Amount of Compensation
Sought As Actual, Necessary
and Reasonable:

Total Fees Requested: \$2,200,306.00

Amount of Expense
Reimbursement Sought as
Actual, Necessary, and
Reasonable:

Total Expenses Requested: \$33,285.41

Blended Rate of Professionals
(Including Paraprofessionals):

\$594.40

Blended Rate of Professionals
(Excluding Paraprofessionals):

\$649.44

PRIOR FEE APPLICATIONS

First Interim Fee Application

Date Filed:

August 16, 2012

Docket No.

421

Compensation Period:

March 19, 2012 through and including July 31, 2012

Fees/Expenses Requested on Application:	Total Fees Requested: \$200,108.00 Total Expenses Requested: \$13,971.21
Voluntary Fee/Expenses Reduction:	Voluntary Fee Reduction: \$1,492.00 Voluntary Expenses Reduction: \$2,038.60 ¹
Fees/Expenses Allowed:	Total Fees Allowed: \$198,616.00 Total Expenses Allowed: \$ 11,878.61
Allowed Fees/Expenses Unpaid:	Total Allowed Fees Unpaid: \$0 Total Allowed Expenses Unpaid: \$0

Second Interim Fee Application

Date Filed:	November 27, 2012
Docket No.	675
Compensation Period:	August 1, 2012 through and including October 31, 2012
Fees/Expenses Requested on Application:	Total Fees Requested: \$310,733.00 Total Expenses Requested: \$2,047.10
Voluntary Fee Reduction:	\$4,205.00
Fees/Expenses Allowed:	Total Fees Allowed: \$306,528.00 Total Expenses Allowed: \$2,047.10
Allowed Fees/Expenses Unpaid:	Total Allowed Fees Unpaid: \$0 Total Allowed Expenses Unpaid: \$0

Third Interim Fee Application

Date Filed:	April 23, 2013
Docket No.	1023

¹ Mourant Ozannes customarily charges its clients \$0.61 per page for photocopying. The Local Guidelines, however, provide that photocopies shall be reimbursable at the lesser of \$0.20 per page or cost. A reduction in expenses was agreed to reflect the difference in photocopying charges such that the amount charged was \$0.10 per page only.

Compensation Period: November 1, 2012 through and including March 31, 2013

Fees/Expenses Requested on Application: Total Fees Requested: \$524,573.00
Total Expenses Requested: \$2,290.29

Voluntary Fee Reduction: \$16,000.00

Fees/Expenses Allowed: Total Fees Allowed: \$508,573.00
Total Expenses Allowed: \$2,290.29

Allowed Fees/Expenses Unpaid: Total Allowed Fees Unpaid: \$101,714.60
Total Allowed Expenses Unpaid: \$0

Professionals and Paraprofessionals Rendering Services

For the Fourth Interim Compensation Period (April 1, 2013 to September 17, 2013)

<u>NAME</u>	<u>POSITION</u>	<u>YEAR ADMITTED TO BAR</u>	<u>MOURANT HIRE DATE</u>	<u>HOURS</u>	<u>RATE (\$)</u>	<u>AMOUNT (\$)</u>
Richard De Basto	Partner – Corp.	UK ² – 1994 HK ³ – 1997 KY ⁴ - 2008	06/02/2008	202.00	800	161,600.00
Simon Dickson	Partner - Lit.	UK - 1998 KY - 2008	06/01/2002	226.80	780	176,904.00
James Wauchope	Partner – Corp.	UK - 1988 KY – 1993	12/01/2009	335.30	750	251,475.00
Morven McMillan	Partner - ITPC	UK – 1996 KY - 2001	09/03/2010	5.70	800	4,560.00
Timothy Dawson	Senior Associate – Corp.	UK -2003 KY - 2011	09/24/2011	38.00	600	22,800.00
Adam Bathgate	Senior Associate – Corp.	UK – 2006 KY – 2010	10/11/2010	242.30	600	145,380.00
Simon Thomas	Senior Associate – Corp.	UK – 2005 KY - 2012	11/07/2011	179.20	600	107,520.00
Fleur O’Driscoll	Associate - Lit.	IRL ⁵ - 2008 UK - 2010 KY – 2011 EC ⁶ -2013	05/02/2011	151.20	600	90,720.00
Alexandra Bethell	Associate - Lit.	UK – 2007 KY – 2013	08/07/2012	103.20	600	61,920.00
Thomas Berry	Associate – Corp.	UK – 2010 KY - 2013	03/06/2013	40.50	425	17,212.50
Tracy Hylton	Associate – Corp.	KY - 2013	07/01/2011	220.60	350	77,210.00
Tracey Forbes	Articled Clerk - Lit.	N/A	05/28/2012	123.60	300	37,080.00
Robin Gibb	Articled Clerk - Lit.	N/A	05/18/2011	63.20	300	18,870.00
Sharon Nelson	Articled Clerk – Lit.	N/A	08/01/2001	3.10	375	1,162.50
Claire Doyle	Paralegal – Lit.	N/A	12/03/2012	18.30	250	4,575.00
Rose Wanjiru	Paralegal – Lit.	N/A	09/02/2008	30.40	250	7,600.00
SUB-TOTAL				1,983.40		1,186,589.00
1/2 Rate Reduction for Travel Time						(\$0)
Total						<u>1,186,589.00</u>

Total Professional and Paraprofessional Hours:.....1,983.40

Total Professional Hours:.....1,744.80

² England and Wales

³ Hong Kong

⁴ Cayman Islands

⁵ Ireland

⁶ Eastern Caribbean – British Virgin Islands

Total Paraprofessional Hours:.....238.60

Blended Rate (Total Fees/Total Hours):.....\$ 598.26

Blended Rate (Excluding Paraprofessionals):.....\$ 640.36

Corp. = Corporate Practice Group

Lit. = Litigation Practice Group

ITPC = International Trusts and Private Client Group

Professionals and Paraprofessionals Rendering Services

For the Final Compensation Period (March 19, 2012 to September 17, 2013)

<u>NAME</u>	<u>POSITION</u>	<u>YEAR ADMITTED TO BAR</u>	<u>MOURANT HIRE DATE</u>	<u>HOURS</u>	<u>RATE (\$)</u>	<u>AMOUNT (\$)</u>
Richard De Basto	Partner – Corp.	UK – 1994 HK – 1997 KY - 2008	06/02/2008	318.70	800	254,960.00
Simon Dickson	Partner - Lit.	UK - 1998 KY - 2008	06/01/2002	149.40	725	108,315.00
Simon Dickson	Partner - Lit.	UK - 1998 KY - 2008	06/01/2002	429.60	780 ⁷	335,088.00
James Wauchope	Partner – Corp.	UK - 1988 KY – 1993	12/01/2009	501.80	750	376,350.00
Morven McMillan	Partner – ITPC.	UK – 1996 KY - 2001	09/03/2010	1.20	780	936.00
Morven McMillan	Partner – ITPC.	UK – 1996 KY - 2001	09/03/2010	5.70	800	4,560.00
Peter Hayden	Partner – Lit.	UK – 1996 KY - 2008	03/03/2008	23.90	780	18,642.00
Julian Fletcher	Partner – Corp.	UK – 1999/2004 NY ⁸ – 2001 EC – 2003 KY - 2004	06/01/2004	0.80	695	556.00
Shaun Folpp	Counsel – Lit.	NSW ⁹ – 2003 UK – 2008 KY – 2008 EC - 2012	07/23/2012	38.10	650	24,765.00
Shaun Folpp	Counsel – Lit.	NSW – 2003 UK – 2008 KY – 2008 EC - 2012	07/23/2012	30.00	725	21,750.00
Nicholas Fox	Senior Associate – Lit.	UK – 2003 EC– 2008 KY – 2009	06/28/2010	12.20	600	7,320.00
Nicholas Fox	Senior Associate – Lit.	UK – 2003 EC– 2008 KY – 2009	06/28/2010	93.00	650	60,450.00
Timothy Richards	Senior Associate – Lit.	UK - 1999 KY - 2012	09/13/2010	3.10	675	2,092.50

⁷ Mourant Ozannes charge out rates changed on 1 October 2012. Accordingly, certain attorneys and paraprofessionals have been listed twice to account for the old and new rates. The change arose in the ordinary course of business from an annual review of Mourant Ozannes' charge out rates. Pursuant to the order entered July 11, 2012 authorizing the Debtors to retain and employ Mourant Ozannes as special counsel nunc pro tunc to the petition date, Mourant Ozannes has given notice to the Debtors, the U.S. Trustee and the Unsecured Creditors Committee of the change in the charge out rates and filed a declaration with the Court.

⁸ New York

⁹ New South Wales - Australia

<u>NAME</u>	<u>POSITION</u>	<u>YEAR ADMITTED TO BAR</u>	<u>MOURANT HIRE DATE</u>	<u>HOURS</u>	<u>RATE (\$)</u>	<u>AMOUNT (\$)</u>
Adam Bathgate	Senior Associate – Corp.	UK – 2006 KY – 2010	10/11/2010	277.10	600	166,260.00
Timothy Dawson	Senior Associate – Corp.	UK -2003 KY - 2011	09/24/2011	38.00	600	22,800.00
Simon Thomas	Senior Associate – Corp.	UK – 2005 KY - 2012	11/07/2011	184.10	600	110,215.00
James Webb	Senior Associate – Corp.	UK – 2005 KY - 2012	01/16/2012	150.70	600	90,420.00
Catherine Green	Associate - Lit.	NZ ¹⁰ - 2006 KY - 2012	01/16/2012	51.70	550	28,435.00
Fleur O’Driscoll	Associate - Lit.	IRL - 2008 UK-2010 KY – 2011 EC-2013	05/02/2011	145.50	475	69,112.50
Fleur O’Driscoll	Associate - Lit.	IRL - 2008 UK-2010 KY – 2011 EC-2013	05/02/2011	256.20	600	153,720.00
Alexandra Bethell	Associate - Lit.	UK – 2007 KY – 2013	08/07/2012	131.20	600	78,720.00
Chantal Whittaker	Associate – Lit.	KY - 2012	10/11/2010	10.8	350	3,780.00
Thomas Berry	Associate – Corp.	UK – 2010 KY - 2013	03/06/2013	40.50	425	17,212.50
Christine Fletcher	Associate – Corp.	NY – 1999 JA ¹¹ – 2000 KY – 2005 CA ¹² - 2005	07/01/2004	25.4	500	12,700.00
Tracy Hylton	Associate – Corp.	KY - 2013 ¹³	07/01/2011	245.90	350	86,065.00
Tracy Hylton	Articled Clerk - Lit. & Corp.	N/A	07/01/2011	169.70	300	50,910.00
Tracey Forbes	Articled Clerk - Lit. & Corp.	N/A	05/28/2012	137.12	300	41,136.00
Robin Gibb	Articled Clerk - Lit.	N/A	05/18/2011	141.00	300	42,210.00
Robin Gibb	Paralegal - Lit.	N/A	05/18/2011	47.80	250	11,950.00
Sharon Nelson	Articled Clerk – Lit.	N/A	08/01/2001	3.10	375	1,162.50
Tisha Hobden	Paralegal – Lit.	N/A	08/13/2012	2.60	250	650.00
Tisha Hobden	Paralegal – Lit.	N/A	08/13/2012	13.70	300	4,110.00

¹⁰ New Zealand

¹¹ Jamaica

¹² Canada - Ontario

¹³ Ms. Hylton has completed her articles of clerkship and she was admitted as an attorney in the Cayman Islands on February 4, 2013. Accordingly, her charge out rate increased from US\$300 to US\$350 during the course of the Third Compensation Period.

<u>NAME</u>	<u>POSITION</u>	<u>YEAR ADMITTED TO BAR</u>	<u>MOURANT HIRE DATE</u>	<u>HOURS</u>	<u>RATE (\$)</u>	<u>AMOUNT (\$)</u>
Claire Doyle	Paralegal – Lit.	N/A	12/03/2012	23.20	250	5,800.00
Rose Wanjiru	Paralegal – Lit.	N/A	09/02/2008	35.40	250	8,850.00
SUB-TOTAL				3,738.22		2,222,003.00
1/2 RATE REDUCTION FOR TRAVEL TIME						(0.00)
AGREED VOLUNTARY REDUCTION IN FEES FOR FIRST INTERIM FEE APPLICATION						(1,492.00)
AGREED VOLUNTARY REDUCTION IN FEES FOR SECOND INTERIM FEE APPLICATION						(4,205.00)
AGREED VOLUNTARY REDUCTION IN FEES FOR THIRD INTERIM FEE APPLICATION						(16,000.00)
TOTAL						<u>2,200,306.00</u>

Total Professional and Paraprofessional Hours:.....3,738.22

Total Professional Hours:.....3,164.60

Total Paraprofessional Hours:.....573.62

Blended Rate (Total Fees/Total Hours):.....\$594.40

Blended Rate (Excluding Paraprofessionals):.....\$649.44

Corp. = Corporate Practice Group

Lit. = Litigation Practice Group

ITPC. = International Trusts and Private Practice Group

Expense Summary for the Fourth Interim Compensation Period
and the Final Compensation Period

DISBURSEMENT	FOURTH INTERIM COMPENSATION PERIOD (APRIL 1, 2013 – SEPTEMBER 17, 2013) AMOUNT (\$)	FINAL COMPENSATION PERIOD (MARCH 19, 2012 – SEPTEMBER 17, 2013) AMOUNT (\$)
Court Fees	\$1,271.62	\$7,687.62
Filing Fees	\$ -	\$2,536.58
In-House Printing and Duplication:	\$6,336.60	\$10,906.00
Outside Printing:	\$ -	\$24.39
Telephone Costs:	\$417.39	\$614.59
Library Publications:	\$63.62	\$1,769.20
Travel Expenses:	\$34.76	\$2,506.46
Courier Expenses:	\$284.02	\$401.55
Working Meals:	\$145.85	\$362.07
Advertising Fees:	\$146.34	\$146.34
Work Permit Fees:	\$2,280.49	\$2,280.49
MOCS:	\$6,088.72	\$6,088.72
Sub-Total:	\$17,069.41	\$35,324.01
Agreed Voluntary Reduction from First Interim Fee Application:		(\$2,038.60)
Total:		\$33,285.41

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Facsimile: (345) 949-4647

Special Cayman Islands Counsel
for the Debtors

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

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

**FOURTH AND FINAL APPLICATION OF MOURANT OZANNES
AS SPECIAL CAYMAN ISLANDS COUNSEL FOR THE DEBTORS
FOR APPROVAL AND ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY
EXPENSES INCURRED FROM MARCH 19, 2012 THROUGH SEPTEMBER 17, 2013**

Mourant Ozannes, special Cayman Islands counsel for Arcapita Bank B.S.C.(c) and certain of its subsidiaries and affiliates, including Arcapita Investment Holdings Limited (“*AIHL*”) as debtors and debtors in possession (collectively, the “*Debtors*”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “*Bankruptcy Code*”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) and Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York, hereby submits this application (the “*Application*”) for final allowance of compensation for professional services performed by Mourant Ozannes and reimbursement of its actual and necessary expenses incurred on behalf of

the Debtors during the period commencing March 19, 2012 through and including September 17, 2013 (the “***Final Compensation Period***”). Mourant Ozannes respectfully represents:

PRELIMINARY STATEMENT

1. These proceedings have been a resounding success, involving the first chapter 11 bankruptcy filing by a Shari'ah-compliant Middle Eastern investment bank. Creditors representing more than 99% both in number and value of their claims against the Debtors voted in favour of the plan (the “***Plan***”). Mourant Ozannes has assisted in ensuring that the Debtors' business continued to operate in chapter 11 as the Debtors completed the successful reorganization.

2. By this Application, Mourant Ozannes applies to this Court for an order: (i) approving and allowing Mourant Ozannes' fees in the amount of \$2,200,306.00 and expenses in the amount of \$33,285.41, for a total amount of \$2,233,591.41 as administrative expenses of the Debtors' bankruptcy estates under section 503(b) of the Bankruptcy Code in connection with the professional services that Mourant Ozannes rendered as the Debtors' special Cayman Islands counsel during the Final Compensation Period; and (ii) authorizing and directing the Escrow Agent¹ to pay immediately to Mourant Ozannes any outstanding administrative expenses due to it in respect of the Fourth Interim Compensation Period and the Third Holdback (as defined below) in the amount of \$101,714.60 or otherwise.

¹ Pursuant to section 2.2 of the Plan, RA Holding Corp. and JPMorgan Chase Bank, N.A. (in its capacity as escrow agent, the “***Escrow Agent***”), entered into an escrow agreement on September 16, 2013 (the “***Escrow Agreement***”). Pursuant to the escrow Agreement, the Escrow Agent established an escrow account in the name of RA Holding Corp. at JPMorgan Chase Bank, N.A., which was funded by RA Holding Corp. on September 17, 2013 in order to pay in full any professional fees and expenses incurred but unpaid as of the Effective Date (as defined below).

JURISDICTION

3. We are advised that this Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of the Chapter 11 Cases (as defined below) is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, respectively. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code.

GENERAL BACKGROUND

4. On March 19, 2012 (the “**Petition Date**”), Arcapita and five of its affiliates (collectively, the “**Initial Debtors**”) commenced cases under chapter 11 of the Bankruptcy Code. At the same time, AIHL presented a winding up petition in the Grand Court of the Cayman Islands and applied to appoint Mr Gordon Macrae and Mr Simon Appell of Zolfo Cooper as joint provisional liquidators (the “**Joint Provisional Liquidators**”) to the company. We are advised that on April 30, 2012, Falcon Gas Storage Co., Inc. (“**Falcon**”) commenced a case under chapter 11 of the Bankruptcy Code (along with the cases of the Initial Debtors, the “**Chapter 11 Cases**”). We are advised that the Chapter 11 Cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the Debtors were authorized to operate their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. We are advised that on April 5, 2012, the United States Trustee for Region 2 appointed an Official Committee of Unsecured Creditors (the “**Committee**”) pursuant to sections 1102(a) and (b) of the Bankruptcy Code. *See* Docket No. 60. No request has been made for the appointment of a trustee or an examiner in the Chapter 11 Cases.

6. Mourant Ozannes began performing legal services on behalf of the Debtors on the Petition Date in accordance with this Court's *Order Pursuant to Sections 327(e) of the Bankruptcy Code Approving the Employment and Retention of Mourant Ozannes as Special Counsel for Debtors in Possession Nunc Pro Tunc to the Petition Date*, entered on July 11, 2012 [Dckt No. 313] (the "**Retention Order**")². The Retention Order approved Mourant Ozannes' retention *nunc pro tunc* to the Petition Date.

7. On May 18, 2012, this Court entered an *Order Granting Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members* [Dckt No. 159] (the "**Interim Compensation Order**"). Pursuant to the Interim Compensation Order, each professional employed by the Debtors in these Chapter 11 Cases must file and serve a monthly fee statement (each, a "**Monthly Fee Statement**") detailing its fees and expenses incurred during the previous month. Unless a party in interest objected to the fees and expenses set forth in a professional's Monthly Fee Statement during a specified period (defined as the "**Objection Period**" in the Interim Compensation Order), the professional was entitled to be paid 80% of its fees and 100% of its expenses by the Debtors, subject to later allowance by an order of this Court.

8. The Interim Compensation Order also requires each professional employed by the Debtors to file and serve an application, pursuant to sections 330 and 331 of the Bankruptcy Code, for interim or final court approval and allowance of the compensation and reimbursement of expenses requested, approximately every 120 days, but no more than every 150 days. On August 16, 2012, Mourant Ozannes filed its first fee application [Dckt. No. 424] (the "**First Fee Application**"), requesting interim approval and allowance of the fees and

² The Retention Order sets forth the terms and conditions of Mourant Ozannes' employment and compensation, the source of Mourant Ozannes' compensation, the existence and terms controlling use of a retainer, and any limitations on Mourant Ozannes' fees.

expenses incurred for the period from March 19, 2012 through July 31, 2012 (the “**First Compensation Period**”). No party filed an object to Mourant Ozannes' First Fee Application and, accordingly, on September 24, 2012, the Court entered an order [Dckt. No. 503] (the “**First Fee Order**”) granting Mourant Ozannes' First Fee Application and approving and allowing fees in the amount of \$198,616.00 and expenses in the amount of \$11,878.61. The First Fee Order authorized the Debtors to immediately pay 100% of the allowed expenses and 80% of the allowed fees. The Court expressly reserved the right to authorize payment of the unpaid portion of the allowed fees for the First Interim Compensation Period, in the amount of \$36,491.00 (the “**First Holdback**”), at any time and without prior notice to any party.

9. On November 27, 2012, Mourant Ozannes filed its second fee application [Dckt. No. 675] (the “**Second Fee Application**”) requesting interim approval and allowance of the fees and expenses incurred from August 1, 2012 through October 31, 2012 (the “**Second Compensation Period**”). On December 21, 2012, the Court entered an order [Dckt No. 748] (the “**Second Fee Order**”) granting the Second Fee Application and approving and allowing fees in the amount of \$306,528.00 and expenses in the amount of \$2,047.10. The Second Fee Order authorized the Debtors to immediately pay 100% of allowed expenses, 80% of the allowed fees, and 100% of the First Holdback. The Court expressly reserved the right to authorize payment of the second holdback (\$61,305.60) (the “**Second Holdback**”) in connection with the fee applications submitted by other professionals for the Second Compensation Period.

10. On April 23, 2013, Mourant Ozannes filed its third fee application [Dckt. No. 1023] (the “**Third Fee Application**”) requesting interim approval and allowance of the fees and expenses incurred from November 1, 2012 through March 31, 2013 (the “**Third Compensation Period**”). On May 23, 2013, the Court entered an order [Dckt. No. 1151] (the

“Third Fee Order”) granting the Third Fee Application and approving and allowing fees in the amount of \$508,573.00 and expenses in the amount of \$2,290.29. The Third Fee Order authorized the Debtors to immediately pay 100% of allowed expenses, 80% of the allowed fees and 100% of the Second Holdback. The Court expressly reserved the right to authorize payment of the third holdback (\$101,714.60)(the **“Third Holdback”**) in connection with the fee applications submitted by other professionals for the Third Compensation Period.

11. In connection with the first three Fee Applications, Mourant Ozannes has agreed to aggregate voluntary, permanent fee reductions of \$21,697.00 arising from time recorded by those individuals who billed fewer than three hours of services during the relevant compensation period)(the **“Transitory Timekeepers”**) and other miscellaneous deductions agreed with the U.S. Trustee.

12. During the Fourth Interim Compensation Period, Mourant Ozannes' attorneys and paraprofessionals expended a total of 1,983.40 hours. During that same period, Mourant Ozannes incurred fees in the amount of \$1,186,589.00 and reimbursable expenses in the amount of \$17,069.41. Assuming no objection is timely filed to Mourant Ozannes' Tenth, Eleventh, Twelfth, Thirteenth, Fourteenth and Fifteenth Monthly Fee Statements, the Debtors are authorized, pursuant to the Interim Compensation Order, to pay Mourant Ozannes \$949,271.20 for fees (80% of fees) and \$17,069.41 for costs (100% of costs) incurred during the Fourth Interim Compensation Period. We understand that no party has filed an objection to Mourant Ozannes' monthly statements pertaining to the Fourth Interim Compensation Period during the relevant Objection Periods. To date Mourant Ozannes has received \$844,719.46 comprising

\$834,423.60 for fees and \$10,295.86 for costs incurred in respect of the Fourth Interim Compensation Period³.

13. By this Application, Maurant Ozannes seeks (i) final allowance, as administrative expenses under section 503(b) of the Bankruptcy Code, of Maurant Ozannes' fees (in the amount of \$2,200,306.00) and expenses (in the amount of \$33,285.41) and (ii) authorization of the immediate payment to Maurant Ozannes by the Escrow Agent of any allowed fees and expenses, including but not limited to any unpaid holdbacks, that have not previously been paid to Maurant Ozannes.

14. As set forth in greater detail herein, the Court confirmed the Plan on June 17, 2013, and the Effective Date with respect to the Plan occurred on September 17, 2013.

15. We have been advised that all quarterly fees due to the U.S. Trustee have been paid and all monthly operating reports have been filed.

16. A copy of this Application will be delivered in compliance with the Interim Compensation Order and the Court's Order *(A) Waiving the Requirement that each Debtor File a List of Creditors and Equity Security Holders and Authorising Filing of a Consolidated List of Top 50 Unsecured Creditors; and (C) Approving Case Management Procedures* [Dckt. No. 21]. A copy of this Application will also be delivered to PIRINATE Consulting Group, LLC (Attn: Eugene I. Davis) on behalf of the Reorganized Debtors.

³ As of the date hereof, the Objection Period for Maurant Ozannes' Fourteenth Monthly Fee Statement [Dckt. No.1532], has expired and Maurant Ozannes has been paid from the Escrow Account provided for in the Escrow Agreement. With regard to the Fifteenth Monthly Fee Statement, filed on October 9, 2013, the Objection Period has not yet expired.

**SUMMARY OF PROFESSIONAL RETENTION, COMPENSATION AND
REIMBURSEMENT OF EXPENSES REQUESTED**

17. This Application is Mourant Ozannes' final application for compensation and reimbursement of expenses in these Chapter 11 Cases.

18. Mourant Ozannes prepared this Application in accordance with the Interim Compensation Order, *Administrative Order M-447, Amended Guidelines for Fees and Disbursements of Professionals in Southern District of New York Bankruptcy Cases* (the "**Local Guidelines**"), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U. S. C. § 330*, adopted on January 30, 1996 (the "**U.S. Trustee Guidelines**"), and together with the Interim Compensation Order and the Local Guidelines, the "**Guidelines**"). Pursuant to the Local Guidelines, a certification regarding compliance with the Guidelines is annexed hereto as **Exhibit A**.

19. Pursuant to the U.S. Trustee Guidelines, annexed hereto as **Exhibits B-1 and B-2** are schedules setting forth all Mourant Ozannes' professionals and paraprofessionals who have performed services in the Chapter 11 Cases during the Fourth Interim Compensation Period and the Final Compensation Period, the capacities in which each such individual is employed by Mourant Ozannes, the department in which each such individual practices, the hourly rate charged by Mourant Ozannes for services performed by such individual, the aggregate number of hours expended by each such individual on behalf of the Debtors during the respective periods, and the year in which each professional was first licensed to practice law.

20. Mourant Ozannes' fees in these Chapter 11 Cases were billed in accordance with its existing billing rates and procedures in effect during the Final Compensation

Period⁴. The rates Mourant Ozannes charged for the services rendered by its professionals and paraprofessionals in the Chapter 11 Cases are the same rates Mourant Ozannes charges for professional and paraprofessional services rendered in comparable non-bankruptcy related matters. Moreover, consistent with its belief that strict fee management inures to the benefit of the Debtors' estates, Mourant Ozannes diligently monitors the integrity of its bills associated with these Chapter 11 Cases to ensure the reasonableness of the monthly totals for services rendered.

21. Annexed hereto as **Exhibit C** is a schedule specifying the categories of expenses for which Mourant Ozannes is seeking reimbursement and the total amount of reimbursement requested for each expense category during the Fourth Interim Compensation Period and the Final Compensation Period. In connection with the provision of its legal services, Mourant Ozannes has sought, within the parameters required for effective legal representation, to minimize legal expenses.

22. Pursuant to Section II.D of the U.S. Trustee Guidelines, annexed hereto as **Exhibit D-1 and D-2** is a summary by project category of the services performed by Mourant Ozannes during the Fourth Interim Compensation Period and the Final Compensation Period, respectively.

23. Mourant Ozannes maintains computerized records of time spent by all Mourant Ozannes attorneys and paraprofessionals in connection with the Chapter 11 Cases. Subject to redaction for attorney-client privilege, where necessary to protect the Debtors and their estates, copies of such computerized records are attached to this Application and will be

⁴ Mourant Ozannes charge out rates changed on 1 October 2012. The change arose in the ordinary course of business from an annual review of Mourant Ozannes' charge out rates. Pursuant to the order entered July 11, 2012 authorizing the Debtors to retain and employ Mourant Ozannes as special counsel *nunc pro tunc* to the petition date, Mourant Ozannes has given notice to the Debtors, the U.S. Trustee and the Unsecured Creditors Committee of the change in the charge out rates and filed a declaration with the Court.

furnished to the Court, the office of the United States Trustee for the Southern District of New York (the “*U.S. Trustee*”), and the Committee. Copies of the time records covering the Fourth Interim Compensation Period are attached hereto as **Exhibit E**.⁵

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

SERVICES RENDERED BY MOURANT OZANNES

25. During the Final Compensation Period (which includes the Fourth Interim Compensation Period), Mourant Ozannes rendered varied and complex professional services on behalf of the Debtors. The complexity and international nature of the Debtors has required the expenditure of time and effort on the part of many partners, senior associates, associates, and legal assistants of Mourant Ozannes. To efficiently address these complicated issues in a timely manner, Mourant Ozannes has relied on senior personnel, primarily partners in the firm, to provide a great deal of the advice required by the Debtors. Of the total hours expended on this matter to date, approximately 47.37% were recorded by partners in the firm. While the hourly rate of these professionals is higher than the hourly rate of more junior personnel, the efficiency gain associated with the use of more experienced personnel in dealing with complicated issues of cross-border insolvency more than makes up for this rate differential. As a result, Mourant Ozannes has been able to provide a high quality of legal services using a core team of attorneys properly suited to provide efficient and timely advice.

⁵ Copies of time and disbursement records for the First, Second and Third Interim Compensation Periods are annexed to the First, Second and Third Fee Applications, respectively, and are hereby incorporated by reference into this Application.

26. The description of services below summarizes the most significant services rendered by Mourant Ozannes during the Final Compensation Period, and highlights the benefits conferred upon the Debtors, their estates, and their creditors as a result of those services. Because of the intricacy of the legal issues arising in the Chapter 11 Cases and the provisional liquidation of AIHL, Mourant Ozannes has staffed the cases with attorneys in various areas of expertise, including insolvency and restructuring, litigation and corporate/funds. Any Mourant Ozannes professional or paraprofessional denoted as working in the litigation practice has extensive experience in dealing with insolvency matters, particularly contentious matters, on a daily basis. With regard to professionals and paraprofessionals denoted as working in the corporate practice, all such fee earners have extensive experience dealing corporate restructuring. During the Final Compensation Period, these lawyers and paraprofessionals performed work in the following key areas:

A. Asset Disposition/Sale Issues

[Fourth Interim Compensation Period: Total Hours 0.4 Total Fees \$240.00]
[Final Compensation Period: Total Hours 232.9 Total Fees \$147,851.50]

27. During the Second Compensation Period, Mourant Ozannes assisted the Debtors in their efforts to sell certain assets and analyzed the bankruptcy implications of such sales under Cayman Islands law, including the implications of s.99 of the Companies Law (2012 Revision)(the “***Companies Law***”) in respect of the agreement between the Debtors and Standard and Chartered Bank (the “***SCB Settlement***”). Most of this work was completed during the Second Compensation Period. However, a small amount of time was expended on asset disposition/sale issues during the course of the Third Compensation Period and the Fourth Interim Compensation Period.

B. Automatic Stay

[Fourth Interim Compensation Period: Total Hours 0.0 Total Fees \$0.00]

[Final Compensation Period: Total Hours 57.80 Total Fees \$34,789.50]

28. During the First Compensation Period, Mourant Ozannes advised on the applicability of the automatic stay in effect in the Cayman Islands by virtue of the appointment of provisional liquidators to AIHL and the position generally arising from steps taken in the US Bankruptcy Court. This included liaising with Gibson Dunn, foreign counsel, the joint provisional liquidators and dealing with local law firms instructed to act on behalf of the Debtors' creditors. These steps were taken to ensure the continuation of the automatic stay in the Cayman Islands and maintain integrity in any future plan of re-organization put forward in the context of these Chapter 11 Proceedings or otherwise.

29. Mourant Ozannes' assistance ensured the continuation of the automatic stay during the Final Compensation Period, which has benefitted the Debtors by stabilizing their estates and preventing disruptions to the administration of the Chapter 11 cases.

C. Case Administration

[Fourth Interim Compensation Period: Total Hours 29.60 Total Fees \$11,854.00]

[Final Compensation Period: Total Hours 268.10 Total Fees \$150,664.00]

30. During the Final Compensation Period, Mourant Ozannes performed a wide array of services necessary for the successful administration of the chapter 11 Cases and to ensure that the provisional liquidation of AIHL continued smoothly. Mourant Ozannes spent numerous hours finalizing and filing various pleadings, communicating with the Debtors and other key constituencies regarding administrative tasks within these Chapter 11 Cases and the provisional liquidation proceedings, and addressing the myriad of other administrative matters

that have arisen in the course of the Chapter 11 Cases. These matters included general research and analysis in connection with existing or potential issues in the Chapter 11 Cases (e.g. cross-border insolvency issues, issues of international comity and issues arising in the context of ancillary insolvency proceedings under the common law, etc.) strategy conferences and coordination of workstreams with the Debtors' professionals and the Gibson Dunn team working on the Chapter 11 Cases, general document retention and production issues, responding to information requests regarding the Chapter 11 Cases from creditors and the joint provisional liquidators, managing calendars of hearings arising in the context of the joint provisional liquidation and Chapter 11 cases, managing significant filing and service deadlines, liaising with the joint provisional liquidators and their counsel, preparation of materials for use at hearings arising in the provisional liquidation, coordinating filings and initial work performed in connection with several of the other categories of services described herein.

D. Corporate Governance

[Fourth Interim Compensation Period: Total Hours 0.00 Total Fees \$0.00]

[Final Compensation Period: Total Hours Total Hours 6.10 Total Fees \$4,177.00]

31. During the Final Compensation period, Mourant Ozannes assisted the Debtors in complying with various corporate and regulatory matters in the Cayman Islands. These services primarily included advising the Debtors regarding the conduct and documentation of board meetings and related resolutions, advising AIHL regarding regulatory issues arising under Cayman law and considering potential corporate and governance issues arising from the Debtors' restructuring.

E. Creditor Committee Issues

[Fourth Interim Compensation Period: Total Hours 0.0 Total Fees \$0.00]

[Final Compensation Period: Total Hours 1.8 Total Fees \$1,404.00]

32. Mourant Ozannes liaised with Cayman counsel to the Creditors' Committee during the course of the Final Compensation Period. Various calls and emails were exchanged by the parties regarding the disclosure and provision of documentation to the Creditors' Committee.

F. Fee Applications/Retention Applications – Other Professionals

[Fourth Interim Compensation Period: Total Hours 142.30 Total Fees \$67,952.00]

[Final Compensation Period: Total Hours 362.90 Total Fees \$172,350.50]

33. During the Final Compensation Period, Mourant Ozannes worked with Gibson Dunn in assembling and preparing its fifteen monthly fee statements, preparing and finalizing its First, Second and Third Fee Applications and preparing for and attending the various US Bankruptcy Court hearings at which allowance for the fees sought was considered and determined. In this regard, Mourant Ozannes carefully reviewed all draft monthly statements to avoid the disclosure of privileged or otherwise confidential material and ensured that all time entries complied with the Guidelines. In addition, Mourant Ozannes liaised with Gibson Dunn to ensure compliance with the appropriate procedures applicable in the Chapter 11 Cases regarding the payment of fees and disbursements. During the Third Compensation Period and Fourth Interim Compensation Period, Mourant Ozannes also considered the Joint Provisional Liquidators' fee applications before the Cayman Court to determine whether the fees sought were fair and reasonable in the circumstances.

G. DIP Financing

[Fourth Interim Compensation Period: Total Hours 265.50 Total Fees \$126,457.50]

[Final Compensation Period: Total Hours 912.32 Total Fees \$500,833.00]

34. During the course of the Final Compensation Period, and in particular during the Third and Fourth Interim Compensation Periods, Mourant Ozannes assisted Gibson Dunn with the task of obtaining Shari'ah compliant debtor in possession financing and exit financing (“**DIP Financing**”) together with the issue of a Shari'ah compliant sukuk. These financings were vital to ensure that the Debtors had sufficient working capital during, and upon exit from, the Chapter 11 process.

35. The DIP Financing was structured as a Shari'ah compliant, Murabaha financing transaction. Mourant Ozannes assisted and supported Gibson Dunn throughout the process of preparing a Shari'ah compliant, Murabaha-based financing package. Overall, the DIP Financing involved significant co-ordination between Mourant Ozannes and Gibson Dunn in preparing the documentation required to put the DIP Financing in place.

36. Mourant Ozannes considered and advised on the bankruptcy implications of the DIP Financing and expended substantial time and effort analyzing, arranging and obtaining the Cayman Court's authorization and approval of the DIP Financing pursuant to s.99 of the Companies Law.

37. Mourant Ozannes also expended significant time in advising on corporate aspects of the DIP/Exit Financing under Cayman law, including the preparation of board minutes and shareholders' resolutions, the amendment of articles to facilitate enforcement of security by the lenders under the DIP/Exit Financing, the preparation of directors' certificates, the provision

of a legal opinion on capacity, authority and due execution of the documents under Cayman law, the granting of security governed by Cayman law, the carrying out of searches and attending to certain post-completion matters and conditions subsequent.

38. With regard to the necessary hearings to validate the DIP/Exit Financing in the US Bankruptcy Court and the Cayman Court, Mourant Ozannes worked with Gibson Dunn and other parties to co-ordinate the listing of these applications and the preparation of the requisite evidence. Mourant Ozannes also successfully moved the application seeking validation of the DIP/Exit Financing before the Cayman Court and obtained the requisite order approving the transaction.

39. The Sukuk was structured as a Shari'ah compliant, Sukuk issue involving a Shari'ah compliant Mudaraba agreement. Mourant Ozannes assisted and supported Gibson Dunn throughout the process of preparing the documentation required in order to complete the documentation for the Sukuk. Overall, the Sukuk involved significant co-ordination between Mourant Ozannes and Gibson Dunn to put the requisite documentation in place.

40. Mourant Ozannes expended a significant amount of time in considering and advising on the Sukuk, attending conference calls and meetings, considering, commenting on and finalizing the transaction documents, liaising with Gibson Dunn regarding the proposed terms, liaising with the persons controlling the Sukuk issuer and liaising with Counsel to the Sukuk holders.

41. Mourant Ozannes also expended significant time in advising on the corporate aspects of the transaction under Cayman law of the Sukuk, including the establishment of an orphan vehicle, the preparation of board minutes, the preparation of directors' certificates,

the provision of a legal opinion on capacity, authority and due execution of the documents and carrying out necessary searches.

42. As a result, in part, of Mourant Ozannes' efforts and expertise, both the debtor in possession financing and, separately, the exit facility under the DIP/Exit Financing and the Sukuk were secured. Mourant Ozannes achieved this goal under tight deadlines and obtained the necessary, ancillary orders from the Cayman Court in an efficient and diligent manner. While the fees in respect of this category are not insubstantial, they are reasonable in the circumstances and they are justified on the basis of the efforts expended by Mourant Ozannes' attorneys and paraprofessionals together with the positive result achieved on the Debtors' behalf.

H. Hearings

[Fourth Interim Compensation Period: Total Hours 74.70 Total Fees \$35,072.00]

[Final Compensation Period: Total Hours 138.80 Total Fees \$75,554.50]

43. During the Final Compensation Period, Mourant Ozannes represented AIHL at a number of hearings, including but not limited to applications seeking the approval of the Cayman Court in respect of the SCB Settlement Agreement, the Eurolog IPO, the DIP Financing, the subsequent DIP Financing/Exit Financing and the application to sanction the Plan itself. Mourant Ozannes has spent time preparing summonses, written submissions and other materials and assisting in the preparation of affidavits on behalf of AIHL. Mourant Ozannes has liaised with Gibson Dunn and others, including Antony Zacaroli QC, in order to obtain the sanction of the Cayman Court which was necessary to ensure the smooth progression of the Plan and exit from the Chapter 11 process.

I. Provisional Liquidation

[Fourth Interim Compensation Period: Total Hours 8.5 Total Fees \$5,265.00]
[Final Compensation Period: Total Hours 164.20 Total Fees \$101,120.50]

44. During the Final Compensation Period and, in particular, the Second and Third Compensation Periods, Mourant Ozannes worked with Gibson Dunn and the Joint Provisional Liquidators with a view to coordinating efforts in the Chapter 11 Cases and the provisional liquidation. This work involved exploring the options open to AIHL to exit the provisional liquidation and the broader options generally open to the Debtors in terms of restructuring. In connection with these efforts, Mourant Ozannes has participated in meetings and/or calls with the Joint Provisional Liquidators, Gibson Dunn and the Debtors, attended board meetings, reviewed and considered the cross-border protocol regarding the expeditious and orderly administration of the Chapter 11 proceedings and the provisional liquidation of AIHL and, in particular, engaged in research to explore the options open to the Debtors. This co-operation is more fully outlined in the other categories of services described herein. To the extent that the tasks have not been summarized in these other categories, they are addressed here under this heading.

J. Plan and Disclosure Statement

[Fourth Interim Compensation Period: Total Hours 1,462.40 Total Fees \$ 939,748.50]
[Final Compensation Period: Total Hours 1,593.30 Total Fees \$1,033,258.50]

45. During the Final Compensation Period, Mourant Ozannes considered, in conjunction with Gibson Dunn, the various restructuring options open to the Debtors in great detail. In connection with this task, Mourant Ozannes attended meetings, participated on conference calls and engaged in research on the relevant points with a view to implementing a successful plan of reorganization. Mourant Ozannes liaised with Gibson Dunn, Linklaters and

leading counsel, Antony Zacaroli QC, with the aim of obtaining recognition by the Cayman Court in respect of the plan of reorganization.

46. In terms of the implementation of the proposed restructuring, Mourant Ozannes worked with Gibson Dunn on the numerous documents and corporate issues relating thereto. Through a series of corporate transactions which are described in more detail in the Implementation Memorandum (as defined in the Plan) and which occurred prior to or on the Effective Date, various newly formed Cayman Islands and Delaware entities became direct and indirect subsidiaries of a newly created Cayman Islands holding company (“**New Arcapita Topco**”) which was established as the ultimate parent of the Reorganised Arcapita Group.

47. An important part of the Restructuring was to establish a framework for the sale or other disposition of portfolio assets that are jointly owned by the Reorganised Arcapita Group and the investment entities that co-own the applicable portfolio assets with AIHL (the “**Syndication Companies**”). This involved negotiation of new articles of association and a shareholder agreement for each investment vehicle that owns the applicable equity interests in the portfolio assets (each a “**Transaction Holdco**”) which provide for, *inter alia*, a shareholder committee to decide upon dispositions of portfolio assets and other matters.

48. The procedures and mechanics to effectuate the Restructuring and to put in place the post-Effective Date structure of the Reorganised Arcapita Group necessitated the preparation of significant underlying documentation. Such underlying documentation, being both complex and diverse in nature, was the subject of heavy negotiation throughout the Fourth Interim Compensation Period and, in almost all cases, resulted in multiple drafts being

negotiated before being finally settled. Such documentation included, but is not limited to, the following:

- (i) the Implementation Memorandum;
- (ii) form of memorandum and articles of association of the newly formed Cayman subsidiaries of New Arcapita Topco;
- (iii) implementation term sheets for each of the various Transaction Holdcos detailing the disposition committee and shareholder rights provisions;
- (iv) asset purchase agreement, contribution agreements and numerous other implementation agreements to effect the restructuring;
- (v) merger plan and related merger documents to effect the merger contemplated by the Implementation Memorandum;
- (vi) equity term sheet for New Arcapita Topco;
- (vii) memorandum and articles of association for New Arcapita Topco with the necessary provisions in place to give effect to the restructuring;
- (viii) new articles of association for each Transaction Holdco;
- (ix) shareholders' agreements between each transaction Holdco and its respective shareholders to govern the various disposition committees and other negotiated aspects of the Restructuring;
- (x) various share purchase agreements in order to restructure certain syndication companies;

- (xi) numerous operational and administrative agreements such as a disbursement agent agreement, registrar and transfer agency agreements;
- (xii) forms of warrants;
- (xiii) numerous shares transfer forms (approximately 200) dealing with the transfer of shares in subsidiary companies;
- (xiv) hundreds of board resolutions (prepared as either board minutes or unanimous written resolutions) to approve these arrangements as well as share transfers and other matters comprising the restructuring;
- (xv) shareholder resolutions and ancillary consent documents;
- (xvi) miscellaneous agreements including settlement agreements, transition agreements and indemnity agreements.

49. The preparation, negotiation and settlement of these various agreements involved liaising with Gibson Dunn, Milbank, Tweed, Hadley & McCloy, Walkers and others and, as indicated above, necessitated the circulation of multiple drafts incorporating the comments from all sides. In this regard, Mourant Ozannes was continually involved in reviewing and providing comments on the draft documents and liaising with Gibson Dunn in order to finalise same. In general, Mourant Ozannes worked to ensure that all implementation steps conformed with Cayman Islands legal requirements and were duly approved by the requisite board and shareholder action of the Arcapita Group companies concerned.

50. Mourant Ozannes was also required to consider and advise upon discrete issues arising under Cayman Islands law in the context of the restructuring. Further, Mourant Ozannes was involved in advising as to the specific implementation mechanics, such as the manner of holding the 100 plus board meetings to approve the restructuring and liaising with the registered office providers to ensure that all share transfers, issuances and other transactions were properly recorded in the corporate records of each Cayman Islands company.

51. As a result, in part, of Mourant Ozannes' efforts and expertise, the Plan was successfully implemented. While the fees incurred by Mourant Ozannes in performing this work were not insubstantial, the services performed in this category were reasonable and necessary given the complexity, magnitude of issues and novelty involved in effecting the restructuring of AIHL and the other Debtors.

ALLOWANCE OF COMPENSATION

52. We are advised that section 331 of the Bankruptcy Code allows a bankruptcy court to authorize interim compensation for “any professional person employed under section 327 or 1103 of this title ... not more than once every 120 days after an order for relief in a case under this title....” 11 U.S.C. § 331.

53. Further, we are advised that section 330 of the Bankruptcy Code authorizes the bankruptcy court to award a professional employed pursuant to section 327 of the Bankruptcy Code reasonable compensation for its services and reimbursement of its expenses. Specifically, section 330 of the Bankruptcy Code provides as follows:

(a)(1) After notice to the parties in interest and to the United States Trustee and a hearing, and subject to sections 326, 328, and 329, the court may award to a trustee, an examiner, a professional person employed under section 327 or 1103 –

(A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person;

(B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1).

54. Section 330(a)(3) of the Bankruptcy Code provides that, in determining the amount of reasonable compensation to be awarded, the court should consider the nature and value of the services rendered to the estate, 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;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) 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)(A)-(F).

55. As analyzed below, Mourant Ozannes submits that the factors governing awards of compensation justify the allowance requested.

56. **The Time And Labor Required.** The professional services rendered by Mourant Ozannes have required substantial time and effort. During the Fourth Interim Compensation Period, Mourant Ozannes' partners, counsel, associates and paraprofessionals expended 1,983.40 recorded hours in providing the requested professional services. **Exhibit E**

annexed hereto details the time and labor expended by Mourant Ozannes on behalf of the Debtors. The number of hours spent by Mourant Ozannes correlates with the Debtors' diligent efforts to operate as debtors in possession, to resolve significant issues, and to work rapidly with other professionals towards the implementation of a successful Chapter 11 plan of reorganization. Time entries detailing the time and labour expended by Mourant Ozannes on behalf of the Debtors during the First, Second and Third Compensation Periods are annexed as exhibits to the respective fee applications for those periods and hereby incorporated by reference into this Application.

57. In connection with the provision of its legal services, Mourant Ozannes has sought, within the parameters required for effective legal representation, to minimize legal expenses. Mourant Ozannes has made every effort to coordinate its efforts with those of the Debtors' other professionals so as to avoid any duplication of efforts. Moreover, Mourant Ozannes has carefully reviewed the entries of all professionals and paraprofessionals who worked on these cases to determine the reasonableness of the monthly totals for services rendered.

58. **The Rates Charged For Such Services.** During the Final Compensation Period, Mourant Ozannes' hourly billing rates ranged from \$695 to \$800 per hour for partners, \$350 to \$650 for staff attorneys and associates, and \$250 to \$300 for paraprofessionals. Based on the recorded hours expended by Mourant Ozannes' attorneys and paraprofessionals, the average hourly billing rate for Mourant Ozannes' services was (a) \$598.26 during the Fourth Interim Compensation Period was and (b) \$594.40 during the Final Compensation Period.

59. The amounts charged to the Debtors for the services rendered approximate the rates charged to Mourant Ozannes' other clients for similar services. Indeed, if its retention

in these matters was not pursuant to the Bankruptcy Code, Mourant Ozannes would charge the Debtors and expect to receive, on a current basis, an amount at least equal to the amount initially charged for the professional services rendered. Accordingly, Mourant Ozannes believes that the fees sought in this Application are very reasonable for the services performed by Mourant Ozannes in effectively and efficiently assisting in the management and progression of the Chapter 11 Cases and the provisional liquidation of AIHL.

60. **The Necessity Of The Services And Benefit To The Estate.** As detailed above, the services that Mourant Ozannes provided to the Debtors were necessary to ensure the continuation of the Debtors' business, to work towards the implementation of the proposed plan of reorganization and to facilitate the Debtors' exit from Chapter 11.

61. Mourant Ozannes has worked with Gibson Dunn, the Debtors and other professionals to achieve excellent results in the Chapter 11 Cases, which allowed the Debtors to stabilize their business and effect a successful reorganization.

62. **The Complexity, Importance, And Nature Of The Problem, Issue Or Task Addressed, And The Time Spent On Such Tasks.** The complexity, importance, and nature of the matters Mourant Ozannes has addressed in the Chapter 11 Cases justify the compensation sought by Mourant Ozannes in this application. This is particularly so in light of the complex cross-border elements of the matter. During the Final Compensation Period, Mourant Ozannes encountered and successfully assisted in resolving complex and difficult legal problems in many areas involving bankruptcy/insolvency, finance and corporate, many of which required specialized expertise.

63. As is more fully detailed above, Mourant Ozannes believes that it has been able to assist in resolving many difficult and complex questions as they have arisen in an

expeditious and efficient manner. Mourant Ozannes believes that the services were performed in a reasonable amount of time, given the complexity of the issues involved and the many and varied legal issues facing the Debtors. Mourant Ozannes' detailed and thorough contemporaneous time records demonstrate that the time expended on various tasks was necessary and appropriate for the vigorous representation of the Debtors and their interests. From the earliest stages of Mourant Ozannes' involvement in the case, all appropriate attempts have been made to limit the hours worked to the lowest amount feasible, and to avoid duplication of effort and unnecessary costs.

64. **Time Constraints Required By The Exigencies Of The Case.** On many occasions, Mourant Ozannes' attorneys rendered services on behalf of the Debtors under severe time constraints. Often, the services were performed well after regular business hours. Moreover, Mourant Ozannes' attorneys undertook matters on behalf of the Debtors to the preclusion of other firm matters and clients.

65. **Experience, Reputation And Ability Of The Attorneys Rendering Services.** Mourant Ozannes' services have been rendered in a highly efficient manner by attorneys who have a high degree of expertise in business reorganizations and corporate transactions.

66. The skill and competency of the Mourant Ozannes' attorneys who have represented the Debtors are unquestionable, and are amply demonstrated by the results achieved in these cases. Mourant Ozannes' highly professional group of attorneys has ensured that these cases have been administered in the most efficient and expeditious manner possible under the circumstances.

67. **Customary Compensation.** Mourant Ozannes relies on the Court's experience and knowledge with respect to compensation awards in similar cases. Given that frame of reference, Mourant Ozannes submits that, in light of the circumstances of the case and the substantial benefits that the Debtors have derived from Mourant Ozannes' assistance, compensation in the amount requested is fair and reasonable in the circumstances.

