

GIBSON, DUNN & CRUTCHER LLP

Michael A. Rosenthal (MR-7006)
Craig H. Millet (admitted *pro hac vice*)
Jeremy L. Graves (admitted *pro hac vice*)
200 Park Avenue
New York, New York 10166-0193
Telephone: (212) 351-4000
Facsimile: (212) 351-4035

Attorneys for Reorganized Arcapita Bank B.S.C.(c) and
Debtor Falcon Gas Storage Company, Inc.

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

	x	
-----	:	
IN RE:	:	Chapter 11
	:	
ARCAPITA BANK B.S.C.(c), et al.,	:	Case No. 12-11076 (SHL)
	:	
Reorganized Debtors.¹	:	Jointly Administered
	:	
	x	

**TWENTIETH MONTHLY STATEMENT OF GIBSON, DUNN
& CRUTCHER LLP OF FEES FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED ON BEHALF OF
FALCON GAS STORAGE COMPANY, INC. FOR THE PERIOD
OF NOVEMBER 1, 2013 THROUGH NOVEMBER 30, 2013**

Gibson, Dunn & Crutcher LLP (“*Gibson Dunn*”), attorneys for Arcapita Bank B.S.C.(c) and certain of their affiliates (each, a “*Debtor*” and collectively, the “*Debtors*”), hereby submits this statement of fees and disbursements (a “*Monthly Statement*”) incurred on behalf of Debtor Falcon Gas Storage Company, Inc. (“*Falcon*”) during the period from November 1, 2013 through November 30, 2013 (the “*Compensation Period*”), in accordance with the Order Granting Debtors’ Motion for Order Establishing Procedures for Interim Compensation and

¹ The chapter 11 case captioned *In re Falcon Gas Storage Company, Inc.*, No. 12-11790 (Bankr. S.D.N.Y.) is being administered