68. Based on the factors to be considered under section 330 of the Bankruptcy Code, we are advised that the results Mourant Ozannes has achieved in conjunction with other professionals to date more than justify allowance in full of Mourant Ozannes' compensation and reimbursement request.

DISBURSEMENTS

69. For the Fourth Interim Compensation Period, Mourant Ozannes requests reimbursement of \$ 17,069.41 for reasonable and necessary out-of-pocket expenses incurred on behalf of the Debtors. **Exhibit C** attached hereto is a summary of such expenses, and **Exhibit F** attached hereto details each of the actual expenses incurred by Mourant Ozannes on behalf of the Debtors during the Fourth Interim Compensation Period. Each of the charges reflected on **Exhibit C** and **Exhibit F** is based on the actual and necessary expenses incurred by Mourant Ozannes, in the exercise of reasonable discretion, on behalf of the Debtors.

70. Taking into consideration the expenses incurred during the Fourth Interim Compensation Period, Mourant Ozannes requests final approval and allowance of \$33,285.41 for reasonable and necessary out-of-pocket expenses incurred on behalf of the Debtors during the Final Compensation Period. **Exhibit C** attached hereto includes a summary of such expenses. Detailed reports of expenses incurred by Mourant Ozannes on behalf of the Debtors during the

First, Second and Third Compensation Periods are annexed as exhibits to the fee applications for the respective periods and are incorporated by reference into this Application.

71. Mourant Ozannes' normal billing rates do not take these expenses into consideration. Rather, Mourant Ozannes bills each expense to the applicable client. A prime example of the rationale for such an approach is the photocopying expense. Because of the great disparity between the photocopying requirements of different clients, it is virtually impossible to absorb photocopying costs fairly and equitably into Mourant Ozannes' normal billing rates. Accordingly, Mourant Ozannes charges each client separately for telephone, postage, overnight courier, travel expenses and messenger services, in each case at Mourant Ozannes' cost. Mourant Ozannes does not charge for incoming or outgoing facsimile transmissions. Mourant Ozannes charges its clients \$0.61 per page for photocopying. The Local Guidelines, however, provide that photocopies shall be reimbursable at the lesser of \$0.10 per page or cost. In compliance with the Local Guidelines, Mourant Ozannes has sought reimbursement of photocopying costs in the amount of \$0.10 per page, and the amount of \$6,336.60 requested as reimbursement of in-house printing and duplication reflects this reimbursement rate in respect of the Fourth Interim Compensation Period.

72. Mourant Ozannes does not include the amortization of the cost of any investment, equipment, or capital outlay in its charges for these services.

73. Any services billed by a third party vendor are charged to the Debtors in the precise amount billed to and paid by Mourant Ozannes.

74. Mourant Ozannes has not sought reimbursement of any meal provided to attorneys or other employees devoting time to this matter over the weekend or during the

evenings. Similarly, Mourant Ozannes has not sought reimbursement of transportation costs incurred by employees working late into the evening or night.

75. Mourant Ozannes has made reasonable efforts to minimize its disbursements in these Chapter 11 Cases. Each of the expenses incurred by Mourant Ozannes in providing professional services to the Debtors was necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors, their estates, and creditors.

RELEASE OF HOLDBACKS

76. As outlined above, the Third Fee Order approved and allowed 100% of Mourant Ozannes' requested fees and expenses incurred during the Third Interim Compensation Period, and permitted the Debtors to immediately pay 80% of such fees (the unpaid 20% of such fees constituting the Third Holdback) and 100% of such expenses. Mourant Ozannes respectfully submits that, in connection with approval of this Application, the Court should authorize the release and immediate payment of all holdbacks, including the Third Holdback.

WHEREFORE, Mourant Ozannes requests: (a) final allowance be made to it in the sum of \$2,200,306.00 as compensation for necessary professional services rendered to the Debtors for the Final Compensation Period, and the sum of \$33,285.41 for reimbursement of actual necessary costs and expenses incurred during the Final Compensation Period; (b) authorization of the immediate payment to Mourant Ozannes by the Debtors (through the Escrow Account) of any such allowed fees and expenses, including without limitation any unpaid holdbacks, whether arising from the Third Holdback or otherwise; and (c) that Mourant Ozannes be granted such other and further relief as this Court may deem just and proper.

Dated: Grand Cayman, Cayman
Islands
October 16, 2013

Respectfully submitted,

/s/ Simon Dickson

MOURANT OZANNES

Simon Dickson

94 Solaris Avenue, Camana Bay

PO Box 1348, Grand Cayman

KY1-1108, Cayman Islands

Telephone: (345) 814-9110

Facsimile: (345) 949-4647

SPECIAL CAYMAN ISLANDS COUNSEL FOR
THE DEBTORS

Exhibit A

1. I am a partner with the applicant firm, Maurant Ozannes, with knowledge of this matter. I have considered the *Administrative Order M-447, Amended Guidelines for Fees and Disbursements of Professionals in Southern District of New York Bankruptcy Cases* (the “**Local Guidelines**”), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U. S. C. § 330*, adopted on January 30, 1996 (the “**U. S. Trustee Guidelines**”), and this Court’s *Order Granting Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for*

Professionals and Committee Members [Dckt No. 159] ((the “**Interim Compensation Order**”)) and together with the Local Guidelines and the U.S. Trustee Guidelines, the “**Guidelines**”).

2. In accordance with the Guidelines, this certification is made in respect of Mourant Ozannes’ application, dated October 16, 2013 (the “**Application**”), for interim compensation and reimbursement of expenses for the period from April 1, 2013 through September 17, 2013 (the “**Interim Compensation Period**”), and for final allowance of compensation and reimbursement of expenses for the period from March 19, 2012 through September 17, 2013 (the “**Final Compensation Period**”).

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

- a. I have read the Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines and the U.S. Trustee Guidelines;
- c. the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Mourant Ozannes and generally accepted by Mourant Ozannes’ clients; and
- d. in providing a reimbursable service, Mourant Ozannes does not make a profit on that service, whether the service is performed by Mourant Ozannes in-house or through a third party.

4. In respect of Section B.2 of the Local Guidelines, I certify that Mourant Ozannes has provided the Debtors, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) and the chair of the Official Committee of Unsecured Creditors appointed in the above-captioned chapter 11 cases (the “**Committee**”) with a monthly statement (each a “**Monthly Fee Statement**”) of Mourant Ozannes’ fees and disbursements for each month during the Final

Compensation Period (including the Interim Compensation Period). Each monthly statement contains a list of professionals and paraprofessionals providing services, their respective billing rates, the aggregate hours spent by each professional and paraprofessional, a general description of services rendered, a reasonably detailed breakdown of the disbursements incurred and an explanation of billing practices.

5. In respect of Section B.3 of the Local Guidelines, I certify that Mourant Ozannes has delivered a copy of the Application and this Certification in compliance with the Interim Compensation Order and the Case Management Order.

Dated: Grand Cayman, Cayman
Islands
October 16, 2013

Respectfully submitted,

/s/ Simon Dickson

Simon Dickson
94 Solaris Avenue, Camana Bay
PO Box 1348, Grand Cayman
KY1-1108, Cayman Islands
Telephone: (345) 814-9110
Facsimile: (345) 949-4647

SPECIAL CAYMAN ISLANDS COUNSEL FOR
THE DEBTORS

Exhibit B-1

Professionals and Paraprofessionals Rendering Services

For the Fourth Interim Compensation Period (April 1, 2013 to September 17, 2013)

<u>NAME</u>	<u>POSITION</u>	<u>YEAR ADMITTED TO BAR</u>	<u>MOURANT HIRE DATE</u>	<u>HOURS</u>	<u>RATE (\$)</u>	<u>AMOUNT (\$)</u>
Richard De Basto	Partner – Corp.	UK ¹ – 1994 HK ² – 1997 KY ³ - 2008	06/02/2008	202.00	800	161,600.00
Simon Dickson	Partner - Lit.	UK - 1998 KY - 2008	06/01/2002	226.80	780	176,904.00
James Wauchope	Partner – Corp.	UK - 1988 KY – 1993	12/01/2009	335.30	750	251,475.00
Morven McMillan	Partner - ITPC	UK – 1996 KY - 2001	09/03/2010	5.70	800	4,560.00
Timothy Dawson	Senior Associate – Corp.	UK -2003 KY - 2011	09/24/2011	38.00	600	22,800.00
Adam Bathgate	Senior Associate – Corp.	UK – 2006 KY – 2010	10/11/2010	242.30	600	145,380.00
Simon Thomas	Senior Associate – Corp.	UK – 2005 KY - 2012	11/07/2011	179.20	600	107,520.00
Fleur O’Driscoll	Associate - Lit.	IRL ⁴ - 2008 UK - 2010 KY – 2011 EC ⁵ -2013	05/02/2011	151.20	600	90,720.00
Alexandra Bethell	Associate - Lit.	UK – 2007 KY – 2013	08/07/2012	103.20	600	61,920.00
Thomas Berry	Associate – Corp.	UK – 2010 KY - 2013	03/06/2013	40.50	425	17,212.50
Tracy Hylton	Associate – Corp.	KY - 2013	07/01/2011	220.60	350	77,210.00
Tracey Forbes	Articled Clerk - Lit.	N/A	05/28/2012	123.60	300	37,080.00
Robin Gibb	Articled Clerk - Lit.	N/A	05/18/2011	63.20	300	18,870.00
Sharon Nelson	Articled Clerk – Lit.	N/A	08/01/2001	3.10	375	1,162.50
Claire Doyle	Paralegal – Lit.	N/A	12/03/2012	18.30	250	4,575.00
Rose Wanjiru	Paralegal – Lit.	N/A	09/02/2008	30.40	250	7,600.00
SUB-TOTAL				1,983.40		1,186,589.00
1/2 Rate Reduction for Travel Time						(\$0)
Total						<u>1,186,589.00</u>

Total Professional and Paraprofessional Hours:.....1,983.40

Total Professional Hours:.....1744.80

¹ England and Wales

² Hong Kong

³ Cayman Islands

⁴ Ireland

⁵ Eastern Caribbean – British Virgin Islands

Total Paraprofessional Hours:.....238.60

Blended Rate (Total Fees/Total Hours):.....\$ 598.26

Blended Rate (Excluding Paraprofessionals).....\$ 640.36

Corp. = Corporate Practice Group

Lit. = Litigation Practice Group

ITPC = International Trusts and Private Client Group

Exhibit B-2

Professionals and Paraprofessionals Rendering Services

For the Final Compensation Period (March 19, 2012 to September 17, 2013)

<u>NAME</u>	<u>POSITION</u>	<u>YEAR ADMITTED TO BAR</u>	<u>MOURANT HIRE DATE</u>	<u>HOURS</u>	<u>RATE (\$)</u>	<u>AMOUNT (\$)</u>
Richard De Basto	Partner – Corp.	UK – 1994 HK – 1997 KY - 2008	06/02/2008	318.70	800	254,960.00
Simon Dickson	Partner - Lit.	UK - 1998 KY - 2008	06/01/2002	149.40	725	108,315.00
Simon Dickson	Partner - Lit.	UK - 1998 KY - 2008	06/01/2002	429.60	780 ¹	335,088.00
James Wauchope	Partner – Corp.	UK - 1988 KY – 1993	12/01/2009	501.80	750	376,350.00
Morven McMillan	Partner – ITPC.	UK – 1996 KY - 2001	09/03/2010	1.20	780	936.00
Morven McMillan	Partner – ITPC.	UK – 1996 KY - 2001	09/03/2010	5.70	800	4,560.00
Peter Hayden	Partner – Lit.	UK – 1996 KY - 2008	03/03/2008	23.90	780	18,642.00
Julian Fletcher	Partner – Corp.	UK – 1999/2004 NY ² – 2001 EC – 2003 KY - 2004	06/01/2004	0.80	695	556.00
Shaun Folpp	Counsel – Lit.	NSW ³ – 2003 UK – 2008 KY – 2008 EC - 2012	07/23/2012	38.10	650	24,765.00
Shaun Folpp	Counsel – Lit.	NSW – 2003 UK – 2008 KY – 2008 EC - 2012	07/23/2012	30.00	725	21,750.00
Nicholas Fox	Senior Associate – Lit.	UK – 2003 EC– 2008 KY – 2009	06/28/2010	12.20	600	7,320.00
Nicholas Fox	Senior Associate – Lit.	UK – 2003 EC– 2008 KY – 2009	06/28/2010	93.00	650	60,450.00
Timothy Richards	Senior Associate – Lit.	UK - 1999 KY - 2012	09/13/2010	3.10	675	2,092.50

¹ Mourant Ozannes charge out rates changed on 1 October 2012. Accordingly, certain attorneys and paraprofessionals have been listed twice to account for the old and new rates. The change arose in the ordinary course of business from an annual review of Mourant Ozannes' charge out rates. Pursuant to the order entered July 11, 2012 authorizing the Debtors to retain and employ Mourant Ozannes as special counsel nunc pro tunc to the petition date, Mourant Ozannes has given notice to the Debtors, the U.S. Trustee and the Unsecured Creditors Committee of the change in the charge out rates and filed a declaration with the Court.

² New York

³ New South Wales - Australia

<u>NAME</u>	<u>POSITION</u>	<u>YEAR ADMITTED TO BAR</u>	<u>MOURANT HIRE DATE</u>	<u>HOURS</u>	<u>RATE (\$)</u>	<u>AMOUNT (\$)</u>
Adam Bathgate	Senior Associate – Corp.	UK – 2006 KY – 2010	10/11/2010	277.10	600	166,260.00
Timothy Dawson	Senior Associate – Corp.	UK -2003 KY - 2011	09/24/2011	38.00	600	22,800.00
Simon Thomas	Senior Associate – Corp.	UK – 2005 KY - 2012	11/07/2011	184.10	600	110,215.00
James Webb	Senior Associate – Corp.	UK – 2005 KY - 2012	01/16/2012	150.70	600	90,420.00
Catherine Green	Associate - Lit.	NZ ⁴ - 2006 KY - 2012	01/16/2012	51.70	550	28,435.00
Fleur O'Driscoll	Associate - Lit.	IRL - 2008 UK-2010 KY – 2011 EC-2013	05/02/2011	145.50	475	69,112.50
Fleur O'Driscoll	Associate - Lit.	IRL - 2008 UK-2010 KY – 2011 EC-2013	05/02/2011	256.20	600	153,720.00
Alexandra Bethell	Associate - Lit.	UK – 2007 KY – 2013	08/07/2012	131.20	600	78,720.00
Chantal Whittaker	Associate – Lit.	KY - 2012	10/11/2010	10.8	350	3,780.00
Thomas Berry	Associate – Corp.	UK – 2010 KY - 2013	03/06/2013	40.50	425	17,212.50
Christine Fletcher	Associate – Corp.	NY – 1999 JA ⁵ – 2000 KY – 2005 CA ⁶ - 2005	07/01/2004	25.4	500	12,700.00
Tracy Hylton	Associate – Corp.	KY - 2013 ⁷	07/01/2011	245.90	350	86,065.00
Tracy Hylton	Articled Clerk - Lit. & Corp.	N/A	07/01/2011	169.70	300	50,910.00
Tracey Forbes	Articled Clerk - Lit. & Corp.	N/A	05/28/2012	137.12	300	41,136.00
Robin Gibb	Articled Clerk - Lit.	N/A	05/18/2011	141.00	300	42,210.00
Robin Gibb	Paralegal - Lit.	N/A	05/18/2011	47.80	250	11,950.00
Sharon Nelson	Articled Clerk – Lit.	N/A	08/01/2001	3.10	375	1,162.50
Tisha Hobden	Paralegal – Lit.	N/A	08/13/2012	2.60	250	650.00
Tisha Hobden	Paralegal – Lit.	N/A	08/13/2012	13.70	300	4,110.00

⁴ New Zealand

⁵ Jamaica

⁶ Canada - Ontario

⁷ Ms. Hylton has completed her articles of clerkship and she was admitted as an attorney in the Cayman Islands on February 4, 2013. Accordingly, her charge out rate increased from US\$300 to US\$350 during the course of the Third Compensation Period.

<u>NAME</u>	<u>POSITION</u>	<u>YEAR ADMITTED TO BAR</u>	<u>MOURANT HIRE DATE</u>	<u>HOURS</u>	<u>RATE (\$)</u>	<u>AMOUNT (\$)</u>
Claire Doyle	Paralegal – Lit.	N/A	12/03/2012	23.20	250	5,800.00
Rose Wanjiru	Paralegal – Lit.	N/A	09/02/2008	35.40	250	8,850.00
SUB-TOTAL				3,738.22		2,222,003.00
1/2 RATE REDUCTION FOR TRAVEL TIME						(0.00)
AGREED VOLUNTARY REDUCTION IN FEES FOR FIRST INTERIM FEE APPLICATION						(1,492.00)
AGREED VOLUNTARY REDUCTION IN FEES FOR SECOND INTERIM FEE APPLICATION						(4,205.00)
AGREED VOLUNTARY REDUCTION IN FEES FOR THIRD INTERIM FEE APPLICATION						(16,000.00)
TOTAL						<u>2,200,306.00</u>

Total Professional and Paraprofessional Hours:.....3,738.22

Total Professional Hours:.....3,164.60

Total Paraprofessional Hours:.....573.62

Blended Rate (Total Fees/Total Hours):.....\$594.40

Blended Rate (Excluding Paraprofessionals):.....\$649.44

Corp. = Corporate Practice Group

Lit. = Litigation Practice Group

ITPC. = International Trusts and Private Practice Group

Exhibit C

Expense Summary for the Fourth Interim Compensation Period
and the Final Compensation Period

DISBURSEMENT	FOURTH INTERIM COMPENSATION PERIOD (APRIL 1, 2013 – SEPTEMBER 17, 2013) AMOUNT (\$)	FINAL COMPENSATION PERIOD (MARCH 19, 2012 – SEPTEMBER 17, 2013) AMOUNT (\$)
Court Fees	\$1,271.62	\$7,687.62
Filing Fees	\$ -	\$2,536.58
In-House Printing and Duplication:	\$6,336.60	\$10,906.00
Outside Printing:	\$ -	\$24.39
Telephone Costs:	\$417.39	\$614.59
Library Publications:	\$63.62	\$1,769.20
Travel Expenses:	\$34.76	\$2,506.46
Courier Expenses:	\$284.02	\$401.55
Working Meals:	\$145.85	\$362.07
Advertising Fees:	\$146.34	\$146.34
Work Permit Fees:	\$2,280.49	\$2,280.49
MOCS:	\$6,088.72	\$6,088.72
Sub-Total:	\$17,069.41	\$35,324.01
Agreed Voluntary Reduction from First Interim Fee Application:		(\$2,038.60)
Total:		\$33,285.41

Exhibit D-1

Itemization by Matter Type of Fees For Services Rendered
During the Fourth Interim Compensation Period

<u>Matter Name</u>	<u>Hours</u>	<u>Fees (USD)</u>
Asset Disposition	0.40	\$240.00
Case Administration	29.60	\$11,854.00
DIP Financing	265.50	\$126,457.50
Fee Applications	142.30	\$67,952.00
Hearings	74.70	\$35,072.00
Plan & Disclosure Statement	1,462.40	\$939,748.50
Provisional Liquidation	8.50	\$5,265.00
TOTAL	1,983.40	\$1,186,589.00

Exhibit D-2

Itemization by Matter Type of Fees For Services Rendered
During the Final Compensation Period

<u>Matter Name</u>	<u>Hours</u>	<u>Fees (USD)</u>
Asset Disposition/Sales	232.90	\$147,851.50
Automatic Stay	57.80	\$34,789.50
Case Administration	268.10	\$150,664.00
Corporate Governance	6.10	\$4,177.00
Creditor Committee Issues	1.80	\$1,404.00
DIP Financing	912.32	\$500,833.00
Fee Applications	362.90	\$172,350.50
Hearings	138.80	\$75,554.50
Plan & Disclosure Statement	1593.30	\$1,033,258.50
Provisional Liquidation	164.20	\$101,120.50
SUBTOTAL	3,738.22	2,222,003.00
AGREED VOLUNTARY REDUCTION IN FEES FOR FIRST INTERIM FEE APPLICATION		(\$1,492.00)
AGREED VOLUNTARY REDUCTION IN FEES FOR SECOND INTERIM FEE APPLICATION		(\$4,205.00)
AGREED VOLUNTARY REDUCTION IN FEES FOR THIRD INTERIM FEE APPLICATION		(\$16,000.00)
TOTAL		2,200,306.00

Exhibit E

MOURANT OZANNES

94 Solaris Avenue
Camana Bay
PO Box 1348
Grand Cayman KY1-1108
Cayman Islands

T +1 345 949 4123
F +1 345 949 4647
mourantozannes.com

Arcapita Bank B.S.C.
c/o Gibson Dunn & Crutcher LLP
200 Park Avenue
New York NY 10166-0193
UNITED STATES OF AMERICA

For the Attention of: Mr. Brian J. Kim

Invoice Date: 22 May 2013
Invoice Number: 300-06756
Our Reference: 3042199

Arcapita Bank B.S.C. (c) - Scheme of Arrangement

To our professional services rendered with respect to the above named matter.

Should you require further information regarding the work undertaken please contact Mr Simon Dickson by email Simon.Dickson@mourantozannes.com or by telephone +1-345-949-4123

	USD
Professional services	146,160.00
Printing	775.20
Telephone Costs	117.17

Payment Terms	On Presentation	Total Due	147,052.37
Contact	Credit Control on +1 345 949 4123		

(Please detach and return if paying by cheque)

Remittance Advice

Bank transfers should be made to the following account quoting the invoice number below:

Invoice Number:	300-06756	Total Due USD	147,052.37
Our Reference:	3042199		

Direct Bank Payment	Bank of New York, 1 Wall Street, New York 10286, USA
ABA No.	0210-0001-8
Bank of NY SWIFT	IRVTUS3N
For Credit to Account	803-326-5086
Bank	Butterfield Bank (Cayman) Limited
Bank of Butterfield SWIFT	BNTBKYYK
For Final Credit to	Mourant Ozannes
Account Number	01101 032281

Cheques should be made payable to **Mourant Ozannes** and remitted to:
94 Solaris Avenue, Camana Bay, PO Box 1348, Grand Cayman, KY1-1108

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06756
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 22 May 2013

Time Summary

Fee Earner	Rate
Adam Bathgate	600.00
Alexandra Bethell	600.00
Claire Doyle	250.00
Fleur O'Driscoll	600.00
James Wauchope	750.00
Morven McMillan	800.00
Robin Gibb	300.00
Rose Wanjiru	250.00
Simon Dickson	780.00
Simon Thomas	600.00
Timothy Dawson	600.00
Tracy Hylton	350.00
Total	

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06756
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 22 May 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
02/04/2013	Simon Dickson	Fee Applications: Update on fee position.	0.20	156.00
02/04/2013	Simon Dickson	Plan and Disclosure Statement: Receive review and consider query from GDC re timing of Cayman application.	0.40	312.00
03/04/2013	Alexandra Bethell	Plan and Disclosure Statement: Discussing with J Cumber-Forget the requirements for obtaining a work permit for A Zacaroli QC and reviewing J Cumber-Forget's email in respect of the same.	0.50	300.00
04/04/2013	Simon Dickson	Plan and Disclosure Statement: Email from Campbells re draft order.	0.10	78.00
04/04/2013	Simon Dickson	Plan and Disclosure Statement: Consider and reply to query re position re delay in date for objections.	0.50	390.00
05/04/2013	Alexandra Bethell	Plan and Disclosure Statement: Discussing the liquidation analysis with S Dickson and next steps to take.	0.20	120.00
05/04/2013	Fleur O'Driscoll	Fee Applications: Review of draft invoice to ensure compliance with the relevant guidelines.	0.30	180.00
05/04/2013	Fleur O'Driscoll	Fee Applications: Meetings with S Dickson regarding the upcoming quarterly fee application.	0.20	120.00
09/04/2013	Adam Bathgate	Plan and Disclosure statement: Consideration of correspondence from J O'Grady at GDC regarding Cayman corporate aspects of restructuring plan (0.4) and discussion J Wauchope re issues arising therefrom (0.5) and next steps (0.2).	1.10	660.00
09/04/2013	James Wauchope	Plan and Disclosure Statement: Correspondence with J O'Grady of GDC in relation to an updated Transaction Holdco board change analysis and related correspondence regarding special resolutions and other issues (0.5); reviewing revised draft co-operation term sheet with regard to disposition committee provisions and undertaking legal research as to the ability of shareholders to reserve decision making from the board of directors. (2.0)	2.50	1,875.00
09/04/2013	Tracy Hylton	Plan and Disclosure Statement: Reviewing Memorandum & Articles of Association of the various Arcapita entities for the Cayman transaction Holdcos.	1.00	350.00
09/04/2013	Robin Gibb	Fee Applications: Amending schedule of fees to reflect recent payments.	0.20	60.00
09/04/2013	Simon Dickson	Plan and Disclosure Statement: Email from GDC re evidence required for hearing.	0.10	78.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06756
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 22 May 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
09/04/2013	Alexandra Bethell	Plan and Disclosures Statement: Reviewing and considering US liquidation analysis (0.8). Reviewing A Zacaroli QC's advice in relation to evidence required and considering whether further information required to that in US liquidation analysis (1.2).	2.00	1,200.00
10/04/2013	Adam Bathgate	Plan and Disclosure Statement: Further consideration of email from GDC regarding establishment of disposition committees (0.5). Telephone call with GDC discussing mechanics surrounding disposition committee establishment and limits of powers (0.6). Drafting suggested amendments to term sheet (0.3).	1.40	840.00
10/04/2013	Simon Dickson	Plan and Disclosure Statement: Receive and review email from A Bathgate to Counsel.	0.20	156.00
10/04/2013	Simon Dickson	Fee Applications: Email from F O'Driscoll re fee position.	0.10	78.00
10/04/2013	Simon Dickson	Plan and Disclosure Statement: Email from A Bathgate re liquidation analysis.	0.10	78.00
10/04/2013	Simon Dickson	Plan and Disclosure Statement: Call with A Bathgate re liquidation analysis.	0.50	390.00
10/04/2013	Alexandra Bethell	Plan and Disclosures Statement: Further review of US liquidation analysis and considering whether it was sufficient re evidence (1.2). Drafting and sending email to S Dickson in relation to the same (0.9). Emails with the clerk for A Zacaroli QC in order to arrange a time to discuss the analysis (0.4). Discussing the analysis with A Zacaroli QC (0.5). Drafting and sending an email to A Zacaroli QC with comments on the analysis for GDC (1).	4.00	2,400.00
10/04/2013	Fleur O'Driscoll	Fee Applications: Consideration of matter and emails to and from Alvarez and Marsal.	0.50	300.00
11/04/2013	Simon Dickson	Plan and Disclosure Statement: Receive and review email from Counsel.	0.20	156.00
11/04/2013	Simon Dickson	Fee Applications: Email re approval of fees.	0.10	78.00
11/04/2013	Simon Dickson	Plan and Disclosure Statement: Review of A Bathgate's email re liquidation analysis.	0.30	234.00
11/04/2013	Simon Dickson	Plan and Disclosure Statement: Email from GDC re liquidation analysis.	0.10	78.00
11/04/2013	Simon Dickson	Plan and Disclosure Statement: Review and consider email from Alvarez and Marsal re liquidation analysis.	0.20	156.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06756
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 22 May 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
11/04/2013	Alexandra Bethell	Plan and Disclosure Statement: Reviewing email from A Zacaroli QC and considering the points raised by A Zacaroli QC (0.4). Reviewing the documents in order to address queries raised by A Zacaroli QC re the disclosure statement sent to S Dickson in order to ascertain whether the two scenarios in the US liquidation analysis were explained and reviewing in the disclosure statement the additional part re the outcome under the plan as opposed to under a liquidation (0.7). Amending draft email to GDC and sending (0.3). Emails with and attending call with M Kvarda re liquidation analysis (0.5).	1.90	1,140.00
12/04/2013	Simon Dickson	Plan and Disclosure Statement: Email from A Bathgate re recognition application.	0.10	78.00
12/04/2013	Simon Dickson	Plan and Disclosure Statement: Email from Counsel re recognition application.	0.10	78.00
12/04/2013	Alexandra Bethell	Plan and Disclosure Statement: Considering and discussing with H Robinson whether any samples of liquidation analyses could be provided to Alvarez & Marsal (0.3). Email updating A Zacaroli (0.2).	0.50	300.00
15/04/2013	Robin Gibb	Plan and Disclosure Statement: Review email from A Bethell (0.1). Preparing Affidavit of No Convictions of A Zacaroli QC (0.1). Preparing temporary work permit application (0.2). Email to A Bethell (0.1).	0.50	150.00
15/04/2013	Alexandra Bethell	Plan and Disclosure Statement: Discussing with and emails with R Gibb re Temporary Work Permit for A Zacaroli QC (0.3). Discussing with S Dickson and email to M Kvarda re call (0.1).	0.40	240.00
15/04/2013	Simon Dickson	Plan and Disclosure Statement: Email to Campbells in respect of draft order.	0.10	78.00
15/04/2013	Simon Dickson	Plan and Disclosure Statement: Email from Campbells in respect of order.	0.10	78.00
15/04/2013	Simon Dickson	Plan and Disclosure Statement: Update from A Bathgate on liquidation analysis and consideration of position in respect of Cayman analysis.	0.50	390.00
16/04/2013	Fleur O'Driscoll	Fee Applications: Liaising with R Gibb and others regarding the next monthly statement.	0.30	180.00
16/04/2013	Alexandra Bethell	Plan and Disclosure Statement: Emails to M Kvarda re call (0.1), pre call discussion with S Dickson (0.1) attending call with M Kvarda and S Dickson (0.4), drafting attendance note (0.5).	1.10	660.00
16/04/2013	Simon Dickson	Plan and Disclosure Statement: Prep (0.5) and call with Alvarez and Marsal re liquidation analysis (0.5).	1.00	780.00

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16/04/2013	Simon Dickson	Plan and Disclosure Statement: Arranging meeting with GDC re Sukuk transaction.	0.20	156.00
16/04/2013	Simon Dickson	Plan and Disclosure Statement: Email re Sukuk meeting.	0.10	78.00
17/04/2013	Adam Bathgate	Asset Disposition/Sale Issues: Discussion J Wauchope re scope of work in restructuring.	0.40	240.00
17/04/2013	James Wauchope	Plan and Disclosure Statement: Telecon with J Weisser and others of GDC in relation to a Sukuk financing transaction (1.0) and subsequently liaising with R de Basto in relation to the requisite form of charitable trust deed as well as a proposed restricted object clause for the SPV's memorandum of association (0.5).	1.50	1,125.00
17/04/2013	Simon Dickson	Plan and Disclosure Statement: Prep and meeting with GDC re Sukuk transaction.	1.00	780.00
17/04/2013	Simon Dickson	Plan and Disclosure Statement: Receive review and consider email from GDC.	0.20	156.00
17/04/2013	Simon Dickson	Plan and Disclosure Statement: Receive and initial review of Plan.	0.50	390.00
17/04/2013	Alexandra Bethell	Plan and Disclosure Statement: Preparing draft affidavit for Cayman application re plan of reorganisation taking into account previous affidavits.	1.40	840.00
18/04/2013	Simon Dickson	Plan and Disclosure Statement: Commence review of Plan.	2.00	1,560.00
18/04/2013	Simon Dickson	Plan and Disclosure Statement: Further consideration of the Plan.	2.00	1,560.00
18/04/2013	Simon Dickson	Plan and Disclosure Statement: Prep and meeting with GDC re implementation.	1.00	780.00
18/04/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with J Wauchope and A Bathgate re next steps.	0.50	390.00
18/04/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with J Wauchope re various items re merger of companies.	0.20	156.00
18/04/2013	Simon Dickson	Plan and Disclosure Statement: Messages from GDC re Sukuk transaction.	0.10	78.00
18/04/2013	Simon Dickson	Plan and Disclosure Statement: Email from Campbells re plan.	0.10	78.00
18/04/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with A Bathgate re Plan and draft order.	0.20	156.00
18/04/2013	Simon Dickson	Plan and Disclosure Statement: Correspondence re conference on recognition issues.	0.50	390.00
18/04/2013	Simon Dickson	Plan and Disclosure Statement: Call with GDC re Sukuk checklist.	0.20	156.00
18/04/2013	Robin Gibb	Fee Applications: Inputting March invoice time cards into master spreadsheet in preparation of next fee application (0.4) and performing calculations for total fees and expenses for period of third fee application (1.6).	2.00	600.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
18/04/2013	Robin Gibb	Fee Applications: Drafting ninth monthly statement.	0.20	60.00
18/04/2013	Robin Gibb	Fee Applications: Drafting third Fee Application for period 1 November 2012 to 31 March 2013 (1.6) and email same to F O'Driscoll (0.1).	1.60	480.00
18/04/2013	Morven McMillan	Plan and Disclosure Statement: Review and amend draft trust deed from R de Basto (0.9). Consider question re controlled subsidiary and email R de Basto with thoughts (0.4).	1.30	1,040.00
18/04/2013	Morven McMillan	Plan and Disclosure Statement: Email exchange with R de Basto.	0.10	80.00
18/04/2013	Adam Bathgate	Plan and Disclosure Statement: Conference call with GDC discussing restructuring plan and initial structuring considerations including necessary Cayman steps (1.1). Follow up discussion with J Wauchope and S Dickson re scope of Cayman work etc (0.4).	1.50	900.00
18/04/2013	Fleur O'Driscoll	Fee Applications: Call with D Levin regarding the fee application (0.2) and discussion with S Dickson re same (0.2).	0.40	240.00
18/04/2013	Fleur O'Driscoll	Case Administration: Review of file and preparation of list of counsel/parties commenced.	2.30	1,380.00
18/04/2013	Fleur O'Driscoll	Fee Applications: Review of draft monthly statement and amendments (0.5). Review of guidelines, draft fee application and spreadsheets tracking payments for fee application preparation (2.0).	2.50	1,500.00
18/04/2013	Fleur O'Driscoll	Fee Applications: Emails to and from D Levin regarding fee application.	0.20	120.00
18/04/2013	Fleur O'Driscoll	Fee Applications: Discussion with S Dickson regarding guidelines/compliance and email to Mourant Ozannes team re same prepared.	0.60	360.00
18/04/2013	Alexandra Bethell	Plan and Disclosure Statement: Email to A Zacaroli QC re draft order (0.2).	0.20	120.00
18/04/2013	Simon Dickson	Fee Applications: Email re Counsel's fees.	0.10	78.00
18/04/2013	James Wauchope	Plan and Disclosure Statement: Telecon with J O'Grady, S Buffone, M Rosenthal and others of GDC in relation to implementing the Arcapita reorganisation and discussing current structure step plan (1.5) and subsequently considering implementation steps. (1.0)	2.50	1,875.00
18/04/2013	James Wauchope	Plan and Disclosure Statement: Considering further the disposition committee format referenced in the syndication companies and reorganised Arcapita term sheet (1.0), and researching relevant case law relating to shareholder delegation. (1.0)	2.00	1,500.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
19/04/2013	Morven McMillan	Plan and Disclosures Statement: Telephone discussion with R de Basto to discuss first draft trust deed.	0.10	80.00
19/04/2013	Morven McMillan	Plan and Disclosure Statement: Telephone discussion with R de Basto to discuss role of protector.	0.10	80.00
19/04/2013	Morven McMillan	Plan and Disclosure Statement: Review and consider R de Basto amends to deed (0.2). Consider M McMillan comments on previous version (0.2). Draft and amend various clauses throughout (1.8).	2.20	1,760.00
19/04/2013	Morven McMillan	Plan and Disclosure Statement: Lengthy email to R de Basto setting out thinking on revisions to trust deed.	0.30	240.00
19/04/2013	Fleur O'Driscoll	Fee Applications: Review of draft application (1.1). Meeting with R Gibb re queries (0.2). Further review and amendments to the draft application (0.9).	2.20	1,320.00
19/04/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Review of case law and discussion with S Dickson re same.	0.30	180.00
19/04/2013	Robin Gibb	Fee Applications: Discussion with F O'Driscoll on draft fee application (0.3). Locating documents in support of draft application for F O'Driscoll (0.2).	0.50	150.00
19/04/2013	Alexandra Bethell	Plan and Disclosure Statement: Emails with clerk to A Zacaroli QC re calls on Monday and to GDC (0.5). Reviewing draft Order (0.2).	0.70	420.00
19/04/2013	Alexandra Bethell	Plan and Disclosure Statement: Email sent to A Zacaroli QC's clerk re Temporary Work Permit.	0.20	120.00
19/04/2013	Simon Dickson	Fee Applications: Correspondence with GDC re outstanding fees.	0.20	156.00
19/04/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with R de Basto re Sukuk structure and checklist steps.	0.20	156.00
19/04/2013	Simon Dickson	Plan and Disclosure Statement: Review of email setting out steps for Sukuk structure.	0.10	78.00
19/04/2013	Simon Dickson	Plan and Disclosure Statement: Considering official liquidation position and email to GDC re potential outcome.	0.20	156.00
19/04/2013	Simon Dickson	Plan and Disclosure Statement: Receive review and consider response form GDC re official liquidation query.	0.20	156.00
19/04/2013	Simon Dickson	Plan and Disclosure Statement: Receive and review draft order.	0.30	234.00
19/04/2013	Simon Dickson	Plan and Disclosure Statement: Call from JPLs' attorneys to discuss application.	0.50	390.00
19/04/2013	James Wauchope	Plan and Disclosure Statement: Further research (0.5) and consideration into disposition committee concept and drafting (0.5).	1.00	750.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
21/04/2013	James Wauchope	Plan and Disclosure Statement: Further reviewing and considering the syndication companies and re-organised Arcapita term sheet (3.0), as well as reviewing and considering the equity term sheet (1.0).	4.00	3,000.00
22/04/2013	Claire Doyle	Fee Applications: Proof-reading draft third US Fee Application for Compensation and Reimbursement of Expenses for the period 1 Nov 2012 to 31 March 2013.	1.00	250.00
22/04/2013	Adam Bathgate	Plan and Disclosure Statement: Conference call with GDC, Milbank and Walkers re disposition committee issues (1.2). Follow-up discussion J Wauchope (0.3).	1.60	960.00
22/04/2013	Adam Bathgate	Plan and Disclosure Statement: Further discussion J Wauchope re disposition committee setup and whether fiduciary duties owed.	0.60	360.00
22/04/2013	Morven McMillan	Plan and Disclosure Statement: Review R de Basto email.	0.10	80.00
22/04/2013	James Wauchope	Plan and Disclosure Statement: Telecon with GDC and Millbank and Millbank's Cayman counsel regarding proposed disposition committee and related aspects (1.0); subsequently researching applicability of fiduciary duties to disposition committee members (3.5) and corresponding with GDC on drafting aspects (0.5).	5.00	3,750.00
22/04/2013	Robin Gibb	Fee Applications: Reviewing calculations for fee application (0.8). Discussion with F O'Driscoll on same (0.1).	0.90	270.00
22/04/2013	Robin Gibb	Fee Applications: Preparing exhibits to ninth monthly statement (0.1) and third fee application (0.1) and emailing to F O'Driscoll (0.1).	0.30	90.00
22/04/2013	Fleur O'Driscoll	Fee Applications: Meetings with S Dickson re the draft application (0.6). Meetings with R Gibb re the draft application (0.3). Review of all invoices to determine work carried out over last five months by category (2.5) and drafting of these sections of the fee application (2.8). Email exchange with D Levin (Gibson Dunn) re application (0.5). Further meeting with S Dickson re matter (0.2) and consideration of his comments (0.4). Amendments to the draft application based on same (0.5). Meeting with R de Basto (0.1). Meeting with J Wauchope (0.2). Email to R de Basto and J Wauchope (0.2). Preparation of materials for R de Basto and J Wauchope regarding aspects of instructions they had worked on (0.7). Further amendments to the draft application (1.5). Further email to D Levin (0.1).	10.60	6,360.00

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22/04/2013	Alexandra Bethell	Plan and Disclosure Statement: Email re calls with clerk to A Zacaroli QC (0.1). Attending call with A Zacaroli QC and S Dickson re draft order and evidence required for Cayman application (0.5). Attending call with GDC re the same (0.5). Reviewing Cayman liquidation analysis (0.8).	1.90	1,140.00
22/04/2013	Simon Thomas	Plan & Disclosure Statement: Attention to e-mail correspondence and follow-up conversation with J Wauchope (0.5). Attention to preliminary review of affidavits setting out background (0.8).	1.30	780.00
22/04/2013	Simon Dickson	Plan and Disclosure Statement: Prep and call with leading counsel.	1.00	780.00
22/04/2013	Simon Dickson	Plan and Disclosure Statement: Prep and call with GDC team and Leading Counsel re evidence and strategy in respect of recognition application.	1.50	1,170.00
22/04/2013	Simon Dickson	Fee Applications: Finalising quarterly fee application.	1.00	780.00
22/04/2013	Simon Dickson	Plan and Disclosure Statement: Further review of filed Plan.	1.50	1,170.00
22/04/2013	Simon Dickson	Plan and Disclosure Statement: Amend draft order and send to JPLs.	0.20	156.00
22/04/2013	Simon Dickson	Plan and Disclosure Statement: Receive instructions re Sukuk documents and passing on same to R de Basto.	0.20	156.00
23/04/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call GDC discussing further issues re disposition committee mechanics (1.1). Follow-up discussion J Wauchope (0.4).	1.50	900.00
23/04/2013	Robin Gibb	Case Administration: Consolidating invoices and receipted monies into spreadsheet.	1.00	300.00
23/04/2013	Robin Gibb	Fee Applications: Reviewing figures in Third Fee Application (1.2) and discussions with F O'Driscoll on same (0.1).	1.30	390.00
23/04/2013	Robin Gibb	Fee Applications: Amending ninth monthly statement.	0.10	30.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
23/04/2013	Fleur O'Driscoll	Fee Applications: Review of GDC's comments on the draft fee application (0.6) and review of R de Basto's comments on the draft fee application (0.3). Amendment of the draft application in light of GDC's comments (1.1) and R de Basto's comments (0.2). Email to J Wauchope regarding his comments (0.1). Meetings with S Dickson regarding the draft application (0.5). Re-calculation and amendment of figures throughout the draft fee application to take account of voluntary reduction for transitory timekeepers (0.8). Liaising with R Gibb in this regard and regarding the fee position/tracking generally (0.4). Amendment of the draft application in light of S Dickson's comments and further amendments (1.1) and amendment of the draft application in light of J Wauchope's comments (0.3). Amendment to the draft ninth monthly statement and review of same (0.4). Emails to and from D Levin regarding filing (0.4). Reviewing and finalising of the application (1.4).	7.20	4,320.00
23/04/2013	James Wauchope	Plan and Disclosure Statement: Further detailed research into the fiduciary obligations of disposition committee members and reviewing relevant legal texts and liaising internally as to know-how on subject (5.5); telecon with M Rosenthal, J O'Grady and S Buffone in relation to detail of the disposition committee proposal (0.5) and subsequent telecon with Walkers to further discuss their suggestions as to implementation (0.5); follow-up correspondence and attendances with Walkers and GDC (0.5).	7.00	5,250.00
23/04/2013	Timothy Dawson	Plan and Disclosure Statement: Reading affidavits of I Zainal to understand background to restructuring (1.0).	1.00	600.00
23/04/2013	Tracy Hylton	DIP Financing: Reviewing email from R Coppola in respect to final word versions of the Cayman Charge and Cayman Debenture (0.1) and emailing him copies of the same (0.1).	0.20	70.00
23/04/2013	Alexandra Bethell	Plan and Disclosure Statement: Drafting affidavit required for the Cayman application.	5.10	3,060.00
23/04/2013	Simon Dickson	Plan and Disclosure Statement: Review documents and commence drafting of affidavit.	4.00	3,120.00
23/04/2013	Simon Dickson	Plan and Disclosure Statement: Receive review and consider SCB objections and GDC reply.	1.50	1,170.00

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23/04/2013	Simon Dickson	Plan and Disclosure Statement: Research on proper law issues and discharge of debt under foreign law.	0.50	390.00
23/04/2013	Simon Dickson	Fee Applications: Final review of fee application approved and have same filed.	1.00	780.00
23/04/2013	Simon Dickson	Plan and Disclosure Statement: Correspondence with GDC re logistics for hearing.	0.20	156.00
23/04/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with A Bathgate as to creditor position and liquidation analysis.	0.50	390.00
23/04/2013	Simon Dickson	Plan and Disclosure Statement: Commence review of new liquidation analysis.	0.50	390.00
23/04/2013	Simon Dickson	Plan and Disclosure Statement: Review of initial skeleton of affidavit provided by A Bathgate.	0.30	234.00
24/04/2013	Robin Gibb	Fee Applications: Discussion with F O'Driscoll on hearing bundle for fee application hearing (0.1) and preparing index for hearing bundle (0.2) and email to R Wanjiru regarding preparation of same bundle (0.3).	0.60	180.00
24/04/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with Walkers and GDC in relation to disposition committee proposal.	0.30	225.00
24/04/2013	Alexandra Bethell	Plan and Disclosure Statement: Email to J Cumber-Forget re Temporary Work Permit application following query from Chambers (0.1). Call to A Zacaroli QC's clerk responding to his query on the application (0.1). Further drafting of affidavit (1.20).	1.40	840.00
24/04/2013	Simon Dickson	Plan and Disclosure Statement: Emails from Counsel to JOLs re SCB position.	0.20	156.00
24/04/2013	Simon Dickson	Plan and Disclosure: Continue review of papers and drafting recognition application.	3.50	2,730.00
24/04/2013	Simon Dickson	Plan and Disclosure Statement: Review and consider SCB issues with leading counsel.	0.50	390.00
24/04/2013	Simon Dickson	Plan and Disclosure Statement: Call with GDC re logistics for hearing.	0.10	78.00
24/04/2013	Simon Dickson	Plan and Disclosure Statement: Call with GDC re Sukuk issues.	0.10	78.00
24/04/2013	Simon Dickson	Plan and Disclosure Statement: Message to R de Basto re additional material required for Sukuk.	0.10	78.00
24/04/2013	Rose Wanjiru	Hearing: Preparing bundle for hearing of 3rd Fee application.	1.00	250.00
24/04/2013	Fleur O'Driscoll	Hearings: Discussion of upcoming fee application hearing with R. Gibb (0.1). Review of index for hearing bundle (0.1) Discussion re hearing with S. Dickson (0.1). Further discussion re same with R Gibb (0.1).	0.40	240.00

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25/04/2013	Simon Dickson	Plan and Disclosure Statement: Prep and call with Counsel to JPLs and JPLs.	0.50	390.00
25/04/2013	Simon Dickson	Plan and Disclosure Statement: Correspondence with GDC re JPLs' position.	0.20	156.00
25/04/2013	Simon Dickson	Plan and Disclosure Statement: Further work on recognition application.	2.00	1,560.00
25/04/2013	Simon Dickson	Plan and Disclosure Statement: Email from GDC re Sukuk position.	0.10	78.00
25/04/2013	Rose Wanjiru	Hearing: Preparing bundle for hearing of 3rd Fee application.	4.00	1,000.00
25/04/2013	Fleur O'Driscoll	Fee Application: Review of draft bill for next monthly statement and amendments to same.	0.30	180.00
26/04/2013	Morven McMillan	Plan and Disclosure Statement: Careful review of 4th draft of trust deed (0.3). Amend, create version 5. Email R de Basto with comments (0.4).	0.70	560.00
26/04/2013	Adam Bathgate	Plan and Disclosure Statement: Reading and considering steps plan.	0.90	540.00
26/04/2013	Adam Bathgate	Plan and Disclosure Statement: Conference call with GDC discussing draft steps plan (2.0). Follow-up discussion J Wauchope re scope of Cayman work (0.6). Consideration of list of documents (0.2).	2.80	1,680.00
26/04/2013	Simon Thomas	Plan and Disclosure Statement: Conversations with J Wauchope (0.5) and T Dawson/A Bathgate (0.3) re status and next steps, proposed call and allocation of team responsibilities.	0.80	480.00
26/04/2013	Simon Thomas	Plan and Disclosure Statement: Attention to preliminary review of e-mail correspondence, steps plan and associated documents (1.1).	1.10	660.00
26/04/2013	Alexandra Bethell	Plan and Disclosure Statement: Reviewing documents emailed from A Zacaroli QC's chambers for the Temporary Work permit application to check that they were in order (0.2). Exchange of emails to J Cumber-Forget to check that she was content with the documents (0.1).	0.30	180.00
26/04/2013	Timothy Dawson	Plan and Disclosure Statement: Internal discussions re Cayman restructuring (0.5).	0.50	300.00
26/04/2013	James Wauchope	Plan and Disclosure Statement: Considering the new steps chart for the proposed re-organisation (2.5) and subsequent telecon with the GDC team to discuss how best to implement such steps in the context of the re-organisation (1.5); subsequent follow-up with MO internal team to allocate tasks and responsibilities, related correspondence and attendances (1.0).	5.00	3,750.00

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26/04/2013	Simon Dickson	Plan and Disclosure Statement: Review of amended re organization plan.	0.20	156.00
26/04/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with J Wauchope re logisitics for corporate restructuring.	0.80	624.00
26/04/2013	Simon Dickson	Plan and Disclosure Statement: Drafting of recognition application.	5.00	3,900.00
27/04/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of documents required to effect various procedures described in steps plan (0.7) and related correspondence GDC (0.3).	1.00	600.00
27/04/2013	Timothy Dawson	Plan and Disclosure Statement: Considering chapter 16 of the Cayman companies law (mergers) (0.5). Attending emails from J Wauchope with regard to next steps and delineation of duties (0.1) and attending emails with J Wauchope and response thereto with regard to timing of meeting to discuss the project (0.1).	0.70	420.00
27/04/2013	James Wauchope	Plan and Disclosure Statement: Consideration of re-structuring steps plan and associated documentation (0.5 and liaising with team members and GDC in relation to allocating responsibilities (0.5).	1.00	750.00
27/04/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of affidavits of I Zainal including detailed analysis of Transaction HoldCo structure, syndication arrangements, long-term holdco matters and WCF Co arrangements.	0.70	420.00
27/04/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of e-mail correspondence from GDC and Walkers (0.2) and review of suggested solutions with respect to disposition committee arrangements. (0.2)	0.40	240.00
27/04/2013	Simon Thomas	Plan and Disclosure Statement: Preliminary attention to Transaction HoldCo Structures (0.4) and e-mail correspondence from C Babcock of GDC re same (0.2).	0.60	360.00
27/04/2013	Simon Dickson	Plan and Disclosure Statement: Receive and review further email in respect of reorganization plan.	0.20	156.00
27/04/2013	Simon Dickson	Plan and Disclosure Statement: Email re list of dramatis personae and organising finalisation of list.	0.20	156.00
27/04/2013	Simon Dickson	Plan and Disclosure Statement: Email re checklist for reorganization.	0.10	78.00
28/04/2013	Adam Bathgate	Plan and Disclosure Statement: Review of structure chart provided by GDC.	0.20	120.00
28/04/2013	Fleur O'Driscoll	Case Administration: Review of documents for dramatis personae and preparation of dramatis personae completed (2.4). Internal emails with J Wauchope (0.1).	2.50	1,500.00

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28/04/2013	James Wauchope	Plan and Disclosure Statement: Further correspondence with J O'Grady of GDC in relation to re-structuring steps plan and associated matters.	0.30	225.00
28/04/2013	Simon Dickson	Plan and Disclosure Statement: Review of list of dramatis personae.	0.20	156.00
29/04/2013	Claire Doyle	Plan and Disclosure Statement: Distributing Disclosure Statement to all relevant MO staff.	1.20	300.00
29/04/2013	Morven McMillan	Plan and Disclosure Statement: Review R de Basto email with AFI regs 2008 and consider issue of licensing. Review R de Basto email.	0.10	80.00
29/04/2013	Adam Bathgate	Plan and Disclosure Statement: Review and consideration of various steps and structure documentation.	0.90	540.00
29/04/2013	Adam Bathgate	Plan and Disclosure Statement: Prep for (0.3) and attending kick-off meeting with Cayman team (1.0).	1.30	780.00
29/04/2013	Adam Bathgate	Plan and Disclosure Statement: Conference call with GDC, Milbank and Walkers discussing latest draft steps plan (1.0). Discussion J Wauchope re step 9 in plan (0.4). Follow-up review of steps plan (0.3) and correspondence GDC with questions as to step 9 (0.3).	2.00	1,200.00
29/04/2013	Timothy Dawson	Plan and Disclosure Statement: Researching which Cayman entites are applicable for purposes of plan (1.0) reviewing steps plan and structure charts (0.5). Corporate team meeting to discuss allocation and steps plan (1.0). Reviewing constitutional documentation of Arcapita (US) Limited, Arcapita (Singapore) Limited and Arcapita (Europe) Limited (1.0) and preparing framework merger documentation for the above noted Cayman entities and New Arcapita Holdco 3 (3.0).	6.50	3,900.00
29/04/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of Syndication Companies and Reorganized Arcapita Term Sheet (0.6).	0.60	360.00
29/04/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of implementation terms sheets for [REDACTED] and [REDACTED] Transaction Holdcos, consideration of limitations and related issues (1.8). Attention to Cayman queries arising in relation to same (0.4).	2.20	1,320.00
29/04/2013	Simon Thomas	Plan and Disclosure Statement: Conversations with J Wauchope re issues arising in relation to implementation term sheets (0.4). Researching issues in relation to shareholder agreement enforceability (0.6). Attention to drafting e-mail to C Babcock (GDC) re comments on same (0.9).	1.90	1,140.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
29/04/2013	Simon Thomas	Plan and Disclosure Statement: Preparation for meeting (0.2) and attending meeting with J Wauchope, T Hylton, T Dawson and A Bathgate re status, next steps and allocation of responsibility (1.0).	1.20	720.00
29/04/2013	James Wauchope	Plan and Disclosure Statement: Participating in corporate group team meeting to discuss re-structuring work allocation.	1.00	750.00
29/04/2013	James Wauchope	Plan and Disclosure Statement: Considering revised steps plan and related structure charts to implement re-structuring.	1.00	750.00
29/04/2013	James Wauchope	Plan and Disclosure Statement: Reviewing and discussing with S Thomas draft disposition committee term sheets (1.0) and preparing written response to Cayman legal questions posed by GDC (1.0).	2.00	1,500.00
29/04/2013	Tracy Hylton	Plan and Disclosure Statement: Reviewing Arcapita Chapter 11 reorganisation checklist, project antelope group structure chart and reorganisation steps plan (0.6). Attending Arcapita reorganisation corporate team meeting with J Wauchope, S Thomas, T Dawson and A Bathgate (1.0).	1.60	560.00
29/04/2013	Simon Dickson	Plan and Disclosure Statement: Further drafting of affidavit and recognition application.	7.90	6,162.00
29/04/2013	Simon Dickson	Plan and Disclosure Statement: Considering valuation assumptions in liquidation analysis.	1.00	780.00
29/04/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with A Bathgate re liquidation analysis and instructions to A Bathgate re review of operating expense assumptions.	0.50	390.00
29/04/2013	Simon Dickson	Plan and Disclosure Statement: Email re outcome of disclosure statement hearing.	0.10	78.00
29/04/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with S Thomas re PNV structures and position in respect of assets.	0.30	234.00
29/04/2013	Alexandra Bethell	Plan and Disclosure Statement: Email to A Bathgate confirming the documents sent by email were correct for Temporary Work Permit application (0.1). Arranging for disclosure statement to be provided to Corporate team (0.1). Internal emails with SD re affidavit (0.1). Emails with M Kvarda setting up call for Tuesday (0.2). Discussing liquidation analysis with S Dickson (0.2). Reviewing liquidation analysis and putting together questions (2.00).	2.70	1,620.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06756
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 22 May 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
30/04/2013	Robin Gibb	Case Administration: Reviewing GDC monthly statement for method of time entries and prepare copies (0.7). Prepare schedule of fees awarded and disallowed by US Trustee (0.8).	1.50	450.00
30/04/2013	Claire Doyle	Case Administration: Reviewing schedules of fees and drafting summary of percentage write off.	0.90	225.00
30/04/2013	Simon Dickson	Plan and Disclosure Statement: Finalise first draft of affidavit for application.	3.50	2,730.00
30/04/2013	Simon Dickson	Plan and Disclosure Statement: Prep and hold conference with Alvarez & Marsal re liquidation analysis.	2.00	1,560.00
30/04/2013	Simon Dickson	Plan and Disclosure Statement: Call with Counsel to JPLs.	0.30	234.00
30/04/2013	Simon Dickson	Plan and Disclosure Statement: Receive and review email from SCB re application.	0.20	156.00
30/04/2013	Simon Dickson	Plan and Disclosure Statement: Review emails re Sukuk position.	0.20	156.00
30/04/2013	Timothy Dawson	Plan and Disclosure Statement: Proof read and update template merger documents.	1.00	600.00
30/04/2013	Alexandra Bethell	Plan and Disclosure Statement: Reviewing the liquidation discussion document from Alvarez & Marsal and putting together draft email with questions to Alvarez & Marsal in order to better understand the assumptions and assessments made and sending the same (1.5). Attending call with M Kvarda, C Millet and S Dickson in order to discuss the analysis (0.5). Reviewing and discussing the draft affidavit with S Dickson (0.5). Reviewing the draft affidavit and amending (2.6). Reviewing documents from South Square chambers re Temporary Work Permit application for A Zacaroli QC and passing to J Cumber-Forget (0.2). Email to C Millet re KPMG report (0.2)	5.50	3,300.00
30/04/2013	Adam Bathgate	Plan and Disclosure Statement: Considering and planning scope of corporate authorisations for Cayman companies.	2.10	1,260.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06756
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 22 May 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
30/04/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of e-mail from C Babcock re provisions of articles re classes of voting/non-voting shares (0.2). Review of articles and consideration of voting rights in same and effect of provisions as drafted (1.1). Conversations with J Wauchope re voting rights provisions (0.6). Attention to drafting of e-mail response to GDC re technical deficiencies in drafting of articles (0.7). Attention to e-mail correspondence re drafting of riders for Transaction Holdco articles (0.2). Conversations with J Wauchope re same (0.4). Attention to drafting response to e-mail re board observer rights and information rights (0.3).	3.50	2,100.00
Total			226.30	146,160.00

Client Name:	Arcaipita Bank B.S.C.	Invoice Number:	300-06756
Matter Name:	Arcaipita Bank B.S.C. (c) - Scheme of Arrangement	Invoice Date:	22 May 2013

Summary of Outstanding Debtor Balances

Invoice Date	Invoice Number	Original Amount	Outstanding Amount
23 Nov 2012	300-05717	221,784.25	44,181.00
17 Dec 2012	300-05849	86,977.34	20,643.60
18 Jan 2013	300-06000	274,071.52	54,521.20
31 Jan 2013	300-06225	116,908.39	23,335.60
12 Mar 2013	300-06357	20,992.64	4,196.40
16 Apr 2013	300-06469	29,218.40	29,218.40

MOURANT OZANNES

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Camana Bay
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Arcapita Bank B.S.C.
c/o Gibson Dunn & Crutcher LLP
200 Park Avenue
New York NY 10166-0193
UNITED STATES OF AMERICA

For the Attention of: Mr. Brian J. Kim

Invoice Date: 19 June 2013
Invoice Number: 300-06925
Our Reference: 3042199

Arcapita Bank B.S.C. (c) - Scheme of Arrangement

To our professional services rendered with respect to the above named matter.

Should you require further information regarding the work undertaken please contact Mr Simon Dickson by email Simon.Dickson@mourantozannes.com or by telephone +1-345-949-4123.

	USD
Professional services	341,473.00
Courier charges	164.70
Working Lunch	145.85
Printing	3,696.80
Search Fees	24.39
Telephone Costs	101.82
Advertising Fees	146.34
Work Permit Fees for Mr Antony Zacaroli QC	2,280.49

Payment Terms On Presentation **Total Due 348,033.39**

Contact Credit Control on +1 345 949 4123

(Please detach and return if paying by cheque)

Remittance Advice

Bank transfers should be made to the following account quoting the invoice number below:

Invoice Number: 300-06925 **Total Due USD 348,033.39**
Our Reference: 3042199

Direct Bank Payment	Bank of New York, 1 Wall Street, New York 10286, USA
ABA No.	0210-0001-8
Bank of NY SWIFT	IRVTUS3N
For Credit to Account	803-326-5086
Bank	Butterfield Bank (Cayman) Limited
Bank of Butterfield SWIFT	BNTBKYKY
For Final Credit to	Mourant Ozannes
Account Number	01101 032281

Cheques should be made payable to **Mourant Ozannes** and remitted to:
94 Solaris Avenue, Camana Bay, PO Box 1348, Grand Cayman, KY1-1108

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06925
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 June 2013

Time Summary

Fee Earner	Rate
Adam Bathgate	600.00
Alexandra Bethell	600.00
Amy Bond	525.00
Claire Doyle	250.00
Fleur O'Driscoll	600.00
George Keightley	650.00
James Wauchope	750.00
Morven McMillan	800.00
Richard De Basto	800.00
Robin Gibb	300.00
Rose Wanjiru	250.00
Sharon Nelson	375.00
Simon Dickson	780.00
Simon Thomas	600.00
Timothy Dawson	600.00
Tisha Hobden	300.00
Tracey Forbes	300.00
Tracy Hylton	350.00
Total	

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06925
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 June 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
19/04/2013	Richard De Basto	Plan and Disclosure Statement: Drafting declaration of trust.	2.00	1,600.00
25/04/2013	Richard De Basto	Plan and Disclosure Statement: Review structure paper for the Plan.	2.00	1,600.00
26/04/2013	Richard De Basto	Plan and Disclosure Statement: Drafting declaration of trust.	2.20	1,760.00
01/05/2013	Simon Thomas	Plan and Disclosure Statement: Attention to e-mail correspondence with J. Wauchope and with GDC re disposition committee (0.3). Conversations with J. Webb regarding prior financing and model forms of articles for Transaction Holdcos (0.3).	0.60	360.00
01/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised steps plan.	0.50	375.00
01/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing preliminary draft merger documentation in respect of step 3 and discussing with GDC.	0.50	375.00
01/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing specimen articles of association of a Transaction Holdco (1.0). Providing detailed written advice to GDC in relation to the voting and non-voting share provisions (1.0).	2.00	1,500.00
01/05/2013	James Wauchope	Plan and Disclosure Statement: Drafting the Disposition Committee provisions for inclusion in the Transaction Holdco articles of association (0.8). Related correspondence with Jon Corsico of GDC (0.2).	1.00	750.00
01/05/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call GDC regarding revised draft steps plan and implementation steps (1.0). Follow-up discussion with J. Wauchope, T. Dawson and T. Hylton (0.7).	1.70	1,020.00
01/05/2013	Simon Thomas	Plan and Disclosure Statement: Reviewing draft Disposition Committee language and research regarding related article provisions (0.8). Conversations with J. Wauchope regarding same (0.6). Attention to drafting changes and e-mail correspondence re same (0.9).	2.30	1,380.00
01/05/2013	James Wauchope	Plan and Disclosure Statement: Further consideration of Disposition Committee term sheet (1.0). Drafting detailed provisions providing for Disposition Committee decision-making within proposed articles of Transaction Holdcos (4.0).	5.00	3,750.00
01/05/2013	James Wauchope	Plan and Disclosure Statement: Telecon with J O'Grady and others from GDC to discuss revised re-structuring steps plan and implementation/documentation requirements.	1.80	1,350.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06925
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 June 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
01/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft merger documentation (0.8). Discussing with T Dawson (0.2).	1.00	750.00
01/05/2013	Timothy Dawson	Plan and Disclosure Statement: Telecon with GDC (Jamie O'Hara/Sae Muzumdar)(1.00). Discussions with J Wauchope re draft documents (0.5). Revising merger document template (1.9). Email draft merger documents to GDC (0.1).	3.50	2,100.00
01/05/2013	Alexandra Bethell	Plan and Disclosure Statement: Reviewing and adding comments to draft affidavit and reviewing draft liquidation analysis in conjunction with the same (3.0). Emails seeking access to the data site for the KPMG reports (0.2). Calls to data site support in order to arrange access (0.3).	3.50	2,100.00
01/05/2013	Tracy Hylton	Plan and Disclosure Statement: Telecon with J O'Grady and others from GDC to discuss revised re-structuring steps plan and implementation/documentation requirements (1.0).	1.00	350.00
01/05/2013	Simon Dickson	Plan and Disclosure Statement: Finalising first draft of recognition application.	5.50	4,290.00
01/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from GDC re SCB discussions.	0.20	156.00
01/05/2013	Simon Dickson	Plan and Disclosure Statement: Email to GDC re SCB position.	0.10	78.00
01/05/2013	Simon Dickson	Plan and Disclosure Statement: Drafting email to Counsel re current position.	0.40	312.00
01/05/2013	Simon Dickson	Plan and Disclosure Statement: Review of revised liquidation analysis.	0.80	624.00
02/05/2013	Claire Doyle	Case Administration: Preparation of copies of fee review documents for internal meeting.	0.20	50.00
02/05/2013	Claire Doyle	Case Administration: Print and bundle documents for Affidavit.	0.30	75.00
02/05/2013	Adam Bathgate	Case Administration: Team meeting re billing practices.	0.90	540.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06925
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 June 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
02/05/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of e-mail from C. Babcock of GDC regarding board decisions (0.2). Attention to review of article provisions referred to in e-mail (0.4). Conversations with J. Wauchope regarding article provisions, likely intention and effect of same (0.6). Attention to e-mail correspondence from GDC regarding drafting of article provisions regarding board observer rights and information rights (0.2). Conversations with J. Wauchope regarding same (0.2). Drafting e-mail response including draft board observer rights provisions (0.4). Call to S. Buffone regarding amendments to articles (0.1). Attention to e-mail correspondence regarding follow up to same (0.1). Conversations with J. Wauchope regarding form of articles and necessary amendments to same (0.4).	2.60	1,560.00
02/05/2013	Timothy Dawson	Case Administration: Internal meeting to discuss necessary billing/narrative practices (0.5).	0.50	300.00
02/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing, at GDC's request, the non-standard board approval articles of [REDACTED]	0.80	600.00
02/05/2013	James Wauchope	Plan and Disclosure Statement: Discussion with S. Thomas as to written response to GDC in relation to their queries as to such non-standard board approval provisions.	0.30	225.00
02/05/2013	James Wauchope	Plan and Disclosure Statement: Drafting specimen articles of association to provide for board observer rights and special information rights (to be included in Transaction Holdco new articles).	1.00	750.00
02/05/2013	James Wauchope	Case Administration: Internal meeting to discuss necessary billing/narrative practices.	0.80	600.00
02/05/2013	Alexandra Bethell	Plan and Disclosure Statement: Emailing draft affidavit to GDC (0.2). Arranging for exhibits to affidavit to be put together (0.4).	0.60	360.00
02/05/2013	Tracy Hylton	Case Administration: Internal meeting discussing billing / narrative practices.	0.40	140.00
02/05/2013	Fleur O'Driscoll	Case Administration: Meeting with S. Dickson (0.1) re billing. Meeting request circulated to MO team (0.1). Review of materials and calculations re figures (1.3) and liaising with C Doyle (0.4). Attending meeting regarding billing/fee applications (0.6).	2.50	1,500.00
02/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from counsel re company's draft affidavit.	0.10	78.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06925
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 June 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
02/05/2013	Simon Dickson	Case Administration: Call from Heidi Edmunds re split bill position.	0.20	156.00
02/05/2013	Simon Dickson	Plan and Disclosure Statement: Finalising Arcapita application evidence.	1.50	1,170.00
02/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from counsel to JPLs in respect of plan.	0.10	78.00
02/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from counsel to SCB.	0.10	78.00
02/05/2013	Simon Dickson	Plan and Disclosure Statement: Email to GDC re target dates and submission of evidence.	0.10	78.00
02/05/2013	Simon Dickson	Plan and Disclosure Statement: Email to GDC re timing of company affidavit.	0.10	78.00
02/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from Alvarez & Marsal re timing of affidavit.	0.10	78.00
03/05/2013	Robin Gibb	Case Administration: Reviewing time periods for fee payments (0.2). Arranging for invoice corrections to internal system to reflect agreed deduction per 2nd Fee Application (0.2).	0.40	120.00
03/05/2013	Simon Thomas	Plan and Disclosure Statement: Conversation with J. Wauchope regarding information rights wording (0.3). Attention to research and review of precedent wording (shareholders' agreements/articles) with respect to provision of information to investors (1.3). Drafting information rights provisions (0.4). Conversations with J. Wauchope regarding changes (0.4). Attention to drafting changes (0.3). Email correspondence regarding same (0.3).	3.00	1,800.00
03/05/2013	Simon Thomas	Plan and Disclosure Statement: Attention to preliminary review of articles received from GDC (0.3). Conversation with J. Wauchope regarding same (0.1).	0.40	240.00
03/05/2013	Alexandra Bethell	Plan and Disclosure Statement: Email to J Cumber-Forget re A Zacaroli QC's work permit.	0.20	120.00
03/05/2013	James Wauchope	Plan and Disclosure Statement: Drafting with S. Thomas a form of information rights articles to be included in the new Transaction Holdco articles.	0.30	225.00
03/05/2013	James Wauchope	Plan and Disclosure Statement: Preliminary review of proposed form of Transaction Holdco memorandum and articles, based on the Paget Brown standard.	0.30	225.00
03/05/2013	Simon Dickson	Plan and Disclosure Statement: Call from Michael Rosenthal re JPL meeting.	0.10	78.00
03/05/2013	Simon Dickson	Plan and Disclosure Statement: Receive and review comments by counsel in respect of company evidence.	0.80	624.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06925
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 June 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
04/05/2013	Simon Dickson	Plan and Disclosure Statement: Amending company affidavit in respect of comments from counsel.	1.00	780.00
04/05/2013	Simon Dickson	Plan and Disclosure Statement: Preparing detailed email to GDC re further evidence required.	0.50	390.00
05/05/2013	James Wauchope	Plan and Disclosure Statement: Carrying out detailed review of AIM Group Limited memorandum and articles of association to be used as a template for the Transaction Holdco amended memorandum and articles.	2.00	1,500.00
05/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing the most recent version of the restructuring steps plan and considering next steps and the Cayman implementation requirements.	1.00	750.00
06/05/2013	Adam Bathgate	Plan and Disclosure Statement: Further review and consideration of steps plan (0.5). Review and consideration of draft document checklist (1.0). Updating overview of board resolutions required (1.5).	3.00	1,800.00
06/05/2013	Adam Bathgate	Plan and Disclosure statement: Telephone call with GDC and Milbank regarding documentation required to implement steps plan.	1.80	1,080.00
06/05/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of model form articles (0.9). Conversation with J. Wauchope re comments on same (0.4) and considering J. Wauchope e-mail, riders and mark-up of same (0.2). Attention to e-mail correspondence from GDC re second round of implementation term sheets (0.4) and conversations with J. Wauchope re relationship between syndication companies and governance arrangements at same level (0.3). Attention to e-mail from GDC re board observer and information rights riders (0.2), review of riders (0.2) and drafting changes to same (0.7). Conversations with J. Wauchope re further amendments to riders (0.2).	3.50	2,100.00
06/05/2013	James Wauchope	Plan and Disclosure Statement: Further reviewing Paget Brown form memorandum and articles for Transaction Holdcos (2.5). Providing detailed written comments thereon and suggested amendments (1.0). Drafting new articles to be contained therein (0.6). Providing an alternative Mourant Ozannes form for comparison purposes (0.2).	4.30	3,225.00
06/05/2013	James Wauchope	Plan and Disclosure Statement: Further reviewing revised steps plan and liaising with A. Bathgate as to our response in relation to step 11.	0.50	375.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06925
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 June 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
06/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing first draft of the re-organisation checklist prepared by GDC and considering the Cayman documentation requirements.	1.50	1,125.00
06/05/2013	James Wauchope	Plan and Disclosure Statement: Telecon with GDC and Milbank to discuss the re-organisation checklist and the respective responsibilities for drafting the relevant documents.	1.80	1,350.00
06/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft information rights and board observer articles prepared by GDC (for inclusion in the Transaction Holdco amended articles) (0.6). Discussing same with S. Thomas (0.2).	0.80	600.00
06/05/2013	Tracy Hylton	Plan and Disclosure Statement: Attending teleconference with GDC, Milbank, J. Wauchope and A. Bathgate discussing the revised reorganisation document checklist (1.4). Reviewing checklist to ascertain names of all Cayman companies involved (0.3).	1.70	595.00
06/05/2013	Claire Doyle	Case Administration: Print and organise documents for A Bethell.	0.80	200.00
06/05/2013	Timothy Dawson	Plan and Disclosure Statement: Review revised steps plan (0.3).	0.30	180.00
06/05/2013	Alexandra Bethell	Plan and Disclosure Statement: Email to J Cumber-Forget re A Zacaroli QC's work permit (0.1). Call with J Graves re exhibits to draft company affidavit (0.3). Reviewing and considering documents emailed by J Graves as exhibits (0.4). Arranging for C Doyle to print out documents (0.1). Exchanging emails with S Dickson re exhibits to draft affidavit (0.2).	1.10	660.00
06/05/2013	George Keightley	Plan and Disclosure Statement: Discussions with S Thomas re confidentiality issues and NDA in Board context.	0.50	325.00
06/05/2013	Richard De Basto	Plan and Disclosure Statement: Finalising and circulating constitutional documents of the Sukuk issuer.	0.70	560.00
06/05/2013	Simon Dickson	Plan and Disclosure Statement: Receive and consider update from A Bethell in respect of the Affidavit of Henry Thompson.	0.20	156.00
07/05/2013	Simon Thomas	Plan and Disclosure Statement: Attention to drafting changes to GDC article riders including converting contractual provisions into Articles and considering provisions for confidentiality in relation to board observers.	0.90	540.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06925
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 June 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
07/05/2013	Simon Thomas	Plan and Disclosure Statement: Conversation with J. Wauchope re amended provisions relating to board observers and information rights (0.3). Conversation with J. Wauchope re Transaction Holdco structures, LTCos, syndication companies, SIP arrangements, documentation required to effect amended and restated articles at Transaction Holdco level and implications at shareholder level (0.6). Attention to review of Transaction Holdco structure charts, group structure chart and list of Cayman Transaction Holdcos (0.5). Conversations with T. Hylton re available registers of directors and members and articles and follow up re same (0.4). Considering issues re shareholders of Transaction Holdcos and arrangements for executing/approving shareholder resolutions (0.4). Attention to preparation for call with J. O'Grady re same (0.2). Conversations with J. Wauchope re issues to discuss with GDC (0.4). Call with J. O'Grady and follow up conversation with J. Wauchope (0.5). Conversation with T. Dawson re structure (0.2).	3.50	2,100.00
07/05/2013	James Wauchope	Plan and Disclosure Statement: Further drafting of information rights and board observer rights for inclusion in Transaction Holdco articles (0.8) and discussing with S. Thomas (0.2).	1.00	750.00
07/05/2013	James Wauchope	Plan and Disclosure Statement: Considering Transaction Holdco ownership structure charts and term sheet to ascertain Cayman documentation requirements in relation to changing articles, signing shareholder agreement and the like.	2.50	1,875.00
07/05/2013	James Wauchope	Plan and Disclosure Statement: Telecon with S. Thomas and Jamie O'Grady of GDC to discuss transaction holdco ownership and implementation issues.	1.00	750.00
07/05/2013	James Wauchope	Plan and Disclosure Statement: Further review of revised steps plan (0.3) and discussing Cayman aspects with R. de Basto (0.2).	0.50	375.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06925
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 June 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
07/05/2013	Tracy Hylton	Plan and Disclosure Statement: Reviewing list of Cayman Transaction Holdcos against Arcapita entities corporate records on file to ascertain what corporate records are outstanding (0.2). Attention to preparing Arcapita Cayman entities spreadsheet, noting new companies to be formed, companies involved in the merger, steps plan, disposition committee (0.6). Ascertaining if we have corporate records for the requisite companies (0.4).	1.20	420.00
07/05/2013	Tracy Hylton	Fee Applications: Reviewing and amending first draft May bill (0.2).	0.20	70.00
07/05/2013	Alexandra Bethell	Plan and Disclosure Statement: Reviewing draft affidavit with GDC's comments (0.9). Arranging for draft affidavit to be re-formatted (0.2). Emailing draft affidavit to A Zacaroli QC for comments (0.2). Reviewing and considering A Zacaroli QC's comments on draft affidavit (0.4). Drafting email to GDC raising points made by A Zacaroli QC (0.4). Reviewing and considering email from GDC explaining points on Plan queried (0.3). Forwarding email to A Zacaroli QC and updating A Zacaroli QC on affidavits to be provided by Alvarez & Marsal and Rothschild (0.2). Drafting summons (0.8). Reviewing M Kvarda's amendments to draft affidavit (0.3). Drafting affidavit to be provided by Alvarez & Marsal (0.6). Email with J Cumber-Forget re A Zacaroli QC's work permit (0.1).	4.30	2,580.00
07/05/2013	Simon Dickson	Plan and Disclosure Statement: Receive and consider amended company affidavit.	1.50	1,170.00
07/05/2013	Simon Dickson	Plan and Disclosure Statement: Receive and consider email from counsel re contents of summons.	0.20	156.00
07/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from counsel received and considered re amended company affidavit.	0.30	234.00
07/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from Alvarez & Marsal re need for affidavit from Rothschild.	0.10	78.00
07/05/2013	Simon Dickson	Plan and Disclosure Statement: Review of Alvarez & Marsal liquidation analysis affidavit.	0.40	312.00
07/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from JPLs in respect of plan.	0.10	78.00
07/05/2013	Simon Dickson	Plan and Disclosure Statement: Review of general amendments from GDC.	1.50	1,170.00
08/05/2013	Claire Doyle	Hearings: Assisting F O'Driscoll to prepare the bundle for the third Fee Application.	0.10	25.00
08/05/2013	Adam Bathgate	Fee Applications: Review draft invoice (0.1) and correcting time entries (0.1).	0.20	120.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06925
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 June 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
08/05/2013	Fleur O'Driscoll	Fee Applications: Review of lengthy draft bill and amendments to same (1.1). Emails to T Dawson and M McMillan re same (0.2) and discussions with T Hylton, J Wauchope, A Bathgate, S Thomas and A Bethell re same (0.4).	1.70	1,020.00
08/05/2013	Fleur O'Driscoll	Fee Applications: Call with D Levin regarding the fee application this month (0.3) and update email to S Dickson re same (0.1).	0.40	240.00
08/05/2013	Fleur O'Driscoll	Fee Applications: Discussion with S Dickson regarding the upcoming hearing (0.1) and emails with S Dickson re same (0.1).	0.20	120.00
08/05/2013	Fleur O'Driscoll	Fee Applications: Further call with D Levin regarding the fee application and possible voluntary reductions (0.1). Emails to S Dickson updating him re same (0.2).	0.30	180.00
08/05/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of precedent board resolutions and shareholder resolutions re approval of shareholders agreement and Transaction Holdco articles (0.3). Attention to drafting precedent shareholder resolution (0.2). Drafting precedent resolutions for Cayco shareholders of singular Transaction Holdco (0.7). Considering options in respect of Delaware Transaction Holdcos (0.2). Attention to drafting set of resolutions and schedule in respect of Cayco shareholders of multiple Cayman and Delaware Transaction Holdcos (0.9). Conversation with J. Wauchope re drafting issues in relation to foregoing (0.5). Further consideration of drafting of same (0.2).	3.00	1,800.00
08/05/2013	James Wauchope	Plan and Disclosure Statement: Discussion with S. Thomas as to form of board and shareholder resolutions to approve shareholder agreement and new articles in respect of each Transaction Holdco.	0.50	375.00
08/05/2013	James Wauchope	Fee Applications: Reviewing billing entries for latest Arcapita bill.	0.50	375.00
08/05/2013	Robin Gibb	Fee Applications: Preparing time card calculations for tenth monthly fee statement.	1.10	330.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06925
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 June 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
08/05/2013	Alexandra Bethell	Plan and Disclosure Statement: Update with S Dickson re draft application (0.1). Email to A Zacaroli QC with copies of draft affidavits incorporating GDC's comments (0.2). Email to A Zacaroli QC's clerk to arrange call with A Zacaroli (0.1). Email to Listing Officer updating her on timing of submitting application (0.2). Finishing draft affidavit and emailing to S Dickson (0.4). Reviewing draft affidavits in advance of call (1.1). Attending call with A Zacaroli QC and S Dickson (0.5). Email to GDC with comments on the draft (0.7).	3.70	2,220.00
08/05/2013	Richard De Basto	Plan and Disclosure Statement: Liaising with the Registered Office of the Sukuk issuer to obtain required documentation for setting up a charitable trust.	0.50	400.00
08/05/2013	Simon Dickson	Plan and Disclosure Statement: Review of current evidence for recognition application.	2.00	1,560.00
08/05/2013	Simon Dickson	Plan and Disclosure Statement: Prep and call with Counsel.	0.80	624.00
09/05/2013	Claire Doyle	Plan and Disclosure Statement: Prepare 4 x paginated copies of the second disclosure statement and organising bundles.	0.80	200.00
09/05/2013	Robin Gibb	Case Administration: Updating invoice payment schedule.	0.10	30.00
09/05/2013	Robin Gibb	Fee Applications: Calculating totals of time card entries for next fee application.	0.20	60.00
09/05/2013	Alexandra Bethell	Plan and Disclosure Statement: Reviewing comments on draft order and considering (0.2). Emailing draft order with comments to A Zacaroli QC for his comments (0.1). Emailing draft company affidavit to JPLs' attorneys (0.2). Reviewing various revisions of the draft affidavit and adding comments (2.7). Emails to A Zacaroli QC's clerk to arrange call (0.1). Reviewing emails re draft Rothschild and Alvarez & Marsal affidavits (0.3).	3.60	2,160.00
09/05/2013	Simon Thomas	Plan and Disclosure Statement: Attention to e-mail correspondence re transaction holdco organisation charts (0.2). Attention to preliminary review of organisation charts (0.5).	0.70	420.00
09/05/2013	Fleur O'Driscoll	Case Administration: Emails to/from Stacey Fuller (Alvarez & Marsal) regarding fees.	0.30	180.00
09/05/2013	Fleur O'Driscoll	Fee Applications: Review of email in from D Levin regarding voluntary reductions and consideration of the discount sought (0.3). Emails to and from D Levin (0.2). Emails to and from S Dickson re same (0.2).	0.70	420.00
09/05/2013	Simon Dickson	Plan and Disclosure Statement: Receive and review updated liquidation analysis affidavit.	0.40	312.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
09/05/2013	Simon Dickson	Plan and Disclosure Statement: Call from counsel to UCC re forthcoming hearing.	0.10	78.00
09/05/2013	Simon Dickson	Fee Applications: Consideration of discount re fees.	0.20	156.00
09/05/2013	Simon Dickson	Plan and Disclosure Statement: Review of further GDC amendments to company affidavit.	0.50	390.00
09/05/2013	Simon Dickson	Plan and Disclosure Statement: Receive, review and consider amendments to order from GDC.	0.30	234.00
09/05/2013	Simon Dickson	Plan and Disclosure Statement: Call with Alvarez & Marsal re amendments to liquidation analysis affidavit.	0.30	234.00
09/05/2013	Simon Dickson	Plan and Disclosure Statement: Email to Alvarez & Marsal re affidavit amendments.	0.50	390.00
09/05/2013	Simon Dickson	Plan and Disclosure Statement: Revise Rothschild affidavit.	0.40	312.00
09/05/2013	Simon Dickson	Plan and Disclosure Statement: Preparation and attend JPL and GDC update call.	0.80	624.00
10/05/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of e-mail correspondence re implementation term sheets (0.3). Attention to preliminary review of draft shareholders' agreement (0.8). Attention to redrafting of board and shareholder approval documents in respect of new Transaction Holdco constitutional documents (1.3). Attention to redrafting information riders (0.3) and confidentiality provisions in respect of board observers (0.4). Conversations with J. Wauchope re same (0.1).	3.20	1,920.00
10/05/2013	Fleur O'Driscoll	Case Administration: Review of email from D Levin regarding client codes.	0.10	60.00
10/05/2013	Fleur O'Driscoll	Fee Applications: Considering proposed voluntary reductions and emails to and from D Levin regarding same (0.5). Discussions with S Dickson regarding proposed voluntary reductions (0.2).	0.70	420.00
10/05/2013	Fleur O'Driscoll	Fee Applications: Further review of draft invoice and amendments to same.	1.10	660.00
10/05/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to preparing Schedule of Arcapita Cayman companies involved in the reorganisation, outlining corporate records to be requested (1.0).	1.00	350.00
10/05/2013	Alexandra Bethell	Plan and Disclosure Statement: Emails with JPLs re call on Monday (0.2). Emails with J Cumber-Forget and reviewing/checking Temporary Work Permit for A Zacaroli QC (0.2). Reviewing and amending revised draft company affidavit (2.7).	3.10	1,860.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
10/05/2013	Simon Dickson	Plan and Disclosure Statement: Finalising draft evidence for review by Counsel in advance of submission.	3.50	2,730.00
10/05/2013	Simon Dickson	Plan and Disclosure Statement: Receive review and consider detailed email from Counsel to JPLs.	0.80	624.00
10/05/2013	Simon Dickson	Plan and Disclosure Statement: Drafting email to GDC and Counsel re JPLs' position.	0.20	156.00
10/05/2013	Simon Dickson	Plan and Disclosure Statement: Receive and review email from GDC re JPLs' position.	0.20	156.00
10/05/2013	Simon Dickson	Plan and Disclosure Statement: Call from Cayman Counsel to UCC.	0.40	312.00
10/05/2013	Simon Dickson	Plan and Disclosure Statement: Email to GDC re call with Cayman Counsel to UCC.	0.20	156.00
10/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from GDC re Goldman financing.	0.30	234.00
10/05/2013	Simon Dickson	Plan and Disclosure Statement: Call from Goldman Sachs' Cayman Attorneys re financing.	0.50	390.00
10/05/2013	Simon Dickson	Plan and Disclosure Statement: Email to GDC re Goldman Sachs' position.	0.20	156.00
10/05/2013	Simon Dickson	Plan and Disclosure Statement: Review email from JPLs re meeting on Monday.	0.10	78.00
11/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing first draft template board and shareholder resolutions for Transaction Holdcos.	0.30	225.00
11/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft information rights and board representation rights for inclusion in template amended articles of Transaction Holdcos.	0.30	225.00
11/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft implementation term sheet for Transaction Holdcos.	0.50	375.00
11/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft shareholder agreement prepared by Milbank in respect of Transaction Holdcos.	2.30	1,725.00
11/05/2013	Alexandra Bethell	Plan and Disclosure Statement: Reviewing draft company affidavit and amending (0.3), reviewing draft Alvarez & Marsal affidavit (0.2), reviewing draft Rothschild affidavit (0.2), reviewing and amending draft order (0.3), reviewing draft summons (0.1). Circulating the set of documents to GDC, Alvarez & Marsal and A Zacaroli QC (0.1). Reviewing emails from S Dickson (0.1).	1.30	780.00
12/05/2013	James Wauchope	Plan and Disclosure Statement: Further reviewing draft shareholder agreement for use in connection with Transaction Holdcos.	2.00	1,500.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
12/05/2013	James Wauchope	Plan and Disclosure Statement: Researching Cayman Islands legal position as to the enforceability of a shareholders' agreement against the Company itself.	0.50	375.00
12/05/2013	James Wauchope	Plan and Disclosure Statement: Further reviewing draft implementation term sheet for Transaction Holdcos.	0.30	225.00
12/05/2013	Alexandra Bethell	Plan and Disclosure Statement: Reviewing and considering A Zacaroli QC's comments on draft affidavit (0.4). Reviewing and considering emails from SD (0.2). Emailing comments to GDC (0.2). Arranging a conference call for Monday (0.2).	1.00	600.00
13/05/2013	Claire Doyle	Plan and Disclosure Statement: Assist A Bethell to print, paginate and bundle the documents referred to in the Affidavit of H Thompson.	0.90	225.00
13/05/2013	Fleur O'Driscoll	Fee Applications: Review of narratives in draft bill, amendments and meetings with J Wauchope, S Dickson, T Dawson, T Hylton and R Gibb re amendments.	1.00	600.00
13/05/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with GDC team in relation to form of memorandum and articles for use by Transaction Holdcos.	0.30	225.00
13/05/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with GDC team in relation to Disposition Committee mechanism to change directors proposed by Walkers.	0.30	225.00
13/05/2013	James Wauchope	Plan and Disclosure Statement: Further review of draft shareholders' agreement and providing detailed comments thereon along with written advice.	2.30	1,725.00
13/05/2013	James Wauchope	Plan and Disclosure Statement: Finalising shareholder and board resolutions for Transaction Holdcos.	0.50	375.00
13/05/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with GDC team in relation to possible company manager's license application for AIM Group Limited or a subsidiary.	0.30	225.00
13/05/2013	James Wauchope	Plan and Disclosure Statement: Researching Companies Management Law and Securities Investment Business Law in relation to possible registration/license application by AIM Group Limited.	0.50	375.00
13/05/2013	James Wauchope	Fee Applications: Finalising certain Arcapita billing issues.	0.50	375.00
13/05/2013	Tisha Hobden	Plan and Disclosure Statement: Checking whether Companies Management Law (2003 Revision) is most recent version, review of Consolidated Index of Laws and Gazette website at request of T Forbes on instructions of J Wauchope.	0.30	90.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
13/05/2013	Tracy Hylton	Fee Applications: Reviewing and amending May draft invoice to ensure conformity with court guidelines for fees (1.3).	1.30	455.00
13/05/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of e-mail correspondence re shareholders agreement (0.2). Review of shareholder agreement (1.9). Conversation with J. Wauchope re comments on same (0.4). Attention to review of J. Wauchope e-mail re shareholder agreement and comments on same (0.4). Attention to e-mail correspondence from GDC re implementation term sheets (0.3). Conversations with J. Wauchope re precedent shareholder resolutions (0.2). Attention to amendments re same (0.2). Consideration of further changes to board resolutions (0.3).	3.90	2,340.00
13/05/2013	Alexandra Bethell	Plan and Disclosure Statement: Attending call with S Dickson, GDC and A Zacaroli QC to discuss application (0.5), amending draft summons and draft order following call with JPLs (0.5), emails with and reviewing emails from GDC in relation to application (0.6), arranging for exhibits to affidavits to be put together (0.5), calls and emails with Tammy Fu of Zolfo Cooper re notices published previously (0.5), call with J Graves re notices in US proceedings and reviewing notices (0.4), reviewing and amending draft company affidavit (1.8), drafting notice for Gazette (0.6), calls to Gazette and Compass (0.4), email to Tammy Fu re draft notice (0.3), final drafts emails to S Dickson (0.2), exhibits scanned and circulated to team (0.5).	6.80	4,080.00
13/05/2013	Simon Dickson	Plan and Disclosure Statement: Call with GDC and Counsel.	0.80	624.00
13/05/2013	Simon Dickson	Plan and Disclosure Statement: Call with GDC Counsel and JPLs.	0.80	624.00
13/05/2013	Simon Dickson	Plan and Disclosure Statement: Incorporating further changes into evidence and finalising further draft of application.	3.00	2,340.00
13/05/2013	Simon Dickson	Plan and Disclosure Statement: Call with GDC re full value issue.	0.30	234.00
13/05/2013	Simon Dickson	Plan and Disclosure Statement: Drafting email to GDC team re issues arising with evidence.	0.40	312.00
13/05/2013	Simon Dickson	Plan and Disclosure Statement: Receive and review email from UCC with suggested changes to affidavit.	0.30	234.00
13/05/2013	Simon Dickson	Plan and Disclosure Statement: Receive and review suggested changes by JPLs.	0.30	234.00
13/05/2013	Simon Dickson	Plan and Disclosure Statement: Review and amend notice to creditors.	0.30	234.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
13/05/2013	Simon Dickson	Plan and Disclosure Statement: Providing instructions to A. Bethell as to filing of application.	0.40	312.00
13/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from Cayman Counsel to SCB.	0.10	78.00
13/05/2013	Simon Dickson	Plan and Disclosure Statement: Email to Cayman Counsel to SCB.	0.10	78.00
14/05/2013	Tisha Hobden	Plan and Disclosure Statement: Review of position in relation to Companies Management Law and Securities Investment Business Law on instructions of J Wauchope (0.2), checking Consolidated Index of Laws and Gazette website for amendment laws (0.2), discussion with T Forbes (0.1).	0.50	150.00
14/05/2013	Morven McMillan	Plan and Disclosure Statement: Review draft declaration of trust (re certificates) for Cayman issues.	0.40	320.00
14/05/2013	Morven McMillan	Plan and Disclosure Statement: Telephone - R de Basto to discuss draft trust deed.	0.10	80.00
14/05/2013	Adam Bathgate	Plan and Disclosure Statement: Drafting skeleton form of board resolutions to implement restructuring steps.	4.40	2,640.00
14/05/2013	Claire Doyle	Case Administration: Find all relevant documents from DIP Hearing on 10 December 2012 and email to A Bethell.	0.80	200.00
14/05/2013	Claire Doyle	Plan and Disclosure Statement: Prepare further copies of the Affidavit of H Thompson (0.6); scan and email tabs (0.3).	0.90	225.00
14/05/2013	Claire Doyle	Case Administration: Prepare bundles for the Affidavit of M Kvarda (0.4); scan and email Affidavit and Exhibit to A Bethell (0.2).	0.60	150.00
14/05/2013	James Wauchope	Plan and Disclosure Statement: Telecon with GDC team and Arcapita general counsel in relation to Cayman licensing/regulatory issues in respect of AIM Group Limited and AIM Asset Management.	0.50	375.00
14/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft management services agreement to be entered into by AIM Group Limited.	0.30	225.00
14/05/2013	James Wauchope	Plan and Disclosure Statement: Researching Companies Management Law and Securities Investment Business Law in preparation for giving legal advice as to regulatory/licensing requirements.	1.50	1,125.00
14/05/2013	James Wauchope	Plan and Disclosure Statement: Discussing with MO corporate team members miscellaneous documentation requirements in respect of the proposed restructuring steps.	0.50	375.00
14/05/2013	Tracy Hylton	Fee Applications: Reviewing time entries to date for May invoice.	0.10	35.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
14/05/2013	Tracey Forbes	Plan and Disclosure Statement: Conducting research on the instructions of James Wauchope on whether there have been any amendments to the Companies Management Law 2003 Revision.	0.50	150.00
14/05/2013	Timothy Dawson	Plan and Disclosure Statement: Email to Gibson Dunn enquiring as to next steps re merger (0.1).	0.10	60.00
14/05/2013	Simon Thomas	Plan and Disclosure Statement: Conversations with J. Wauchope re precedent documentation (0.3). Attention to finalising drafting changes to board resolutions (0.6). Drafting email to J. O'Grady (GDC) re board resolutions and shareholder resolutions (0.3). Attention to W. Rustum (GDC) emails re shareholder agreement comments (0.3).	1.50	900.00
14/05/2013	Amy Bond	Plan and Disclosure Statement: Proof reading affidavit of H Thompson in advance of service.	0.90	472.50
14/05/2013	Fleur O'Driscoll	Fee Applications: Emails to and from D Levin regarding the upcoming fee application hearing.	0.20	120.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
14/05/2013	Alexandra Bethell	Plan and Disclosure Statement: Emails re amendments to company affidavit and considering (0.7), call with S Dickson re the amendments (0.2), arranging for documents re last DIP financing to be located and emailing the same to Appleby (0.3), emailing revised tab to the exhibit of the company affidavit to the team (0.1), emails with A Zacaroli QC re draft summons and order and affidavits (0.5), email to GDC re draft notice to be published (0.1), email to the Listing Officer re application to be filed (0.1), arranging for copies of the exhibits to affidavits to be prepared and checking the same (0.5), checking sworn affidavits and requesting one to be re-sworn (0.5), drafting letters serving documents on Campbells and Walkers (0.4), discussing draft notice with Tammy Fu and emails re the same (0.3), arranging for affidavits and summons to be filed at Court (0.4), emails with A Zacaroli QC re draft notice and amendments (0.2), email to GDC re amended notice (0.2), email to GDC re providing Appleby with documents relating to DIP financing (0.1), emailing filed affidavits to GDC (0.5), calls with the court re obtaining a time for the hearing (0.4), emails with J Graves providing scanned affidavit including exhibit (0.2), reviewing documents to be served from GDC (0.3), emails from GDC amending notice (0.2), email to A Zacaroli QC re the same (0.1), arranging for docs to be served on Campbells and Walkers and checking documents sent (0.2).	6.50	3,900.00
14/05/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing and commenting on documentation to be entered into by the Sukuk issuer.	7.40	5,920.00
14/05/2013	Simon Dickson	Plan and Disclosure Statement: Emails from counsel in respect of liquidation analysis.	0.10	78.00
14/05/2013	Simon Dickson	Plan and Disclosure Statement: Email to counsel in respect of liquidation analysis.	0.20	156.00
14/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from Gibson Dunn in respect of liquidation analysis and comparison of numbers.	0.20	156.00
14/05/2013	Simon Dickson	Plan and Disclosure Statement: Email to counsel and Gibson Dunn in respect of liquidation analysis and how figures should be dealt with in the affidavit.	0.10	78.00
14/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from counsel to JPLs in respect of affidavit.	0.10	78.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
14/05/2013	Simon Dickson	Plan and Disclosure Statement: Call with A. Bethell to organize filing of evidence.	0.50	390.00
14/05/2013	Simon Dickson	DIP Financing: Email from Appleby (counsel to Goldman Sachs) in relation to papers.	0.10	78.00
14/05/2013	Simon Dickson	DIP Financing: Reply to Appleby (counsel for Goldman Sachs) in relation to papers.	0.10	78.00
14/05/2013	Simon Dickson	Plan and Disclosure Statement: Various further emails in respect of liquidation analysis affidavit and reviewing revised paragraph 52.	0.40	312.00
14/05/2013	Simon Dickson	Plan and Disclosure Statement: Various emails in considering notice to be placed in Cayman Compass and international papers.	0.30	234.00
15/05/2013	Fleur O'Driscoll	Fee Applications: Review of fee application and related materials in preparation for the call (1.1). Brief discussion with S Dickson regarding the hearing (0.1) and review of dial in details (0.1).	1.40	840.00
15/05/2013	Fleur O'Driscoll	Fee Applications: Attempts to dial in and attending fee application hearing (2.1). Update emails to S Dickson regarding outcome (0.2).	2.30	1,380.00
15/05/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Review of emails regarding the Fortress/Goldman Sachs exit loan (0.1). Discussion with A Bethell (0.1). Internal emails to S Dickson and A Bethell re same (0.1). Attempt to contact J Walton (Appleby) re query and voice message left (0.1).	0.40	240.00
15/05/2013	Simon Thomas	Plan and Disclosure Statement: Reviewing structure charts in respect of all Transaction Holdcos (0.9). Attention to preliminary review of e-mail correspondence from J. O'Grady (GDC) re shareholders' agreement (0.2). Conversations with J. Wauchope re comments on shareholder agreement (0.2). Attention to drafting changes to shareholder agreement (0.4) and drafting e-mail correspondence to GDC re same (0.2).	1.90	1,140.00
15/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft Affidavit of Henry Thompson to check description of corporate restructuring.	1.00	750.00
15/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft Transaction Holdco shareholders' agreement.	1.50	1,125.00
15/05/2013	James Wauchope	Plan and Disclosure Statement: Providing detailed written comments on draft shareholder agreement.	0.50	375.00
15/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing AIML company management license application.	0.50	375.00

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15/05/2013	James Wauchope	Plan and Disclosure Statement: Providing written advice as to Companies Management Law and Securities Investment Business Law licensing requirements in respect of AIML.	0.50	375.00
15/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft management services agreement to be entered into by AIM Group Limited.	0.50	375.00
15/05/2013	James Wauchope	Plan and Disclosure Statement: Providing detailed written advice as to the Companies Management Law and Securities Investment Business Law licensing regime in respect of AIM Group Limited.	0.50	375.00
15/05/2013	Fleur O'Driscoll	DIP Financing: Call with J Walton (Appleby) regarding the exit financing (0.1) and email to S Dickson re same (0.1).	0.20	120.00
15/05/2013	Alexandra Bethell	Plan and Disclosure Statement: Reviewing email from A Zacaroli QC re notice of hearing and what will be required re creditor submitting claims (0.2), email to GDC re amended notice and A Zacaroli QC's comments (0.3), email to Tammy Fu re amended notice (0.2), call to Tammy Fu re notice (0.2), emails with Amy Kim re original affidavit of HT (0.1), reviewing email from Appleby and article re Fortress challenge (0.2), emails with GDC re the same (0.3), email to GDC with the final advert and request that it be published (0.2), calls with Cayman Compass (0.4), checking advert and emailing advert to Cayman Compass (0.4), emails with Kevin Guirey of ZC re affidavits (0.1), arranging for cheque to be raised (0.1) drafting letter to Cayman Compass re payment (0.2), serving documents electronically on Maples and Calder (0.5), discussing with F O'Driscoll re Fortress and an update to Appleby (0.2), emails with GDC re the notice (0.1), further call with CC re change to notice (0.1), email with J Wauchope re company affidavit (0.1).	3.90	2,340.00
15/05/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing and commenting on documentation to be entered into by the Sukuk issuer.	9.30	7,440.00
15/05/2013	Simon Dickson	DIP Financing: Email correspondence in respect of terms of summons.	0.30	234.00
15/05/2013	Simon Dickson	DIP Financing: Various discussions in respect of issues arising out of Fortress's objection to Goldman Sachs financing.	0.50	390.00
15/05/2013	Simon Dickson	DIP Financing: Call and discussion with F. O'Driscoll in respect of the application.	0.30	234.00

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Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
15/05/2013	Simon Dickson	DIP Financing: Receive and review email from F. O'Driscoll in respect of Fortress issues regarding financing.	0.10	78.00
16/05/2013	Claire Doyle	Plan and Disclosure Statement: Prepare Bundle for the Hearing on 31 May 2013.	0.70	175.00
16/05/2013	Claire Doyle	Plan and Disclosure Statement: Prepare further copy of Affidavit of H Thompson.	0.30	75.00
16/05/2013	Timothy Dawson	Plan and Disclosure Statement: Considering Gibson Dunn comments on merger documents (0.3). Discussing amendments to merger documents with J. Wauchope (0.7). Emails to Cayman registrar of Companies re merger requirements (0.2). Updating merger documents (1.00). Email to Gibson Dunn (0.2). Attending emails from Gibson Dunn on revised documents and replies thereto. (0.1).	2.50	1,500.00
16/05/2013	James Wauchope	Plan and Disclosure Statement: Further reviewing the Henry Thompson affidavit in relation to its description of the current steps plan.	1.80	1,350.00
16/05/2013	James Wauchope	Plan and Disclosure Statement: Working in conjunction with T. Dawson to prepare revised drafts of the Step 3 merger documentation.	3.00	2,250.00
16/05/2013	Adam Bathgate	Plan and Disclosure Statement: Reading and considering affidavit of H Thompson especially as regards proposed restructuring (1.0). Discussion JW regarding description of restructuring outlined in affidavit (0.3) and follow-up email to GDC in connection therewith (0.3).	1.60	960.00
16/05/2013	Alexandra Bethell	Plan and Disclosure Statement: Reviewing email from GDC re distribution to Portigon (0.2), emailing A Zacaroli QC re the same (0.1), discussing the same with A Zacaroli QC (0.4), email to GDC in response (0.2), emails with corporate re affidavit of H Thompson (0.1), arranging for hearing bundles to be put together (0.3) and checking the same and (0.3) and arranging for the same to be scanned in (0.2).	1.80	1,080.00
16/05/2013	Tracy Hylton	Fee Applications: Reviewing and amending time entries to date for May invoice.	0.10	35.00
16/05/2013	Simon Dickson	Plan and Disclosure Statement: Various emails in consideration of how to deal with post petition transfers.	0.50	390.00
17/05/2013	Claire Doyle	Plan and Disclosure Statement: Prepare 4 x copies of the Bundle for the Hearing on 31 May 2013 and scan tabs to the electronic file.	1.00	250.00
17/05/2013	Robin Gibb	Fee Applications: Drafting monthly statement (0.2) and email to F O'Driscoll (0.1).	0.30	90.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
17/05/2013	Simon Thomas	Plan and Disclosure Statement: Finalising drafting of riders for Articles (0.4) and email correspondence re same (0.3). Attention to review of implementation term sheets and organisational charts received from GDC (0.9). Conversation with J. Wauchope re form of articles and wording to be included (0.3). Call with Walkers re proposals with respect to Disposition Committee and follow up re same (0.4). Attention to review of Milbank comments on implementation term sheets (0.4).	2.70	1,620.00
17/05/2013	Fleur O'Driscoll	Fee Applications: Review of emails from S Dickson regarding the monthly statement.	0.10	60.00
17/05/2013	Alexandra Bethell	Plan and Disclosure Statement: Emailing copies of documents in hearing pack to A Zacaroli QC (0.6), calls with Listing Officer re whether hearing was robed (0.3) and emails with A Zacaroli QC re the same (0.1), discussing with J Cumber-Forget re whether Temporary Work Permits required for GDC (0.5), emails with GDC re the same (0.4), reviewing and arranging for original affidavit of H Thompson to be filed at Court (0.3), emails re sending original affidavits of B Doughton and M Kvarda to me (0.2), reviewing emails between corporate and GDC re the affidavit (0.2), obtaining a copy of the advert in the Caymanian Compass and discussing the same with A. Hodgson (0.3).	2.90	1,740.00
17/05/2013	Tracy Hylton	Fee Applications: Continuing to review time entries to date for May invoice.	0.10	35.00
17/05/2013	James Wauchope	Plan and Disclosure Statement: Telecon with Jamie O'Grady of GDC regarding proposed coordination with Paget Brown & Co. and form of articles of association to be used by Transaction HoldCos.	0.50	375.00
17/05/2013	James Wauchope	Plan and Disclosure Statement: Drafting amended and restated articles of association to be adopted by Transaction HoldCos to reflect latest draft of proposed shareholders' agreement.	3.50	2,625.00
18/05/2013	Tracy Hylton	Plan and Disclosure Statement: Assisting J. Wauchope with drafting, preparing amending draft Articles of the Transaction HoldCos.	3.50	1,225.00
18/05/2013	James Wauchope	Plan and Disclosure Statement: Further work drafting template amended articles of association of Transaction HoldCos.	4.80	3,600.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
18/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft charitable trust deed provided by Paget Brown & Co. in relation to the Sukuk issuer (0.2) and providing comments to R. De Basto (0.1).	0.30	225.00
21/05/2013	Robin Gibb	Case Administration: Email to D Levin regarding Monthly Statement.	0.10	30.00
21/05/2013	Robin Gibb	Plan and Disclosure Statement: Emails with F O'Driscoll (0.1) and locating documentation for F O'Driscoll for draft Order (0.4).	0.50	150.00
21/05/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion J. Wauchope regarding company formation mechanics, share capital, forms of articles etc.	0.80	480.00
21/05/2013	Adam Bathgate	Plan and Disclosure Statement: Call GDC, Arcapita and Paget Brown re reorganisation process.	1.80	1,080.00
21/05/2013	Timothy Dawson	Plan and Disclosure Statement: Discussing merger company balance sheets with J. Wauchope (0.3) and discussing next steps with J. Wauchope (0.2). Phone call with Gibson Dunn re merger documents (0.2).	0.70	420.00
21/05/2013	James Wauchope	Plan and Disclosure Statement: Telecon with Sidney Coleman regarding requirement for company management license for AIML and AIM Group Limited.	0.30	225.00
21/05/2013	James Wauchope	Plan and Disclosure Statement: Telecon with GDC team and Paget Brown & Co. and MO team to discuss restructuring steps, Transaction HoldCo matters and other items requiring interaction between MO and Paget Brown.	1.30	975.00
21/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing form of syndication company articles in context of new proposal whereby Arcapita would redeem its shares in return for shares in a Transaction Holdco.	1.50	1,125.00
21/05/2013	James Wauchope	Plan and Disclosure Statement: Email to Jamie O'Grady of GDC providing written advice as to redeemability of syndication company shares.	0.30	225.00
21/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing proposed share capital of new TopCo (0.7) and providing written advice to GDC in respect thereof (0.1).	0.80	600.00
21/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft balance sheet provided in relation to proposed merger transaction and discussing same with T. Dawson.	0.50	375.00
21/05/2013	Tracy Hylton	Plan and Disclosure Statement: Telecon with GDC, Arcapita and Paget Brown regarding reorganisation process and interaction between MO and Paget Brown (1.4).	1.40	490.00

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21/05/2013	Tracy Hylton	Fee Applications: Reviewing and amending time narratives of May invoice to date (1.0).	1.00	350.00
21/05/2013	Simon Dickson	Plan and Disclosure Statement: Receive and review letter from Maples and Calder in respect of SCB position.	0.50	390.00
21/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from A. Bethell re notice in Wall Street Journal and Financial Times and information in respect of hearing bundle.	0.20	156.00
21/05/2013	Fleur O'Driscoll	Fee Applications: Emails to and from R Gibb regarding the monthly statement and liaising with support staff re same.	0.50	300.00
21/05/2013	Fleur O'Driscoll	DIP Financing: Email in from K Pearson regarding the draft order (0.1). Emails to and from S Dickson re same (0.2). Email out to K Pearson re same (0.1). Liaising with R Gibb regarding the relevant documents (0.3) and further email out to K Pearson (0.1).	0.80	480.00
22/05/2013	Robin Gibb	Fee Applications: Preparing tenth monthly fee statement (0.6) and email to S Dickson on same (0.1).	0.70	210.00
22/05/2013	Timothy Dawson	Plan and Disclosure Statement: Email exchanges with Gibson Dunn re document updates and arranging telecon (0.1). Attending Voice mail from Gibson Dunn (0.1).	0.20	120.00
22/05/2013	Simon Dickson	Plan and Disclosure Statement: Conference calls with JPLs and counsel in respect of SCB position.	2.50	1,950.00
22/05/2013	Simon Dickson	Plan and Disclosure Statement: Review of supplemental affidavit of Henry Thompson drafted by Gibson Dunn.	0.30	234.00
22/05/2013	Simon Dickson	Plan and Disclosure Statement: Various emails in respect of the attendance of witnesses at 31 May 2013 hearing.	0.20	156.00
22/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from Michael Rosenthal at Gibson Dunn in respect of SCB negotiating position.	0.10	78.00
22/05/2013	Simon Dickson	Plan and Disclosure Statement: Review of SCB security documents.	0.80	624.00
22/05/2013	Simon Dickson	DIP Financing: Email from J. Weisser in respect of Goldman Sachs financing issues.	0.10	78.00
22/05/2013	Simon Dickson	Plan and Disclosure Statement: Email to Gibson Dunn highlighting issues arising in respect of SCB.	0.20	156.00
22/05/2013	Simon Dickson	Plan and Disclosure Statement: Receive and review email from counsel in respect of SCB issues.	0.10	78.00
22/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from Gibson Dunn in respect of the SCB issues.	0.10	78.00

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22/05/2013	George Keightley	Plan and Disclosure Statement: Considering various correspondence from SD regarding preparation of hearing bundles and associated issues.	0.20	130.00
22/05/2013	Fleur O'Driscoll	Fee Applications: Liaising with R Gibb re finalising the monthly statement.	0.20	120.00
23/05/2013	Robin Gibb	Hearings: Preparing hearing bundles to be served on Maples & Calder, Court and Campbells.	0.60	180.00
23/05/2013	Morven McMillan	Plan and Disclosure Statement: R de Basto email attaching draft trust deed. Email R de Basto.	0.20	160.00
23/05/2013	Adam Bathgate	Plan and Disclosure Statement: Review of contribution agreement.	0.40	240.00
23/05/2013	Adam Bathgate	Plan and Disclosure Statement: Conference call with GDC regarding status of checklist and next steps in reorganisation documentation.	1.20	720.00
23/05/2013	Adam Bathgate	Plan and Disclosure Statement: Drafting memoranda and articles for new Cayman companies to be formed under steps plan (1.0). Review of draft recitals for resolutions (0.4). Review of draft reorganisation checklist (0.7) and follow up discussion JW (0.5). Detailed correspondence with GDC regarding reorganisation checklist (0.7).	3.30	1,980.00
23/05/2013	Timothy Dawson	Plan and Disclosure Statement: Reviewing document drafts (contribution agreements) (0.1). Reviewing A Bathgate email re standard form Cayman documents and GD reply (0.3). attending emails Gibson Dunn (0.1).	0.50	300.00
23/05/2013	James Wauchope	Plan and Disclosure Statement: Telecon with Sidney Coleman of Paget-Brown in connection with the proposed registration of AIM Group Limited as an excluded person under SIBL.	0.30	225.00
23/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft template contribution agreement.	0.80	600.00
23/05/2013	James Wauchope	Plan and Disclosure Statement: Providing written comment on draft contribution agreement by email to GDC.	0.80	600.00
23/05/2013	James Wauchope	Plan and Disclosure Statement: Telecon with GDC team to discuss restructuring steps and implementation thereon.	1.30	975.00
23/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft template recitals for inclusion in board resolutions of entities participating in restructuring steps and commenting thereon.	0.50	375.00
23/05/2013	James Wauchope	Plan and Disclosure Statement: Assisting with drafting of memorandum and articles of new Cayman entities.	0.50	375.00

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23/05/2013	James Wauchope	Plan and Disclosure Statement: Discussing with A. Bathgate and R. de Basto the implementation steps in respect of restructuring.	0.30	225.00
23/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft restructuring check list provided by GDC.	1.30	975.00
23/05/2013	James Wauchope	Plan and Disclosure Statement: Discussing proposed changes to restructuring check list with AB.	0.30	225.00
23/05/2013	James Wauchope	Plan and Disclosure Statement: Drafting template share re-purchase agreement to be entered into by certain Syndication Companies with Arcapita shareholders.	1.50	1,125.00
23/05/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing background documents for the new DIP facility.	1.60	1,280.00
23/05/2013	Tracy Hylton	Plan and Disclosure Statement: Reviewing email from J. Wauchope in respect to copies of settlement deed letter agreement(0.1). Reviewing matter file and providing J. Wauchope with copies of the settlement deed in respect to the transfer of shares of PNVs, letter agreement and requisite resolutions/minutes (1.1). Email to Paget-Brown in respect to CIMA's expected turn around time for SIBL excluded person applications (.1).	1.30	455.00
23/05/2013	Tracy Hylton	DIP Financing: Discussion with R. de Basto in respect to new DIP and steps to be taken (0.1). Email to Paget-Brown requesting copies of updated/amended corporate records of the 65 guarantors (0.2). Reviewing matter file in respect of schedule of guarantors (0.3).	0.60	210.00
23/05/2013	Simon Dickson	Plan and Disclosure Statement: Initial review of draft JPL affidavit.	0.50	390.00
23/05/2013	Simon Dickson	Plan and Disclosure Statement: Overseeing drafting and delivery of letter to Maples and Calder re SCB position.	0.50	390.00
23/05/2013	Simon Dickson	Plan and Disclosure Statement: Review of letter from Gibson Dunn to Dechert in respect of SCB position.	0.20	156.00
23/05/2013	Simon Dickson	Plan and Disclosure Statement: Receive and review email from JPLs.	0.10	78.00
23/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from Ross Stewart at Gibson Dunn re Goldman Sachs exit facility.	0.10	78.00
23/05/2013	Simon Dickson	Plan and Disclosure Statement: Various emails with Gibson Dunn in respect of timing of service of skeleton argument.	0.20	156.00
23/05/2013	George Keightley	Plan and Disclosure Statement: Discussions with SD (0.2). Reviewing and amending material (0.3) and correspondence and arranging for service of hearing bundles (0.2).	0.70	455.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
23/05/2013	Fleur O'Driscoll	DIP Financing: Review of email in from K Pearson (Appleby) regarding the DIP financing (0.1) Review of further email in from K Pearson re same and consideration of issues to be addressed (0.2).	0.10	60.00
24/05/2013	Robin Gibb	Fee Applications: Email to D Levin regarding 10th Monthly Statement (0.1). Email in from D Levin (0.1) and correcting monthly statement (0.1) and email to D Levin (0.1).	0.40	120.00
24/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing a revised draft of the transaction holdco template articles prepared by GDC.	2.00	1,500.00
24/05/2013	James Wauchope	Plan and Disclosure Statement: Considering requirement for class consents in relation to transaction holdco voting and non-voting shares.	0.30	225.00
24/05/2013	James Wauchope	Plan and Disclosure Statement: Telecon with Walkers to discuss disposition committee provisions.	0.30	225.00
24/05/2013	James Wauchope	Plan and Disclosure Statement: Telecon with Jamie O'Grady of GDC to discuss revised template transaction holdco articles.	0.30	225.00
24/05/2013	James Wauchope	Plan and Disclosure Statement: Further drafting of draft share repurchase agreement to be entered into by each Syndication company.	2.00	1,500.00
24/05/2013	James Wauchope	Plan and Disclosure Statement: Telecon with Jamie O'Grady to discuss form of share purchase agreement.	0.30	225.00
24/05/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with GDC team in relation to restructuring check list.	0.30	225.00
24/05/2013	James Wauchope	Plan and Disclosure Statement: Telecon with Walkers to discuss further disposition committee provisions.	0.80	600.00
24/05/2013	James Wauchope	Plan and Disclosure Statement: Preparing a substantially revised draft of the Transaction Holdco template articles to reflect GDC comments.	4.00	3,000.00
24/05/2013	Tracy Hylton	DIP Financing: Reviewing and responding to email from Paget Brown in respect to our request for copies of any updated corporate records of the Guarantors (.2). Reviewing various emails from Patricia containing copies of the updated corporate records of the 68 Guarantors (1.0). Printing, filing and reviewing the updated corporate records of the 68 Guarantors (4.0).	5.20	1,820.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
24/05/2013	Tracy Hylton	Plan and Disclosure Statement: Reviewing GDC comments on the Articles of Association of the Cayman Transaction Holdcos (.2). Assisting James Wauchope with amending and commenting on the Articles of Association of the Cayman Transaction Holdcos received from GDC (2.1).	2.30	805.00
24/05/2013	Simon Dickson	DIP Financing: Initial review of Goldman Sachs application.	0.80	624.00
24/05/2013	Simon Dickson	DIP Financing: Emails with Appleby for Goldman Sachs re the financing application.	0.20	156.00
24/05/2013	Simon Dickson	DIP Financing: Email from Barnaby Gowrie of the UCC re whereabouts the skeleton argument.	0.10	78.00
24/05/2013	Simon Dickson	DIP Financing: Email to Gibson Dunn re queries from Goldman Sachs in respect of financing facilities.	0.10	78.00
24/05/2013	Fleur O'Driscoll	DIP Financing: Review of emails to/from Appleby regarding the DIP financing.	0.20	120.00
26/05/2013	Fleur O'Driscoll	Hearings: Review of the draft documentation for the plan approval hearing and the Goldman Sachs DIP hearing (1.7). Email to S Dickson (0.1) and email to R Wanjiru (0.1).	1.90	1,140.00
26/05/2013	Fleur O'Driscoll	Hearings: Email to S. Dickson regarding listing of Goldman Sachs s.99 application.	0.10	60.00
26/05/2013	Fleur O'Driscoll	Fee Applications: Email to R Gibb regarding the objection period.	0.10	60.00
26/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft shareholders' agreement provided by Milbank.	2.00	1,500.00
26/05/2013	James Wauchope	Plan and Disclosure Statement: Providing detailed written comments to GDC team on the revised draft shareholders' agreement prepared by Milbank and commenting particularly on its impact on the template articles.	0.50	375.00
26/05/2013	Simon Dickson	Plan and Disclosure Statement: Review and consider Arcapita skeleton from counsel.	1.00	780.00
26/05/2013	Simon Dickson	Plan and Disclosure Statement: Review of hearing bundle.	0.50	390.00
26/05/2013	Simon Dickson	Plan and Disclosure Statement: Email to Alexandra Bethell re format of affidavits.	0.10	78.00
26/05/2013	Simon Dickson	Plan and Disclosure Statement: Email to Jeremy Graves re adverts in Wall Street Journal and Financial Times.	0.10	78.00
26/05/2013	Simon Dickson	Plan and Disclosure Statement: Review, consider and amend second affidavit of Henry Thompson.	0.50	390.00
26/05/2013	Simon Dickson	DIP Financing: Review and consider Goldman Sachs application in respect of DIP replacement facility and exit facility.	1.50	1,170.00
26/05/2013	Simon Dickson	DIP Financing: Email to J. Weisser re Goldman Sachs application.	0.20	156.00

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26/05/2013	Simon Dickson	Plan and Disclosure Statement: Email to counsel re skeleton argument.	0.10	78.00
26/05/2013	Simon Dickson	Plan and Disclosure Statement: Call to J. Weisser re Goldman Sachs application.	0.20	156.00
26/05/2013	Simon Dickson	DIP Financing: Email to counsel re skeleton argument.	0.10	78.00
26/05/2013	Simon Dickson	DIP Financing: Call to J. Weisser re Goldman Sachs application.	0.20	156.00
26/05/2013	Simon Dickson	DIP Financing: Email to paralegals re creation of reference bundle for hearing on 31 May.	0.20	156.00
26/05/2013	Simon Dickson	DIP Financing: Email to J. Weisser re need for section 99 validation of exit facility.	0.10	78.00
26/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from Jeremy Graves re copy of draft order.	0.10	78.00
26/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from counsel re skeleton argument.	0.10	78.00
26/05/2013	Simon Dickson	DIP Financing: Email from J. Weisser attaching amendments to sixth affidavit of Mohammed Chowdhury and reviewing same.	0.50	390.00
26/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from A. Bethell re format of affidavits.	0.10	78.00
26/05/2013	Simon Dickson	Plan and Disclosure Statement: Email to JPLs attaching draft skeleton argument from counsel.	0.10	78.00
26/05/2013	Simon Dickson	DIP Financing: Drafting email to counsel re Goldman Sachs application.	0.30	234.00
26/05/2013	Simon Dickson	DIP Financing: Email to R. Gibb re collating exhibits for sixth affidavit for Mohammed Chowdhury.	0.10	78.00
26/05/2013	Simon Dickson	DIP Financing: Email from J. Graves attaching further mark-ups to second affidavit of Henry Thompson.	0.20	156.00
26/05/2013	Simon Dickson	Plan and Disclosure Statement: Review of various authorities for recognition application.	2.00	1,560.00
27/05/2013	Simon Thomas	Plan and Disclosure Statement: Attention to e-mail correspondence from Gibson Dunn re board and shareholder approvals (0.2). Attention to preliminary review of same (0.3).	0.50	300.00
27/05/2013	Tracy Hylton	DIP Financing: Instructions to T. Forbes to assist with preparing corporate records packs for each of the DIP guarantors (0.1). Began preparing corporate records pack for DIP guarantors (1.0).	1.10	385.00
27/05/2013	Tracy Hylton	Fee Applications: Reviewing May invoice time entries to date to ensure compliance with court guidelines (1.0).	1.00	350.00
27/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft shareholders' agreement.	0.30	225.00

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27/05/2013	James Wauchope	Plan and Disclosure Statement: Email to GDC team as to need to further revise draft Transaction Holdco articles.	0.50	375.00
27/05/2013	James Wauchope	Plan and Disclosure Statement: Further email to GDC team as to how the Drillbit articles differ from the draft Transaction Holdco template articles.	0.30	225.00
27/05/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with Arcapita General Counsel regarding Thursday's CIMA meeting.	0.30	225.00
27/05/2013	James Wauchope	Plan and Disclosure Statement: Discussion with MO team regarding exit financing and restructuring steps.	0.50	375.00
27/05/2013	James Wauchope	Plan and Disclosure Statement: Further email with Arcapita General Counsel regarding licensing issues under SIBL and CML.	0.30	225.00
27/05/2013	James Wauchope	Plan and Disclosure Statement: Discussion with S. Dickson regarding Friday's Cayman Court hearing and related US proceedings.	0.30	225.00
27/05/2013	James Wauchope	Plan and Disclosure Statement: Preparing detailed advice memorandum on the applicability of SIBL and CML in relation to AIML and AIM.	2.80	2,100.00
27/05/2013	Robin Gibb	Hearings: Preparation of authorities bundle for hearing (2.1). Proof reading and amending skeleton argument (0.6). Copying authorities bundle (0.7). Discussion with S Dickson regarding skeleton (0.1). Amending skeleton and authorities bundle (2.1). Delivering bundle to Chief Justice (0.6). Email to A. Zacaroli QC with compared versions of skeletons (0.2).	6.40	1,920.00
27/05/2013	Robin Gibb	DIP Financing: Review of Affidavit of Mohammed Chowdhury for exhibits (0.1) and email to J Weisser requesting document (0.1). Review of exhibit documents (0.1) and attempted call to J Weisser with follow up email (0.1). Discussion with F O'Driscoll on affidavit (0.1). Preparing exhibit bundle (0.8).	1.40	420.00
27/05/2013	Robin Gibb	Hearings: Reviewing Court Reference Bundles.	0.80	240.00
27/05/2013	Simon Dickson	DIP Financing: Email from counsel setting out views on section 99 application from Goldman Sachs.	0.20	156.00
27/05/2013	Simon Dickson	DIP Financing: Reply to counsel re Goldman Sachs application.	0.10	78.00
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Various emails in respect of Henry Thompson's affidavit and whether it should be served prior to conclusion of discussions with SCB.	0.20	156.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with F. O'Driscoll re various tasks being completed in respect of bundling for hearing on 31 May.	0.20	156.00
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with Matthew Crawford and discussion with Maples and Calder representing SCB re 31 May hearing.	0.20	156.00
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Email correspondence with joint provisional liquidators re access to web site.	0.10	78.00
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with J. Wauchope as to current position of recognition of Plan and various issues arising out of implementation of Plan.	0.40	312.00
27/05/2013	Simon Dickson	DIP Financing: Draft email to Appleby re Goldman Sachs application.	0.20	156.00
27/05/2013	Simon Dickson	DIP Financing: Email from Appleby re Goldman Sachs application.	0.10	78.00
27/05/2013	Simon Dickson	DIP Financing: Telephone call with Appleby re Goldman Sachs application.	0.20	156.00
27/05/2013	Simon Dickson	DIP Financing: Drafting letter to Court seeking early listing of Goldman Sachs application.	1.00	780.00
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Telephone call with Samson & McGrath representing the DIP provider regarding hearing on 31 May.	0.20	156.00
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with J. Wauchope re potential meeting with Cayman Islands Monetary Authority.	0.20	156.00
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Email to Gibson Dunn regarding position of Maples and Calder for SCB in respect of escrow account.	0.10	78.00
27/05/2013	Simon Dickson	DIP Financing: Email from listing office re Goldman Sachs application.	0.10	78.00
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Drafting letters to Maples and Calder re SCB position.	0.30	234.00
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Call from counsel to discuss skeleton argument.	0.20	156.00
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Receive, review and amended the skeleton.	1.50	1,170.00
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Considering draft order in light of SCB provision and phone call to Matthew Crawford to discuss potential amendments to draft order.	0.30	234.00
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Various discussions as to whether further funds should be provided in escrow in respect of SCB position. Communicating discussions to Maples and Calder for SCB.	0.50	390.00

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Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 June 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Received and reviewed further amendments to second affidavit to Henry Thompson.	0.30	234.00
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Reviewing emails in respect of company management license for AIML.	0.10	78.00
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Email to JPLs seeking comments on affidavit.	0.10	78.00
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from Henry Thompson re notarizing second affidavit.	0.10	78.00
27/05/2013	Tracey Forbes	DIP Financing: Printing director certificates for guarantors and Organizing document packs.	3.00	900.00
27/05/2013	Tracey Forbes	DIP Financing: Printing director certificates for guarantors and Organizing document packs.	3.00	900.00
27/05/2013	Sharon Nelson	Plan and Disclosure Statement: Procure copies and collate various JPLs' Reports for inclusion in Reference Bundles (1.4). Assist with the preparation of Reference Bundles (1.4).	2.80	1,050.00
27/05/2013	Richard De Basto	Plan and Disclosure Statement: Review of various DIP documents.	5.40	4,320.00
27/05/2013	Fleur O'Driscoll	DIP Financing: Review of emails in from K Pearson regarding the upcoming hearing (0.1) and discussion with S Dickson re same (0.2).	0.30	180.00
27/05/2013	Fleur O'Driscoll	DIP Financing: Liaising with R. Gibb regarding the preparation of the sixth affidavit of Mohammed Chowdhury (0.2). Email to S. Dickson re same (0.1). Review of J. Weisser's reply and the proposed exhibits (0.5). Meeting with R. Gibb re same (0.1) and liaising with R. Gibb re correct exhibits (0.5).	1.40	840.00
27/05/2013	Fleur O'Driscoll	Hearings: Review of emails to and from Gibson Dunn regarding the upcoming hearing.	0.20	120.00
27/05/2013	Fleur O'Driscoll	Hearings: Liaising with R Gibb regarding the bundles for the hearing and issues with locating authorities (0.9). Emails to and from M Rosenthal regarding the skeleton (0.3). Liaising with support staff re same (0.3).	1.50	900.00
27/05/2013	Fleur O'Driscoll	Hearings: Meetings with S Dickson regarding listing (0.2). Attempt to contact listing officer (0.1). Email to listing officer re same (0.1).	0.40	240.00
27/05/2013	Fleur O'Driscoll	Hearings: Review of email in from M Rosenthal regarding the hearing and proposed amendments to documents.	0.50	300.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
27/05/2013	Fleur O'Driscoll	Hearings: Discussion with S. Dickson re matter and consideration of listing (0.3). Review of the listing officer's reply (0.1). Further email to listing officer regarding Thursday's hearing (0.1). Discussion with SD re same (0.1).	0.60	360.00
27/05/2013	Fleur O'Driscoll	Hearings: Discussion with R Gibb regarding the amendment of the draft skeleton.	0.10	60.00
27/05/2013	Fleur O'Driscoll	DIP Financing: Discussion with S Dickson regarding Mohammed Chowdhury's sixth affidavit and bundles for the hearing (0.2). Internal emails with S Dickson re same (0.2).	0.40	240.00
27/05/2013	Fleur O'Driscoll	Hearings: Liaising with R Gibb regarding delivery of documents to the Court.	0.20	120.00
27/05/2013	Fleur O'Driscoll	Hearings: Discussion with S Dickson regarding service of documents for the upcoming hearing (0.2). Letters prepared to all parties (0.5). Review of previous correspondence with parties (0.3). Review of bundles and overseeing delivery of same (0.6).	1.60	960.00
27/05/2013	Fleur O'Driscoll	Hearings: Email to R Gibb regarding amendments to the bundles.	0.10	60.00
27/05/2013	Rose Wanjiru	Hearings: Preparing Reference Bundles.	8.50	2,125.00
28/05/2013	Robin Gibb	Hearings: Amending Court reference bundle for hearing (1.4) and delivering bundles to Court and explaining to Chief Justice's secretary details of new bundles (0.6).	2.00	600.00
28/05/2013	Robin Gibb	Hearings: Amending authorities bundle.	0.20	60.00
28/05/2013	Robin Gibb	Hearings: Drafting letter to Court regarding hearing bundles.	0.20	60.00
28/05/2013	Robin Gibb	Hearings: Drafting letter to Court regarding authorities bundle and sending same to Court.	0.30	90.00
28/05/2013	Robin Gibb	Hearings: Drafting letters to Maples, Walkers, Appleby and Campbells regarding hearing bundles (0.5) and amending same (0.2). Arranging for delivery of bundles (0.8). Delivering bundles to Maples and Appleby (0.5).	2.00	600.00
28/05/2013	Robin Gibb	Hearings: Updating hearing bundle with tenth affidavit of Simon Appell.	0.40	120.00
28/05/2013	Robin Gibb	Hearings: Email skeleton argument and tenth affidavit of Simon Appell to B Gowrie (Walkers).	0.20	60.00
28/05/2013	Robin Gibb	Hearings: Drafting letter to Samson & McGrath enclosing hearing bundles and preparing for delivery.	0.20	60.00
28/05/2013	Robin Gibb	Hearings: Email scanned hearing bundle to Samson & McGrath.	0.40	120.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
28/05/2013	Adam Bathgate	Plan and Disclosure Statement: Reviewing and considering draft assignment agreement (0.6). Discussion JW re issues raised thereby (0.4). Email GDC with comments on assignment agreement (0.4).	1.40	840.00
28/05/2013	Simon Dickson	Plan and Disclosure Statement: Finalising further draft of sixth affidavit of Mohammed Chowdhury	1.00	780.00
28/05/2013	Simon Dickson	Plan and Disclosure Statement: Various emails and consideration of amendment to further passage of Henry Thompson affidavit.	1.00	780.00
28/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft of the Transaction Holdco template articles.	0.80	600.00
28/05/2013	James Wauchope	Plan and Disclosure Statement: Researching Cayman filing requirements in respect of ancillary shareholders' agreement.	0.30	225.00
28/05/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with GDC team regarding voting provisions within revised draft articles.	0.30	225.00
28/05/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with GDC team regarding revised draft Transaction Holdco articles.	0.30	225.00
28/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft shareholder acknowledgment and assignment prepared by GDC in respect of contribution of bank shares to Topco.	0.30	225.00
28/05/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with GDC team responding to query regarding contribution of bank shares as part of steps restructuring plan.	0.30	225.00
28/05/2013	Simon Dickson	Plan and Disclosure Statement: Prep for application (1.0); conference with JPLs (2.0).	3.00	2,340.00
28/05/2013	Simon Dickson	Plan and Disclosure Statement: Call with counsel for UCC to discuss further evidence.	0.20	156.00
28/05/2013	Simon Dickson	Plan and Disclosure Statement: Call with Gibson Dunn to discuss potential new evidence from UCC.	0.20	156.00
28/05/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with counsel re hearing of the 31 May.	1.00	780.00
28/05/2013	Simon Dickson	Plan and Disclosure Statement: Finalizing all bundles for hearing and service of bundles on various parties.	1.50	1,170.00
28/05/2013	Simon Dickson	Plan and Disclosure Statement: Email from DIP provider requesting bundles for the hearing of 31 May.	0.10	78.00
28/05/2013	Simon Dickson	Plan and Disclosure Statement: Various emails from Maples and Calder to Standard Chartered Bank regarding skeleton and draft order.	0.20	156.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
28/05/2013	Simon Dickson	Plan and Disclosure Statement: Finalizing second affidavit of Henry Thompson.	0.50	390.00
28/05/2013	Simon Dickson	DIP Financing: Finalizing draft sixth affidavit of Mohammed Chowdhury and sending to team.	1.00	780.00
28/05/2013	Simon Dickson	DIP Financing: Organizing summons for Goldman Sachs application.	0.50	390.00
28/05/2013	Simon Dickson	Plan and Disclosure Statement: Call to Appleby for Goldman Sachs re new date for application.	0.20	156.00
28/05/2013	Tracy Hylton	Fee Applications: Reviewing and amending narratives of lengthy May invoice.	3.00	1,050.00
28/05/2013	Tracy Hylton	DIP Financing: Discussions with Tracey Forbes in respect to assisting with the preparation of document pack for each of the Guarantors (0.2). Assisting with the preparation of documents packs for each of the Guarantors (0.8). Reviewing document packs to ensure we possess requisite corporate records for each of the guarantors (0.5).	1.50	525.00
28/05/2013	Tracey Forbes	DIP Financing: Printing director certificates for guarantors and Organizing document packs.	2.30	690.00
28/05/2013	Sharon Nelson	DIP Financing: Review Sixth Affidavit of Mohammed Chowdhury (0.2). Discussions with SD (0.1).	0.30	112.50
28/05/2013	Richard De Basto	DIP Financing: Review of DIP documents	5.50	4,400.00
28/05/2013	Fleur O'Driscoll	Hearings: Review of emails regarding Henry Thompson's second affidavit (0.2) and discussion with S Dickson re same (0.1).	0.30	180.00
28/05/2013	Fleur O'Driscoll	DIP Financing: Consideration of logistics for next week's hearing (0.4) and discussion with S Dickson re same (0.2).	0.60	360.00
28/05/2013	Fleur O'Driscoll	DIP Financing: Liaising with support staff regarding the sealed summons returnable for 27 May (0.3). Discussion with S Dickson re same (0.2). Attempt to contact the listing officer (0.1). Email to the listing officer (0.1). Review of her reply (0.1). Further emails re same (0.2). Amending documents (0.1). Arranging for amendments to be made to the summons in person (1.4). Further discussions with support staff (0.3).	2.80	1,680.00
28/05/2013	Rose Wanjiru	Hearings: Preparing Reference bundles	4.00	1,000.00
29/05/2013	Simon Dickson	DIP Financing: Further amendments to sixth affidavit of Mohammed Chowdhury.	1.00	780.00
29/05/2013	Simon Dickson	Plan and Disclosure Statement: Email to Counsel enclosing Henry Thompson's second affidavit.	0.10	78.00
29/05/2013	Simon Dickson	Plan and Disclosure Statement: Meeting with Bank representatives and consideration with J. Wauchope re licence issues.	1.00	780.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
29/05/2013	Simon Dickson	Plan and Disclosure Statement: Receive and review amended order from SCB. Considering same and email to team re position.	0.80	624.00
29/05/2013	Simon Dickson	Plan and Disclosure Statement: Call from registered office in respect of meeting with CIMA	0.20	156.00
29/05/2013	Simon Dickson	Plan and Disclosure Statement: Arranging all party meeting	0.40	312.00
29/05/2013	Simon Dickson	Hearing: Prep for hearing.	3.50	2,730.00
29/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft share repurchase agreement received from GDC.	1.00	750.00
29/05/2013	James Wauchope	Plan and Disclosure Statement: Correspondence with GDC team regarding fair value determination provisions to be included in share repurchase agreement.	0.50	375.00
29/05/2013	James Wauchope	Plan and Disclosure Statement: Meeting at our offices with Henry Thompson and Art Rogers regarding various restructuring issues, including form of memorandum and articles, licensing issues etc.	2.30	1,725.00
29/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft memorandum and articles of association provided by Milbank for new Arcapita Topco.	5.50	4,125.00
29/05/2013	James Wauchope	Plan and Disclosure Statement: Correspondence with GDC team regarding legal issues arising from preliminary review of draft memorandum and articles of new Arcapita Topco.	0.50	375.00
29/05/2013	Robin Gibb	DIP Financing: Review of Sixth Affidavit of Mohammed Chowdhury and amending (0.8). Email to J Weisser regarding exhibit to Affidavit (0.1). Preparing exhibit to Affidavit (0.3). Comparing version of Affidavit (0.1).	1.30	390.00
29/05/2013	Robin Gibb	DIP Financing: Email to B Kim (GDC) requesting original of Fifth Affidavit of Mohammed Chowdhury.	0.20	60.00
29/05/2013	Robin Gibb	Hearings: Email to M Crawford (Maples) with draft order.	0.20	60.00
29/05/2013	Robin Gibb	Hearings: Emailing Second Affidavit of Henry Thompson to M Crawford (Maples), B Gowrie (Walkers), D McGrath (Samson & McGrath), R McDonough (Campbells), and K Pearson (Appleby).	0.30	90.00
29/05/2013	Robin Gibb	Hearings: Preparing update to Chief Justice's bundle regarding second affidavit of Henry Thompson (0.2) and drafting letter to P Palmer (Chief Justice's secretary) (0.2). Delivering letter and affidavit to P Palmer (0.6).	1.00	300.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
29/05/2013	Tracy Hylton	DIP Financing: Reviewing and responding to email from Robert Coppola of GDC in respect to completing Schedules of the DIP Facility questionnaire (0.2). Reviewing Schedule containing names of the original guarantors against the Schedules 1 and 2 of DIP questionnaire received from GDC to ascertain new additions and requesting the corporate records of the same from Paget-Brown (2.0)	2.20	770.00
29/05/2013	Tracey Forbes	DIP Financing: Performing court search on guarantor companies.	1.50	450.00
29/05/2013	Tracey Forbes	DIP Financing: Reviewing schedule of guarantors, updating the company registered numbers for the guarantors, discussing same with TH.	1.00	300.00
29/05/2013	Simon Dickson	Plan and Disclosure Statement: Finalise second affidavit of Henry Thompson and meet with deponent to execute.	1.00	780.00
29/05/2013	Simon Dickson	Plan and Disclosure Statement: Review amendments to skeleton argument from JPLs and email to Counsel re amendments	0.50	390.00
29/05/2013	Simon Dickson	DIP Financing: Final check of sixth affidavit of Mohammed Chowdhury and send to Appleby.	0.30	234.00
29/05/2013	Simon Dickson	Hearing: Prep for hearing.	2.00	1,560.00
29/05/2013	Fleur O'Driscoll	Hearings: Review of emails from Campbells regarding the venue of the hearing (0.1) and discussion with SD re same (0.1). Further attempts (calls and emails) to the Court re same (0.5).	0.70	420.00
30/05/2013	Robin Gibb	Fee Applications: Adding April time card details into spreadsheet for next fee application.	1.30	390.00
30/05/2013	Robin Gibb	Plan and Disclosure Statement: Research on parallel proceedings with provisional liquidators appointments overseas including court search for unreported judgments on same.	2.50	750.00
30/05/2013	Robin Gibb	Hearings: Updating A. Zacaroli QC's hearing bundle.	0.10	30.00
30/05/2013	Robin Gibb	Hearings: Preparing comparison of draft orders (0.2) and email to K Pearson (Appleby) (0.1). Email to Chief Justice's secretary requesting recording of hearing (0.1).	0.40	120.00
30/05/2013	Robin Gibb	Hearings: Preparing files for transfer to Court.	0.30	90.00
30/05/2013	James Wauchope	Plan and Disclosure Statement: Preparing revised version of draft memorandum and articles of new Arcapita Topco.	4.50	3,375.00
30/05/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with GDC team in relation to certain aspects of draft new Arcapita Topco articles.	0.50	375.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
30/05/2013	James Wauchope	Plan and Disclosure Statement: Considering certain dilution issues relating to the issuance of additional shares outside the contemplation of the Plan.	0.50	375.00
30/05/2013	James Wauchope	Plan and Disclosure Statement: Providing detailed written advice as to Cayman legal considerations in trying to prevent any subsequent dilution of warrant holders.	1.00	750.00
30/05/2013	Simon Dickson	Plan and Disclosure Statement: Discussions with Counsel.	1.00	780.00
30/05/2013	Simon Dickson	Plan and Disclosure Statement: Drafting amendments to order.	1.00	780.00
30/05/2013	Simon Dickson	Plan and Disclosure Statement: Meeting with GDC team and JPLs re recognition hearing.	4.50	3,510.00
30/05/2013	Simon Dickson	Plan and Disclosure Statement: Meeting with local regulator (CIMA) to update on recognition hearing.	1.50	1,170.00
30/05/2013	Simon Dickson	Plan and Disclosure Statement: Various calls with Cayman Counsel to UCC re hearing and order.	0.40	312.00
30/05/2013	Simon Dickson	DIP Financing: Serving Financing application on all parties.	0.50	390.00
30/05/2013	Simon Dickson	DIP Financing: Review of change of wording in security documentation	0.30	234.00
30/05/2013	Simon Dickson	DIP Financing: Various email with Counsel for Goldman Sachs.	0.30	234.00
30/05/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with R. Gibb re logistics for hearing.	0.50	390.00
30/05/2013	Simon Dickson	Plan and Disclosure Statement: Various emails re ballot position.	0.40	312.00
30/05/2013	Simon Dickson	Plan and Disclosure Statement: Review of various authorities to include unreported authorities on cross border protocol in advance of hearing.	3.00	2,340.00
30/05/2013	Tracey Forbes	DIP Financing: Performing court search on guarantor companies.	2.50	750.00
30/05/2013	Tracey Forbes	Plan and Disclosure Statement: Checking share premium provision in Companies law in relation to new Arcapita Topco provisions.	0.80	240.00
30/05/2013	Tracey Forbes	DIP Financing: Reviewing and amending court search form, discussing same with TH.	0.50	150.00

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30/05/2013	Tracy Hylton	DIP Financing: Reviewing heavy emails from Appleby and GDC in respect to Cayman Security documents and request for constitutional documents of companies contained in Schedule 1 and 2 of the Composite Debenture and Schedule 1 and 2 of the DIP Questionnaire (1.0). Reviewing updated Schedule 2 of DIP Questionnaire against original guarantor schedule to determine name of companies we need to request corporate records for (1.0). Reviewing Schedule 1 of Composite Debentures against original guarantor schedule to ascertain what corporate records we have in our possession and to be requested (1.0). Collating and emailing Appleby the director's certificates containing corporate records of the companies contained in Schedule 1 of Composite Debenture (3.0). Call from Benjamin Woolf of Appleby confirming records received (0.1). Email to Paget-Brown in respect to their assistance with completing and verifying the contents of Schedule 9 of the DIP Questionnaire (.1).	6.20	2,170.00
30/05/2013	Richard De Basto	DIP Financing: Reviewing revised DIP documents.	6.60	5,280.00
30/05/2013	Richard De Basto	DIP Financing: Drafting and circulating drafts of the board minutes, directors certificate, structure memorandum and shareholder resolutions to GDC.	1.70	1,360.00
30/05/2013	Fleur O'Driscoll	DIP Financing: Email to R de Basto regarding the Appleby documents.	0.10	60.00
30/05/2013	Fleur O'Driscoll	Hearings: Call to the Chief Justice's secretary and email regarding the upcoming hearing (0.2). Update email to S Dickson (0.1). Discussion with R Gibb re matter (0.1). Email to Christine Moore regarding the hearing (0.1). Liaising with R Gibb regarding the issue, including further emails (0.5). Email in from Christine Moore and reply out. Further email with Christine Moore (0.3).	1.30	780.00
30/05/2013	Fleur O'Driscoll	Hearings: Emails to and from Maples regarding Friday's hearing.	0.30	180.00
30/05/2013	Fleur O'Driscoll	DIP Financing: Email from S Dickson regarding the DIP Financing and email to R de Basto re same.	0.20	120.00
30/05/2013	Fleur O'Driscoll	Hearings: Email to notice parties regarding tomorrow's hearing.	0.10	60.00
30/05/2013	Fleur O'Driscoll	Hearings: Email from Maples and reply regarding tomorrow's hearing.	0.20	120.00
30/05/2013	Fleur O'Driscoll	DIP Financing: Letter to the five notice parties prepared re service of the summons returnable for 6 June (0.3). Liaising with support staff regarding delivery of same (0.5).	0.80	480.00

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30/05/2013	Fleur O'Driscoll	DIP Financing: Consideration of J Weisser's email regarding the DIP wording (0.4). Email to S Dickson and reply to J Weisser (0.2).	0.60	360.00
30/05/2013	Fleur O'Driscoll	DIP Financing: Review of update email from R de Basto.	0.10	60.00
30/05/2013	Fleur O'Driscoll	Hearings: Review of email in from K Pearson regarding the hearing.	0.10	60.00
30/05/2013	Fleur O'Driscoll	Hearings: Review of the revised draft order for the hearing and amendments to same (0.7) and review of emails to and from Gibson Dunn re same (0.2).	0.90	540.00
31/05/2013	Simon Dickson	Hearings: Preparation for recognition application.	7.90	6,162.00
31/05/2013	Simon Dickson	DIP Financing: Amending affidavit and serving same in draft to all parties.	1.00	780.00
31/05/2013	Simon Dickson	DIP Financing: Call with Counsel for Goldman Sachs.	0.20	156.00
31/05/2013	Simon Dickson	Plan and Disclosure Statement: Correspondence with Court re transcript.	0.20	156.00
31/05/2013	Simon Dickson	Plan and Disclosure Statement: Review of amended order and approval for signing.	0.30	234.00
31/05/2013	Robin Gibb	Hearings: Preparing additional documents for Court (0.4) and delivering hearing bundles and Tony Zacaroli QC to Court (0.6).	1.00	300.00
31/05/2013	Robin Gibb	Case Administration: Calculating date of expiration of objection period for next fee period.	0.10	30.00
31/05/2013	Robin Gibb	Case Administration: Reviewing recent payment of 20% holdback and updating invoice schedule.	0.10	30.00
31/05/2013	Robin Gibb	Hearings: Collecting files from Court.	0.90	270.00
31/05/2013	Robin Gibb	Case Administration: Driving Tony Zacaroli to Hotel.	0.30	0.00
31/05/2013	Robin Gibb	Hearings: Delivering Order to Chief Justice's secretary for signing.	0.60	180.00
31/05/2013	Adam Bathgate	Plan and Disclosure Statement: Correspondence Paget Brown and GDC re formation of new Cayman companies.	0.50	300.00
31/05/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call S Coleman at Paget Brown discussing company formation matters (0.1). Follow-up correspondence attaching draft forms of memoranda and articles (0.1).	0.20	120.00
31/05/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call GDC re authorised share capital of New Arcapita Topco.	0.20	120.00

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Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
31/05/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of Milbank comments on implementation term sheets (0.4). Reviewing and considering e-mail correspondence with GDC re shareholder agreement redemption provisions (0.3). Attention to review of GDC comments on form of articles (0.4). Attention to review of Milbank comments on shareholder agreement (0.3) and GDC comments on same (0.2). Attention to preliminary review of latest implementation term sheets (0.5). Conversations with J. Wauchope re same (0.4). Review of latest Milbank comments on Shareholder Agreement and Articles (0.4). Preparation for and attending call with J. O'Grady (GDC) re same (0.5). Attention to review of email correspondence re different forms of articles (0.2).	3.60	2,160.00
31/05/2013	Tracy Hylton	DIP Financing: Reviewing email from Appleby in respect to non-receipt of records sent yesterday (0.2). Collating and arranging for corporate records to be printed for collection by Appleby (1.4). Email to Paget-Brown instructing that they send corporate records of companies listed in Schedule 2 Part I of the Composite Debenture directly to Appleby (0.2) and email to Appleby advising of the same (0.2). Reviewing email from Paget-Brown in respect to inaccuracies in Schedule 9 of the DIP questionnaire (0.2); liaising with GDC in respect to same (0.2). Email to Paget-Brown requesting that they request all requisite information from Arcapita and amend/update schedule 9 of DIP Questionnaire (0.1).	2.50	875.00
31/05/2013	Richard De Basto	Plan and Disclosure Statement: Drafting opinion for DIP facility.	1.80	1,440.00
31/05/2013	Richard De Basto	Plan and Disclosure Statement: Commenting on draft of Cayman governed security documents	2.70	2,160.00
31/05/2013	Richard De Basto	Plan and Disclosure Statement: Circulating drafts of the board minutes, directors certificate, structure mem and shareholder resolution to lenders counsel.	0.60	480.00
31/05/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing revised declaration of trust for the Sukuk.	0.50	400.00
31/05/2013	Richard De Basto	Plan and Disclosure Statement: Attending all party call with GDC, Rothschilds, Lathams.	0.50	400.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06925
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 June 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
31/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft template, shareholders' agreement and Transaction Holdco articles received from Milbank.	1.50	1,125.00
31/05/2013	James Wauchope	Plan and Disclosure Statement: Subsequent telecon with Jamie O'Grady to discuss Milbank revisions to Transaction Holdco documentation.	0.50	375.00
31/05/2013	James Wauchope	Plan and Disclosure Statement: Reviewing further draft implementation term sheets in respect of various Transaction Holdcos.	1.00	750.00
31/05/2013	James Wauchope	Plan and Disclosure Statement: Subsequent discussion with S. Thomas regarding proposed revisions to draft term sheets.	0.50	375.00
31/05/2013	James Wauchope	Plan and Disclosure Statement: Discussion with S. Thomas as to need for class consents to adopt new articles of Transaction Holdcos.	0.30	225.00
31/05/2013	Fleur O'Driscoll	DIP Financing: Review of the revised Chowdhury affidavit.	0.60	360.00
31/05/2013	Fleur O'Driscoll	Hearings: Review of Goldman Sachs proposed amendments (0.3). Discussion with S Dickson re same (0.1) and email circulating same to team (0.1).	0.50	300.00
31/05/2013	Fleur O'Driscoll	Hearings: Assisting with preparations for this morning's hearing.	0.90	540.00
31/05/2013	Fleur O'Driscoll	Case Administration: Review of email re funds received (0.2). Updating spreadsheets and discussions/liasing with R Gibb re holdback allocation (0.7).	0.90	540.00
31/05/2013	Fleur O'Driscoll	Hearings: Discussion with S Dickson re outcome of hearing (0.2). Review of draft order, amendments and proofing (0.7). Email to S Dickson re draft order (0.1). Email to all notice parties regarding the draft order (0.1). Review of reply from Walkers (0.1) and amendments (0.2). Reply to Walkers (0.1). Further discussion with S Dickson re same (0.1).	1.60	960.00
31/05/2013	Fleur O'Driscoll	DIP Financing: Discussion with R de Basto regarding the DIP financing documentation (0.1). Update discussion with S Dickson (0.1) and email to R de Basto re same (0.1).	0.30	180.00
31/05/2013	Fleur O'Driscoll	DIP Financing: Review of and amendments to the draft affidavit of Mohammed Chowdhury (0.9). Considering redactions in the exhibit and discussion with S Dickson re same (0.3). Draft email prepared (0.2). Discussion with S Dickson (0.1) and email out (0.1). Dealing with delivery issues and reviewing acknowledgement of receipt emails (0.5).	2.10	1,260.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-06925
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 June 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
31/05/2013	Fleur O'Driscoll	DIP Financing: Compiling documents for R de Basto and email to him re same.	0.40	240.00
Total			542.50	341,473.00

Client Name:	Arcapita Bank B.S.C.	Invoice Number:	300-06925
Matter Name:	Arcapita Bank B.S.C. (c) - Scheme of Arrangement	Invoice Date:	19 June 2013

Summary of Outstanding Debtor Balances

Invoice Date	Invoice Number	Original Amount	Outstanding Amount
17 Dec 2012	300-05849	86,977.34	17,279.70
18 Jan 2013	300-06000	274,071.52	54,521.20
31 Jan 2013	300-06225	116,908.39	23,335.60
12 Mar 2013	300-06357	20,992.64	4,196.40
16 Apr 2013	300-06469	29,218.40	19,686.80
22 May 2013	300-06756	147,052.37	147,052.37

MOURANT OZANNES

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Camana Bay
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Arcapita Bank B.S.C.
c/o Gibson Dunn & Crutcher LLP
200 Park Avenue
New York NY 10166-0193
UNITED STATES OF AMERICA

For the Attention of: Mr. Brian J. Kim

Invoice Date: 8 July 2013
Invoice Number: 300-07079
Our Reference: 3042199

Arcapita Bank B.S.C. (c) - Scheme of Arrangement

To our professional services rendered with respect to the above named matter.

Should you require further information regarding the work undertaken please contact Mr Simon Dickson by email Simon.Dickson@mourantozannes.com or by telephone +1-345-949-4123.

	USD
Professional services	196,729.00
Courier charges	22.20
Court Fees	1,100.89
Library Publications	63.62
Printing	836.30
Search Fees	24.39
Taxi Costs	34.76
Telephone Costs	36.85

Payment Terms On Presentation **Total Due 198,848.01**

Contact Credit Control on +1 345 949 4123

(Please detach and return if paying by cheque)

Remittance Advice

Bank transfers should be made to the following account quoting the invoice number below:

Invoice Number: 300-07079 **Total Due USD 198,848.01**
Our Reference: 3042199

Direct Bank Payment	Bank of New York, 1 Wall Street, New York 10286, USA
ABA No.	0210-0001-8
Bank of NY SWIFT	IRVTUS3N
For Credit to Account	803-326-5086
Bank	Butterfield Bank (Cayman) Limited
Bank of Butterfield SWIFT	BNTBKYYK
For Final Credit to	Mourant Ozannes
Account Number	01101 032281

Cheques should be made payable to **Mourant Ozannes** and remitted to:
94 Solaris Avenue, Camana Bay, PO Box 1348, Grand Cayman, KY1-1108

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07079
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 8 July 2013

Time Summary

Fee Earner

Rate

Adam Bathgate	600.00
Alexandra Bethell	600.00
Claire Doyle	250.00
Fleur O'Driscoll	600.00
George Keightley	650.00
James Wauchope	750.00
Richard De Basto	800.00
Robin Gibb	300.00
Rose Wanjiru	250.00
Simon Dickson	780.00
Simon Thomas	600.00
Timothy Dawson	600.00
Tisha Hobden	300.00
Tracey Forbes	300.00
Tracy Hylton	350.00

Total

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07079
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 8 July 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Continued preparation for hearing.	3.50	2,730.00
01/06/2013	Adam Bathgate	Plan and Disclosure Statement: Finalising overview of board resolutions required for Cayman companies (0.9) and related correspondence with GDC (0.1).	1.00	600.00
01/06/2013	Simon Dickson	Plan and Disclosure Statement: Email from Court re transcript.	0.10	78.00
02/06/2013	Richard De Basto	Plan and Disclosure Statement: Commenting on points of Topco Memorandum & Articles.	0.40	320.00
02/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft of Topco Memorandum & Articles received from Milbank.	2.00	1,500.00
02/06/2013	James Wauchope	Plan and Disclosure Statement: Email to GDC team providing comments on revised draft Topco Memorandum & Articles.	0.30	225.00
02/06/2013	James Wauchope	Plan and Disclosure Statement: Telecon with J O'Grady of GDC in relation to issues arising from revised draft Topco Memorandum & Articles.	1.50	1,125.00
02/06/2013	Simon Dickson	DIP Financing: Final review of sixth affidavit of Mohammed Chowdhury.	1.00	780.00
02/06/2013	Simon Dickson	DIP Financing: Email to GDC re execution of sixth affidavit of Mohammed Chowdhury.	0.30	234.00
02/06/2013	Simon Dickson	Plan and Disclosure Statement: Email to Court re transcript.	0.10	78.00
02/06/2013	Simon Dickson	Plan and Disclosure Statement: Email from Court re transcript.	0.10	78.00
03/06/2013	Claire Doyle	DIP Financing: Research Section 97(1) Companies Law (2012 Revision) and similar sections in previous Companies Law Revisions (0.4); search Cayman Islands Judicial website and review cases relating to this provision and relevance to Provisional Liquidations (0.8); email findings to F O'Driscoll (0.2).	1.40	350.00
03/06/2013	Claire Doyle	DIP Financing: Prepare bundles for Hearing on 6 June 2013.	1.50	375.00
03/06/2013	Robin Gibb	DIP Financing: Assisting with preparation of exhibit bundles to sixth affidavit of Mohammed Chowdhury.	0.50	150.00
03/06/2013	Timothy Dawson	Plan and Disclosure Statement: Conferences and emails to Cayman registrar of companies (0.3). Internal Conference with J Wauchope (0.1). Emails to GDC re submitting merger documents in draft to Cayman registry (0.1) attending to emails with GDC and Paget-Brown re incorporation of companies (0.2).	0.70	420.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07079
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 8 July 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
03/06/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of implementation term sheets (0.3). Considering issue of class consents (0.2). Reviewing forms of articles re pre-emption rights and transfer restrictions (0.4). Drafting comments on implementation term sheet sample (0.6). Conversations with J Wauchope re same (0.3). Drafting e-mail correspondence re same (0.4).	2.20	1,320.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft of Topco Memorandum & Articles received from Milbank.	1.50	1,125.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Telecon with GDC team, Milbank team and Walkers to discuss outstanding issues in respect of draft Topco Memorandum & Articles.	1.50	1,125.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Follow-up email correspondence with GDC team in relation to points arising from telecon.	0.30	225.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft Transaction Holdco amended articles received from Milbank.	0.50	375.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft Transaction Holdco shareholders' agreement received from Milbank.	0.50	375.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Providing to Milbank written advice as to the nature of special resolutions under Cayman law.	0.30	225.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Discussing with MO team Paget Brown's email as to their involvement in preparation of incorporation documents.	0.30	225.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft warrant instrument.	1.50	1,125.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Email to GDC and Milbank teams as to Cayman law comments on warrant instrument.	0.30	225.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft warrant instrument to reflect MO comments.	0.30	225.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Liaising with A Bathgate as regards provision to be included in Topco articles of association.	0.30	225.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing A Bathgate's draft overview of Cayman board approvals in relation to steps plan.	0.50	375.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised version of Topco Memorandum & Articles received from Milbank.	1.00	750.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07079
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 8 July 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
03/06/2013	James Wauchope	Plan and Disclosure Statement: Discussing with J O'Grady of GDC the Cayman legal issues arising from the Milbank version of the Topco Memorandum & Articles.	0.50	375.00
03/06/2013	Adam Bathgate	Plan and Disclosure Statement: Discussions with J Wauchope re form of Topco articles (0.4) and follow-up correspondence with GDC, Milbank and Walkers re automatic repurchase mechanism (0.6). Discussion J Wauchope re outline board resolutions (0.3).	1.30	780.00
03/06/2013	Alexandra Bethell	DIP Financing: Reviewing and considering skeleton argument from hearing in December (0.8), reviewing sixth affidavit of Mohammed Chowdhury (0.8), researching cases under s97(1) (0.8), drafting skeleton argument (3.5).	5.90	3,540.00
03/06/2013	Fleur O'Driscoll	DIP Financing: Email to J Weisser regarding the DIP budget and its current status and review of his reply.	0.20	120.00
03/06/2013	Fleur O'Driscoll	DIP Financing: Email to Carlito Lobarbio regarding the sworn affidavit of Mohammed Chowdhury.	0.10	60.00
03/06/2013	Fleur O'Driscoll	Hearings: Organising bundle for the DIP financing hearing and liaising with support staff in this regard.	0.80	480.00
03/06/2013	Fleur O'Driscoll	DIP Financing: Review of the sworn affidavit of Mohammed Chowdhury (0.2) and arranging for same to be filed (0.3).	0.50	300.00
03/06/2013	Fleur O'Driscoll	DIP Financing: Email in from Amy Doshi regarding the swearing of the affidavit (0.1). Emails out in reply (0.1). Email to J Weisser in this regard (0.1).	0.30	180.00
03/06/2013	Fleur O'Driscoll	DIP Financing: Consideration of the moratorium issue and review of previous DIP Financing application/documentation (2.8). Note to S Dickson on issue prepared (0.7). Emails to and from S Dickson re same (0.2).	3.70	2,220.00
03/06/2013	Fleur O'Driscoll	Hearings: Research on moratorium issue and review of relevant case law (1.5). Brief note to S Dickson re same prepared (0.5).	2.00	1,200.00
03/06/2013	Fleur O'Driscoll	Hearings: Email from Walkers regarding the sealed order (0.1) and reply and following up with the Courts Office re same (0.2).	0.30	180.00
03/06/2013	Fleur O'Driscoll	Hearings: Amendments to the draft order (0.3) and letter to Christine Moore prepared (0.2). Bundles finalised and out to the Court Office (0.3).	0.80	480.00
03/06/2013	Fleur O'Driscoll	Hearings: Further email to Carlito Lobarbio regarding the sixth affidavit of Mohammed Chowdhury.	0.10	60.00
03/06/2013	Fleur O'Driscoll	Hearings: Letters to the five notice parties prepared (0.5). Review of final bundles and bundles out (0.2).	0.70	420.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07079
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 8 July 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
03/06/2013	Fleur O'Driscoll	Hearings: Emails to and from Campbells regarding the bundles for the hearing.	0.20	120.00
03/06/2013	Fleur O'Driscoll	Hearings: Emails to and from K Pearson regarding the bundles.	0.20	120.00
03/06/2013	Fleur O'Driscoll	Hearings: Emails to and from Maples regarding the sealed order.	0.20	120.00
03/06/2013	Rose Wanjiru	DIP Financing: Preparing hearing bundle (3.60), attending to Court to file the sixth affidavit of Mohammed Chowdhury (0.40).	4.00	1,000.00
03/06/2013	Tracy Hylton	DIP Financing: Collating and reviewing director certificate packs (1.0). Updating master schedule of Guarantors in respect to amendments /updates to corporate records of the guarantors (1.0). Emails to Paget-Brown requesting Certificate of Good Standing for each of the Guarantors (.5).	2.50	875.00
03/06/2013	Tracy Hylton	Fee Applications: Reviewing and amending narratives of May invoice.	0.40	140.00
03/06/2013	George Keightley	DIP Financing: Discussions with F O'Driscoll re lifting of statutory stay.	0.30	195.00
03/06/2013	Simon Dickson	Plan and Disclosure Statement: Various emails concerning order from Court for recognition.	0.50	390.00
03/06/2013	Simon Dickson	DIP Financing: Instructions to A Bethell re drafting of skeleton.	1.00	780.00
03/06/2013	Simon Dickson	DIP Financing: Consideration of event of default issue raised by F O'Driscoll and possible ways of resolving same.	1.00	780.00
03/06/2013	Simon Dickson	DIP Financing: Email from GDC re swearing of Chowdhury Affidavit.	0.10	78.00
03/06/2013	Simon Dickson	DIP Financing: Email to GDC re swearing of affidavit.	0.10	78.00
03/06/2013	Simon Dickson	DIP Financing: Emails from Bank re exhibits for affidavit.	0.10	78.00
03/06/2013	Simon Dickson	DIP Financing: Receive and review sworn affidavit.	0.10	78.00
03/06/2013	Simon Dickson	DIP Financing: Instructions to team re preparation and service of hearing bundle and overseeing preparation of same.	1.00	780.00
03/06/2013	Simon Dickson	DIP Financing: Drafting email to F O'Driscoll outlining issues arising with draft order and research required.	0.30	234.00
03/06/2013	Simon Dickson	Plan and Disclosure Statement: Email to transcription service.	0.10	78.00
03/06/2013	Simon Dickson	DIP Financing: Update from F O'Driscoll re issue with affidavit.	0.20	156.00
03/06/2013	Simon Dickson	DIP Financing: Email to and from JPLs re support for motion.	0.20	156.00
03/06/2013	Simon Dickson	DIP Financing: Review of research by F O'Driscoll in respect of power to modify stay.	0.80	624.00
03/06/2013	Simon Dickson	Plan and Disclosure Statement: Email to and from GDC re draft order.	0.10	78.00
03/06/2013	Simon Dickson	DIP Financing: Review of most recent list of conditions precedent for closing.	0.20	156.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07079
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 8 July 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
03/06/2013	Simon Dickson	Plan and Disclosure Statement: Email to F O'Driscoll in respect of approved but not sealed order and disclosure to SCB.	0.10	78.00
03/06/2013	Richard De Basto	Plan and Disclosure Statement: Review and comment on revised DIP Facility Agreement.	2.50	2,000.00
03/06/2013	Richard De Basto	Plan and Disclosure Statement: Sending revised declaration of trust received from Paget-Brown to GDC.	0.20	160.00
03/06/2013	Richard De Basto	Plan and Disclosure Statement: Review and comment on revised draft of Investment Agency Agreement.	1.10	880.00
04/06/2013	Claire Doyle	DIP Financing: Prepare Authorities Bundle (1.0) and 8 copies of same (1.2).	2.20	550.00
04/06/2013	Robin Gibb	DIP Financing: Attempted calls to Chief Justices's secretary and follow up emails with same (0.1) and arranging collection of signed order (0.1).	0.20	60.00
04/06/2013	James Wauchope	Plan and Disclosure Statement: Legal research as to enforceability of provision in draft Topco articles restricting exercise of certain statutory powers.	1.50	1,125.00
04/06/2013	Alexandra Bethell	DIP Financing: Proof reading skeleton argument and amending (1.7), incorporating GDC comments and amending (0.4), email to K Pearson at Appleby with the skeleton argument (0.2), discussing the skeleton with K Pearson on the phone (0.2), arranging for skeleton bundles to be prepared (0.7), arranging for skeleton argument and bundle to be taken to Court (0.3) and emailing the other parties with the skeleton argument (0.2).	3.70	2,220.00
04/06/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Discussion with S Dickson and email to J Graves regarding the initialled draft order.	0.20	120.00
04/06/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Liaising with R Gibb to obtain a sealed copy of the order dated 31 May 2013.	0.60	360.00
04/06/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Review of email in from Carlito Lobarbio regarding the sixth affidavit of M Chowdhury (0.2) and reply out (0.1).	0.30	180.00
04/06/2013	Fleur O'Driscoll	DIP Financing: Discussion with S Dickson regarding the Fortress DIP (0.1) Consideration of the documents (0.4) and email to J Weisser re same (0.3).	0.80	480.00
04/06/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Email out to J Graves regarding the sealed order.	0.10	60.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07079
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 8 July 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
04/06/2013	Fleur O'Driscoll	DIP Financing: Review of J Weisser's email re matter (0.2). Email to S Dickson (0.1) and discussion with him re same (0.1). Emails to R de Basto regarding the query (0.2) and discussion with R de Basto re same (0.2). Review of emails addressing issue (0.1). Draft email to K Pearson (Appleby) prepared (0.4). Amendments to email and email out (0.2). Discussion with S Dickson re matter (0.2).	1.70	1,020.00
04/06/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Email out to GDC regarding the sealed order (0.1) and email out to Campbells, Maples, Walkers, Samson & McGrath and Appleby re same (0.1).	0.20	120.00
04/06/2013	Fleur O'Driscoll	DIP Financing: Review of draft skeleton argument (0.5) and review of GDC comments (0.2).	0.70	420.00
04/06/2013	Fleur O'Driscoll	DIP Financing: Review of K Pearson's email and revised draft order (0.2). Discussion with S Dickson re same (0.1) Email out in reply (0.1).	0.40	240.00
04/06/2013	Fleur O'Driscoll	DIP Financing: Research regarding lifting the moratorium on litigation for the DIP hearing (5.4) and note to S Dickson re same prepared (0.8).	6.20	3,720.00
04/06/2013	Tracy Hylton	DIP Financing: Attending to emails from GDC in respect to updates to list of Guarantors (0.1). Reviewing list of DIP Guarantors as at 4 June (0.2) and updating legal opinion schedule of guarantors (0.3).	0.60	210.00
04/06/2013	Simon Dickson	DIP Financing: Drafting skeleton argument for hearing.	5.00	3,900.00
04/06/2013	Simon Dickson	DIP Financing: Considering issues arising in respect of event of default and amending order.	0.50	390.00
04/06/2013	Simon Dickson	DIP Financing: Various emails with GDC concerning potential event of default.	0.20	156.00
04/06/2013	Simon Dickson	DIP Financing: Discussion with F O'Driscoll re approach to Appleby as Counsel for Goldman Sachs re amendment to order.	0.20	156.00
04/06/2013	Simon Dickson	DIP Financing: Review of various authorities in respect of lifting of moratorium.	0.50	390.00
04/06/2013	Simon Dickson	DIP Financing: Email correspondence with JPLs re position in respect of application.	0.20	156.00
04/06/2013	Simon Dickson	Plan and Disclosure Statement: Various emails with GDC in respect of order from Cayman Court recognising the plan.	0.20	156.00
04/06/2013	Simon Dickson	Plan and Disclosure Statement: Appending and incorporating comments into skeleton.	0.80	624.00
04/06/2013	Simon Dickson	DIP Financing: Finalise and serve skeleton argument.	0.50	390.00
04/06/2013	Simon Dickson	DIP Financing: Review further research on lifting of moratorium.	0.50	390.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07079
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 8 July 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
04/06/2013	Richard De Basto	Plan and Disclosure Statement: Discussion with F O'Driscoll about possible [REDACTED]	0.60	480.00
04/06/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing and sending comments on security questionnaire to GDC.	0.30	240.00
04/06/2013	Richard De Basto	Plan and Disclosure Statement: Finalising form of corporate conditions precedent to be provided under the DIP facility.	0.70	560.00
04/06/2013	Richard De Basto	Plan and Disclosure Statement: Liaising with Paget-Brown and GDC concerning the transfer of the registered office of the sukuk issuer to Paget-Brown.	0.50	400.00
05/06/2013	Tisha Hobden	Hearings: Preparing reference bundles for hearing.	0.80	240.00
05/06/2013	Claire Doyle	DIP Financing: Travel to and from Court to update the Skeleton Bundle.	0.40	100.00
05/06/2013	Claire Doyle	DIP Financing: Update the Skeleton Bundles with revised Index and Front cover.	0.80	200.00
05/06/2013	Claire Doyle	DIP Financing: Attendance with Judge's Secretary to update the Court's copy of the Skeleton Bundle.	0.20	50.00
05/06/2013	Claire Doyle	DIP Financing: Travel to court to re-deliver the Skeleton Bundle for hearing on 6 June 2013 and scan bundle to be emailed to Chief Justice's Secretary.	1.30	325.00
05/06/2013	Tracey Forbes	Fee Applications: Reviewing and amending draft May invoice.	2.00	600.00
05/06/2013	James Wauchope	Plan and Disclosure Statement: Considering proposed form of pre-emption rights for inclusion in Topco articles.	2.30	1,725.00
05/06/2013	James Wauchope	Plan and Disclosure Statement: Considering the mechanics of transferring AIHL's interests in various companies having regard to the recent Grand Court Order.	0.50	375.00
05/06/2013	Robin Gibb	Hearings: Preparing additional hearing bundles for Chief Justice (0.8) and delivering same to Court (0.7).	1.50	450.00
05/06/2013	Fleur O'Driscoll	Hearings: Review of emails to/from J Weisser regarding the DIP Cayman Hearing. (0.3). Preparing for the hearing and liaising with support staff regarding documents/bundles (0.9). Discussions with S Dickson re same (0.5). Preparation of revised, draft order incorporating Goldman Sachs' amendments and our amendments (0.3). Review of email from K Pearson (Appleby) regarding the draft order and reply (0.2). Email to S Dickson re same (0.1). Review of K Pearson's email and draft order (0.4). Email to S Dickson with comments re same (0.2).	2.90	1,740.00

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05/06/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Emails to and from J Wauchope regarding note of hearing (0.2). Discussion with S Dickson re same and note prepared (0.2).	0.40	240.00
05/06/2013	Alexandra Bethell	DIP Financing: Arranging for the skeleton argument and bundles to be served on the other parties (0.5), arranging for C Doyle to attend Court to change front cover and index to bundle (0.4), arranging for copies of reference bundles to be made (0.2) R Gibb to attend Court to check whether the Hon. Chief Justice required the bundles from the previous hearing on 31 May (0.4), emailing C Moore re the same (0.3), attending Court to return skeleton argument and skeleton bundle (0.9), drafting letter to Court explaining that the bundle had been returned to MO (0.3), calls with C Moore arranging delivery of bundle the following morning (0.4), email to C Moore with a copy of the skeleton argument (0.2)	3.60	2,160.00
05/06/2013	Tracy Hylton	DIP Financing: Attention to emails from Appleby in respect to preparing special resolutions to amending the articles of the relevant entities (0.1). Attention to emails from Steven Lau in respect to preparing and finalising signature pages for Cayman security documents (0.1). Preparing, reviewing and amending special resolutions to amend articles of LT Caycos (1.1). Discussing same with R De Basto and emailing draft resolutions to Appleby for their comments and approval (0.1). Amending special resolutions incorporating Appleby's comments (0.2). Attention to email from GDC attaching list of guarantors as of 5 June 2013, reviewing against previously received list of guarantors (0.4). Reviewing original Certificate of Good Standing of 67 companies received from Paget-Brown (0.4) and updating master Guarantor Schedule (1.0). Preparing draft share transfer forms for each of the 213 companies listed in the debenture (1.0). Instructions to Tracey Forbes to assist with finalising DIP deliverables (0.1).	4.50	1,575.00
05/06/2013	Tracy Hylton	Fee Applications: Instructions to T Forbes to assist review of May invoice to date.	0.20	70.00
05/06/2013	Simon Dickson	DIP Financing: Discussions with A Bethell re logistics for Court application.	1.00	780.00
05/06/2013	Simon Dickson	DIP Financing: Review and consider amendments from the GSI to the order.	0.50	390.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
05/06/2013	Simon Dickson	DIP Financing: Discussion with R de Basto re status of DIP transaction.	0.40	312.00
05/06/2013	Simon Dickson	DIP Financing: Review of current DIP Transaction papers from Latham Watkins.	1.00	780.00
05/06/2013	Simon Dickson	Plan and Disclosure Statement: Considering query from GDC as to sale of assets in conjunction with order of Cayman Court.	1.00	780.00
05/06/2013	Simon Dickson	DIP Financing: Discussion with J Wauchope re in specie distribution of assets to AIHL.	0.50	390.00
05/06/2013	Simon Dickson	DIP Financing: Prep for DIP validation hearing.	2.00	1,560.00
05/06/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing revised drafts of the documentation for the sukuk issue and confirming no further comments to GDC.	1.90	1,520.00
05/06/2013	Richard De Basto	Plan and Disclosure Statement: Liaising with Paget-Brown concerning transferring the registered office of the sukuk issuer to Paget-Brown.	0.50	400.00
06/06/2013	Fleur O'Driscoll	Hearings: Preparation for hearing regarding the Goldman Sachs DIP (0.4) and discussions with S Dickson (0.4).	0.80	480.00
06/06/2013	Fleur O'Driscoll	Hearings: Review of emails in from M Rosenthal and J Weisser regarding the application for approval of the Goldman Sachs DIP.	0.20	120.00
06/06/2013	Fleur O'Driscoll	DIP Financing: Discussion with R de Basto regarding the Goldman Sachs order (0.1). Consideration of order (0.1) Emails to A Bethell and S Dickson re same (0.1).	0.30	180.00
06/06/2013	James Wauchope	Plan and Disclosure Statement: Further considering pre-emption rights term sheet in respect of Topco articles.	1.00	750.00
06/06/2013	James Wauchope	Plan and Disclosure Statement: Providing written advice to GDC team in respect of dilution and other Cayman legal issues arising from pre-emption rights term sheet.	0.80	600.00
06/06/2013	James Wauchope	Plan and Disclosure Statement: Considering Grand Court order recognising US proceedings.	0.30	225.00
06/06/2013	Alexandra Bethell	DIP Financing: Attending Court to re-deliver skeleton argument and bundle (0.5), preparing for (0.5) and travelling to and attending hearing (1.4). Emailing copy of order to GDC (0.1) and to other parties (0.1), arranging for order to be lodged at Court for sealing (0.2), email to C Moore confirming those in attendance at hearing (0.3), reviewing sealed copies of order and emailing the same to the team (0.2), email to GDC and A&M re DIP Budget to be filed in Cayman Court (0.1)	3.40	2,040.00

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06/06/2013	Tracy Hylton	DIP Financing: Attention to heavy emails from GDC in respect to commenting on Cayman documents (1.4). Reviewing email and excel spreadsheet from Appleby in respect to preparing 3 types of special resolutions for each category of entity (0.2). Preparing, reviewing and amending special resolutions for the three categories of entities (1.0). Email to Paget-Brown requesting copies of the Memorandum & Articles of the 25 category b entities for review (0.1). Reviewing and considering transfer provisions of the before mentioned Memorandum & Articles (2.0). Considering comments from Appleby on special resolutions, amending and circulating revised drafts for comments (0.4).	5.10	1,785.00
06/06/2013	Simon Dickson	DIP Financing: Further Preparation for validation order hearing.	4.00	3,120.00
06/06/2013	Simon Dickson	DIP Financing: Attendance at Court and obtaining validation order.	3.00	2,340.00
06/06/2013	Richard De Basto	Plan and Disclosure Statement: Drafting our opinion, the board minutes and director's certificates for the sukuk issue and sending drafts to GDC for comment.	8.30	6,640.00
06/06/2013	Richard De Basto	Plan and Disclosure Statement: Sending manuscript comments on the draft deed or release of the existing DIP security and liaising with Appleby as to their comments on this document.	0.70	560.00
06/06/2013	Richard De Basto	Plan and Disclosure Statement: Emails to GDC and Lathams seeking comments or sign off on the Cayman corporate conditions precedent for the DIP facility.	0.40	320.00
07/06/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of issues raised by GDC regarding naming of Cayman companies (0.5). Discussion J Wauchope (0.2) and follow-up correspondence with GDC (0.4).	1.10	660.00
07/06/2013	Alexandra Bethell	DIP Financing: Drafting affidavit re DIP Budget (0.7), reviewing letter re preference demand from GDC (0.3) discussing letter with F O'Driscoll (0.1), call with S Dickson on the letter (0.1), emails with GDC re letter (0.1), drafting and sending letters serving sealed orders (0.7), drafting letter to JPLs re pre-petition costs (0.5), email to transcript company re parties in attendance at hearing on 31 May (0.3).	2.80	1,680.00
07/06/2013	Fleur O'Driscoll	DIP Financing: Discussion with R de Basto regarding the winding up petition (0.1). Review of file and email to him re same (0.3).	0.40	240.00

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07/06/2013	Fleur O'Driscoll	Fee Applications: Discussion with A Bethell regarding GDC's letter dated 4 June 2013. Further discussion with A Bethell in this regard.	0.40	240.00
07/06/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Review of original affidavit arrived from Bahrain and discussion with support staff re filing of same.	0.20	120.00
07/06/2013	James Wauchope	Plan and Disclosure Statement: Considering Milbank name proposals for reorganised Arcapita entities and discussing with A Bathgate associated legal issues.	0.30	225.00
07/06/2013	James Wauchope	Plan and Disclosure Statement: Considering revised version of TopCo articles of association received from Milbank.	0.80	600.00
07/06/2013	Tracy Hylton	DIP Financing: Attention to heavy emails from GDC and Appleby in respect to comments on Cayman documents (0.3), updates to guarantors list (0.3), confirming shares to be charged under new share mortgage(0.2). Preparing and finalising special resolutions for each of the 44 companies in category A (2.0). Preparing special resolutions for each of the 25 companies in category B (1.2). Preparing and finalising special resolutions for each of the 38 companies in category C (1.4).	5.40	1,890.00
07/06/2013	Simon Dickson	DIP Financing: Update from J Wauchope as to the progress of financing.	0.50	390.00
07/06/2013	Simon Dickson	Plan and Disclosure Statement: Organizing transcription of plan hearing.	0.50	390.00
07/06/2013	Simon Dickson	Case Administration: Receive, review and consider letter of voidable preference from GDC.	0.30	234.00
07/06/2013	Simon Dickson	Case Administration: Call to A Bethell to give instructions on voidable preference letter.	0.10	78.00
07/06/2013	Richard De Basto	Plan and Disclosure Statement: Revising drafts of the Cayman corporate conditions precedent under the DIP facility and circulating to all parties for comments/sign-off.	0.80	640.00
07/06/2013	Richard De Basto	Plan and Disclosure Statement: Updating our opinion for the Goldman Sachs DIP facility and sending to all parties.	0.70	560.00
07/06/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing and sending comments on the mortgage of shares for the new DIP facility to lender's counsel.	0.40	320.00
08/06/2013	James Wauchope	Plan and Disclosure Statement: Providing detailed written advice to Milbank and GDC as to Cayman Islands legal issues arising from new TopCo articles.	1.00	750.00
08/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised version of TopCo articles received from Milbank.	1.50	1,125.00

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08/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft term sheet and, in particular, the provisions in respect of warrant holders.	0.30	225.00
08/06/2013	James Wauchope	Plan and Disclosure Statement: Considering email responses from Milbank and Walkers to our concerns about Special Resolution provisions in draft TopCo articles.	0.50	375.00
08/06/2013	James Wauchope	Plan and Disclosure Statement: Further consideration of statutory definition of Special Resolution.	0.50	375.00
08/06/2013	James Wauchope	Plan and Disclosure Statement: Sending detailed written response to Walkers and Milbank as to our concerns on current draft TopCo articles.	1.00	750.00
08/06/2013	James Wauchope	Plan and Disclosure Statement: Written advice to all parties suggesting variation of class rights mechanism to address Supermajority issue.	0.50	375.00
08/06/2013	James Wauchope	Plan and Disclosure Statement: Further consideration of Supermajority issue in relation to TopCo articles.	0.50	375.00
08/06/2013	Simon Dickson	Case Administration: Receive, review and consider letter from GDC re preference claim.	0.20	156.00
08/06/2013	Simon Dickson	DIP Financing: Email from R de Basto re documents for closing.	0.10	78.00
08/06/2013	Richard De Basto	Plan and Disclosure Statement: Call with GDC and Lathams to discuss outstanding issues for completion.	0.70	560.00
08/06/2013	Richard De Basto	Plan and Disclosure Statement: Liaising with Stew Ross concerning the form of amended articles for the transaction holdcos to take into account points raised by Lathams on the all party call.	0.90	720.00
09/06/2013	Fleur O'Driscoll	DIP Financing: Email in from R de Basto regarding the opinion (0.1). Review of file to deal with query (0.2) and email out in reply (0.1).	0.40	240.00
09/06/2013	Fleur O'Driscoll	DIP Financing: Email in from R Coppola (GDC) regarding the documentation (0.1). Review of query and file and email out in reply (0.1).	0.20	120.00
09/06/2013	Richard De Basto	Plan and Disclosure Statement: Revising the Cayman corporate conditions precedent documents and circulating to Lathams, Appleby and GDC for approval.	1.60	1,280.00
10/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft pre-emption rights for inclusion in TopCo articles.	0.80	600.00
10/06/2013	James Wauchope	Plan and Disclosure Statement: Emailing GDC team regarding pre-emption rights in TopCo articles.	0.30	225.00
10/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing proposed changes to TopCo articles suggested by Appleby to permit Goldman Sachs to enforce its security.	0.50	375.00

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10/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft warrant incorporating pre-emption and other new provisions.	0.50	375.00
10/06/2013	Adam Bathgate	Plan and Disclosure Statement: Detailed consideration of further issues relating to Topco articles (0.5) and review of related correspondence (0.3). Discussion J Wauchope re remaining Cayman issues (0.4). Review of revised draft Topco articles (1.6) Telephone call Walkers regarding Cayman issues arising from latest draft articles (0.4). Telephone call GDC regarding status of articles and court filings etc (0.2).	3.40	2,040.00
10/06/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing proxies, share transfer forms and notices of mortgage for companies.	1.00	300.00
10/06/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing proxies, share transfer forms and notices of mortgage for companies.	1.00	300.00
10/06/2013	Tracey Forbes	Plan and Disclosure Statement: Organizing proxies, share transfers and notices of mortgage.	2.80	840.00
10/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft of TopCo articles received from Milbank/Walkers.	1.00	750.00
10/06/2013	James Wauchope	Plan and Disclosure Statement: Telecon with Bill Rustum of GDC regarding proposed changes to TopCo articles.	0.50	375.00
10/06/2013	James Wauchope	Plan and Disclosure Statement: Telecon with A Bathgate regarding revisions to TopCo articles in context of filing tonight.	0.50	375.00
10/06/2013	Robin Gibb	Fee Applications: Reviewing invoice payments and outstanding fees (0.4). Discussions with F O'Driscoll on same (0.4). Review of past fee applications and associated Orders (0.4).	1.20	360.00
10/06/2013	Alexandra Bethell	Plan and Disclosure Statement: Call with Pavider re transcript of hearing (0.2). Reviewing letter from GDC re costs (0.1).	0.30	180.00
10/06/2013	Tracy Hylton	DIP Financing: Finalising shareholders resolutions and board minutes in respect to entry into new security documents (4.0), and reviewing and finalising 200 plus deliverables (4.0).	8.00	2,800.00
10/06/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with A Bathgate re letter to JPLs re liquidation expenses.	0.30	234.00
10/06/2013	Simon Dickson	Plan and Disclosure Statement: Update from J Wauchope as to restructuring issues.	0.40	312.00

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10/06/2013	Fleur O'Driscoll	Fee Applications: Review of draft invoice for monthly statements and mark ups prepared (1.5). Liaising with support staff and further review of amendments (0.4).	1.90	1,140.00
10/06/2013	Simon Thomas	Plan and Disclosure Statement: Conversations with J Wauchope re status of article amendments (0.3). Follow up conversation with R De Basto re financing provisions, related amendments to articles and timing of same (0.4). Attention to review of e-mail correspondence re latest form of articles (0.2). Follow up e-mails re same (0.1).	1.00	600.00
10/06/2013	Richard De Basto	Plan and Disclosure Statement: Call with GDC and Latham to discuss outstanding issues	0.40	320.00
10/06/2013	Richard De Basto	Plan and Disclosure Statement: Updating our opinion and circulating it for approval.	0.50	400.00
10/06/2013	Richard De Basto	Plan and Disclosure Statement: Call with GDC and Paget-Brown to discuss what needs to be inserted in the security questionnaire.	0.40	320.00
10/06/2013	Richard De Basto	Plan and Disclosure Statement: Liaising with Latham and GDC to finalise list of obligors and entities whose shares are being secured.	3.60	2,880.00
10/06/2013	Richard De Basto	Plan and Disclosure Statement: Producing drafts of all Cayman corporate conditions precedent.	3.20	2,560.00
11/06/2013	James Wauchope	Plan and Disclosure Statement: Further review of revised draft of TopCo articles received from Milbank.	0.80	600.00
11/06/2013	James Wauchope	Plan and Disclosure Statement: Researching statutory provisions regarding redeemability of fractional shares under Cayman law.	0.30	225.00
11/06/2013	James Wauchope	Plan and Disclosure Statement: Providing detailed comments to A Bathgate in relation to Mourant Ozannes producing further revised draft of TopCo articles.	1.00	750.00
11/06/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with GDC team regarding TopCo Class A Shares redemption issue.	0.50	375.00
11/06/2013	James Wauchope	Plan and Disclosure Statement: Talking to A Bathgate regarding TopCo redemption issues to finalise revised provisions within articles.	0.50	375.00
11/06/2013	Robin Gibb	Fee Applications: Reviewing cost card entries in preparation of 11th Monthly Statement.	0.70	210.00

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11/06/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of Companies Act provisions re fractional shares (0.3). Discussion J Wauchope re latest draft Topco articles (1.0). Correspondence GDC regarding certain commercial aspects of latest draft (0.5). Substantial redrafting of Topco articles (3.0). Lengthy related correspondence with GDC, Milbank and Walkers (0.5).	5.30	3,180.00
11/06/2013	Alexandra Bethell	Plan and Disclosure Statement: Drafting letter to JPLs re costs (0.5) and arranging for same to be sent (0.2).	0.70	420.00
11/06/2013	Tracy Hylton	DIP Financing: Attention to heavy emails from GDC, Appleby, LW in respect to comments of minutes (0.5) and resolutions (0.5) and finalising Cayman documents (0.3). Further finalising board minutes for each of the 60 plus guarantors (4.0), and emailing same to GDC ahead of closing (2.0). Further finalising deliverables / annexures of the share mortgage and emailing to GDC for closing (1.0). Updating and finalising legal opinion (1.2).	9.50	3,325.00
11/06/2013	Simon Dickson	DIP Financing: Update as to progress of DIP and Exit facility with R de Basto.	0.50	390.00
11/06/2013	Simon Dickson	Plan and Disclosure Statement: Review and amend letter to JPLs re liquidation expenses.	0.20	156.00
11/06/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing and commenting on US security agreement.	1.90	1,520.00
11/06/2013	Richard De Basto	Plan and Disclosure Statement: Preparing and circulating execution versions of Cayman corporate conditions precedent.	3.80	3,040.00
11/06/2013	Richard De Basto	Plan and Disclosure Statement: Liaising with S Ross concerning the drafting to release security provided by Arcapita bank at exit.	0.40	320.00
11/06/2013	Richard De Basto	Plan and Disclosure Statement: Liaising with S Ross on form of articles for syndication copies to remove restrictions on enforcement.	1.30	1,040.00
11/06/2013	Richard De Basto	Plan and Disclosure Statement: Updating our opinion and circulating draft.	0.60	480.00
11/06/2013	Richard De Basto	Plan and Disclosure Statement: Further update to our opinion to incorporate new comments from Lathams.	1.70	1,360.00
12/06/2013	Adam Bathgate	Plan and Disclosure Statement: Amendment to articles following receipt of Walkers comments (0.1) and related correspondence with Milbank, GDC and Walkers (0.1).	0.20	120.00
12/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised form TopCo articles circulated by Mourant Ozannes.	0.30	225.00

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12/06/2013	Alexandra Bethell	DIP Financing: Finishing draft affidavit re DIP Budget (0.5) and emailing to S Dickson (0.1).	0.60	360.00
12/06/2013	Fleur O'Driscoll	DIP Financing: Emails to and from R de Basto regarding the certificates of good standing (0.5). Assisting R de Basto with queries regarding the certificates of good standing (1.7).	2.20	1,320.00
12/06/2013	Richard De Basto	Plan and Disclosure Statement: All party call to discuss last minute closing points.	0.50	400.00
12/06/2013	Richard De Basto	Plan and Disclosure Statement: Call with Appleby to discuss how to remove restrictions on security in constitutional documents for syndication companies.	0.40	320.00
12/06/2013	Richard De Basto	Plan and Disclosure Statement: Call with J Weisser to discuss Appleby's preferred method of removing restrictions on security in constitutional documents for syndication companies.	0.30	240.00
12/06/2013	Richard De Basto	Plan and Disclosure Statement: Various exchanges of e-mails with Appleby on the best way to remove restrictions on security in constitutional documents for syndication companies.	2.90	2,320.00
12/06/2013	Richard De Basto	Plan and Disclosure Statement: Amending documents to reflect the fact that there are now two additional Cayman obligors and producing Cayman corporate conditions precedent for these companies.	3.90	3,120.00
12/06/2013	Richard De Basto	Plan and Disclosure Statement: Ensuring all Cayman conditions precedent have been delivered.	0.90	720.00
13/06/2013	Alexandra Bethell	DIP Financing: Emailing the draft affidavit re the DIP Budget to J Weisser, GDC (0.2), call to Josh re the draft affidavit (0.1), arranging for the same to be sworn (0.3) and filed at Court (0.4).	1.00	600.00
13/06/2013	Tracy Hylton	Plan and Disclosure Statement: Finalising annotations for the register of members and register of mortgages and charges (3.0) and emailing same to Appleby for comment (0.1). Emails to Paget-Brown in respect to certificate of good standing of additional guarantors (0.1) and updating the register of members and register of mortgages and charges (0.2). Preparing special resolutions for three additional companies (0.5) and emailing to GDC to arrange execution (0.1).	4.00	1,400.00
13/06/2013	Tracy Hylton	Fee Applications: Reviewing and amending May bill.	1.30	455.00
13/06/2013	Simon Dickson	DIP Financing: Update as to progress of DIP financing.	0.10	78.00

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13/06/2013	Fleur O'Driscoll	Fee Applications: Review of draft invoice and amendments (1.0). Liaising with support staff regarding amendments and timing (0.3). Emails to and from T Hylton regarding points (0.2).	1.50	900.00
13/06/2013	Richard De Basto	Plan and Disclosure Statement: Review of execution versions of document we will be opining on.	0.70	560.00
13/06/2013	Richard De Basto	Plan and Disclosure Statement: Producing final Cayman conditions precedent documents.	2.20	1,760.00
14/06/2013	James Wauchope	Plan and Disclosure Statement: Follow-up correspondence and conversations with members of Mourant Ozannes team in relation to the Goldman Sachs financing closing.	0.30	225.00
14/06/2013	Tracy Hylton	DIP Financing: Continuing to liaise with Paget-Bown in respect to updating the register of members and the register of mortgages and charges (0.2) and emailing those received to Appleby (1.0).	1.20	420.00
14/06/2013	Simon Dickson	Plan and Disclosure Statement: Update from J Wauchope as to progress of plan and effective date.	0.50	390.00
14/06/2013	Fleur O'Driscoll	Fee Applications: Further review of the narratives in the monthly invoice (0.9). Emails to fee earners with narrative queries (0.3).	1.20	720.00
14/06/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of email correspondence from GDC and attached implementation term sheets.	0.30	180.00
16/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft reimbursement agreement between Arcapita Bank and others and commenting on authorising resolutions of the Cayman Obligors.	0.50	375.00
16/06/2013	James Wauchope	Plan and Disclosure Statement: Providing comments on draft authorised resolutions approving the reimbursement agreement to GDC team.	0.30	225.00
17/06/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with R de Basto regarding [REDACTED] [REDACTED] [REDACTED]	0.30	225.00
17/06/2013	Fleur O'Driscoll	Fee Applications: Emails to and from R de Basto regarding narratives.	0.50	300.00
18/06/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with GDC team regarding exit security over syndication companies.	0.30	225.00
18/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft of TopCo Memorandum & Articles provided by Milbank.	1.00	750.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07079
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 8 July 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
18/06/2013	Alexandra Bethell	Plan and Disclosure Statement: Reviewing and considering the transcript of the hearing on 31 May (2.2) and emailing the transcribing service with amendments to the transcript (0.3).	2.50	1,500.00
18/06/2013	Simon Dickson	Plan and Disclosure Statement: Further review of transcript and instructions to A Bethell.	1.00	780.00
18/06/2013	Fleur O'Driscoll	Fee Applications: Review of current draft invoice (0.3). Liaising with support staff regarding next steps (0.2).	0.50	300.00
18/06/2013	Tracy Hylton	Plan and Disclosure Statement: Emails to Paget-Brown with respect to updated register of members and mortgages and charges (1.0); continue to email updated registers to Appleby for 300 plus companies (3.0).	4.00	1,400.00
19/06/2013	Alexandra Bethell	Plan and Disclosure Statement: Reviewing the amended transcript and replying to the transcriber service with a correction (0.2). Email to J Weisser with a copy of the order of 19 March 2012 (0.2).	0.40	240.00
19/06/2013	Robin Gibb	Fee Applications: Preparation of 11th Monthly Statement (1.5) and email to D Levin (GDC) regarding same (0.1).	1.60	480.00
19/06/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion with J Wauchope re status of steps plan and restructuring documentation.	0.30	180.00
19/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft warrant provided by Milbank.	0.50	375.00
19/06/2013	James Wauchope	Plan and Disclosure Statement: Telecon with J O'Grady of GDC regarding suggested amendments to TopCo articles.	0.80	600.00
19/06/2013	James Wauchope	Plan and Disclosure Statement: Providing detailed amendments to revised draft TopCo articles provided by Milbank.	1.00	750.00
19/06/2013	James Wauchope	Plan and Disclosure Statement: Telecon with J O'Grady of GDC regarding proposed formation of new Cayman entities.	0.30	225.00
19/06/2013	Fleur O'Driscoll	Fee Applications: Liaising with support staff regarding narratives for invoice/monthly statement (0.7). Call with K Godel (Jersey) re same (0.2). Liaising with R Gibb regarding the monthly statement (0.5). Review of emails between R Gibb and D Levin regarding disbursements (0.2). Email to D Levin and review of reply (0.2). Discussion with R Gibb re next steps (0.1).	1.90	1,140.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07079
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 8 July 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
20/06/2013	Robin Gibb	Fee Applications: Amendments to 11th Monthly Fee Statement (0.6) and discussion on same with F O'Driscoll (0.1). Email to D Levin (GDC) with draft 11th Monthly Fee Statement (0.1).	0.80	240.00
20/06/2013	Robin Gibb	Fee Applications: Adding time card entries between 1 May and 31 May 2013 into spreadsheet in preparation of next fee application (0.7) and running matter category calculations to obtain monthly total hours and fees (1.4).	2.10	630.00
20/06/2013	Adam Bathgate	Plan and Disclosure Statement: Various correspondence with GDC regarding company formation timing and procedures (0.5). Discussion J Wauchope regarding status of matter and next steps (0.5).	1.00	600.00
20/06/2013	Alexandra Bethell	Plan and Disclosure Statement: Reviewing the amended transcript of hearing on 31 May 2013 (0.4), arranging for the same to be emailed to GDC, A Zacaroli, QC and the other parties for comments (0.3), reviewing email and responding to J Weisser in relation to DIP order (0.2).	0.90	540.00
20/06/2013	Timothy Dawson	Plan and Disclosure Statement: Attending emails from GDC to Mourant Ozannes (0.1). Attending email from A Bathgate to GDC (0.1).	0.20	120.00
20/06/2013	James Wauchope	Plan and Disclosure Statement: Telecon with Walkers regarding latest draft of Topco Memorandum and Articles of association.	0.50	375.00
20/06/2013	Simon Dickson	Plan and Disclosure Statement: Final review of Plan hearing transcript.	1.00	780.00
20/06/2013	Simon Dickson	Plan and Disclosure Statement: Query from GDC re use of order.	0.10	78.00
20/06/2013	Fleur O'Driscoll	Fee Application: Meetings with S Dickson regarding the monthly statement (0.3). Meeting with J Wauchope regarding the monthly statement (0.2). Liaising with support staff regarding finalisation of narratives (0.7). Review of first draft of monthly statement (0.2). Discussion with R Gibb re same (0.1). Further discussion with R Gibb re same (0.1) and review of emails out and from D Levin (GDC) regarding matter (0.2).	1.80	1,080.00
20/06/2013	Tracy Hylton	Plan and Disclosure Statement: Liaising with Paget-Brown in respect to updated register of members (0.2); emailing updated registers to Appleby (0.2).	0.40	140.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07079
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 8 July 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
21/06/2013	Robin Gibb	Fee Applications: Email in from D Levin regarding redactions (0.1). Email in from F O'Driscoll regarding same (0.1) and reviewing invoice for redactions for submission with 11th Monthly Fee Statement (0.7). Email to and from D Levin regarding potential redactions (0.2). Redacting invoice (0.1). Email in from D Levin with filed monthly fee statement and responding (0.1).	1.30	390.00
21/06/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion with J Wauchope re company formation timing and process (0.3). Telephone call Paget Brown discussing process and next steps (0.3).	0.60	360.00
21/06/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call K Medrano of GDC regarding company formation issues and procedure and next steps generally.	0.60	360.00
21/06/2013	Adam Bathgate	Plan and Disclosure Statement: Revising draft memoranda & articles of Cayman companies per instructions from GDC (0.4). Correspondence with K Medrano of GDC setting out certain issues for consideration before incorporation (0.6).	1.00	600.00
21/06/2013	Fleur O'Driscoll	Fee Applications: Review of invoice in respect of redactions (0.2). Discussions with R Gibb re same (0.3). Further review of invoice (0.2) and further discussion with R Gibb re matter (0.1).	0.80	480.00
21/06/2013	Timothy Dawson	Plan and Disclosure Statement: Internal conferences regarding timetable and progressing merger (0.1). Reviewing file and circulating registrar details (0.1). Email GDC requesting update (0.1).	0.30	180.00
21/06/2013	James Wauchope	Plan and Disclosure Statement: Providing further comments on revised draft Topco articles circulated by GDC.	0.50	375.00
21/06/2013	James Wauchope	Plan and Disclosure Statement: Providing comments on revised draft warrant circulated by GDC.	0.50	375.00
21/06/2013	James Wauchope	Plan and Disclosure Statement: Telecon with Paget Brown & Co to discuss proposed formation of new RA entities.	0.50	375.00
21/06/2013	James Wauchope	Plan and Disclosure Statement: Internal discussion with MO team regarding timing and next steps in relation to restructuring.	0.30	225.00
21/06/2013	Rose Wanjiru	Case Administration: Updating pleadings bundles.	4.00	1,000.00
23/06/2013	Fleur O'Driscoll	DIP Financing: Review of email in from M Goodman (Campbells) regarding the sealed order (0.1). Email to A Bethell and S Dickson re same (0.1).	0.20	120.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07079
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 8 July 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
23/06/2013	Alexandra Bethell	DIP Financing: Reviewing email from M Goodman and Campbells and responding, providing him with a copy of the sealed order of 6 June.	0.20	120.00
23/06/2013	Simon Dickson	DIP Financing: Email from JPLs re validation order. Instructions to F O'Driscoll.	0.10	78.00
24/06/2013	Adam Bathgate	Plan and Disclosure Statement: Considering and responding to query from K Medrano (GDC) regarding company formation timing and procedures.	0.30	180.00
24/06/2013	Adam Bathgate	Plan and Disclosure Statement: Considering and responding to query from J O'Grady (GDC) regarding level of authorised share capital and annual Registry fees.	0.30	180.00
24/06/2013	Rose Wanjiru	Case Administration: Updating Pleadings files.	3.00	750.00
24/06/2013	Tracy Hylton	Plan and Disclosure Statement: Emails to registered office in respect of remaining register of members (0.2) and continuing to email Appleby copies of registers as they are received (2.0).	2.20	770.00
24/06/2013	Fleur O'Driscoll	Fee Applications: Liaising with support staff regarding the draft invoice (0.5). Review of draft invoice and amendments to same (1.2). Email to Tracy Hylton (0.1).	1.80	1,080.00
25/06/2013	Robin Gibb	Fee Applications: Discussion with F O'Driscoll regarding redactions in June invoice (0.1). Reviewing same invoice for potential redactions (0.4). Email to D Levin (GDC) with possible redactions (0.4). Review email in from D Levin and responding (0.1). Discussions with F O'Driscoll on same (0.2). Email to J Wauchope with invoice amendments (0.2).	1.40	420.00
25/06/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of and response to query from K Medrano (GDC) regarding governance provisions of Topco articles.	0.20	120.00
25/06/2013	Adam Bathgate	Plan and Disclosure Statement: Drafting first board resolutions for new Cayman vehicles.	1.40	840.00
25/06/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call J Wauchope regarding desirability of forming Topco with standard articles and adopting specialised amended and restated articles on the Effective Date (0.4). Correspondence with GDC re same issue (0.1). Drafting standard form articles for [REDACTED] (0.6).	1.10	660.00
25/06/2013	James Wauchope	Plan and Disclosure Statement: Considering and discussing with A Bathgate the form of Memorandum & Articles to use to incorporate Topco.	0.50	375.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07079
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 8 July 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
25/06/2013	James Wauchope	Plan and Disclosure Statement: Considering clause to be included in management services agreement with AIM to [REDACTED] [REDACTED] [REDACTED]	0.80	600.00
25/06/2013	Alexandra Bethell	Plan and Disclosure Statement: Emails with Janine Lee to check that invoice for transcript service had been paid (0.1) Drafting letter to secretary to Chief Justice re transcript (0.2).	0.30	180.00
25/06/2013	Tracy Hylton	Plan and Disclosure Statement: Further attention to emails from registered office in respect of updated register of members (0.4) and continuing to email Appleby copies of the updated registers as they are received (2.4).	2.80	980.00
25/06/2013	Fleur O'Driscoll	Fee Applications: Discussion with R Gibb regarding time entries (0.1). Review of time entries and amendments (0.5). Review of emails with GDC regarding issue (0.2).	0.80	480.00
26/06/2013	Robin Gibb	Fee Applications: Reviewing email in from D Levin regarding next fee application (0.1) and responding. Email out to F O'Driscoll regarding same (0.1). Email to J Wauchope and R de Basto on same (0.1).	0.30	90.00
26/06/2013	Adam Bathgate	Plan and Disclosure Statement: Review of draft amended and restated Topco articles (0.5). Telephone call J Wauchope discussing class meeting issue (0.1). Telephone call GDC explaining error re class meeting issue (0.2).	0.90	540.00
26/06/2013	Adam Bathgate	Plan and Disclosure Statement: Finalising incorporation Memorandum & Articles for Topco (0.4). Related correspondence with GDC (0.3).	0.70	420.00
26/06/2013	Alexandra Bethell	Plan and Disclosure Statement: Arranging for letter and transcript to be sent to Patricia Palmer for the Chief Justice. (0.4)	0.40	240.00
26/06/2013	Simon Dickson	DIP Financing: Update from R de Basto in respect of financing.	0.40	312.00
26/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing further revised draft of Topco new articles of association.	0.30	225.00
26/06/2013	Tracy Hylton	Plan and Disclosure Statement: Continuing to liaise with the registered office (0.3) and continuing to receive updated register of members and emailing same to Appleby (2.0).	2.30	805.00
26/06/2013	Fleur O'Driscoll	Fee Applications: Emails to and from R Gibb and S Dickson regarding the next fee application.	0.20	120.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07079
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 8 July 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
27/06/2013	Adam Bathgate	Plan and Disclosure Statement: Finalising Topco articles in advance of incorporation (0.2). Various correspondence with K Medrano and J O'Grady of GDC re company incorporations and resolutions for Cayman entities (0.6).	0.80	480.00
27/06/2013	Tracy Hylton	Plan and Disclosure Statement: Continuing to liaise with registered office in respect to updated registers (0.1) and continuing to email received registers to Appleby(1.4).	1.50	525.00
28/06/2013	Simon Thomas	Plan and Disclosure Statement: Conversations with A Bathgate re incorporation process and attention to email correspondence re same.	0.30	180.00
28/06/2013	Simon Thomas	Plan and Disclosure Statement: Further conversations with A Bathgate re incorporation process and outstanding matters (0.2). Attention to emails from Paget-Brown (0.2).	0.40	240.00
28/06/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of email from Paget-Brown regarding company formation (0.2) and discussion J Wauchope (0.2). Telephone call Paget-Brown regarding procedure and next steps (0.2). Telephone call K Medrano (GDC) regarding open issues (0.3). Discussion S Thomas re steps to be taken next week (0.2). Email to Paget-Brown answering formation queries (0.2).	1.30	780.00
28/06/2013	Adam Bathgate	Plan and Disclosure Statement: Instructing T Forbes re subscriber resolutions appointing first director of new Cayman vehicles (0.2). Reviewing and revising subscriber resolutions (0.3) Further drafting and revision of first board resolutions for new Cayman vehicles (1.8). Telephone call GDC regarding next steps (0.3). Further discussion S Thomas regarding action to be taken re draft resolutions next week (0.3).	2.90	1,740.00
28/06/2013	James Wauchope	Plan and Disclosure Statement: Telecon with Sydney Coleman regarding company formation issues.	0.30	225.00
28/06/2013	James Wauchope	Plan and Disclosure Statement: Liaising with A Bathgate regarding company formation mechanics and related documents.	0.30	225.00
28/06/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing email from A Bathgate regarding the incorporation documents for the new Cayman entities.	0.10	30.00
28/06/2013	Tracey Forbes	DIP Financing: Drafting subscriber resolutions for [REDACTED]	0.20	60.00
28/06/2013	Tracey Forbes	DIP Financing: Drafting subscriber resolutions for [REDACTED]	0.10	30.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07079
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 8 July 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
28/06/2013	Tracey Forbes	DIP Financing: Drafting subscriber resolutions for [REDACTED]	0.10	30.00
28/06/2013	Tracey Forbes	DIP Financing: Drafting subscriber resolutions for [REDACTED]	0.10	30.00
28/06/2013	Tracey Forbes	DIP Financing: Discussing subscriber resolutions with A Bathgate.	0.20	60.00
28/06/2013	Richard De Basto	Plan and Disclosure Statement: Call with S Ross (GDC) concerning security over shares in syndication companies.	0.30	240.00
Total			331.70	196,729.00

Client Name: Arcapita Bank B.S.C.
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of
Arrangement

Invoice Number: 300-07079
Invoice Date: 8 July 2013

Summary of Outstanding Debtor Balances

Invoice Date	Invoice Number	Original Amount	Outstanding Amount
17 Dec 2012	300-05849	86,977.34	17,279.70
18 Jan 2013	300-06000	274,071.52	54,521.20
31 Jan 2013	300-06225	116,908.39	23,335.60
12 Mar 2013	300-06357	20,992.64	4,196.40
16 Apr 2013	300-06469	29,218.40	19,686.80
22 May 2013	300-06756	147,052.37	147,052.37
19 Jun 2013	300-06925	348,033.39	348,033.39

MOURANT OZANNES

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Arcapita Bank B.S.C.
c/o Gibson Dunn & Crutcher LLP
200 Park Avenue
New York NY 10166-0193
UNITED STATES OF AMERICA

For the Attention of: Mr. Brian J. Kim

Invoice Date: 19 August 2013
Invoice Number: 300-07260
Our Reference: 3042199

Arcapita Bank B.S.C. (c) - Scheme of Arrangement

To our professional services rendered with respect to the above named matter.

Should you require further information regarding the work undertaken please contact Mr Simon Dickson by email Simon.Dickson@mourantozannes.com or by telephone +1-345-949-4123

	USD
Professional services	89,393.00
Printing	30.10
Telephone Costs	27.05

Payment Terms	On Presentation	Total Due	89,450.15
Contact	Credit Control on +1 345 949 4123		

(Please detach and return if paying by cheque)

Remittance Advice

Bank transfers should be made to the following account quoting the invoice number below:

Invoice Number:	300-07260	Total Due USD	89,450.15
Our Reference:	3042199		

Direct Bank Payment	Bank of New York, 1 Wall Street, New York 10286, USA
ABA No.	0210-0001-8
Bank of NY SWIFT	IRVTUS3N
For Credit to Account	803-326-5086
Bank	Butterfield Bank (Cayman) Limited
Bank of Butterfield SWIFT	BNTBKYYK
For Final Credit to	Mourant Ozannes
Account Number	01101 032281

Cheques should be made payable to **Mourant Ozannes** and remitted to:
94 Solaris Avenue, Camana Bay, PO Box 1348, Grand Cayman, KY1-1108

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07260
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 August 2013

Time Summary

Fee Earner	Rate
Adam Bathgate	600.00
Alexandra Bethell	600.00
Fleur O'Driscoll	600.00
James Wauchope	750.00
Peter Hayden	850.00
Richard De Basto	800.00
Robin Gibb	300.00
Simon Dickson	780.00
Simon Thomas	600.00
Thomas Berry	425.00
Tracey Forbes	300.00
Tracy Hylton	350.00
Total	

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07260
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 August 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
01/07/2013	Richard De Basto	Plan and Disclosure Statement: Exchange of emails with S Ross of GDC about structural security issues.	0.40	320.00
02/07/2013	Robin Gibb	Fee Applications: Email in from D Levin (GDC) regarding next fee application.	0.10	30.00
02/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of e-mail correspondence re incorporation of Caycos (0.1). Attention to past emails re same (0.3). Follow up e-mails re same (0.1).	0.50	300.00
02/07/2013	Simon Dickson	Fee Applications: Consideration of fee forecast and discussion with F O'Driscoll re same.	0.50	390.00
02/07/2013	Tracy Hylton	DIP Financing: Continuing to liaise (via email) with registered office for copies of the register of members for 200 plus Arcapita entities (0.2). Four (4) emails to Appleby attaching copies of updated register of members received so far as well as marked-up Schedule I highlighting outstanding registers (1.0).	1.20	420.00
02/07/2013	Fleur O'Driscoll	Fee Applications: Review of email from D Levin regarding the upcoming fee application (0.2). Discussion with S Dickson re same (0.1). Email to J Wauchope and R de Basto re same (0.1).	0.40	240.00
03/07/2013	Simon Dickson	Fee Applications: Update re current fee position.	0.20	156.00
03/07/2013	Simon Dickson	Plan and Disclosure Statement: Review of plan and assistance to R de Basto as to proposed treatment of various Cayman companies.	1.00	780.00
03/07/2013	Richard De Basto	Plan and Disclosure Statement: Call with Appleby to discuss structural security issues.	0.60	480.00
03/07/2013	Richard De Basto	Plan and Disclosure Statement: Start drafting note addressing proposed security over certain assets.	2.30	1,840.00
03/07/2013	Fleur O'Driscoll	Fee Applications: Attempt to contact D Levin (GDC) and voice message left (0.1). Email to D Levin and review of reply (0.1).	0.20	120.00
03/07/2013	Fleur O'Driscoll	Fee Applications: Review of emails from J Wauchope and R de Basto regarding July fee estimates and reply out.	0.20	120.00
03/07/2013	Fleur O'Driscoll	Fee Applications: Email to accounts department regarding fees (0.1) and email to S Fuller (Alvarez and Marsal) re same (0.1). Discussion with S Dickson re same (0.1).	0.30	180.00
03/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to preliminary review of email from GDC (0.2).	0.20	120.00
04/07/2013	Robin Gibb	Case Administration: Reviewing emails between F O'Driscoll and S Fuller regarding invoice consolidation (0.1). Comparing Alvarez & Marsal's invoice spreadsheet against Mourant's (0.3). Discussion with F O'Driscoll on same (0.1).	0.50	150.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07260
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 August 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
04/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to email from K Medrano (GDC re new company resolutions (0.2). Conversations with T Forbes re same (0.3). Conversations with R de Basto re bank holdcos (0.2). Attention to review of draft email and resolutions prepared by T Forbes (0.3). Attention to drafting changes to same (0.1). Conversations with T Forbes and follow up re same (0.3).	1.40	840.00
04/07/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence from K Medrano and A Bathgate.	0.30	90.00
04/07/2013	Tracey Forbes	Plan and Disclosure Statement: Discussing subscriber and first board resolutions with S Thomas.	0.30	90.00
04/07/2013	Tracey Forbes	Plan and Disclosure Statement: Drafting response email to K Medrano responding to various questions about the subscriber and first board resolutions.	1.30	390.00
04/07/2013	Tracey Forbes	Plan and Disclosure Statement: Amending subscriber and first board resolutions for the new Cayman entities.	0.40	120.00
04/07/2013	Tracey Forbes	Plan and Disclosure Statement: Amending draft response email to K Medrano responding to various questions about the subscriber and first board resolutions (0.6). Sending same to K Medrano (0.2).	0.80	240.00
04/07/2013	Tracey Forbes	Plan and Disclosure Statement: Further amending the first board resolutions of the new Cayman entities.	0.80	240.00
04/07/2013	Tracey Forbes	Plan and Disclosure Statement: Discussing revised first board resolutions and subscriber resolutions with S Thomas.	0.10	30.00
04/07/2013	Tracey Forbes	Plan and Disclosure Statement: Amending the first board resolutions of the new Cayman entities.	0.70	210.00
04/07/2013	Richard De Basto	Plan and Disclosure Statement: Drafting memorandum on structuring security over certain assets.	1.70	1,360.00
04/07/2013	Tracy Hylton	DIP Financing: Attention to Schedule 1 and annotated register of members (1.0). Emails to registered office and Appleby in respect to remaining annotated register of members (0.1). Email to registered office in requesting memorandum and articles of the syndication companies (0.1). Attention to and reviewing the articles of syndication companies received from registered office (1.0).	2.20	770.00
04/07/2013	Fleur O'Driscoll	Fee Applications: Reviewing time entries (0.8) and liaising with support staff regarding same (0.3).	1.10	660.00
05/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to e-mails from GDC (0.2).	0.20	120.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07260
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 August 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
05/07/2013	Simon Dickson	Fee Applications: Review of fee position and approving invoice.	0.50	390.00
05/07/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to transfer provisions of articles of syndication companies received from the registered office with respect to exit proposal.	1.00	350.00
05/07/2013	Fleur O'Driscoll	Fee Applications: Emails to/from accounts regarding outstanding fees (0.1) and emails to/from S Fuller (Alvarez and Marsal) re same (0.1).	0.20	120.00
08/07/2013	Robin Gibb	Fee Applications: Preparing 12th Monthly Statement (1.0). Discussion with F O'Driscoll on same (0.1). Further discussion with F O'Driscoll (0.1). Reviewing exhibited invoice to 12th Monthly Statement for potential redactions (0.7). Discussion with F O'Driscoll on redaction (0.1). Email to D Levin regarding redactions (0.4).	2.40	720.00
08/07/2013	Robin Gibb	Case Administration: Reviewing internal emails regarding fee estimates for effective date.	0.10	30.00
08/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing recent correspondence between Arcapita and GDC on AIM and other name change mechanics.	0.30	225.00
08/07/2013	James Wauchope	Plan and Disclosure Statement: Participating in GDC/Arcapita telecon to discuss legal and practical issues relating to changing names of Cayman companies.	0.50	375.00
08/07/2013	James Wauchope	Plan and Disclosure Statement: Discussion with S Thomas as to form of launch resolutions and subscriber resolutions for newly formed Arcapita entities.	0.30	225.00
08/07/2013	James Wauchope	Plan and Disclosure Statement: Internal team discussion regarding legal steps involved with restructuring transaction holdcos.	0.50	375.00
08/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing Mourant Ozannes' memo on [REDACTED] [REDACTED] [REDACTED]	1.00	750.00
08/07/2013	Fleur O'Driscoll	Fee Applications: Emails to/from S Fuller and D Levin regarding fee estimates (0.5). Emails to/from J Wauchope and R de Basto re same (0.4) and call with J Wauchope re same (0.1).	1.00	600.00
08/07/2013	Fleur O'Driscoll	Fee Applications: Dealing with queries to finalise matters for the June monthly statement (0.3) and discussions with R Gibb re same (0.3).	0.60	360.00
08/07/2013	Simon Thomas	Plan and Disclosure Statement: Conversations with J Wauchope re status and outstanding issues (0.3).	0.30	180.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
09/07/2013	Robin Gibb	Fee Applications: Review email in from D Levin (0.1). Redacting June invoice for exhibiting to 12th monthly fee statement (0.3). Discussion with F O'Driscoll on same (0.1). Finalising fee statement (0.1) and email to D Levin (0.1).	0.70	210.00
09/07/2013	Robin Gibb	Case Administration: Updating schedule of invoice payments (0.1) and calculating time of expiry of objection period for May invoice (0.1).	0.20	60.00
09/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of e-mail correspondence with GDC re incorporated entities and tax ID numbers (0.2). Attention to follow up e-mail correspondence with GDC re license positions (0.3). Conversations with J. Wauchope re status and timing (0.2).	0.70	420.00
09/07/2013	James Wauchope	Plan and Disclosure Statement: Correspondence with GDC team regarding tax ID numbers of new RA entities.	0.10	75.00
09/07/2013	James Wauchope	Plan and Disclosure Statement: Further detailed review of revised versions of syndication company workaround document (1.0) and discussing same with R de Basto (0.5).	1.50	1,125.00
09/07/2013	James Wauchope	Plan and Disclosure Statement: Correspondence with GDC team regarding licensing issues pertaining to AIM and AIML.	0.30	225.00
09/07/2013	Tracy Hylton	DIP Financing: Follow-up email to GDC in respect to remaining closing Annexures.	0.10	35.00
09/07/2013	Tracy Hylton	DIP Financing: Reviewing emails from GDC in respect of remaining Annexures and responding to same.	0.30	105.00
09/07/2013	Richard De Basto	Plan and Disclosure Statement: Updating memorandum on structuring the security over certain assets.	0.60	480.00
09/07/2013	Fleur O'Driscoll	Fee Applications: Emails to and from S Fuller (Alvarez and Marsal) regarding fee estimates.	0.50	300.00
09/07/2013	Fleur O'Driscoll	Fee Applications: Reviewing draft monthly statement and amendments to same (0.4). Discussion with R Gibb re same (0.1).	0.50	300.00
09/07/2013	Fleur O'Driscoll	Fee Applications: Discussion with S Dickson regarding fee statement (0.1) and further review of draft statement (0.3).	0.40	240.00
10/07/2013	Robin Gibb	Fee Applications: Review email in from D Levin.	0.10	30.00
10/07/2013	Tracy Hylton	Plan and Disclosure Statement: Brief discussion with T Forbes regarding first board resolutions of the recently incorporated entities and financial year query.	0.20	70.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
10/07/2013	Tracy Hylton	DIP Financing: Emails to Appleby circulating final remaining annotated registers and pack signed annexures.	0.20	70.00
10/07/2013	Tracy Hylton	Plan and Disclosure Statement: Brief discussion with T Forbes re registered office's query on director KYC.	0.10	35.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Discussing first board resolutions and subscriber resolutions with J Wauchope for the new Cayman entities.	0.40	120.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence from GDC re the new Cayman entities.	0.20	60.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Telephone call with K Medrano from GDC re first board resolutions for the new Cayman entities.	0.20	60.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Telephone call with Paget Brown re registered office agreements for the new Cayman entities.	0.20	60.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Amending first board resolutions for the new Cayman entities.	0.40	120.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Telephone call to P Tricarico of Paget Brown re board resolutions and subscriber resolutions for the new Cayman entities.	0.20	60.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Discussing board resolutions and subscriber resolutions for the new Cayman entities with T Hylton.	0.40	120.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Emailing GDC re amended first board resolutions.	0.40	120.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Further reviewing correspondence from GDC re board resolutions and subscriber resolutions for the new Cayman entities with T Hylton.	0.20	60.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Discussing correspondence and board resolutions for the new Cayman entities with T Hylton.	0.30	90.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Discussion with J Wauchope re fiscal year for the new Cayman entities.	0.40	120.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Further amending first board resolutions and subscriber resolutions for the new Cayman entities.	0.70	210.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Further amending subscriber resolutions for the new Cayman entities.	0.20	60.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Emailing Paget Brown re amended first board resolutions and subscriber resolutions for the new Cayman entities.	0.10	30.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Telephone call with Paget Brown re registered office agreements, execution of the subscriber resolutions and CDD.	0.30	90.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence re CDD.	0.20	60.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Emailing Paget Brown re CDD.	0.30	90.00
10/07/2013	James Wauchope	Plan and Disclosure Statement: Finalising first resolutions of new RA companies.	0.30	225.00
10/07/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with GDC team regarding merger question.	0.30	225.00
10/07/2013	Richard De Basto	Plan and Disclosure Statement: Updating memorandum on structuring the enforcement of security in constitutional documents of various companies, and sending to Appleby.	0.40	320.00
11/07/2013	Tracy Hylton	DIP Financing: Emails to Appleby and registered office in respect to closing deliverables acknowledging that all deliverables have been circulated.	0.30	105.00
11/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to preliminary review of e-mail correspondence from Milbank re term sheets (0.3).	0.30	180.00
12/07/2013	Tracy Hylton	DIP Financing: Emails to Appleby and GDC in respect to closing deliverables.	0.20	70.00
14/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft articles and shareholder agreement in respect of Transaction Holdco.	2.00	1,500.00
15/07/2013	Robin Gibb	Case Administration: Calculating monthly fee statement objection expiry date.	0.10	30.00
15/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of transaction holdco articles (revised version from HarbourVest's counsel and comments thereon) (0.3). Attention to review of syndication workaround proposal and correspondence relating to same (0.3).	0.60	360.00
15/07/2013	Simon Thomas	Plan and Disclosure Statement: Meeting with J Wauchope to discuss current status, HarbourVest comments on transaction holdco articles, implications for amendments to same, process for approving Articles and outstanding items with GDC.	0.50	300.00
15/07/2013	James Wauchope	Plan and Disclosure Statement: Providing detailed written comments on draft articles for the Transaction HoldCo.	0.50	375.00
15/07/2013	James Wauchope	Plan and Disclosure Statement: Discussion with S Thomas as to implementation steps regarding transaction holdcos.	0.50	375.00

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15/07/2013	Tracy Hylton	Plan and Disclosure Statement: Attending to email from Appleby in respect to memorandum and articles for [REDACTED] (0.1) and email to registered office in respect to same (0.1).	0.20	70.00
16/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to e-mail correspondence with GDC re status (0.2).	0.20	120.00
16/07/2013	James Wauchope	Plan and Disclosure Statement: Telecon with K Medrano of GDC in relation to the Steps Plan.	0.30	225.00
17/07/2013	Simon Thomas	Plan and Disclosure Statement: Preparation for call with GDC to discuss latest Steps Plan and structure chart including reviewing revised reorganisation steps paper (0.4) and structure chart document (0.5). Reviewing and considering note on proposed security workaround structuring (0.4). Attending call with GDC and Paget Brown (1.0) and follow up conversations with J Wauchope re issues raised on call (0.2). Attention to review of implementation terms sheets in light of security workaround issues (0.4) and conversations with R de Basto and J Wauchope re same (0.3). Attention to note summarising status call and setting out next steps (0.6), conversations with J Wauchope and further edits to same (0.2). Attention to review of correspondence re board resolutions and corporate governance issues (0.7). Voicemails to J O'Grady (GDC) re same (0.1).	4.80	2,880.00
17/07/2013	Thomas Berry	Plan and Disclosure Statement: Reading S Thomas' email regarding update call with GDC and GDC proposals re timings and replying re availability for meeting tomorrow.	0.10	42.50
17/07/2013	James Wauchope	Plan and Disclosure Statement: Telecon with GDC team and Paget Brown in relation to restructuring Steps Plan.	1.00	750.00
17/07/2013	James Wauchope	Plan and Disclosure Statement: Subsequent review of Steps Plan (0.5) and internal discussions with MO team (0.5).	1.00	750.00
17/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft asset purchase agreement pursuant to which Topco will acquire AIHL assets.	1.30	975.00
18/07/2013	Thomas Berry	Plan and Disclosure Statement: Reading S Thomas' email and attachments (checklist and structure chart) in detail (0.8); attending internal meeting regarding checklist and structure chart and direction of the team until the effective date (0.3).	1.10	467.50

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18/07/2013	Adam Bathgate	Plan and Disclosure Statement: Team meeting with R de Basto, J Wauchope, S Thomas, T Berry, T Forbes and T Hylton to discuss restructuring timetable (1.1). Follow-up discussion J Wauchope (0.9).	2.00	1,200.00
18/07/2013	Tracey Forbes	Plan and Disclosure Statement: Team meeting re reorganisation checklist and structure chart.	1.10	330.00
18/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of standard articles for class consent rights (0.3). Attention to drafting e-mail to GDC re class consent rights and resolutions (0.4). Attending meeting to discuss outstanding issues, next steps, allocation of responsibility and board resolution process and follow up re same (1.1). Attention to e-mail correspondence in follow up to same (0.4).	2.20	1,320.00
18/07/2013	Tracy Hylton	Plan and Disclosure Statement: Review of updated structure chart and reorganisation plan (1.2). Attending team meeting in respect to restructuring and Steps Plan, transaction holdco and exit finance (1.1).	2.30	805.00
18/07/2013	James Wauchope	Plan and Disclosure Statement: Detailed consideration of revised Steps Plan in anticipation of documenting same.	3.30	2,475.00
18/07/2013	James Wauchope	Plan and Disclosure Statement: Further review of draft asset purchase agreement between AIHL and Topco.	0.80	600.00
18/07/2013	James Wauchope	Plan and Disclosure Statement: Providing written comments to GDC team in relation to draft asset purchase agreement.	0.30	225.00
18/07/2013	James Wauchope	Plan and Disclosure Statement: Meeting with S Thomas to discuss implementation steps.	0.30	225.00
18/07/2013	James Wauchope	Plan and Disclosure Statement: Separate meeting with A Bathgate to discuss implementation steps.	0.30	225.00
18/07/2013	James Wauchope	Plan and Disclosure Statement: MO meeting to discuss implementation steps.	1.10	825.00
18/07/2013	Richard De Basto	Plan and Disclosure Statement: Internal meeting with team to discuss revised structure paper.	1.10	880.00
19/07/2013	Adam Bathgate	Plan and Disclosure Statement: Conference call with K Medrano and J O'Grady of GDC discussing various open issues re restructuring (1.5). Follow-up discussions with J Wauchope and S Thomas (0.5). Discussions A Bethell re asset purchase agreement and transfer of assets to distribution agent (0.8).	2.80	1,680.00
19/07/2013	Richard De Basto	Plan and Disclosure Statement: Call with Appleby to discuss structure memo.	0.30	240.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
19/07/2013	Simon Thomas	Plan and Disclosure Statement: Preparation for call with GDC (0.4). Attending call with GDC (1.6). Follow up conversations with A Bathgate and J Wauchope (0.5).	2.50	1,500.00
19/07/2013	Tracy Hylton	Fee Applications: Reviewing and amending time entries of July bill (1.0) and liaising with T Forbes in respect of amendments to entries (0.3).	1.30	455.00
19/07/2013	Tracy Hylton	DIP Financing: Reviewing DIP agreement in respect to exit particulars.	1.00	350.00
19/07/2013	Alexandra Bethell	Plan and Disclosure Statement: Call with A Bathgate re terms of Order and a disbursing agent (0.1). Reviewing the terms of the Order and Affidavit of H Thompson re the same (0.3) and email to A Bathgate (0.1). Reviewing terms of draft sale agreement and discussing the same with A Bathgate (0.3).	0.80	480.00
19/07/2013	James Wauchope	Plan and Disclosure Statement: Considering various Cayman legal issues raised by GDC in advance of today's telecon.	1.00	750.00
19/07/2013	James Wauchope	Plan and Disclosure Statement: Telecon with MO team and GDC team to discuss miscellaneous Cayman issues pertaining to restructuring steps and transaction holdcos.	2.00	1,500.00
19/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing form of proxy and power of attorney in favour of AIML in context of change of control issue.	1.00	750.00
19/07/2013	James Wauchope	Plan and Disclosure Statement: Written advice to GDC team as to change of control issues in respect of AIML proxy and power of attorney.	1.00	750.00
19/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft implementation term sheets in respect of miscellaneous transaction holdcos incorporating Milbank comments.	1.00	750.00
20/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to drafting board resolution template in respect of Transaction Holdcos to approve shareholders' agreement and amended articles (0.9). Considering class consent issue in Articles and drafting note to Walkers re same (0.5).	1.40	840.00
22/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to e-mail correspondence received from GDC (0.2). Considering issues arising in respect of a transaction holdco (0.6). Attention to e-mail follow up re same (0.1).	0.90	540.00
22/07/2013	Adam Bathgate	Plan and Disclosure Statement: Review of revised draft Topco articles.	1.00	600.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
22/07/2013	Alexandra Bethell	Plan and Disclosure Statement: Considering sale purchase agreement (0.5) and starting draft to PH (0.2).	0.70	420.00
23/07/2013	Adam Bathgate	Plan and Disclosure Statement: Review of winding up provisions in Topco articles (0.5). Discussion J Wauchope re winding up provisions (0.3) and marking up draft (0.2). Email to GDC with comments on winding up provisions (0.3). Research on powers of substitution and revocability thereof in connection with powers of attorney (2.3).	3.60	2,160.00
23/07/2013	Peter Hayden	Plan and Disclosure Statement: Reviewing email from A Bethell and warranties in draft agreement.	0.20	170.00
23/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft disposition committee bye-laws.	1.00	750.00
23/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft new Topco articles of association.	0.50	375.00
23/07/2013	James Wauchope	Plan and Disclosure Statement: Telecon with A Bathgate regarding new Topco articles.	0.30	225.00
23/07/2013	James Wauchope	Plan and Disclosure Statement: Considering issues relating to a Transaction Holdco and discussing with S Thomas.	0.50	375.00
23/07/2013	James Wauchope	Plan and Disclosure Statement: Drafting operative provisions for proposed contribution agreements to implement restructuring plan.	1.00	750.00
23/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft Transaction Holdco template board resolutions prepared by MO team.	0.50	375.00
23/07/2013	James Wauchope	Plan and Disclosure Statement: Liaising with A Bathgate regarding the appointment of a substitute in respect of AIML in its role as proxy/attorney/administrator for change of control purposes.	0.30	225.00
23/07/2013	Alexandra Bethell	Plan and Disclosure Statement: Email to PH re warranties in sale and purchase agreement following query from Corporate.	0.40	240.00
23/07/2013	Richard De Basto	Plan and Disclosure Statement: Call and exchange of e-mails with Appleby as to what corporate authorisations are required.	0.40	320.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
23/07/2013	Simon Thomas	Plan and Disclosure Statement: Call with J Wauchope and follow up re issue in respect of transaction holdco, consideration of solutions and analysis of overpayment (0.6). Attention to review of latest forms of transaction holdco documents and e-mail correspondence with J Wauchope re same (0.4). Attention to e-mail correspondence from GDC re substitution agreement (0.1) and transaction holdco resolutions including preliminary review of comments thereon (0.3). Attention to drafting e-mail of advice in respect of authorised share capital breach (0.9).	2.30	1,380.00
23/07/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Discussion with R de Basto regarding AIHL (0.1). Email to S Thomas re same (0.1).	0.20	120.00
24/07/2013	Adam Bathgate	Plan and Disclosure Statement: Drafting deed of substitution in relation to proxy and appointment of attorney in fact given in relation to transaction holdcos (1.0). Consideration of disposition committee bye-laws and providing comments to GDC (1.0). Further consideration of winding up provisions in Topco articles (0.7) and related correspondence with GDC (0.3). Consideration of query from GDC (0.3), discussion J Wauchope (0.2) and response to GDC (0.2).	3.70	2,220.00
24/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to e-mails from GDC re LTCO and Transaction Holdco resolutions and reviewing previous correspondence re same (0.4). Attention to e-mails with J Wauchope re issues arising from same (0.3). Call and follow up with J Van Name (GDC) re investor rights agreement, LTCayCos and matrix of board resolutions (0.4). Drafting changes to transaction holdco precedent board resolutions (0.5). Attention to e-mail correspondence re same (0.2).	1.80	1,080.00
24/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft deed of substitution prepared by MO team and commenting thereon.	0.50	375.00
24/07/2013	James Wauchope	Plan and Disclosure Statement: Discussing with A Bathgate the form of winding-up provision inserted in the latest draft of the Topco new articles.	0.30	225.00
24/07/2013	James Wauchope	Plan and Disclosure Statement: Discussing with A Bathgate the need for a shareholder resolution to establish the disposition committee.	0.30	225.00

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24/07/2013	Alexandra Bethell	Plan and Disclosure Statement: Email to A Bathgate re the sale purchase agreement.	0.30	180.00
25/07/2013	Adam Bathgate	Plan and Disclosure Statement: Various correspondence GDC re valuation issues and register of members (0.5). Consideration of lists of Cayman companies and existing agreements provided by GDC (0.5).	1.00	600.00
25/07/2013	Simon Thomas	Plan and disclosure statement: Attention to e-mails from GDC re resolutions (0.3).	0.30	180.00
26/07/2013	Adam Bathgate	Plan and Disclosure Statement: Conference call GDC and Paget-Brown re amending of share registers (0.6). Follow up discussions S Thomas (0.4).	1.00	600.00
26/07/2013	Adam Bathgate	Plan and Disclosure Statement: Drafting form of power of attorney and proxy for use re LT Cayco holdings (2.0). Related research (1.0).	3.00	1,800.00
26/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to preparation for call with GDC and Paget-Brown (0.4). Attending call (0.5). Attention to e-mail correspondence with GDC (0.2). Conversations with A Bathgate re proxies (0.3). Attention to preliminary review of resolutions overview matrix sent by GDC (0.3).	1.70	1,020.00
26/07/2013	Fleur O'Driscoll	DIP Financing: Discussion with R Cecero regarding Appleby call (0.1). Call with J Walton (Appleby) (0.2). Notes prepared re same and consideration of matter (0.3). Discussion with R de Basto regarding DIP financing query (0.1). Email to M Rosenthal regarding same (0.2). Review of his reply and follow up email to S Dickson (0.1).	1.00	600.00
29/07/2013	Adam Bathgate	Plan and Disclosure Statement: Review and consideration of revised steps plan and resolutions overview.	1.60	960.00
29/07/2013	Adam Bathgate	Plan and Disclosure Statement: Conference call GDC and Rothschild re valuation issues.	0.70	420.00
29/07/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call K Medrano of GDC re timing for review of draft agreements.	0.10	60.00
29/07/2013	Adam Bathgate	Plan and Disclosure Statement: Review of draft contribution agreements and asset purchase agreement.	5.00	3,000.00
29/07/2013	Tracy Hylton	DIP Financing: Brief discussion with R de Basto regarding exit preparation and documentation.	0.10	35.00
29/07/2013	Tracy Hylton	DIP Financing: Attention to email from GDC in respect to register annotations pursuant to the Cayman Debenture (0.1 and email to GDC confirming registers had been annotated (0.1).	0.20	70.00

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29/07/2013	Tracy Hylton	Fee Applications: Reviewing time narratives of draft July invoice.	1.00	350.00
29/07/2013	Tracy Hylton	DIP Financing: Reviewing the articles of new exit guarantors in respect to transfer provisions.	1.00	350.00
29/07/2013	Simon Thomas	Plan and Disclosure Statement: Preparation for and attending call with GDC, Alvarez and Marsal and Rothschild to discuss valuations (0.5). Conversations with R de Basto and A Bathgate re same (0.2). Attention to preliminary review of share register documentation (0.3). Attention to preliminary review of resolutions overview circulated by GDC (0.5). Conversations with A Bathgate re same (0.4).	1.90	1,140.00
29/07/2013	Richard De Basto	Plan and Disclosure Statement: Call with GDC and Rothschilds on valuation of assets being transferred.	0.60	480.00
29/07/2013	Simon Dickson	DIP Financing: Update from F O'Driscoll as to current issues.	0.30	234.00
30/07/2013	Adam Bathgate	Plan and Disclosure Statement: Review of draft contribution agreement for steps 9-12 of implementation memorandum.	2.90	1,740.00
30/07/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call to client discussing timing for contribution agreements and next steps.	0.10	60.00
30/07/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion S Thomas re resolutions overview (0.5). Telephone call J Wauchope re status of contribution agreements and timing issues (1.0).	1.50	900.00
30/07/2013	Tracy Hylton	DIP Financing: Attention to Latham's exit conversion checklist (0.2). Attention to Arcapita security over shares in syndication companies memo (0.4). Updating master guarantor schedule in respect of new exit guarantors (1.0) and further reviewing transfer provisions of the articles of the new exit guarantors (1.0). Attention to email from Appleby in respect to exit and corporate records of new guarantors, reinstatement query & issuer query(0.3) and emails to Appleby attaching records of new guarantors and responding to the request in relation to new Arcapita entities (0.5). Preparing email to Paget Brown requesting remaining corporate records of new guarantors (0.2). Preparing email to GDC querying the position of struck off entities (0.3). Considering and working out the names of Issuers whose shares are owned by new exit guarantors (1.0).	4.90	1,715.00
30/07/2013	Tracy Hylton	Fee Applications: Reviewing and amending narratives of July invoice.	0.20	70.00

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30/07/2013	Fleur O'Driscoll	Fee Applications: Emails to and from S Fuller (Alvarez and Marsal) regarding fees.	0.10	60.00
30/07/2013	James Wauchope	Plan and Disclosure Statement: Discussion with MO team regarding form of asset purchase and contribution agreements and form of authorising board resolutions.	0.80	600.00
30/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to further review of resolution matrix (0.4) and conversations with A Bathgate re same (0.3). Attention to review of email correspondence, drafts and comments on contribution agreements (0.5). Call with J Wauchope and A Bathgate re comments and resolution matrix (0.9). Follow up conversations with A Bathgate re same (0.3).	2.40	1,440.00
30/07/2013	Simon Dickson	Plan and Disclosure Statement: Email from JOLs re potential voluntary liquidations.	0.10	78.00
31/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to e-mail correspondence re registers(0.1). Conversations with A Bathgate re status and outstanding documents (0.3).	0.40	240.00
31/07/2013	Richard De Basto	Plan and Disclosure Statement: Drafting structure memo and precedent board minutes for the existing and new guarantors of the DIP facility.	1.80	1,440.00
31/07/2013	Richard De Basto	Plan and Disclosure Statement: Call with GDC (S Ross) on structure for exit structuring of the DIP facility.	0.20	160.00
31/07/2013	Tracy Hylton	DIP Financing: Discussion with R de Basto in respect to new issuers, status new exit guarantors (0.2). Attention to email from GDC in respect to struck off entities (0.2) and discussion with R de Basto re same (0.1). Email to GDC requesting confirmation for new exit guarantors (0.1). Attention to email from GDC in respect to updated implementation memo (1.0). Further reviewing Goldman finance documents in respect to exit particulars and chargors (1.3).	2.90	1,015.00
31/07/2013	Tracy Hylton	Fee Applications: Further reviewing narrative of July invoice.	0.20	70.00
31/07/2013	Adam Bathgate	Plan and Disclosure Statement: Revising resolutions overview in accordance with revised steps plan (2.0). Drafting board resolutions for implementation of restructuring (4.0).	6.00	3,600.00
31/07/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call K Medrano and J. O'Grady of GDC regarding mechanics of transfer of bank shares to Bank Holdco (0.3). Drafting rider dealing with issue (0.3). Correspondence GDC on same issue (0.2).	0.80	480.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07260
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 August 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
31/07/2013	Fleur O'Driscoll	Fee Applications: Email in from D Levin regarding estimates and reply out (0.1). Emails to R de Basto and J Wauchope re same (0.1) and discussion with S Dickson re same (0.1).	0.30	180.00
Total			153.90	89,393.00

Client Name: Arcapita Bank B.S.C.
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of
Arrangement

Invoice Number: 300-07260
Invoice Date: 19 August 2013

Summary of Outstanding Debtor Balances

Invoice Date	Invoice Number	Original Amount	Outstanding Amount
17 Dec 2012	300-05849	86,977.34	17,279.70
18 Jan 2013	300-06000	274,071.52	54,521.20
31 Jan 2013	300-06225	116,908.39	23,335.60
12 Mar 2013	300-06357	20,992.64	4,196.40
16 Apr 2013	300-06469	29,218.40	19,686.80
22 May 2013	300-06756	147,052.37	29,232.00
19 Jun 2013	300-06925	348,033.39	68,294.60
08 Jul 2013	300-07079	198,848.01	39,345.80

MOURANT OZANNES

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Camana Bay
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T +1 345 949 4123
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Arcapita Bank B.S.C.
c/o Gibson Dunn & Crutcher LLP
200 Park Avenue
New York NY 10166-0193
UNITED STATES OF AMERICA

For the Attention of: Mr. Brian J. Kim

Invoice Date: 19 September 2013
Invoice Number: 300-07434
Our Reference: 3042199

Arcapita Bank B.S.C. (c) - Scheme of Arrangement

To our professional services rendered with respect to the above named matter.

Should you require further information regarding the work undertaken please contact Mr Simon Dickson by email Simon.Dickson@mourantozannes.com or by telephone +1-345-949-4123

	USD
Professional services	269,274.50
Printing	499.40
Search Fees	97.56
Telephone Costs	69.98

Payment Terms On Presentation **Total Due 269,941.44**

Contact Credit Control on +1 345 949 4123

(Please detach and return if paying by cheque)

Remittance Advice

Bank transfers should be made to the following account quoting the invoice number below:

Invoice Number: 300-07434 **Total Due USD 269,941.44**
Our Reference: 3042199

Direct Bank Payment	Bank of New York, 1 Wall Street, New York 10286, USA
ABA No.	0210-0001-8
Bank of NY SWIFT	IRVTUS3N
For Credit to Account	803-326-5086
Bank	Butterfield Bank (Cayman) Limited
Bank of Butterfield SWIFT	BNTBKYKY
For Final Credit to	Mourant Ozannes
Account Number	01101 032281

Cheques should be made payable to **Mourant Ozannes** and remitted to:
94 Solaris Avenue, Camana Bay, PO Box 1348, Grand Cayman, KY1-1108

Client Name:	Arcapita Bank B.S.C.	Invoice Number:	300-07434
Matter Name:	Arcapita Bank B.S.C. (c) - Scheme of Arrangement	Invoice Date:	19 September 2013

Time Summary

Fee Earner	Rate
Adam Bathgate	600.00
Fleur O'Driscoll	600.00
James Wauchope	750.00
Richard De Basto	800.00
Robin Gibb	300.00
Rose Wanjiru	250.00
Simon Dickson	780.00
Simon Thomas	600.00
Thomas Berry	425.00
Timothy Dawson	600.00
Tracey Forbes	300.00
Tracy Hylton	350.00
Total	

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07434
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 September 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
01/08/2013	James Wauchope	Plan and Disclosure Statement: Discussion with MO team regarding form of asset purchase and contribution agreements and form of authorising board resolutions.	0.80	600.00
01/08/2013	Adam Bathgate	Plan and Disclosure Statement: Drafting board resolutions of 11 Cayman companies involved in restructuring.	7.10	4,260.00
01/08/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of share capital issue (0.5); related telephone call with C. Babcock of GDC (0.2) and discussion S. Thomas (0.2).	0.90	540.00
01/08/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion J. Wauchope re status of restructuring documentation and open issues.	0.60	360.00
01/08/2013	Tracy Hylton	DIP Financing: Preparing special resolutions to amend the memo of association of two Arcapita Guarantors (0.2); status update with R. de Basto in respect to exit/DIP work streams (0.2); attention to emails from GDC in respect to Latham call re exit / DIP queries (0.2).	0.60	210.00
01/08/2013	Tracy Hylton	Plan and Disclosure Statement: Various emails to Paget Brown requesting further register of directors and members from Paget Brown (0.2) and circulating updated Guarantors' schedule and registers (0.1).	0.30	105.00
01/08/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to updated memo on DIP financing and security over shares in syndication companies (0.3); attention to various emails from GDC in respect to restructuring and confirmation in respect of the effective date (0.4); attention to post-restructuring issues, working out the Guarantors' ownership post-restructuring (1.4).	2.10	735.00
01/08/2013	Tracy Hylton	Fee Applications: Further reviewing narratives of July invoice.	0.10	35.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07434
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 September 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
01/08/2013	Simon Thomas	Plan and Disclosure Statement: Attention to preliminary review of email correspondence re authorised share capital (0.2); conversations with A. Bathgate re same (0.3); attention to e-mail correspondence with Paget Brown re registers (0.2); conversations with A. Bathgate re issues with proxies and authorised share capital (0.4); conversations with R. de Basto re allocation of shares (0.5); call with C. Babcock (GDC) re same (0.6); attention to review of SPA (0.9), Articles of Association (0.6) and PPM (0.7) re powers of attorney, voting rights and share issue terms; drafting email advice re authorised share capital (1.2); attention to review of resolution overview matrix and e-mail correspondence re same (0.8).	6.40	3,840.00
01/08/2013	Richard De Basto	Plan and Disclosure Statement: Drafting corporate documents for exit facility.	2.50	2,000.00
02/08/2013	Thomas Berry	Plan and Disclosure Statement: Reading Articles of Association of First Islamic Investment Funding Limited (0.3) and First Islamic Investment Management Limited (0.3) (as instructed by A. Bathgate) and discussing with him (0.3).	0.90	382.50
02/08/2013	Tracy Hylton	Plan and Disclosure Statement: Telephone call with GDC, Latham and Milbank in respect to exit timing, final organisation structure, subordination and transaction holdco documents.	0.50	175.00
02/08/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to query from Adam Bathgate in respect to Guarantor memorandum and articles.	0.20	70.00
02/08/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to/working out the Guarantors' ownership post-restructuring/exit.	1.00	350.00
02/08/2013	Adam Bathgate	Plan and Disclosure Statement: Further drafting of board resolutions for corporate reorganisation implementation (4.0); related review of steps plan, resolutions overview and transaction documentation (2.2); telephone calls K. Medrano of GDC discussing resolutions overview and related matters (0.6); follow-up discussion S. Thomas (0.3); consideration of GDC comments on draft resolutions (0.4), follow-up telephone call K. Medrano (0.2) and revising drafts per comments (0.9); instructing T. Berry re review articles and other issues (0.3).	8.90	5,340.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07434
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 September 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
02/08/2013	Simon Thomas	Plan and Disclosure Statement: Conversations with T. Hylton re share register of transaction holdco (0.2); attention to review of share register (0.4); reviewing and considering resolution matrix overview (0.5); conversations with A. Bathgate re same (0.3); call with K. Medrano (GDC) re same (0.7); call with J. Wauchope to discuss authorised share capital issue (0.6); follow-up conversation with A. Bathgate re same (0.2); attention to email correspondence with GDC re board approvals (0.4).	3.30	1,980.00
02/08/2013	Richard De Basto	Plan and Disclosure Statement: Call with GDC, Lathams and Milbank on the structure for the Exit Facility.	0.60	480.00
02/08/2013	Richard De Basto	Plan and Disclosure Statement: Drafting corporate documents for Exit Facility.	2.20	1,760.00
02/08/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with FOD as to continued correspondence from Appleby as to DIP Financing (.10). Call to GDC re DIP financing (.10). Emails from GDC re DIP financing (.50). Call from Appleby re DIP financing (0.10). Email from Appleby re DIP financing (.10).	0.90	702.00
02/08/2013	Simon Dickson	Plan and Disclosure Statement: Reviewing board resolutions and commenting on same to corporate team.	0.90	702.00
03/08/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of disposition committee resolutions status (0.1) and email correspondence with J. Wauchope re same and share issues (0.3).	0.40	240.00
05/08/2013	Adam Bathgate	Plan and Disclosure Statement: Review of revised draft contribution agreements.	2.40	1,440.00
05/08/2013	Adam Bathgate	Plan and Disclosure Statement: Attending to incorporation of additional Cayman companies.	1.90	1,140.00
05/08/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call with K. Medrano of GDC re contribution and asset purchase agreements.	0.50	300.00
05/08/2013	Adam Bathgate	Plan and Disclosure Statement: Updating draft board resolutions per GDC comments.	0.50	300.00
05/08/2013	Richard De Basto	Plan and Disclosure Statement: Revising and circulating Exit Facility corporate documents.	0.60	480.00
05/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft asset purchase agreement (1.5), reviewing draft contribution agreement (1.5), reviewing additional contribution agreement (1.5) and further additional contribution agreement (1.0).	5.50	4,125.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07434
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 September 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
05/08/2013	James Wauchope	Plan and Disclosure Statement: Telecon with K. Medrano to discuss comments on draft asset purchase and contribution agreements.	1.00	750.00
05/08/2013	James Wauchope	Plan and Disclosure Statement: Telecon with D. Furman of GDC in relation to corporate governance issues pertaining to restructuring.	0.30	225.00
05/08/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to GDC's further comments on DIP/exit memo and exit facility documents.	2.30	805.00
05/08/2013	Timothy Dawson	Plan and Disclosure Statement: Review status of merger and discussion with J. Wauchope (0.5); discussion with Cayman Islands registry of Companies (0.3); email to Gibson Dunn (0.2) regarding same.	1.00	600.00
06/08/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of Walkers' comments on draft resolutions (1.0); revising resolutions per GDC and Walkers' comments (3.5).	4.50	2,700.00
06/08/2013	Adam Bathgate	Plan and Disclosure Statement: Further discussion of contribution and asset purchase agreements with J. Wauchope.	0.60	360.00
06/08/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call with GDC regarding contribution agreements (0.5); subsequent discussions J. Wauchope and R. De Basto re forms of agreement and format of board resolutions (0.7); revising resolutions following discussions (1.4).	2.60	1,560.00
06/08/2013	Simon Thomas	Plan and Disclosure Statement: Preparation for call with GDC re share issues (0.4); attending call with GDC and Arcapita (0.9) and follow-up conversations with J. Wauchope re same (0.8); attention to review of notes from call (0.2); attention to review of email correspondence re draft resolutions for transaction holdcos (0.3); reviewing articles of transaction holdcos (0.4); attention to review of corresponding implementation term sheets and structure charts (0.4); calls with John Van Name (GDC) re same (0.2) and call with Milbank re same (0.2); attention to review of Milbank comments on resolutions (0.3); conversations with J. Wauchope re issues arising from proposed share transfers in transaction holdcos (0.6) and issues arising in respect of transaction holdco issues (0.4).	5.10	3,060.00
06/08/2013	James Wauchope	Plan and Disclosure Statement: Considering legal issues in relation to a transaction holdco and authorised share capital.	0.30	225.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07434
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 September 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
06/08/2013	James Wauchope	Plan and Disclosure Statement: Telecon with GDC team and Arcapita personnel to discuss share capital.	1.30	975.00
06/08/2013	James Wauchope	Plan and Disclosure Statement: Further review and consideration of draft Steps Plan implementation agreements.	6.00	4,500.00
06/08/2013	James Wauchope	Plan and Disclosure Statement: Telecon with K. Medrano of GDC to discuss MO comments on draft implementation agreements.	1.00	750.00
06/08/2013	James Wauchope	Plan and Disclosure Statement: Providing detailed written amendments to draft asset purchase agreement.	1.00	750.00
06/08/2013	James Wauchope	Plan and Disclosure Statement: Preliminary review of draft Muradeb agreement.	0.30	225.00
06/08/2013	James Wauchope	Plan and Disclosure Statement: Discussion with S. Thomas regarding transaction holdco resolutions matrix (0.8); share transfers (0.6) and operational issues regarding finalising resolutions (0.4).	1.80	1,350.00
06/08/2013	Tracy Hylton	Plan and Disclosure Statement: Discussion with R. De Basto in respect to exit documents and implementation plan (0.1); reviewing latest list of new guarantors received from GDC (0.1); arranging for court search updates to be done against existing guarantors and for the new guarantors (1.0); email to Paget Brown requesting confirmation that the memorandum and articles of the existing guarantors have not been amended (0.2); email to Paget Brown requesting memorandum and articles of additional new guarantors (0.2); reviewing articles of the new guarantors regarding capacity(3.2).	4.80	1,680.00
06/08/2013	Tracy Hylton	Plan and Disclosure Statement: Discussion with J. Wauchope in respect to shareholder reserve matters and corporate governance issues (0.2); carrying out research in respect to shareholder reserve matters (0.4); drafting and finalising email to GDC advising in respect to Cayman corporate governance matters (0.5).	1.10	385.00
06/08/2013	Simon Dickson	Plan and Disclosure Statement: Email to Provisional Liquidators regarding voluntary liquidation issue.	0.10	78.00
06/08/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing the Declaration of Trust (3.4), the Muradeb Agreement (3.4), the Paying Agency and Administration Agreement (1.5) for Cayman jurisdictional points and ensuring that these were consistent with Cayman corporate documentation.	8.30	6,640.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07434
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 September 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
07/08/2013	Adam Bathgate	Plan and Disclosure Statement: Drafting first board resolutions and subscriber resolutions for three additional Cayman companies (1.6); related correspondence with GDC (0.3).	1.90	1,140.00
07/08/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion J. Wauchope re draft board resolutions (0.5); revising board resolutions per J. Wauchope's comments (2.1).	2.60	1,560.00
07/08/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion J. Wauchope re contribution and subscription agreement (0.7); telephone call GDC regarding same issue (0.3).	1.00	600.00
07/08/2013	Adam Bathgate	Plan and Disclosure Statement: Correspondence GDC attaching revised versions of board resolutions.	0.40	240.00
07/08/2013	Simon Thomas	Plan and Disclosure Statement: Conversations with J. Wauchope re proposal to have certain transaction holdcos effect share transfers (0.5); attention to review of transaction holdco structure charts (0.3); reviewing and considering articles of transaction holdcos (0.4); reviewing Milbank proposed resolutions for LTCayCos (0.4) and conversations with J. Wauchope re same (0.1); conversations with J. Wauchope re redemptions and repurchases (0.3); call with GDC (J. Van Name and C. Babcock) to discuss proposed restructuring of holdcos (0.8) and follow-up conversations with J. Wauchope re same (0.5); attention to syndication company articles (0.4); conversations with J. Wauchope re same (0.2) and necessary resolution amendments and share purchase agreement (0.2); considering email from GDC re shareholder agreement and necessary shareholder consents (0.2); conversation with J. Wauchope re same (0.3); email correspondence re same (0.2).	4.80	2,880.00
07/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing Milbank's draft board resolutions for the shareholders of the LT Caycos (0.9); conversation with S. Thomas re same (0.1).	1.00	750.00
07/08/2013	James Wauchope	Plan and Disclosure Statement: Telecon with S. Thomas and C. Babcock and J. van Name of GDC to discuss proposed share purchase agreement.	0.80	600.00
07/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing articles of syndication companies (0.5); drafting share purchase agreement (1.0); conversation with S. Thomas re same (0.3).	1.80	1,350.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07434
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 September 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
07/08/2013	James Wauchope	Plan and Disclosure Statement: Further reviewing draft Muradeb Agreement.	0.30	225.00
07/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing multiple drafts of board resolutions to approve the Steps Plan (2.5); conversation with S. Thomas re same (0.5).	3.00	2,250.00
07/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised drafts of Steps Plan implementation agreements (1.5); conversation with S. Thomas re same (0.5).	2.00	1,500.00
07/08/2013	James Wauchope	Plan and Disclosure Statement: Discussion with K. Medrano of GDC re draft contribution and subscription agreement and suggesting alternative wording.	0.50	375.00
07/08/2013	Tracy Hylton	Plan and Disclosure Statement: Discussion with R. De Basto with respect to Sukuk documents and various shareholders resolutions (0.3); reviewing articles of the 13 new Cayman guarantors to ensure that the articles outline their capacity to enter the transaction documents, carry out accompanying obligations and contain no pre-emption rights (5.2) and drafting email to R. De Basto commenting on the same (0.3); email to Paget Brown requesting register of directors of Schedule I Eligible Investors (0.2) and attention to emails from Paget brown in respect to same (0.4) and reviewing registers (1.0); drafting email to Paget Brown in respect to Sukuk and requesting comments on draft trustee certificate (0.3); attention to email from GDC in respect to Sukuk documents (0.1) and drafting email to GDC in respect of same, enclosing draft sukuk documents for comment/sign-off (0.5); attention to email from Appleby in respect to comments on draft opinion, related resolutions and certificates and email to Appleby in respect to same (0.1).	8.40	2,940.00
07/08/2013	Richard De Basto	Plan and Disclosure Statement: Drafting email to GDC on Cayman jurisdictional points on the Declaration of Trust, the Muradeb Agreement, the Paying Agent and Administration agreement.	4.20	3,360.00
07/08/2013	Richard De Basto	Plan and Disclosure Statement: Revised corporate documents for sukuk issue.	1.40	1,120.00
07/08/2013	Fleur O'Driscoll	Fee Application: Discussion with S. Dickson regarding the fee estimate.	0.10	60.00
08/08/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence from GDC re registered office agreements for new Cayman entities.	0.10	30.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07434
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 September 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
08/08/2013	Tracey Forbes	Plan and Disclosure Statement: Drafting email to Paget Brown re registered office agreements for new Cayman entities.	0.50	150.00
08/08/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of points raised by GDC regarding contribution agreements (0.4) and subsequent discussion J. Wauchope (0.4).	0.80	480.00
08/08/2013	Adam Bathgate	Plan and Disclosure Statement: Revising draft resolutions to incorporate latest GDC and Milbank comments (1.8); telephone call Walkers re Topco resolutions and next steps etc (0.3); consideration of proposed GDC language re contribution mechanics (1.0); follow-up telephone call with GDC (0.5); related discussion with J. Wauchope (0.5).	4.10	2,460.00
08/08/2013	Tracy Hylton	Plan and Disclosure Statement: Discussion with J. Wauchope regarding implementation agreements.	0.10	35.00
08/08/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to emails from Latham and GDC in respect to further comments on sukuk documents (0.5); drafting email to GDC in respect to MO comments on the articles of new Cayman obligors (0.2); email to A. Bathgate in respect to Sukuk issuer formation details (0.2) and arranging for CORIS searches in respect to same (0.2); attention to Paget Brown's comments on Trustee Certificate and incorporating same (0.2); attention to email from GDC in respect to latest list of new Cayman Guarantors (0.1); updating legal opinion in respect to latest set of new Cayman guarantors (0.4); reviewing and considering Appleby's comments on opinion, board resolutions and structure memo (0.3); attention to revised sukuk transaction documents incorporating various party comments and checking comments incorporated (1.0).	3.10	1,085.00
08/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing further drafts of Steps Plan implementation agreements.	2.50	1,875.00
08/08/2013	James Wauchope	Plan and Disclosure Statement: Written advice to GDC team regarding draft implementation agreements.	0.50	375.00
08/08/2013	James Wauchope	Plan and Disclosure Statement: Telecon with J. O'Grady and K. Medrano of GDC to discuss implementation agreements and drafting policy.	1.00	750.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07434
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 September 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
08/08/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence from Paget Brown re registered office agreements for the new Cayman entities.	0.10	30.00
08/08/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing the registered office agreements for the new Cayman entities.	0.20	60.00
08/08/2013	Tracey Forbes	Plan and Disclosure Statement: Emailing Gibson Dunn attaching registered office agreements for the new Cayman entities.	0.10	30.00
08/08/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence from Paget Brown re draft registered office agreements for the new Cayman entities.	0.20	60.00
08/08/2013	Simon Dickson	Plan and Disclosure Statement: Update from J Wauchope re closing date.	0.50	390.00
08/08/2013	Simon Thomas	Plan and Disclosure Statement: Attention to email correspondence from Milbank re LTCayCos (0.2); conversations with A. Bathgate re same (0.1); email correspondence with GDC re same and approach to resolutions (0.4); attention to draft share purchase agreement (1.3); conversations with J. Wauchope re same (0.4) and further drafting changes to same (0.4); email correspondence with GDC re same (0.2); attention to [REDACTED] structure issues (0.4); conversations with J. Wauchope re same (0.3); attention to e-mail correspondence with GDC re same (0.3).	4.00	2,400.00
09/08/2013	Adam Bathgate	Plan and Disclosure Statement: Revising ContractCo resolutions per GDC comments (0.2); review and consideration of revised steps plan (1.1)	1.30	780.00
09/08/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call K. Medrano of GDC re Topco resolutions and securities issuance aspects.	0.30	180.00
09/08/2013	James Wauchope	Plan and Disclosure Statement: Discussion with S. Thomas regarding share purchase agreements for transaction holdcos.	0.80	600.00
09/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing restructuring resolution matrix.	0.30	225.00
09/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised versions of the restructuring implementation agreements.	3.00	2,250.00
09/08/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to Arcapita court search forms in respect to litigation searches.	0.20	70.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07434
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 September 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
09/08/2013	Tracy Hylton	Plan and Disclosure Statement: Call with GDC in respect to effective date, comments on circulated documents and any open issues (0.2); preparing amended and restated memorandum and articles for Sukuk issuer (0.5); attention to emails from GDC in respect to sukuk documents and disposition expenses facility (0.3); attention to emails from Appleby in respect to their comments on various transaction documents, opinion and accompanying resolutions (0.4).	1.40	490.00
09/08/2013	Simon Thomas	Plan and Disclosure Statement: Preliminary attention to transaction holdco draft documents (0.3); attention to review of omnibus shareholder resolutions (0.4); attention to review of omnibus transaction holdco resolutions (0.5); preparation of markups in respect of same (1.4); correspondence with GDC re resolutions (0.3).	2.90	1,740.00
11/08/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing new Cayman security documents.	1.10	880.00
11/08/2013	Richard De Basto	Plan and Disclosure Statement: Responding to GDC on comments on our legal opinion on the sukuk.	0.40	320.00
12/08/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with J Wauchope re dissolution of Cayman entities.	0.50	390.00
12/08/2013	Simon Dickson	Plan and Disclosure Statement: Meeting with Zolfo Cooper to discuss dissolution of Cayman entities.	0.50	390.00
12/08/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion J. Wauchope re status of Cayman aspects and next steps.	0.50	300.00
12/08/2013	Adam Bathgate	Plan and Disclosure Statement: Drafting form of resolutions for syndication company share transfers (1.2); drafting form of resolutions for LT Caycos approving contribution and subscription agreement (1.2).	2.40	1,440.00

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12/08/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of email correspondence from GDC re resolutions relating to specific transaction holdcos (0.2); drafting email response to same setting out various resolutions required (0.8); conversations with J. Wauchope re same including steps in respect of each company (0.5); attention to review of transaction holdco articles and syndication company articles (0.9); conversations with J. Wauchope re pre-emption rights and rights of first refusal in same (0.4); attention to further emails from GDC re same (0.2); call with J. O'Grady re structuring and timing issues arising from same (0.4); follow-up conversation with J. Wauchope re same (0.6). Conversations with A. Bathgate re timing of resolutions and sequence of events (0.3).	4.30	2,580.00
12/08/2013	Fleur O'Driscoll	Fee Applications: Detailed review of time entries (1.2) and discussion with T Hylton re same (0.1).	1.30	780.00
12/08/2013	James Wauchope	Plan and Disclosure Statement: Discussing restructuring issues concerning transaction holdcos with S. Thomas.	1.00	750.00
12/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing pre-emption provisions within Transaction Holdco articles.	0.80	600.00
12/08/2013	James Wauchope	Plan and Disclosure Statement: MO team internal discussion regarding implementation of re-structuring (0.5); further team internal discussion regarding implementation of re-structuring (0.5).	1.00	750.00
12/08/2013	James Wauchope	Plan and Disclosure Statement: Considering query regarding signatures.	0.80	600.00
12/08/2013	James Wauchope	Plan and Disclosure Statement: Telecon with GDC team regarding implementation of steps plan and restructuring of transaction holdcos (0.5); email correspondence with GDC team regarding implementation of steps plan and restructuring of transaction holdcos (0.5).	1.00	750.00
12/08/2013	James Wauchope	Plan and Disclosure Statement: Considering query in respect of new topco articles concerning transmission provisions.	0.30	225.00
12/08/2013	Tracy Hylton	Plan and Disclosure Statement: Call (0.1) and follow-up email to Paget Brown in respect to Certificates of Good Standing for the existing guarantors, new guarantors and sukuk related Cayman entities (0.2); attention to emails from GDC and Appleby in respect to final comments on transaction documents (0.2) and query in respect to director execution method (0.1).	0.60	210.00

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12/08/2013	Tracy Hylton	Fee Applications: Reviewing time narratives of July bill (0.1) and discussion with F. O'Driscoll (0.1).	0.20	70.00
12/08/2013	Timothy Dawson	Plan and Disclosure Statement: Conversations internally re merger plan (0.3); review merger documentation (0.3) and gazette precedents (0.7).	1.30	780.00
13/08/2013	Simon Thomas	Plan and Disclosure Statement: Attention to email correspondence re provisions of articles (0.2); conversation with J. Wauchope re same (0.4) and email follow up re same (0.3); attention to signature issues (0.3); conversations with J. Wauchope re same (0.2); attention to email follow-up re same (0.3).	1.70	1,020.00
13/08/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone calls and correspondence with GDC regarding open issues on board resolutions (1.0); updating board resolutions per GDC comments (0.4); discussion J. Wauchope regarding mechanics of share transfer (0.7) and follow-up discussions GDC (0.3); further consideration of steps plan (0.2).	2.60	1,560.00
13/08/2013	Adam Bathgate	Plan and Disclosure Statement: Review of draft documents relating to sukuk issuer.	1.30	780.00
13/08/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to emails in respect to open issues, transaction documents (0.5); finalising special resolution dealing with change of name (0.3); preparing and finalising board resolutions dealing with change of RO, change of directors, and transfer of shares held to Paget Brown Trust Company (1.2); email to Paget Brown in respect to names of new directors and draft/execution copy of registered office agreement (0.2); arranging for the special resolution in respect to change of name to be filed with the Registrar (0.3).	2.50	875.00
13/08/2013	Tracy Hylton	Fee Applications: Further reviewing and amending draft July bill (0.2); brief discussion with T. Forbes, S. Thomas, A. Bathgate and J. Wauchope in respect to July time narratives (0.4).	0.60	210.00

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13/08/2013	Fleur O'Driscoll	Provisional Liquidation: Discussion with S Dickson regarding matter (0.1). Review of email in from Campbells (attorneys to the JPLs) and discussion with S Dickson re same (0.1). Instructions to R Wanjiru regarding the Court file (0.1), call with R Wanjiru (0.1) and follow up discussion re same (0.1). Review of files (0.3) and email to Campbells (0.1). Review of reply (0.1) and review of various reports prepared by the JPLs (0.6). Further discussion with S Dickson (0.2). Research regarding issues in preparation for conference call with GDC (2.4). Emails to and from M Rosenthal regarding matter (0.6).	4.80	2,880.00
13/08/2013	James Wauchope	Plan and Disclosure Statement: Further email correspondence with GDC regarding signatures.	0.30	225.00
13/08/2013	James Wauchope	Plan and Disclosure Statement: Further review of transmission provisions within Topco articles.	0.30	225.00
13/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft template LT cayco and syndication company resolutions.	0.50	375.00
13/08/2013	James Wauchope	Plan and Disclosure Statement: Further analysis of Steps Plan (2.0) and follow-up emails with GDC regarding outstanding issues (0.5).	2.50	1,875.00
13/08/2013	Tracey Forbes	Fee Applications: Reviewing and amending draft July bill.	0.20	60.00
13/08/2013	Timothy Dawson	Plan and Disclosure Statement: Review GDC open items document (0.5); emails and discussions A. Bathgate and J. Wauchope re timing of merger and outstanding information (0.5); emails GDC re merger timing and outstanding information (0.5).	1.50	900.00
13/08/2013	Rose Wanjiru	Plan and Disclosure Statement: Court search - JPL Remuneration report.	1.40	350.00
13/08/2013	Richard De Basto	Plan and Disclosure Statement: Email exchange with GDC about claims and the sukuk issuer.	0.70	560.00
13/08/2013	Simon Dickson	Plan and Disclosure Statement: Email to GDC about post dissolution steps.	0.50	390.00
13/08/2013	Simon Dickson	Plan and Disclosure Statement: Considering issues arising in respect of provisional Liquidators' fees.	0.50	390.00
13/08/2013	Simon Dickson	Plan and Disclosure Statement: Query from GDC re orders approving JPLS' fees.	0.10	78.00
13/08/2013	Simon Dickson	Provisional Liquidation: Review and consider summons for fee application.	0.20	156.00

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14/08/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of GDC query regarding Cayman filings to be made following implementation of restructuring (0.5); related review of steps plan (0.4) and detailed reply to GDC (0.3).	1.20	720.00
14/08/2013	Adam Bathgate	Plan and Disclosure Statement: Detailed consideration of right of first refusal issue including review of articles of syndication companies (1.0); discussion S. Thomas and J. Wauchope (0.3) and updating draft board resolutions approving share transfers (0.3).	1.60	960.00
14/08/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion re timing of merger.	0.40	240.00
14/08/2013	Adam Bathgate	Plan and Disclosure Statement: Instructing T. Berry re board resolutions to approve settlement agreements.	0.40	240.00
14/08/2013	Simon Thomas	Plan and Disclosure Statement: Attention to preliminary review of AIHL subsidiary chart (0.2); attention to review of email correspondence from GDC (0.1) and list of outstanding items from Milbank (0.3); conversations with A. Bathgate (0.3) and J. Wauchope with A. Bathgate (0.4) regarding the articles; follow-up conversation with A. Bathgate re same (0.2); attention to draft of waiver (0.5); email correspondence re same (0.1); conversations with J. Wauchope re same (0.3) and drafting amendments to same (0.2); considering and drafting board resolutions for Syndication Company (1.2), LTCayCo (0.8) and Transaction Holdco (0.7); drafting company-specific waiver (0.3). Conversations with T. Hylton re Muradeb Agreement (0.2). Attention to review of draft board resolutions approving same (0.4) and marking up comments on same (0.2). Follow up with T. Hylton re same (0.2).	6.60	3,960.00
14/08/2013	Fleur O'Driscoll	Provisional Liquidation: Research and review of case law regarding fee approvals.	2.10	1,260.00
14/08/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Discussion with SD regarding reports provided by JPLs (0.2). Preparation for call (0.2) and call with S Dickson, M Rosenthal and J Weisser (0.3). Follow up discussion with S Dickson (0.2). Review of file for relevant materials (0.3). Review of the second affidavit of H Thompson and previous correspondence regarding the exit (0.4). Attempt to call Campbells and vm left (0.2).	1.80	1,080.00

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14/08/2013	Thomas Berry	Plan and Disclosure Statement: Instructions from A. Bathgate re reviewing settlement agreements and board minutes in connection with settlement agreements.	0.30	127.50
14/08/2013	James Wauchope	Plan and Disclosure Statement: Emailing GDC team regarding contribution arrangements.	0.30	225.00
14/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing Milbank's outstanding issues list.	1.00	750.00
14/08/2013	James Wauchope	Plan and Disclosure Statement: Drafting waiver of right of first refusal.	0.50	375.00
14/08/2013	James Wauchope	Plan and Disclosure Statement: Discussion with MO team regarding effective date for merger documents.	0.80	600.00
14/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing drafts of multiple sets of resolutions.	1.00	750.00
14/08/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to email from Paget Brown in respect to director(s) of Sukuk issuer (0.1) and email to Paget Brown in respect to same (0.1); attention to email from Appleby in respect to corporate records of RA Holdco entities (0.1) and email to Appleby and Paget Brown in respect to same (0.2); preparing board resolutions regarding disposition expenses agreement (0.7).	1.20	420.00
14/08/2013	Tracy Hylton	Fee Applications: Liaising with R. De Basto re amendments to time narrative in respect to July bill.	0.10	35.00
14/08/2013	Timothy Dawson	Plan and Disclosure Statement: Discussions with J. Wauchope re merger plan.	1.00	600.00
14/08/2013	Rose Wanjiru	Plan and Disclosure Statement: Attending to Court, obtaining copy of documents from the Court file.	0.50	125.00
14/08/2013	Simon Dickson	Plan and Disclosure Statement: Call with GDC re post effective date plan.	0.50	390.00
14/08/2013	Simon Dickson	Provisional Liquidation: Review of remuneration report and considering response.	0.80	624.00
15/08/2013	Robin Gibb	Case Administration: Reviewing email in from F O'Driscoll (0.1). Amending schedule of receipted monies (0.2). Reviewing payments against monies owed (1.1) Discussion with F O'Driscoll on same (0.1). Discussion with finance team regarding invoices outstanding (0.2). Preparing note of invoice status (0.2).	1.90	570.00
15/08/2013	Robin Gibb	Fee Applications: Adding time card entries from 12th MFS into master spreadsheet for next fee application.	1.20	360.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
15/08/2013	Adam Bathgate	Plan and Disclosure Statement: Detailed examination of subsidiary chart and director list (2.0); team meeting discussing production of share transfer forms and board resolutions (2.0); follow-up discussion S. Thomas (0.5) and telephone call K. Medrano of GDC (0.5); further examination of subsidiary chart, steps plan and contribution agreement (1.5); subsequent revisions to board resolutions (1.0) and further correspondence and telephone calls with GDC (0.5).	8.00	4,800.00
15/08/2013	Thomas Berry	Plan and Disclosure Statement: Attending strategy and instruction meeting.	2.00	850.00
15/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing the GDC chart of current AIHL and ALTHL subs.	1.50	1,125.00
15/08/2013	James Wauchope	Plan and Disclosure Statement: MO team meeting to discuss Steps Plan.	2.00	1,500.00
15/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft share purchase agreement and resolutions dealing with repurchase transactions.	1.30	975.00
15/08/2013	Simon Thomas	Plan and Disclosure Statement: Preparation for and attending meeting to discuss Steps Plan (2.0); further consideration of and discussions with A. Bathgate re list of AIHL subsidiaries and transfers (1.4); attention to review of email correspondence from GDC re syndco resolutions (0.2) and Milbank comments on same (0.4); call with K. Medrano and A. Bathgate to discuss same (0.6); attention to issue of pre-emption rights in articles (0.4).	5.00	3,000.00
15/08/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to latest AIHL and ALTHL subsidiaries chart to determine memorandum and articles to be requested (1.1); attending MO team meeting to discuss Steps Plan (2.0); arranging for memorandum and articles of the syndication companies to be printed (0.3); preparing email to Paget Brown requesting confirmation in respect to syndication cos memorandum and articles format query and requesting corporate records of 29 limited duration companies (0.3); finalising board resolutions approving entry into the disposition expenses facility (0.1) and emailing same to GDC for comments (0.1); reviewing memorandum and articles of syndication companies and AIHL and ALTHL subsidiaries in respect to transfer particulars (2.0).	5.90	2,065.00

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15/08/2013	Tracy Hylton	Fee Applications: Further amending time narrative of July invoice.	0.20	70.00
15/08/2013	Tracey Forbes	Plan and Disclosure Statement: MO team meeting.	2.00	600.00
15/08/2013	Fleur O'Driscoll	Plan and Disclosure statement: Call with D. Levin regarding Cayman procedure for the approval of fees (0.4) and update discussion with S Dickson (0.1). Email to D Levin re same (0.1). Email to S Dickson re same (0.1). Review of emails with GDC regarding this issue and consideration of same (0.6).	1.30	780.00
15/08/2013	Fleur O'Driscoll	Fee Applications: Email to T Hylton regarding invoice for monthly statement (0.1). Discussion with T Hylton re same (0.1). Further review of the draft invoice for the monthly statement and further amendments (0.8).	1.00	600.00
15/08/2013	Fleur O'Driscoll	Provisional Liquidation: Call with Campbells (0.2) and update email to S Dickson (0.1). Draft letter to Campbells prepared (0.1).	0.40	240.00
15/08/2013	Richard De Basto	Plan and Disclosure Statement: Revised Cayman corporate documents for exit facility.	2.70	2,160.00
15/08/2013	Simon Dickson	Plan and Disclosure Statement: Review of note of discussion between JPLs' Counsel and FOD and considering position.	0.40	312.00
15/08/2013	Simon Dickson	Plan and Disclosure Statement: Email correspondence with GDC re JPLs' position.	0.10	78.00
15/08/2013	Simon Dickson	Plan and Disclosure Statement: Correspondence with GDC re JPLs' post effective date position.	0.50	390.00
15/08/2013	Simon Dickson	Plan and Disclosure Statement: Considering JPLs' position.	0.40	312.00
16/08/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion with T. Hylton re transfer provisions in syndication company articles.	0.30	180.00
16/08/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of Walkers' comments on share transfer board resolutions (0.3) and follow-up emails and telephone calls (0.8).	1.10	660.00
16/08/2013	Adam Bathgate	Plan and Disclosure Statement: Updating resolutions per further Milbank comments.	1.30	780.00
16/08/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of GDC correspondence regarding structural changes (0.2) and response (0.1).	0.30	180.00
16/08/2013	Thomas Berry	Plan and Disclosure Statement: Reviewing settlement agreements (as instructed by A. Bathgate) (0.5) and producing template resolutions approving entry into them (1.2); printing attachments to A. Bathgate email of yesterday and preparation for drafting board resolutions and stock transfer forms when so instructed (0.3).	2.00	850.00

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16/08/2013	Simon Thomas	Plan and Disclosure Statement: Conversations with J. Wauchope re comments on LTCayCo/Transaction Holdco/Syndco resolutions and associated documents (0.4); drafting changes to same (1.5); reviewing form prepared by Milbank in respect of LTCayCo (0.3); conversations with J. Wauchope re same (0.2); attention to email correspondence with GDC re same (0.5).	2.90	1,740.00
16/08/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing transfer provisions in memorandum and articles for syndication companies.	2.50	750.00
16/08/2013	Tracy Hylton	Plan and Disclosure Statement: Reviewing memorandum and articles of syndication companies in respect to transfer provisions (4.5); call with Paget Brown in respect to format of memorandum and articles of syndication companies (0.1); email to Paget Brown requesting confirmation in respect to the format of syndication companies memorandum and articles (0.3); attention to emails from Paget Brown containing LDC memorandum and articles and registers of members (0.4); reviewing LDC memorandum and articles and registers of members (1.0) and brief discussion with J. Wauchope in respect to LDC member query (0.1).	6.40	2,240.00
16/08/2013	Timothy Dawson	Plan and Disclosure Statement: Emails to K. Medrano/from K. Medrano, GDC, re merger documentation (0.3); email Paget Brown re director info (0.1); update merger documents (1.0).	1.40	840.00
16/08/2013	James Wauchope	Plan and Disclosure Statement: Further review of implementation resolutions.	0.50	375.00
16/08/2013	James Wauchope	Plan and Disclosure Statement: Drafting form of notice to ROC in respect of new articles of Transaction Holdcos.	0.30	225.00
16/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing Arcapita form of LDC articles.	1.00	750.00
16/08/2013	James Wauchope	Plan and Disclosure Statement: Preparing advice email to GDC regarding legal issues arising from LDC articles.	0.50	375.00
16/08/2013	James Wauchope	Plan and Disclosure Statement: Further review of [REDACTED] transaction and ancillary Milbank resolutions.	0.50	375.00

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16/08/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Group emails with GDC and Alvarez and Marsal regarding the conference call (0.2). Preparation for call and attending conference call regarding liquidation issues (0.5). Discussions with S Dickson re same (0.2). Review of email in from Campbells (0.1) and discussion with S Dickson re same (0.2).	1.20	720.00
16/08/2013	Simon Dickson	Plan and Disclosure Statement: Call with GDC team to discuss Liquidator expenses.	0.50	390.00
16/08/2013	Simon Dickson	Plan and Disclosure Statement: Considering HSBC spreadsheet re JPL costs and next steps.	0.30	234.00
16/08/2013	Simon Dickson	Plan and Disclosure Statement: Considering AIHL Creditor meeting minutes.	0.20	156.00
17/08/2013	Tracy Hylton	Plan and Disclosure Statement: Continuing review of memorandum and articles of syndication companies, subsidiaries of AIHL and ALTHL, regarding transfer.	2.20	770.00
17/08/2013	Tracey Forbes	Plan and Disclosure Statement: Continuing review of transfer provisions in memorandum and articles for syndication companies.	4.30	1,290.00
19/08/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing transfer provisions in memorandum and articles for syndication companies.	2.80	840.00
19/08/2013	Robin Gibb	Fee Applications: Preparing 13th Monthly Statement (0.6). Reviewing exhibited invoice for possible redactions (0.6). Discussion with F O'Driscoll on same (0.1).	1.30	390.00
19/08/2013	Adam Bathgate	Plan and Disclosure Statement: Various emails and telephone calls GDC regarding director signatories and logistics of signing resolutions/minutes (2.0); telephone call GDC re status of restructuring generally and timing considerations (0.5); discussion J. Wauchope re form of LDC articles (0.5); redrafting written resolutions as board minutes (2.0); correspondence Paget Brown re updates to share registers (0.3); discussion T. Hylton re possible pre-emption rights issue (0.3).	5.60	3,360.00
19/08/2013	Simon Thomas	Plan and Disclosure Statement: Conversations with J. Wauchope re LDC issue (0.4) and status of resolutions (0.3); call with GDC to discuss implementation process and board minutes (0.9); follow-up conversations with J. Wauchope and A. Bathgate (0.4) and A. Bathgate (0.3) re same.	2.30	1,380.00
19/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft [REDACTED] resolutions.	0.10	75.00

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19/08/2013	James Wauchope	Plan and Disclosure Statement: Providing detailed written advice on LDC issues to GDC team.	1.50	1,125.00
19/08/2013	Fleur O'Driscoll	Fee Applications: Working on the 13th monthly statement and liaising with R Gibb re same.	1.40	840.00
19/08/2013	James Wauchope	Plan and Disclosure Statement: Further review of template implementation resolutions.	1.00	750.00
19/08/2013	James Wauchope	Plan and Disclosure Statement: Discussion with MO team regarding implementation issues.	1.00	750.00
19/08/2013	James Wauchope	Plan and Disclosure Statement: Lengthy telephone discussion with GDC team regarding implementation issues.	1.30	975.00
19/08/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to email from GDC in respect to Cayman Deliverables (0.1) and email to GDC in respect to same (0.3); email to GDC and Paget Brown in respect to directors(0.1).	0.50	175.00
19/08/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to emails from Paget Brown enclosing memorandum and articles of additional syndication companies (0.2); reviewing memorandum and articles of subsidiaries of AIHL and ALTHL in respect to transfer particulars and pre-emption rights (5.8).	6.00	2,100.00
20/08/2013	Thomas Berry	Plan and Disclosure Statement: Reading A. Bathgate email and considering attachments regarding subsidiary chart.	0.10	42.50
20/08/2013	Robin Gibb	Fee Applications: Discussion with F. O'Driscoll regarding 13th Monthly Fee Statement (0.1). Amending 13th Monthly Fee Statement (0.1) and email to D. Levin (0.2). Reviewing Email in from D. Levin (0.1) and discussion with F. O'Driscoll (0.1). Redacting exhibit to monthly fee statement (0.2). Preparing fee statement for filing (0.1) and emailing same to D. Levin (0.1).	1.00	300.00
20/08/2013	Robin Gibb	Fee Applications: Adding time card data from July invoice into spreadsheet in preparation of next fee application.	0.70	210.00
20/08/2013	Simon Thomas	Plan and Disclosure Statement: Call with K. Medrano (GDC) re valuations (0.4); conversations with J. Wauchope re same (0.3); call with GDC, A&M, Rothschild and FGI re same (0.9); follow-up conversations with J. Wauchope and A. Bathgate re same (0.5).	2.10	1,260.00
20/08/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of revised draft Topco articles.	0.20	120.00
20/08/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion T. Hylton re forms of articles and transfer provisions for AIHL/ALTHL subsidiaries.	0.30	180.00

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20/08/2013	Adam Bathgate	Plan and Disclosure Statement: Revising draft board resolutions as minutes of board meetings.	4.20	2,520.00
20/08/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call with Walkers discussing execution of documents and share redemption question.	0.80	480.00
20/08/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion with T. Hylton re forms of memorandum and articles.	0.30	180.00
20/08/2013	Fleur O'Driscoll	Fee Applications: Discussion with R Gibb regarding 13th monthly statement (0.1). Reviewing draft statement (0.2) and invoice regarding content (0.3). Further discussion with R Gibb (0.1). Review of suggested redactions (0.1). Further discussions with R Gibb (0.2). Discussion with S Dickson (0.1). Review of email correspondence and email to R Gibb (0.2).	1.30	780.00
20/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing further revised version of Topco articles.	1.00	750.00
20/08/2013	James Wauchope	Plan and Disclosure Statement: Email to GDC team regarding revised Topco articles.	0.30	225.00
20/08/2013	James Wauchope	Plan and Disclosure Statement: Further review of revised draft implementation resolutions.	0.80	600.00
20/08/2013	James Wauchope	Plan and Disclosure Statement: Telecon with GDC team regarding Topco valuation issues.	1.00	750.00
20/08/2013	Simon Dickson	Plan and Disclosure Statement: Call with JPLs to discuss position re post effective date activity and current position re fees.	0.50	390.00

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20/08/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to memorandum and articles of syndication companies in respect to transfer provisions and pre-emption rights, seeking to determine whether there are different forms of memorandum and articles (0.5); brief discussion with A. Bathgate in respect to same (0.2); drafting email to Paget Brown in respect to memorandum and articles of subsidiaries of AIHL and ALTHL and requesting that they confirm the number of different forms of memorandum and articles used (0.5); attention to email from GDC in respect to list of latest new guarantors and Exit facility questionnaire (0.2); attention to schedule 9 of Exit facility questionnaire (0.5); arranging for CORIS searches in respect of latest new guarantors (0.1); reviewing July and August court search forms to determine what further updates are required (0.3); preparing email to GDC in respect to list of new guarantors (0.4) and attention to email from GDC in respect to same (0.1); preparing email to Paget Brown requesting corporate records for the latest set of new guarantors (0.2); attention to schedule 9 of the Exit facility security questionnaire in respect to all securities owned at exit by all existing and new guarantors to determine which companies will require deliverables (2.2); email to GDC in respect to Schedule 9, new guarantor query (0.3); drafting email to Appleby in respect to additional new guarantors and issuer details (0.5); attention to email from Paget Brown in respect to 8 forms of memorandum and articles for each of the subsidiaries of AIHL and ALTHL (0.2); brief discussion with A. Bathgate re same (0.1) and email Paget Brown requesting copies of the remaining forms of memorandum and articles (0.2); email to GDC in respect to wholly owned subsidiary query (0.2); attention to email from A. Bathgate in respect to form of draft minutes of board meetings for various entities (0.1); preparing email to Appleby in respect to latest list of new guarantors and information on all entities pledging their shares (0.5); attention to email from Appleby in respect to same (0.2); preparing email to Appleby in respect to latest draft of [REDACTED]	8.20	2,870.00

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		(0.2); email to Paget Brown requesting they confirm the shareholdings listed in Cayman Share Mortgage (0.1); receiving corporate records of latest set of new guarantors (0.1) and emailing same to Appleby (0.2); email to GDC requesting confirmation in respect to the pledged entity query (0.1).		
20/08/2013	Tracy Hylton	Fee Applications: Reviewing draft August invoice.	0.40	140.00
21/08/2013	Robin Gibb	Case Administration: Email in from D Levin and reviewing attached document (0.1). Updating invoice and receipts spreadsheet (0.1) and calculating date for next payment (0.1).	0.30	90.00
21/08/2013	Thomas Berry	Plan and Disclosure Statement: Correspondence re drafting board minutes (0.1); preparing for meeting (0.1) and attending meeting on producing stock transfer forms and board minutes (0.3).	0.50	212.50
21/08/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion T. Hylton re transfer provisions in articles of association.	0.30	180.00
21/08/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call Walkers discussing signatures and share redemption issues.	0.50	300.00
21/08/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of GDC comments on draft board minutes and response (0.4); consideration of GDC email re revised steps plan and amended structure (0.4); instructing T. Forbes re formation of new companies (0.2).	1.00	600.00
21/08/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call Paget Brown re updating of share registers (0.3) and follow-up discussion T. Hylton (0.2).	0.50	300.00
21/08/2013	Adam Bathgate	Plan and Disclosure Statement: Revising board minutes and resolutions per further GDC comments.	1.00	600.00
21/08/2013	Adam Bathgate	Plan and Disclosure Statement: Review of revised subsidiary chart (1.0); discussion T. Hylton re forms of share transfer form and production process (0.2); discussion T. Hylton, T. Forbes and T. Berry re production process of board minutes and share transfer forms (0.4); related correspondence with GDC (0.3).	1.90	1,140.00
21/08/2013	Adam Bathgate	Plan and Disclosure Statement: Attending to formation of new Cayman entities including related liaison with Paget Brown.	1.00	600.00
21/08/2013	Adam Bathgate	Plan and Disclosure Statement: Discussions J. Wauchope re valuation issue, production process on board resolutions, status of documentation and progress of matter generally.	1.70	1,020.00

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21/08/2013	Simon Thomas	Plan and Disclosure Statement: Conversations with J. Wauchope re valuation and related matters (0.6); attention to email correspondence re resolutions (0.4); calls with GDC to discuss same (0.2); conversation with T. Hylton re resolutions and closing process (0.5); conference with A. Bathgate re transfers (0.3).	2.00	1,200.00
21/08/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence from GDC re director appointment and forms of execution of minutes.	0.20	60.00
21/08/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence from A. Bathgate re formation of new companies.	0.10	30.00
21/08/2013	Tracey Forbes	Plan and Disclosure Statement: Meeting with A. Bathgate re formation of new Cayman entities.	0.10	30.00
21/08/2013	Tracey Forbes	Plan and Disclosure Statement: Drafting memorandum and articles for new Cayman entities.	1.20	360.00
21/08/2013	Tracey Forbes	Plan and Disclosure Statement: Drafting subscriber resolutions for new Cayman entities.	0.80	240.00
21/08/2013	Tracey Forbes	Plan and Disclosure Statement: Drafting first board resolutions for new Cayman entities.	0.90	270.00
21/08/2013	Tracey Forbes	Plan and Disclosure Statement: Drafting email to GDC re incorporation documents for the 11 new Cayman entities (0.5) and sending same (0.2).	0.70	210.00
21/08/2013	Tracey Forbes	Plan and Disclosure Statement: Meeting with A. Bathgate, T. Hylton and T. Berry re minutes for the LT Caycos and subs.	0.30	90.00
21/08/2013	Tracey Forbes	Plan and Disclosure Statement: Continued drafting minutes for the LT Caycos and subs.	1.50	450.00
21/08/2013	Tracey Forbes	Plan and Disclosure Statement: Drafting minutes for the LT Caycos and subs.	1.00	300.00
21/08/2013	James Wauchope	Plan and Disclosure Statement: Telecon with Ramesh Maharaj and Barnaby Gowrie of Walkers in relation to Topco issues.	1.00	750.00
21/08/2013	James Wauchope	Plan and Disclosure Statement: Review of revised draft implementation resolutions.	0.30	225.00
21/08/2013	James Wauchope	Plan and Disclosure Statement: Considering latest changes to Steps Plan.	0.80	600.00
21/08/2013	James Wauchope	Plan and Disclosure Statement: Internal meeting with MO team regarding revisions to Step Plan.	0.30	225.00
21/08/2013	James Wauchope	Plan and Disclosure Statement: Telecon with Ramesh Maharaj of Walkers regarding Topco resolutions.	0.30	225.00
21/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft portfolio company minutes.	0.30	225.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
21/08/2013	James Wauchope	Plan and Disclosure Statement: Review of draft formation documents for eleven new Cayman subs.	0.80	600.00
21/08/2013	Simon Dickson	Plan and Disclosure Statement: Email to GDC re JPL position.	0.30	234.00
21/08/2013	Tracy Hylton	Fee Applications: Reviewing and amending latest draft of August bill.	1.20	420.00
21/08/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to email from GDC in respect to wholly owned subsidiaries of AIHL and ALTHL (0.2); brief discussion with A. Bathgate in respect to same (0.3); attention to email from GDC in respect to comments on various form of board minutes (0.1); attention to email from Appleby in respect to updating the Cayman finance documents (0.1); attention to email from GDC in respect to Issuers under the Cayman security documents and Cayman deliverables (0.1); email to GDC in respect to same (0.2); attention to email from Paget Brown in respect to formation documentation for Sukuk issuer (0.1) and email to Paget Brown in respect to same (0.3); review of Schedule 9 in respect to status of AIHL and ALTHL subsidiaries and LDC shareholding discrepancy (1.5) and email to GDC advising of LDC ownership issue (0.2); attention to email from GDC in respect to LDC issue (0.1) and email to Paget Brown querying LDC issue (0.3); attention to email from GDC in respect to request for drafts of the Cayman finance documents (0.1) and email to GDC advising in respect to same (0.2); attending MO team meeting in respect to division of work / preparation of the board minutes and share transfer forms (0.3); attention to email from Paget Brown in respect confirmation of form of memorandum and articles used for subsidiaries of AIHL and ALTHL (0.3); drafting and finalising form of share transfer form (0.1); preparing and reviewing share transfer forms for 269 companies (3.1); preparing board minutes (1.5).	9.00	3,150.00
22/08/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of GDC comments on board resolutions for Newcos and Muradeb (0.5) and revising resolutions in response (0.6).	1.10	660.00
22/08/2013	Adam Bathgate	Plan and Disclosure Statement: Finalising organisational documents for new Cayman companies (1.0) and various attendances in preparation for formation of 11 new companies (1.2).	2.20	1,320.00

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22/08/2013	Thomas Berry	Plan and Disclosure Statement: Considering matter by reviewing list of board minutes that we are required to produce (0.3), discussing with A. Bathgate (0.4) and beginning to draft various AIHL and ALTHL board minutes (1.4).	2.10	892.50
22/08/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review and drafting of resolutions (1.8); call with J. Van Name (GDC) to discuss approach to same (0.4); conversations with J. Wauchope re same (0.3) and A. Bathgate re resolutions (0.4); attention to drafting riders and marking up forms of resolutions (0.8); further conversations with J. Wauchope re same (0.2); attention to drafting changes to [REDACTED] transaction bundle (0.7); attention to drafting [REDACTED] LTCayCo and Syndco resolutions and SPA (1.6); attention to review of spreadsheet re directors (0.3); email correspondence with J. Van Name re same (0.2); attention to email correspondence re [REDACTED] (0.4); attention to review and final changes to omnibus waiver (0.3); email correspondence with GDC re same (0.3).	7.70	4,620.00
22/08/2013	Tracey Forbes	Plan and Disclosure Statement: Preparing and finalising AIHL and ALTHL subsidiary board minutes.	7.10	2,130.00
22/08/2013	Tracey Forbes	Plan and Disclosure Statement: Discussing format of AIHL and ALTHL subsidiary board minutes with A. Bathgate.	0.30	90.00
22/08/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence from GDC and Paget Brown in respect to register of members.	1.00	300.00
22/08/2013	Tracey Forbes	Plan and Disclosure Statement: Amending AIHL and ALTHL subsidiary board minutes.	0.30	90.00
22/08/2013	James Wauchope	Plan and Disclosure Statement: Discussion with S. Thomas in relation to transaction holdco written resolutions.	0.30	225.00
22/08/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to email from Paget Brown in respect to Sukuk issuer (0.1); email to Paget-Brown in respect to same (0.1).	0.20	70.00
22/08/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to email from Paget Brown in respect to register of members (0.2) and preparing marked-up register of members (0.2) and emailing to Paget Brown (0.1).	0.50	175.00

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22/08/2013	Tracy Hylton	Plan and Disclosure Statement: Preparing and reviewing transfer forms (1.2); attention to email from Paget Brown in respect to updates to the schedules of Cayman finance documents (0.2) and reviewing relevant updated Schedule (0.3); email to GDC restructuring team regarding Issuer ownership queries (0.2); reviewing further updated AIHL and ALTHL subsidiary chart (0.2) and amending share transfer forms to reflect contents of the updated chart (1.3); email to GDC in respect to the security questionnaire (0.1) and attention to email from GDC in respect to same (0.1); attention to email from Appleby in respect to comments on MO documents (0.2) and emails to Paget Brown regarding constitutional documents (0.2).	4.00	1,400.00
22/08/2013	Tracy Hylton	Plan and Disclosure Statement: Updating schedules to the Exit legal opinion in respect to new guarantors (0.9); email to Paget Brown re Certificate of incorporation for new guarantors (0.1) and attention to email from Paget Brown in respect to same and further updating schedules to legal opinion (0.3).	1.30	455.00
22/08/2013	Tracy Hylton	Plan and Disclosure Statement: Arranging litigation searches in respect to latest new guarantors in preparation for upcoming week.	0.30	105.00
22/08/2013	Tracy Hylton	Plan and Disclosure Statement: Preparing board minutes for AIHL and ALTHL subsidiaries.	3.00	1,050.00
23/08/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing first board resolutions for new Cayman entities.	0.60	180.00
23/08/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence from GDC re draft form of omnibus waiver for syndication companies.	0.20	60.00
23/08/2013	Tracey Forbes	Plan and Disclosure Statement: Discussing minutes and share transfer forms with A. Bathgate, T. Berry and T. Hylton.	0.50	150.00
23/08/2013	Tracey Forbes	Plan and Disclosure Statement: Emailing GDC and Paget Brown re first board resolutions of the new Cayman entities.	0.30	90.00
23/08/2013	Timothy Dawson	Plan and Disclosure Statement: Conversation with K. Medrano of GDC re merger filing steps (0.2).	0.20	120.00
23/08/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of various correspondence with GDC re resolutions and signatories.	0.40	240.00
23/08/2013	Adam Bathgate	Plan and Disclosure Statement: Attending to incorporation of 11 new Bank holding companies.	0.80	480.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
23/08/2013	Adam Bathgate	Plan and Disclosure Statement: Discussions T. Forbes and T. Berry re board resolutions.	0.40	240.00
23/08/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion J. Wauchope re Topco articles.	0.10	60.00
23/08/2013	Adam Bathgate	Plan and Disclosure Statement: Breaking out resolutions for Bank holding newcos.	0.90	540.00
23/08/2013	Simon Thomas	Plan and Disclosure Statement: Attention to email correspondence re waiver (0.2); drafting changes to same (0.3); conversations with A. Bathgate re asset purchase and contribution agreements (0.3); conversation with J. Wauchope re draft waiver (0.2); reviewing contribution agreement (0.1) and drafting further changes to waiver (0.1); further conversations with J. Wauchope re Plan (0.3); attention to further drafting and email re same (0.4).	1.90	1,140.00
23/08/2013	Tracy Hylton	Plan and Disclosure Statement: Preparing board minutes (3.0); attention to emails from Appleby in respect to Cayman deliverables and the Cayman finance documents (0.2).	3.20	1,120.00
23/08/2013	Tracy Hylton	Fee Applications: Brief discussion with FOD re August bill (0.1); detailed review and mark-up of August time entries (4.0).	4.10	1,435.00
23/08/2013	Thomas Berry	Plan and Disclosure Statement: Drafting board minutes for a large number of the many AIHL and ALTHL subsidiary companies.	8.30	3,527.50
23/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing resolutions overview matrix.	0.50	375.00
23/08/2013	James Wauchope	Plan and Disclosure Statement: Email to K. Medrano regarding Topco resolutions.	0.30	225.00
23/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing HV and SGRF settlement agreements.	0.30	225.00
23/08/2013	Simon Dickson	Plan and Disclosure Statement: Review of email from GDC re further hearing and considering application.	0.50	390.00
24/08/2013	Tracy Hylton	Plan and Disclosure Statement: Preparing board minutes approving share transfer.	1.50	525.00
24/08/2013	Simon Dickson	Plan and Disclosure Statement: Correspondence with GDC re potential hearing.	0.20	156.00
25/08/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Email to S Dickson regarding hearing.	0.10	60.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
26/08/2013	Thomas Berry	Plan and Disclosure Statement: Instructing review of stock transfer forms and review of further such stock transfer forms (1.8); drafting further AIHL and ALTHL subsidiary board minutes and collating same(4.8); discussing with S. Thomas and amendments (0.8); forwarding word versions internally (0.2).	7.60	3,230.00
26/08/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion J. Wauchope re timing of steps implementation.	0.30	180.00
26/08/2013	Adam Bathgate	Plan and Disclosure Statement: Breaking out board resolutions approving contribution agreement for 37 LT Caycos.	2.40	1,440.00
26/08/2013	Simon Thomas	Plan and Disclosure Statement: Conversations with J. Wauchope re outstanding Cayman items and closing timetable (0.7); call with K. Medrano re same (0.4); follow-up conversations with R. De Basto (0.1), T. Berry (0.5) and A. Bathgate (0.2) re latest timing update and implications; attention to GDC emails re signing process (0.1) and conversation with J. Wauchope re same (0.3); call with J. Van Name (GDC) re same (0.3); drafting changes to syndication waiver and email follow up re same (0.3).	2.90	1,740.00
26/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft pre-emption waiver.	0.30	225.00
26/08/2013	James Wauchope	Plan and Disclosure Statement: Telecon with K. Medrano regarding timing issues.	0.30	225.00
26/08/2013	James Wauchope	Plan and Disclosure Statement: Correspondence with K. Medrano and Paget Brown regarding license.	0.30	225.00
26/08/2013	James Wauchope	Plan and Disclosure Statement: Correspondence with K. Medrano regarding LDC issues.	0.30	225.00
26/08/2013	James Wauchope	Plan and Disclosure Statement: Discussion with S. Thomas regarding signature block query.	0.30	225.00
26/08/2013	Simon Dickson	Plan and Disclosure Statement: Emails in respect of finance documents.	0.20	156.00
26/08/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Attempts to contact the PA to the Chief Justice regarding hearing.	0.20	120.00

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27/08/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of Milbank comments on [REDACTED] resolutions (0.6); conversations with J. Wauchope re comments on same and stamping issue (0.6); further conversation with J. Wauchope and T. Dawson re issue of legal opinions and stamping (0.3); voicemails and call with J. Van Name (GDC) re stamping issue and related matters (0.5); follow-up with R. De Basto re same (0.4); conversation with J. Wauchope re same (0.4); follow-up with GDC re same (0.1).	2.90	1,740.00
27/08/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call Paget Brown re company licence.	0.30	180.00
27/08/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of queries raised by GDC re timing and process and response.	0.60	360.00
27/08/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of further updated timeline and of necessary closing steps.	0.90	540.00
27/08/2013	Timothy Dawson	Plan and Disclosure Statement: Internal conversations with S. Thomas and J. Wauchope regarding signature requirements on documents.	0.50	300.00
27/08/2013	Thomas Berry	Plan and Disclosure Statement: Discussing board minutes with A. Bathgate (0.4); reviewing and instructing review (1.0).	1.40	595.00
27/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing replacement draft minutes prepared by Milbank for the [REDACTED] transactions.	0.50	375.00
27/08/2013	James Wauchope	Plan and Disclosure Statement: Further discussion with MO team regarding stamping issue.	0.80	600.00
27/08/2013	James Wauchope	Plan and Disclosure Statement: Telecon with S. Coleman of Paget Brown regarding company license.	0.50	375.00
27/08/2013	James Wauchope	Plan and Disclosure Statement: Email to K. Medrano of GDC advising as to requisite notice for forthcoming board meetings.	0.30	225.00
27/08/2013	Simon Dickson	Plan and Disclosure Statement: Review of timetable for plan.	0.20	156.00
27/08/2013	Fleur O'Driscoll	Fee Applications: Review of email in from S Fuller (Alvarez and Marsal) (0.1). Attempt to call S Fuller and call with S Fuller (0.1). Update email to S Dickson re same (0.1).	0.30	180.00
27/08/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Attempt to contact the PA to the Chief Justice to discuss listing (0.1). Email to the PA (0.1).	0.20	120.00
28/08/2013	Adam Bathgate	Plan and Disclosure Statement: Finalising resolutions (1.0) and related correspondence with GDC and Paget-Brown (0.4).	1.40	840.00

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28/08/2013	Thomas Berry	Plan and Disclosure Statement: Discussing matter with A. Bathgate (0.1) and discussing finance docs with R. De Basto (0.1).	0.20	85.00
28/08/2013	Richard De Basto	Plan and Disclosure Statement: Finalising corporate documents for Exit facility and sukuk issue.	1.30	1,040.00
28/08/2013	Simon Dickson	Fee Applications: Discussion with FOD re new fee schedule.	0.30	234.00
28/08/2013	Fleur O'Driscoll	Fee Applications: Dealing with instructions for professional claimant schedule (0.3) and email to S Fuller (Alvarez and Marsal)(0.1).	0.40	240.00
29/08/2013	Richard De Basto	Plan and Disclosure Statement: Finalising corporate documents for the Exit facility and sukuk issue.	1.10	880.00
29/08/2013	Adam Bathgate	Plan and Disclosure Statement: Various correspondence GDC and Walkers re open issues relating to steps plan.	1.00	600.00
29/08/2013	Adam Bathgate	Plan and Disclosure Statement: Discussions S. Thomas and J. Wauchope re board meetings and procedural considerations (0.9); telephone call GDC re Topco resolutions and licence (0.5); various related correspondence (0.3).	1.70	1,020.00
29/08/2013	Thomas Berry	DIP Financing: Instructions from R. De Basto and reviewing materials sent through by R. De Basto (0.4); email to Applebys re form of resolutions (0.2); amending master schedule (Guarantors) in line with relevant parties (2.1); further discussion with R. De Basto re resolutions to amend articles (0.1).	2.80	1,190.00
29/08/2013	Thomas Berry	Plan and Disclosure Statement: Turning template written resolutions into board minutes.	0.80	340.00
29/08/2013	Simon Thomas	Plan and Disclosure Statement: Attention to issue of board call procedure and timing following voicemail from GDC (0.4); conversations with A. Bathgate (0.4) and J. Wauchope and A. Bathgate re same (0.9); call with J. Van Name (GDC) and follow up regarding same (0.4).	2.10	1,260.00
29/08/2013	James Wauchope	Plan and Disclosure Statement: MO team meeting regarding multiple board meetings to approve restructuring.	0.90	675.00
29/08/2013	James Wauchope	Plan and Disclosure Statement: Telecon with K. Medrano of GDC relating to the license.	0.30	225.00
29/08/2013	James Wauchope	Plan and Disclosure Statement: Telecon with K. Medrano of GDC in relation to content of Topco resolutions.	0.50	375.00
30/08/2013	Thomas Berry	Plan and Disclosure Statement: Conforming board minutes approving settlement agreements.	0.40	170.00

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30/08/2013	Adam Bathgate	Plan and Disclosure Statement: Review of draft resolutions re settlement agreement (0.8) and subsequent discussion with T. Berry (0.1).	0.90	540.00
30/08/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call Paget Brown re share transfers.	0.10	60.00
30/08/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion J. Wauchope re status of Topco resolutions and next steps.	0.40	240.00
30/08/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call J. Graves of GDC re Topco resolutions, securities issues and documents to be approved.	0.70	420.00
30/08/2013	Adam Bathgate	Plan and Disclosure Statement: Review of merger documentation (0.9) and discussions T. Dawson (0.3).	1.20	720.00
30/08/2013	Adam Bathgate	Plan and Disclosure Statement: Revising and finalising newco board resolutions following latest GDC comments.	0.70	420.00
30/08/2013	Thomas Berry	Plan and Disclosure Statement: Considering matter (0.1); conversation with R. De Basto regarding resolutions to amend memorandum and articles of various companies (0.1); beginning to draft shareholder resolutions (0.5).	0.70	297.50
30/08/2013	Timothy Dawson	Plan and Disclosure Statement: Conversation with GDC re Merger plan (0.5); conversation with J. Wauchope re merger plan (0.3); emails GDC re merger documents (0.7); update merger documents (1.0); update merger documents in respect of additional entity (1.0); update merger documents in respect of further entity (1.0); draft letter from Arcapita Bank prepared (0.5).	5.00	3,000.00
30/08/2013	Richard De Basto	Plan and Disclosure Statement: Finalising list of companies providing deliverables under the security documents.	0.80	640.00
30/08/2013	James Wauchope	Plan and Disclosure Statement: Considering correspondence concerning the license.	0.50	375.00
30/08/2013	James Wauchope	Plan and Disclosure Statement: Telecon with S. Coleman regarding the license.	0.30	225.00
30/08/2013	James Wauchope	Plan and Disclosure Statement: Drafting letter regarding the license.	1.00	750.00
30/08/2013	James Wauchope	Plan and Disclosure Statement: Correspondence with H. Thompson regarding license.	0.30	225.00
30/08/2013	James Wauchope	Plan and Disclosure Statement: Correspondence with Arcapita regarding draft letter to CIMA (0.3); correspondence with GDC regarding draft letter to CIMA (0.3); correspondence with Paget Brown regarding draft letter to CIMA (0.3).	0.90	675.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07434
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 19 September 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
30/08/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with GDC team regarding license.	0.30	225.00
30/08/2013	James Wauchope	Plan and Disclosure Statement: Further telecon with Paget Brown & Co regarding license.	0.30	225.00
30/08/2013	James Wauchope	Plan and Disclosure Statement: Discussion with T. Dawson regarding outstanding merger issues.	0.30	225.00
30/08/2013	James Wauchope	Plan and Disclosure Statement: Reviewing GDC/MO correspondence regarding merger issues.	0.30	225.00
30/08/2013	James Wauchope	Plan and Disclosure Statement: Settling advice email to GDC in respect of merger.	0.80	600.00
30/08/2013	James Wauchope	Plan and Disclosure Statement: Telecon with J. Graves of GDC and A. Bathgate regarding preparation of Topco resolutions to approve restructuring.	0.80	600.00
30/08/2013	Simon Dickson	Plan and Disclosure Statement: Finalising Liquidation costs.	0.50	390.00
30/08/2013	Simon Dickson	Plan and Disclosure Statement: Call with JPLs re liquidation expenses.	0.20	156.00
30/08/2013	Simon Dickson	Plan and Disclosure Statement: Email to GDC and team re JPLs' liquidation expenses.	0.10	78.00
Total			481.30	269,274.50

Client Name: Arcapita Bank B.S.C.
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of
Arrangement

Invoice Number: 300-07434
Invoice Date: 19 September 2013

Summary of Outstanding Debtor Balances

Invoice Date	Invoice Number	Original Amount	Outstanding Amount
17 Dec 2012	300-05849	86,977.34	17,279.70
18 Jan 2013	300-06000	274,071.52	54,521.20
31 Jan 2013	300-06225	116,908.39	23,335.60
12 Mar 2013	300-06357	20,992.64	4,196.40
16 Apr 2013	300-06469	11,913.40	2,381.80
22 May 2013	300-06756	147,052.37	29,232.00
19 Jun 2013	300-06925	348,033.39	68,294.60
08 Jul 2013	300-07079	198,848.01	39,345.80
19 Aug 2013	300-07260	89,450.15	17,878.60

MOURANT OZANNES

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Arcapita Bank B.S.C.
c/o Gibson Dunn & Crutcher LLP
200 Park Avenue
New York NY 10166-0193
UNITED STATES OF AMERICA

For the Attention of: Mr. Brian J. Kim

Invoice Date: 9 October 2013
Invoice Number: 300-07599
Our Reference: 3042199

Arcapita Bank B.S.C. (c) - Scheme of Arrangement

To our professional services rendered with respect to the above named matter.

Should you require further information regarding the work undertaken please contact Mr Simon Dickson by email Simon.Dickson@mourantozannes.com or by telephone +1-345-949-4123

	USD
Professional services	145,917.00
Courier charges	97.12
Mourant Ozannes Corporate Services (Cayman) Limited Invoice	6,088.72
Printing	498.80
Search Fees	24.39
Telephone Costs	64.52

Payment Terms On Presentation **Total Due 152,690.55**

Contact Credit Control on +1 345 949 4123

(Please detach and return if paying by cheque)

Remittance Advice

Bank transfers should be made to the following account quoting the invoice number below:

Invoice Number: 300-07599 **Total Due USD 152,690.55**
Our Reference: 3042199

Direct Bank Payment	Bank of New York, 1 Wall Street, New York 10286, USA
ABA No.	0210-0001-8
Bank of NY SWIFT	IRVTUS3N
For Credit to Account	803-326-5086
Bank	Butterfield Bank (Cayman) Limited
Bank of Butterfield SWIFT	BNTBKYYK
For Final Credit to	Mourant Ozannes
Account Number	01101 032281

Cheques should be made payable to **Mourant Ozannes** and remitted to:
94 Solaris Avenue, Camana Bay, PO Box 1348, Grand Cayman, KY1-1108

Client Name:	Arcapita Bank B.S.C.	Invoice Number:	300-07599
Matter Name:	Arcapita Bank B.S.C. (c) - Scheme of Arrangement	Invoice Date:	9 October 2013

Time Summary

Fee Earner	Rate
Adam Bathgate	600.00
Fleur O'Driscoll	600.00
James Wauchope	750.00
Nicholas Fox	650.00
Richard De Basto	800.00
Robin Gibb	300.00
Simon Dickson	780.00
Simon Thomas	600.00
Thomas Berry	425.00
Timothy Dawson	600.00
Tracey Forbes	300.00
Tracy Hylton	350.00
Total	

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07599
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 9 October 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
02/09/2013	Adam Bathgate	Plan and Disclosure Statement: Various correspondence GDC regarding execution of resolutions and status of documentation generally.	0.80	480.00
02/09/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion J. Wauchope regarding electronic signatures.	0.50	300.00
02/09/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call GDC regarding electronic signatures and use of stamps.	0.70	420.00
02/09/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of issues raised by GDC re implementation resolutions and share transfer forms (0.3); revising documents to address issues raised (0.4) and related correspondence with GDC (0.2).	0.90	540.00
02/09/2013	Timothy Dawson	Plan and Disclosure Statement: Conversations with J. Wauchope re merger document (0.4). Emails with K. Medrano of GDC regarding amendments to merger documents (0.2).	0.60	360.00
02/09/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of email correspondence re electronic signatures (0.2); conversations with A. Bathgate re same (0.2); conversation with T. Dawson re merger docs (0.1).	0.50	300.00
02/09/2013	Thomas Berry	DIP Financing: Discussion with R. De Basto after reviewing board minutes re changes to Articles (1.8) and drafting shareholder resolution templates in respect of such changes (2.4).	4.20	1,785.00
02/09/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft merger docs.	0.80	600.00
02/09/2013	James Wauchope	Plan and Disclosure Statement: Discussion with T. Dawson regarding merger docs.	0.30	225.00
02/09/2013	James Wauchope	Plan and Disclosure Statement: Reviewing latest draft projected recovery analysis regarding Topco resolutions.	1.00	750.00
02/09/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft RTA agreement (0.5), disbursing agent agreement (1.0) and ancillary documents in relation to drafting Topco resolutions (0.5).	2.00	1,500.00
02/09/2013	James Wauchope	Plan and Disclosure Statement: Preparing preliminary draft of Topco resolutions.	1.00	750.00
02/09/2013	James Wauchope	Plan and Disclosure Statement: Reviewing Electronic Transactions Law in relation to GDC query about electronic signatures.	0.80	600.00
02/09/2013	James Wauchope	Plan and Disclosure Statement: Telecon with K. Medrano and C. Babcock regarding electronic signatures and signature stamps.	0.50	375.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07599
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 9 October 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
02/09/2013	James Wauchope	Plan and Disclosure Statement: Discussion with MO team regarding board meetings.	0.30	225.00
02/09/2013	James Wauchope	Plan and Disclosure Statement: Telecon with K. Medrano of GDC regarding next week's board meetings.	0.30	225.00
02/09/2013	Simon Dickson	Plan and Disclosure Statement: Update from J. Wauchope as to effective date.	0.30	234.00
03/09/2013	Thomas Berry	Plan and Disclosure Statement: Email to K. Medrano of GDC regarding draft board minutes.	0.20	85.00
03/09/2013	Thomas Berry	DIP Financing: Reviewing draft template resolutions produced yesterday and sending to Appleby for comment.	0.60	255.00
03/09/2013	James Wauchope	Plan and Disclosure Statement: Telecon with J. Graves regarding Topco securities disbursement arrangements.	0.50	375.00
03/09/2013	James Wauchope	Plan and Disclosure Statement: Preliminary consideration of drafting Topco launch resolutions.	0.50	375.00
03/09/2013	James Wauchope	Plan and Disclosure Statement: Reviewing multiple implementation and transaction agreements to be entered into by Topco for the purposes of drafting Topco resolutions.	3.00	2,250.00
03/09/2013	James Wauchope	Plan and Disclosure Statement: Further work drafting Topco launch resolutions.	0.80	600.00
03/09/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with V. Ruiz of GDC in relation to Cayman statutory limitation period.	0.10	75.00
03/09/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of email correspondence from GDC and attached transition and indemnification agreement (0.8); conversations with S. Dickson re limitation periods (0.5); attention to email correspondence with GDC re same (0.4); call with V. Ruiz (GDC) to discuss same (0.4); follow-up re same (0.1).	2.20	1,320.00
03/09/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with S. Thomas re indemnity and limitation issues.	0.50	390.00
03/09/2013	Fleur O'Driscoll	Fee Applications: Dealing with queries regarding the monthly statement (0.2) and email to T Forbes regarding the draft invoice for the monthly statement (0.1).	0.30	180.00
03/09/2013	Fleur O'Driscoll	Provisional Liquidation: Email to S Dickson regarding the JPLs' fee application (0.1). Discussion with S Dickson re same (0.1) and email to M Rosenthal (GDC) re same (0.1).	0.30	180.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07599
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 9 October 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
04/09/2013	Simon Thomas	Plan and Disclosure Statement: Attention to call with GDC (J. Van Name and J. O'Grady) re board agenda and comments on same (0.4); attention to further review of board agenda (0.3); conversations with J. Wauchope re same (0.6).	1.30	780.00
04/09/2013	Thomas Berry	DIP Financing: Discussion with R. De Basto and trainee and updating schedule of guarantors accordingly (1.2); discussion with trainee re deliverables (0.1); looking at dates of court searches as compared to company incorporation dates and considering with R. De Basto (0.3).	1.60	680.00
04/09/2013	James Wauchope	Plan and Disclosure Statement: Drafting amendments to new Topco articles.	0.80	600.00
04/09/2013	James Wauchope	Plan and Disclosure Statement: Drafting shareholder resolutions to adopt new Topco articles.	0.30	225.00
04/09/2013	James Wauchope	Plan and Disclosure Statement: Review of various draft implementation documents.	1.00	750.00
04/09/2013	James Wauchope	Plan and Disclosure Statement: Finalising draft Topco launch resolutions.	1.00	750.00
04/09/2013	James Wauchope	Plan and Disclosure Statement: Email to GDC team regarding Topco resolutions and outstanding issues.	0.30	225.00
04/09/2013	James Wauchope	Plan and Disclosure Statement: Review of draft agenda for next week's telephonic board meetings of Arcapita entities.	0.30	225.00
04/09/2013	James Wauchope	Plan and Disclosure Statement: Discussion with S. Thomas regarding the upcoming telephonic meetings.	0.30	225.00
04/09/2013	Timothy Dawson	Plan and Disclosure Statement: Merger document updates x 4 (2.0); emails GDC re document updates (0.2); telecons and emails Cayman registrar of companies re supporting document requirements (0.3).	2.50	1,500.00
04/09/2013	Nicholas Fox	Plan and Disclosure Statement: Discussing distribution issue with S Dickson.	0.20	130.00
04/09/2013	Simon Dickson	Plan and Disclosure Statement: Considering various issues re disposal of assets and liquidation.	2.00	1,560.00
04/09/2013	Simon Dickson	Plan and Disclosure Statement: Review of limitation issues and call to GDC re same.	0.50	390.00
04/09/2013	Richard De Basto	Plan and Disclosure Statement: Finalising corporate documents required to achieve exit.	2.20	1,760.00
04/09/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence from GDC and Paget Brown re registers showing post re-organisation ownership.	1.90	570.00
04/09/2013	Tracey Forbes	Plan and Disclosure Statement: Amending special resolutions regarding article and transfer provisions.	3.60	1,080.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07599
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 9 October 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
04/09/2013	Tracey Forbes	DIP Financing: Meeting with T. Berry and R. De Basto to discuss documents for exit facility.	0.30	90.00
04/09/2013	Tracey Forbes	DIP Financing: Meeting with T. Berry to further discuss documents for exit facility.	0.50	150.00
04/09/2013	Tracey Forbes	DIP Financing: Reviewing correspondence from Appleby re special resolutions to amend articles re transfer provisions.	0.40	120.00
04/09/2013	Fleur O'Driscoll	Fee Applications: Email to T Forbes regarding the next monthly statement and review of reply.	0.20	120.00
05/09/2013	Thomas Berry	DIP Financing: Discussing master schedule with R. De Basto and T. Forbes (0.3); circulating once completed review (2.0); instructing trainee to respond to Appleby email re form of Shareholder Resolutions (including updating Resolutions and breaking them out) (0.3).	2.60	1,105.00
05/09/2013	Robin Gibb	Case Administration: Reviewing GCG website for objections filed in relation to 13th Monthly Statement.	0.10	30.00
05/09/2013	Simon Thomas	Plan and Disclosure Statement: Attention to emails re indemnification provisions (0.1); conversation with J. Wauchope re same (0.1); call to V. Ruiz (GDC) to discuss same (0.2); attention to email correspondence from GDC re meeting agendas (0.1); reviewing agendas (0.3); conversations with J. Wauchope re same (0.5); conversations with J. Van Name and C. Babcock (GDC) re same (0.4); conversations with T. Forbes re share registers and Paget Brown (0.3).	2.00	1,200.00
05/09/2013	Timothy Dawson	Plan and disclosure statement: Conversations with J. Wauchope with regards to merger (0.2); emails K. Medrano of GDC with regards to same (0.1); emails P. Tricario of Paget Brown with regards to same (0.3).	0.60	360.00
05/09/2013	Tracey Forbes	DIP Financing: Discussion with T. Hylton regarding the deliverables to be received from Appleby and the litigation court searches for all guarantors.	0.70	210.00
05/09/2013	Tracey Forbes	Fee Applications: Reviewing and amending latest draft of August bill.	1.40	420.00
05/09/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence from GDC re revised share registers to be received from Paget-Brown.	0.20	60.00
05/09/2013	Tracey Forbes	Plan and Disclosure Statement: Drafting email to Paget Brown re revised registers for the intended share transfers.	0.30	90.00
05/09/2013	Tracey Forbes	Plan and Disclosure Statement: Discussing updated registers of members with S. Thomas and J. Wauchope.	0.20	60.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07599
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 9 October 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
05/09/2013	Tracey Forbes	Plan and Disclosure Statement: Telephone call to Paget Brown re updated registers of members.	0.20	60.00
05/09/2013	Tracey Forbes	Plan and Disclosure Statement: Amending and sending email to Paget Brown re revised registers for the intended share transfers.	0.20	60.00
05/09/2013	Tracey Forbes	DIP Financing: Reviewing and amending the special resolutions to amend articles.	1.10	330.00
05/09/2013	Tracey Forbes	DIP Financing: Reviewing the corporate records of the new exit guarantors.	1.50	450.00
05/09/2013	Tracey Forbes	DIP Financing: Reviewing master schedule of guarantors.	0.10	30.00
05/09/2013	Tracey Forbes	DIP Financing: Discussing with T. Berry revisions of special resolutions to amend articles.	0.40	120.00
05/09/2013	Simon Dickson	Plan and Disclosure Statement: Query re limitation and considering response.	0.40	312.00
05/09/2013	Simon Dickson	Plan and Disclosure Statement: Further email from GDC re limitation.	0.10	78.00
05/09/2013	James Wauchope	Plan and Disclosure Statement: Reviewing correspondence between GDC and MO regarding transition and indemnification agreement.	0.30	225.00
05/09/2013	James Wauchope	Plan and Disclosure Statement: Reviewing suggested board meeting agenda documents.	1.00	750.00
05/09/2013	James Wauchope	Plan and Disclosure Statement: Internal discussion with MO team regarding Monday's board meetings.	1.00	750.00
05/09/2013	Richard De Basto	Plan and Disclosure Statement: Finalising corporate documents required to achieve exit.	2.20	1,760.00
06/09/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence from GDC re amending board minutes approving restructuring implementation.	0.20	60.00
06/09/2013	Tracey Forbes	Plan and Disclosure Statement: Discussion with J. Wauchope re amending the board minutes approving the restructuring implementation.	0.10	30.00
06/09/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing latest version of AHKL board minutes approving restructuring implementation.	0.40	120.00
06/09/2013	Tracey Forbes	Plan and Disclosure Statement: Email to J. Wauchope re board minutes approving the restructuring implementation.	0.10	30.00
06/09/2013	Tracey Forbes	Plan and Disclosure Statement: Telephone call with Paget Brown re revised share registers for the intended transfers.	0.20	60.00
06/09/2013	Tracey Forbes	DIP Financing: Reviewing correspondence from Appleby re revised security questionnaire and schedule 9.	0.40	120.00
06/09/2013	Tracey Forbes	DIP Financing: Reviewing latest master guarantor schedule to amend details of shareholders.	0.50	150.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07599
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 9 October 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
06/09/2013	Simon Thomas	Plan and Disclosure Statement: Conversations with J. Wauchope and R. De Basto re LTCayCo board resolutions and merger of workstreams (0.6); attention to review of all LTCayCo board minutes (1.6); conversations with R. De Basto re same (0.3); call with J. Van Name to discuss same (0.4); attention to follow-up emails re same (0.1); conversation with R. De Basto re Milbank comments (0.1) and review of same (0.2); conversation with J. Wauchope re board meeting process (0.4).	3.70	2,220.00
06/09/2013	James Wauchope	Plan and Disclosure Statement: Further review of draft disbursing agent agreement and RTA.	0.80	600.00
06/09/2013	James Wauchope	Plan and Disclosure Statement: Email to J. Graves of GDC providing comments on disbursing agent agreement.	0.30	225.00
06/09/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with K. Medrano regarding revisions to board minutes.	0.30	225.00
06/09/2013	James Wauchope	Plan and Disclosure Statement: Preparing revised version of board minutes.	0.30	225.00
06/09/2013	James Wauchope	Plan and Disclosure Statement: Email to Walkers regarding treasury shares.	0.80	600.00
06/09/2013	James Wauchope	Plan and Disclosure Statement: Telecon with J. O'Grady of GDC discussing board approval processes.	0.50	375.00
06/09/2013	James Wauchope	Plan and Disclosure Statement: Internal discussion with MO team regarding board approval processes and mechanics.	1.00	750.00
06/09/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with K. Medrano regarding share registers.	0.30	225.00
06/09/2013	James Wauchope	Plan and Disclosure Statement: Discussion with T. Forbes regarding updating share registers.	0.30	225.00
06/09/2013	James Wauchope	Plan and Disclosure Statement: Telecon with M. Gibbons of GDC regarding authorised signatories.	0.30	225.00
06/09/2013	James Wauchope	Plan and Disclosure Statement: Emailing MO team regarding next week's closing procedures.	0.30	225.00
06/09/2013	Richard De Basto	Plan and Disclosure Statement: Finalising corporate documents required to achieve exit.	4.60	3,680.00
06/09/2013	Tracey Forbes	DIP Financing: Further amending special resolutions regarding articles.	0.30	90.00
06/09/2013	Tracey Forbes	Plan and Disclosure Statement: Drafting and sending email to Paget Brown re revised share registers for the intended share transfers.	0.20	60.00
06/09/2013	Tracey Forbes	DIP Financing: Discussion with R. De Basto re special resolutions.	0.50	150.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07599
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 9 October 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
06/09/2013	Tracey Forbes	Plan and Disclosure Statement: Drafting and sending email to GDC re distribution list for revised share registers for the intended share transfers.	0.30	90.00
06/09/2013	Tracey Forbes	Plan and Disclosure Statement: Call with Paget Brown re distribution list for revised share registers for intended share transfers.	0.20	60.00
06/09/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence from Paget Brown re distribution list for revised share registers for intended share transfers.	0.50	150.00
06/09/2013	Tracey Forbes	Plan and Disclosure Statement: Telephone call with Paget Brown re distribution list for updated share registers and annotations on updated registers.	0.20	60.00
06/09/2013	Tracey Forbes	DIP Financing: Further amending draft special resolutions to amend articles (1.2); creating blacklines of same (0.2).	1.40	420.00
06/09/2013	Tracey Forbes	DIP Financing: Drafting and sending email to Appleby attaching special resolutions to amend articles.	0.30	90.00
06/09/2013	Tracey Forbes	DIP Financing: Completing the special resolutions to amend articles in respect of the various categories of companies.	2.20	660.00
06/09/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Email to S Dickson regarding next steps.	0.10	60.00
06/09/2013	Fleur O'Driscoll	Fee Applications: Reviewing and amending the draft invoice for the 14th monthly statement.	0.60	360.00
08/09/2013	Tracey Forbes	Fee Applications: Reviewing and amending latest draft of August bill.	1.50	450.00
08/09/2013	Tracey Forbes	DIP Financing: Reviewing company registers received from Paget Brown reflecting post 17 September transfers.	1.20	360.00
08/09/2013	Tracey Forbes	DIP Financing: Amending special resolutions regarding articles.	0.60	180.00
08/09/2013	Tracey Forbes	DIP Financing: Discussion with R. De Basto re amendments to special resolutions amending articles.	0.10	30.00
08/09/2013	Tracey Forbes	DIP Financing: Drafting and sending email to Appleby attaching completed amended special resolutions.	0.50	150.00
08/09/2013	Tracey Forbes	DIP Financing: Reviewing deliverables (proxies, share transfers and mortgage notices) sent from Appleby to check and confirm interest holders.	3.20	960.00
08/09/2013	Tracey Forbes	DIP Financing: Reviewing emails from Appleby re comments on the Mortgage of Shares.	0.10	30.00
08/09/2013	Tracey Forbes	DIP Financing: Sending email to R. De Basto attaching comments on the deliverables (proxies, share transfers and mortgage notices) sent from Appleby.	0.40	120.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07599
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 9 October 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
08/09/2013	Richard De Basto	Plan and Disclosure Statement: Finalising corporate documents required to achieve exit.	2.40	1,920.00
09/09/2013	Simon Thomas	Plan and Disclosure Statement: Closing board meetings - final review of documents and e-mail correspondence and printing documents in preparation for board calls (1.1); attending first round of board meetings for implementation steps (1.3); attention to email correspondence with J. Wauchope re same (0.3); conversations with A. Bathgate and R. De Basto re meetings (0.4); preparation for final board call (0.4) and attending same (0.5); follow-up conversation with R. De Basto re same (0.2); conversation with A. Bathgate re outstanding issues (0.3).	4.50	2,700.00
09/09/2013	Adam Bathgate	Plan and Disclosure Statement: Attendance at board meetings approving restructuring implementation.	2.50	1,500.00
09/09/2013	Robin Gibb	Case Administration: Email in from F O'Driscoll and amending schedule of receipted monies.	0.10	30.00
09/09/2013	Timothy Dawson	Plan and Disclosure Statement: Attending K. Medrano emails with regards to the merger documentation (0.2); conversation with J. Wauchope with regards to same (0.1); reviewing Companies Law (0.1); conversation with R. De Basto with regards to same (0.1).	0.50	300.00
09/09/2013	Tracey Forbes	Fee Applications: Reviewing and amending draft August bill.	2.00	600.00
09/09/2013	Tracey Forbes	DIP Financing: Reviewing correspondence from Appleby re special resolutions to amend articles and updated schedule 9.	0.20	60.00
09/09/2013	Tracey Forbes	Fee Applications: Further reviewing and amending draft August bill.	2.00	600.00
09/09/2013	Richard De Basto	Plan and Disclosure Statement: Finalising corporate documents required to achieve exit.	5.80	4,640.00
09/09/2013	Richard De Basto	Plan and Disclosure Statement: Attending board meetings.	1.00	800.00
09/09/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Discussions with S Dickson regarding the winding up of AIHL and next steps (0.2). Email prepared and out to M Rosenthal re same (0.2). Review of replies from Alvarez and Marsal and Gibson Dunn re same (0.1).	0.50	300.00
09/09/2013	Fleur O'Driscoll	Provisional Liquidation: Emails to and from Campbells regarding the fee application (0.2)	0.20	120.00
10/09/2013	Tracey Forbes	Fee Applications: Continued review of draft August bill.	0.40	120.00
10/09/2013	Richard De Basto	Plan and Disclosure Statement: Call with Milbank and Appleby to finalise corporate documents required to achieve exit.	0.40	320.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07599
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 9 October 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
10/09/2013	Richard De Basto	Plan and Disclosure Statement: Finalising corporate documents required to achieve exit.	1.80	1,440.00
10/09/2013	Robin Gibb	Case Administration: Reviewing email in from F O'Driscoll (0.1). Comparing Alvarez and Marsal fee payment schedule against Mourant schedule (0.1) and email to Fleur O'Driscoll re same (0.1).	0.30	90.00
10/09/2013	Tracey Forbes	Fee Applications: Reviewing email from F. O'Driscoll re amendments to draft August bill (0.1); further amending draft August bill (0.9).	1.00	300.00
10/09/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of request for additional share transfer forms and resolutions from GDC (0.3) and response (0.2); drafting documents requested (1.0); related correspondence (0.5).	2.00	1,200.00
10/09/2013	Adam Bathgate	Plan and Disclosure Statement: Drafting legal opinion and director's certificate in relation to proposed licence to assign lease.	2.80	1,680.00
10/09/2013	Tracey Forbes	DIP Financing: Reviewing opinion master schedule to organize and arrange upcoming court search for legal opinion.	0.50	150.00
10/09/2013	Simon Dickson	Plan and Disclosure Statement: Review of spreadsheet and call with team re HSBC account.	0.80	624.00
10/09/2013	Simon Dickson	Plan and Disclosure Statement: Update from A Bathgate as to plan progress.	0.50	390.00
10/09/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of LTCayCo resolutions circulated by Milbank (0.4). Attention to e-mail to J. Van Name (GDC) re outstanding LTCayCo resolutions (0.3). Call with J. Van Name to discuss same (0.3). Attention to e-mail correspondence re opinion (0.1). Conversations with A. Bathgate and R. De Basto re same (0.4). Attention to e-mail correspondence re same (0.3). Attention to e-mails with J. Van Name re Articles (0.3).	2.10	1,260.00
10/09/2013	Fleur O'Driscoll	Fee Applications: Emails to and from T Forbes regarding the next monthly statement (0.4). Discussion with T Forbes re same (0.2). Further discussion with S Dickson re same (0.1).	0.70	420.00
10/09/2013	Fleur O'Driscoll	Case Administration: Review of email and attachments in from S Fuller re the escrow account (0.3). Review of spreadsheet setting out invoices and receipts (0.1). Discussions with S Dickson re same (0.3).	0.70	420.00
10/09/2013	Fleur O'Driscoll	Fee Applications: Detailed review of draft invoice for next monthly statement (3.1). Email to T Forbes regarding steps to be taken (0.1).	3.20	1,920.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07599
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 9 October 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
11/09/2013	Tracey Forbes	Fee Applications: Reviewing F. O'Driscoll's comments to draft August bill.	0.70	210.00
11/09/2013	Adam Bathgate	Plan and Disclosure Statement: Various correspondence regarding legal opinion (0.5); review and consideration of comments on opinion (0.5).	1.00	600.00
11/09/2013	Adam Bathgate	Plan and Disclosure Statement: Drafting board resolutions to approve licence to assign lease for Topco.	1.00	600.00
11/09/2013	Adam Bathgate	Plan and Disclosure Statement: Revising draft opinion and responding to specific issues raised.	2.20	1,320.00
11/09/2013	Adam Bathgate	Fee Applications: Reviewing invoice and amending time entries.	0.50	300.00
11/09/2013	Tracey Forbes	DIP Financing: Reviewing opinion master schedule in preparation for legal opinion court search (0.5); amending court search list of companies (0.5); discussing same with R. De Basto (0.1); amending and finalising court search list (0.5); reviewing matter file for updated court search forms (0.6).	2.20	660.00
11/09/2013	Tracey Forbes	DIP Financing: Further amending court search list for legal opinion (1.0); discussing certificates of good standing with R. De Basto (0.1); email to Paget Brown re certificates of good standing (0.3).	1.40	420.00
11/09/2013	Tracey Forbes	DIP Financing: Drafting and sending email to Paget Brown requesting certificates of good standing for companies in relation to legal opinion.	0.30	90.00
11/09/2013	Tracey Forbes	Fee Applications: Further reviewing and amending draft August bill (0.4); discussing amendments to draft bill with H. Edmunds (0.2).	0.60	180.00
11/09/2013	Timothy Dawson	Plan and Disclosure Statement: Emails GDC re executed merger documents (0.2); conversation with J. Wauchope re executed merger documents (0.2); review executed merger documents (0.5); summarise filing requirements for Paget Brown (0.5); email registrar of companies (0.1) re filing of merger documents; correspondence Paget Brown re filing confirmation (0.2).	1.70	1,020.00
11/09/2013	Simon Dickson	Plan and Disclosure Statement: Email to JPLs re HSBC account.	0.20	156.00
11/09/2013	Richard De Basto	Plan and Disclosure Statement: Amending our opinion on the sukuk and further review.	0.80	640.00
11/09/2013	Richard De Basto	Plan and Disclosure Statement: Finalising corporate documents required for us to give opinion on the sukuk.	2.30	1,840.00
11/09/2013	Richard De Basto	Plan and Disclosure Statement: Compiling condition precedent documents for Exit Facility.	2.60	2,080.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07599
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 9 October 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
11/09/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing opinion to be issued in relation to a UK property lease.	0.70	560.00
11/09/2013	Fleur O'Driscoll	Fee Applications: Dealing with queries/amendments to invoice for monthly statement.	0.40	240.00
12/09/2013	Simon Dickson	Plan and Disclosure Statement: Attend Court with JPLs for fee application.	1.00	780.00
12/09/2013	Simon Dickson	Plan and Disclosure Statement: Email re HSBC account.	0.10	78.00
12/09/2013	Adam Bathgate	Plan and Disclosure Statement: Correspondence Paget Brown and K. Medrano of GDC regarding updated schedule of proposed share transfers.	0.10	60.00
12/09/2013	Adam Bathgate	Plan and Disclosure Statement: Reviewing and considering final comments on legal opinion (0.3); revising legal opinion (0.6); related correspondence with J. Emly of GDC (0.3).	1.20	720.00
12/09/2013	Adam Bathgate	Plan and Disclosure Statement: Drafting additional board resolutions regarding contribution and subscription agreement.	0.80	480.00
12/09/2013	Simon Thomas	Plan and Disclosure Statement: Conversation with T. Dawson re merger.	0.20	120.00
12/09/2013	Tracey Forbes	DIP Financing: Reviewing email from Paget Brown re good standing certificates in relation to legal opinion (0.2); reviewing and amending master schedule of companies (2.0); reviewing corporate records for exit guarantors (2.7).	4.90	1,470.00
12/09/2013	Timothy Dawson	Plan and Disclosure Statement: Email to P. Tricario in respect of merger filing (0.5); correspondence with Paget Brown and GDC following merger confirmation (0.3); conversation R. De Basto confirming merger completion steps (0.2).	1.00	600.00
12/09/2013	Richard De Basto	Plan and Disclosure Statement: Review and sending comments to Appleby on Cayman security documents.	1.30	1,040.00
12/09/2013	Richard De Basto	Plan and Disclosure Statement: Preparing documents required to issue the sukuk opinion.	1.70	1,360.00
12/09/2013	Richard De Basto	Plan and Disclosure Statement: Preparing deliverables under the Cayman security document.	1.80	1,440.00
13/09/2013	Tracey Forbes	DIP Financing: Reviewing certificates of good standing for exit guarantors.	0.40	120.00
13/09/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call J. Emly of GDC re legal opinion (0.2); telephone call J. Graves of GDC re execution of resolutions and certificate (0.2); instructing T. Forbes re ancillary documents and court search (0.3); finalising draft opinion and related correspondence J Emly of GDC (0.5).	1.20	720.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07599
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 9 October 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
13/09/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call J. Weisser of GDC re possible guarantee to be given by Mudareb and legal opinion.	0.40	240.00
13/09/2013	Adam Bathgate	Plan and Disclosure Statement: Correspondence with GDC re changes of Topco board (0.2); follow-up telephone call with J. O'Grady (0.2); reviewing draft board minutes (0.3); updating directors' certificate (0.3); follow-up correspondence and telephone calls with J. O'Grady and M. Gibbons (0.3).	1.30	780.00
13/09/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call GDC regarding opinion on guarantee to be given by Mudareb.	0.50	300.00
13/09/2013	Adam Bathgate	Plan and Disclosure Statement: Correspondence Paget Brown re adoption of amended Topco articles and changes to Topco board.	0.30	180.00
13/09/2013	Adam Bathgate	Plan and Disclosure Statement: Drafting legal opinion, director certificate and board resolutions in relation to guarantee.	3.10	1,860.00
13/09/2013	Simon Thomas	Plan and Disclosure Statement: Attention to email correspondence re registers (0.2); conversations with A. Bathgate re same (0.2).	0.40	240.00
13/09/2013	Richard De Basto	Plan and Disclosure Statement: Preparing conditions precedent documents for Exit Facility.	6.80	5,440.00
13/09/2013	Richard De Basto	Plan and Disclosure Statement: Collating supporting documents to issue our opinion on the Exit Facility.	3.20	2,560.00
13/09/2013	Richard De Basto	Plan and Disclosure Statement: Compilation of all documents needed to issue our opinion on the sukuk.	1.90	1,520.00
13/09/2013	Richard De Basto	Plan and Disclosure Statement: Issuing (in escrow) our opinion on the sukuk.	0.70	560.00
13/09/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence from Paget Brown re updated registers.	0.10	30.00
13/09/2013	Tracey Forbes	Plan and Disclosure Statement: Discussing legal opinion with A. Bathgate (0.2); telephone call with GDC re execution of director certificates and resolutions in relation to legal opinion (0.3); emailing final versions of director certificates and resolutions to GDC (0.4).	0.90	270.00
13/09/2013	Tracey Forbes	DIP Financing: Reviewing court search form for legal opinion (0.2) and amending same (0.1).	0.30	90.00
13/09/2013	Tracey Forbes	DIP Financing: Reviewing and amending opinion master schedule of guarantors.	2.10	630.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07599
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 9 October 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
13/09/2013	Tracey Forbes	DIP Financing: Preparing director certificate packs for all existing Cayman Guarantors and all new Cayman Guarantors by compiling all supporting documents to issue our opinion on the Exit Facility(7.4); emailing certificates of good standing to Appleby (0.3).	7.70	2,310.00
13/09/2013	Fleur O'Driscoll	Fee Applications: Review and amendments to the draft invoice for monthly statement.	1.50	900.00
14/09/2013	Adam Bathgate	Plan and Disclosure Statement: Correspondence Paget Brown and GDC regarding changes to directors of RA entities.	0.30	180.00
15/09/2013	Adam Bathgate	Plan and Disclosure Statement: Various correspondence with GDC and Paget Brown in preparation for closing tomorrow.	0.80	480.00
15/09/2013	Adam Bathgate	Plan and Disclosure Statement: Various correspondence GDC regarding issue of legal opinion (0.4); finalising opinion (0.2); review of executed opinion documents held in escrow (0.4).	1.00	600.00
15/09/2013	Richard De Basto	Plan and Disclosure Statement: Compiling documents required to issue our opinions and condition precedent documents.	2.30	1,840.00
16/09/2013	Adam Bathgate	Plan and Disclosure Statement: Attendance at closing call (0.6) and related preparation (1.4); various correspondence with Paget Brown re filings and updates to registers (0.5); various correspondence K Medrano of GDC re same issues (0.5); telephone calls Paget Brown and GDC re updates to registers (0.5); review of updated registers (0.5); conversation S Thomas re timing of share transfers (0.4); further telephone calls K Medrano and M Gibbons of GDC re Cayman closing mechanics (0.6).	5.00	3,000.00
16/09/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of Kaye Scholer comments on opinion (0.4); discussion R. De Basto re same (0.2); revising opinion (0.4) and detailed response to certain points raised (0.6).	1.60	960.00
16/09/2013	Robin Gibb	Case Administration: Review of first Chapter 11 Order (0.1) and email to D Levin to confirm all entities listed (0.1). Review email in from D Levin, responding and email to F O'Driscoll (0.1).	0.30	90.00
16/09/2013	Tracey Forbes	Fee Applications: Reviewing latest draft of August bill.	1.40	420.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07599
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 9 October 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
16/09/2013	Tracey Forbes	DIP Financing: Reviewing emails from Paget Brown re post restructuring registers of members, registers of mortgages and charges, and registers of directors in relation to share transfers (1.0); reviewing emails from Appleby re updated closing checklist reflecting all deliverables received to date (0.2); discussing same with T. Hylton (0.1).	1.30	390.00
16/09/2013	Tracey Forbes	Plan and Disclosure Statement: Telecon with Milbank, GDC and Arcapita re exit financing deliverables (0.3); discussing same with T. Hylton, J. Wauchope, R. De Basto, A. Bathgate and S. Thomas (0.1).	0.40	120.00
16/09/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing emails from Appleby re Cayman deliverables.	0.20	60.00
16/09/2013	Simon Thomas	Plan and Disclosure Statement: Preparation for UCC board call (0.6); attention to preliminary call (0.5); conversation with A. Bathgate share transfer timing (0.4); reviewing registers of members re share transfers (0.6); conversations with J. Wauchope re filing of resolutions and Articles (0.5); call with S. Coleman (Paget Brown) re same (0.3); attention to drafting sample template resolution for filing (0.5); conversation with J. Wauchope re LTCayCo share transfers (0.3); email correspondence with Paget Brown re filings (0.4); attending UCC sign-off call (0.4); conversations with A. Bathgate re same (0.4); call with J. Van Name re transaction holdcos and Cayman filing requirements (0.4).	5.30	3,180.00
16/09/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing emails from Paget Brown, GDC and Appleby re annotated registers of members relating to share transfers.	0.10	30.00
16/09/2013	James Wauchope	Plan and Disclosure Statement: Preparation and attendance of preliminary closing call.	1.00	750.00
16/09/2013	James Wauchope	Plan and Disclosure Statement: Telecon with S. Coleman regarding closing mechanics.	0.30	225.00
16/09/2013	James Wauchope	Plan and Disclosure Statement: Considering and advising GDC as to share registrations to implement restructuring.	0.80	600.00
16/09/2013	James Wauchope	Plan and Disclosure Statement: Participating in closing call for release of signed documents.	0.50	375.00
16/09/2013	Tracy Hylton	Fee Applications: Attention to comments on August bill and amending relevant entries (0.3); further reviewing all time entries and making final comments (2.3).	2.60	910.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07599
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 9 October 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
16/09/2013	Tracy Hylton	Plan and Disclosure Statement: Brief update from R. De Basto (0.1) and email to Appleby requesting confirmation in respect to Closing Deliverables (0.2).	0.30	105.00
16/09/2013	Tracy Hylton	DIP Financing: Attention to email from Appleby in respect to latest closing deliverables checklist (0.1); review of closing deliverables checklist (0.1); discussing Appleby's email and latest closing deliverables checklist with R. De Basto and T. Forbes (0.1); attending closing call with MO team & GDC teams (0.3); preparing emails to Paget Brown outlining outstanding closing deliverables and requesting requisite documents be forwarded to Appleby (0.5); preparing email to Paget Brown in respect to change in composition of board of all obligors (0.2); attention to emails (1.3) and calls with Paget Brown in respect to closing deliverables and register of directors (0.2); providing Appleby with copies of requested certificates of incorporation on matter file (0.4); attention to email from GDC in respect to executed versions of amended organisational documents for certain obligors (0.1) and emailing same to GDC (0.2); attention to emails from Paget Brown, Appleby and GDC in respect to closing deliverables (0.5) and checking off documents delivered (0.4).	4.40	1,540.00
16/09/2013	Richard De Basto	Plan and Disclosure Statement: Additional call with GDC, L&W, Milbank and Appleby to go through condition precedent checklist.	0.40	320.00
16/09/2013	Richard De Basto	Plan and Disclosure Statement: Further call with GDC, L&W, Milbank and Appleby to go through condition precedent checklist.	0.60	480.00
16/09/2013	Richard De Basto	Plan and Disclosure Statement: Call with GDC, L&W, Milbank and Appleby to go through condition precedent checklist.	0.40	320.00
16/09/2013	Richard De Basto	Plan and Disclosure Statement: Attending all party completion call.	0.30	240.00
16/09/2013	Richard De Basto	Plan and Disclosure Statement: Call with GDC, L&W, Milbank and Appleby to go through condition precedent checklist.	0.40	320.00
16/09/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing executed sukuk documents and issuing out sukuk opinion.	0.40	320.00
16/09/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing executed Exit Facility documents and issuing out Exit Facility opinion.	0.50	400.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07599
Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Arrangement Invoice Date: 9 October 2013

Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
16/09/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing final draft of Cayman security document.	0.70	560.00
16/09/2013	Richard De Basto	Plan and Disclosure Statement: Compiling condition precedent documents.	3.90	3,120.00
16/09/2013	Richard De Basto	Plan and Disclosure Statement: Compiling documentation required to issue the Exit Facility opinion.	3.80	3,040.00
16/09/2013	Richard De Basto	Plan and Disclosure Statement: Liaising with registered office of Cayman obligors to ensure condition precedent documents are provided and are correct.	1.30	1,040.00
16/09/2013	Richard De Basto	Plan and Disclosure Statement: Finalising the Exit Facility opinion.	0.40	320.00
16/09/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Dealing with query from R de Basto regarding chapter 11 (0.4). Emails to and from R Gibb re same (0.2).	0.60	360.00
16/09/2013	Fleur O'Driscoll	Fee Applications: Dealing with queries regarding the upcoming monthly statement (0.4) and review of draft invoice for monthly statement (0.4).	0.80	480.00
17/09/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call J. Emly of GDC re Topco legal opinion.	0.30	180.00
17/09/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of further K Scholer comments on legal opinion. Revising opinion and response.	2.20	1,320.00
17/09/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing emails from Paget Brown re annotated registers of members and directors in respect to new guarantors (0.1); reviewing emails from Appleby re fully executed versions of the Cayman share mortgage and debenture (0.1).	0.20	60.00
17/09/2013	Simon Thomas	Plan and Disclosure Statement: Conversations with J. Wauchope re Effective Date, outstanding items and implications (0.4); attention to email correspondence with Paget Brown re documentation (0.2); call with J. Van Name (GDC) to discuss timing (0.4); follow-up conversations with R. De Basto and T. Hylton (0.3) and J. Wauchope (0.6) re same.	1.90	1,140.00
17/09/2013	Tracy Hylton	Fee Applications: Final review of August bill and providing same to F. O'Driscoll along with all marked-up drafts.	1.10	385.00
17/09/2013	Simon Dickson	Plan and Disclosure Statement: Various updates re effective date and closing.	1.00	780.00
17/09/2013	James Wauchope	Plan and Disclosure Statement: Discussion with R. De Basto as to closing procedures.	0.30	225.00
17/09/2013	Tracy Hylton	DIP Financing: Attention to collating all Arcapita director certificates and corporate records.	3.00	1,050.00

Client Name: Arcapita Bank B.S.C. Invoice Number: 300-07599
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Time Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
17/09/2013	Fleur O'Driscoll	Fee Applications: Review of email in from D Levin regarding compensation procedures (0.2).	0.20	120.00
17/09/2013	Fleur O'Driscoll	Fee Applications: Review and amendments to the draft invoice for the monthly statement.	1.20	720.00
Total			252.30	145,917.00

Client Name:	Arcapita Bank B.S.C.	Invoice Number:	300-07599
Matter Name:	Arcapita Bank B.S.C. (c) - Scheme of Arrangement	Invoice Date:	9 October 2013

Summary of Outstanding Debtor Balances

Invoice Date	Invoice Number	Original Amount	Outstanding Amount
17 Dec 2012	300-05849	86,977.34	17,279.70
18 Jan 2013	300-06000	274,071.52	54,521.20
31 Jan 2013	300-06225	116,908.39	23,335.60
12 Mar 2013	300-06357	20,992.64	4,196.40
16 Apr 2013	300-06469	29,218.40	2,381.80
22 May 2013	300-06756	147,052.37	29,232.00
19 Jun 2013	300-06925	348,033.39	68,294.60
08 Jul 2013	300-07079	198,848.01	39,345.80
19 Aug 2013	300-07260	89,450.15	17,878.60
19 Sep 2013	300-07434	269,941.44	269,941.44

Exhibit F

Itemization of Expenses Incurred
During the Fourth Interim Compensation Period

<u>DISBURSEMENT TYPE</u>	<u>DETAILS</u>	<u>AMOUNT (\$)</u>
Advertising Fees	15 May 2013 – Advertisement of 31 May 2013 Court hearing in Caymanian Compass newspaper	146.34
Corporate Services	Professional fees and Cayman Islands Government charges in relation to incorporation of Sukuk Issuer entity	6,088.72
Courier costs	15 May 2013	12.20
	15 May 2013	12.20
	27 May 2013	12.20
	28 May 2013	12.20
	28 May 2013	12.20
	28 May 2013	12.20
	28 May 2013	12.20
	28 May 2013	12.20
	28 May 2013	12.20
	29 May 2013	12.20
	30 May 2013	12.20
	30 May 2013	12.20
	30 May 2013	12.20
	30 May 2013	12.20
	30 May 2013	12.20
	30 May 2013	6.10
	13 June 2013	10.00
	30 June 2013	12.20
	20 September 2013- DHL Courier	44.81
	20 September 2013 - DHL Courier	52.31
Court Fees	30 May 2013 – Search of Grand Court unreported judgments register	24.39
	13 June 2013 – Search of Grand Court Originating Process Registers	24.39
	24 June 2013 – Payment for transcription services for hearing on 31 May 2013	1,100.89
	6 August 2013 – Search of Grand Court Originating Process Registers	24.39
	7 August 2013 – Search of Grand Court Originating Process Registers	24.39
	9 August 2013 – Search of Grand Court Originating Process Registers	24.39
	13 August 2013 – Search of Grand Court Originating Process Registers	24.39

	13 September 2013 – Search of Grand Court Originating Process Registers	24.39
In-house Printing and Duplication	Between 1 April 2013 and 30 April 2013	775.20
	Between 1 May 2013 and 31 May 2013	3,696.80
	Between 1 June 2013 and 30 June 2013	836.30
	Between 1 July 2013 and 31 July 2013	30.10
	Between 1 August 2013 and 31 August 2013	499.40
	Between 1 September 2013 and 17 September 2013	498.80
Library Publications ¹	10 June 2013	63.62
Meals	Working Lunch ² - 30 May 2013	145.85
Taxi Fees	14 June 2013	34.76
Telephone Costs	18 April 2013	17.57
	22 April 2013	19.67
	23 April 2013	15.77
	26 April 2013	37.68
	29 April 2013	13.51
	30 April 2013	0.39
	30 April 2013	12.58
	6 May 2013	11.68
	6 May 2013	10.03
	9 May 2013	9.68
	10 May 2013	0.21
	14 May 2013	17.89
	17 May 2013	0.16
	21 May 2013	18.95
	23 May 2013	0.29
	23 May 2013	12.15
	24 May 2013	0.11
	30 May 2013	0.28
	31 May 2013	5.78
	31 May 2013	8.1
	31 May 2013	6.51
	3 June 2013	0.30
	3 June 2013	21.77
	10 June 2013	8.09
	11 June 2013	0.09
	11 June 2013	2.03
	20 June 2013	0.49

¹ Library publication costs over the fees charged by third party service providers in locating and providing copies of cases relevant to this matter.

² Mourant Ozannes has only sought reimbursement for meals at which their attorneys and other professionals are participating in a necessary meeting. On 30 May 2013, representatives of Mourant Ozannes, Gibson Dunn & Crutcher, Arcapita, Alvarez & Marsal, Zolfo Cooper and Campbells attended a lengthy meeting to discuss various issues arising in this case. During the course of the meeting lunch was served and reimbursement of the costs is now sought.

	28 June 2013	4.08
	8 July 2013	8.99
	16 July 2013	4.34
	17 July 2013	13.49
	19 July 2013	0.23
	1 August 2013	0.31
	2 August 2013	12.85
	6 August 2013	19.16
	7 August 2013	12.02
	20 August 2013	11.04
	27 August 2013	0.41
	29 August 2013	5.25
	30 August 2013	8.94
	02 September 2013	11.38
	03 September 2013	7.74
	06 September 2013	0.13
	06 September 2013	4.18
	06 September 2013	1.56
	10 September 2013	6.62
	11 September 2013	2.49
	12 September 2013	3.47
	13 September 2013	0.14
	13 September 2013	5.23
	13 September 2013	1.49
	13 September 2013	0.09
	13 September 2013	0.17
	13 September 2013	0.19
	16 September 2013	6.90
	16 September 2013	0.23
	16 September 2013	5.25
	16 September 2013	7.26
Work Permit Fees	7 May 2013 – Permit fee for Antony Zacaroli QC	2,280.49
TOTAL:		<u>17,069.41</u>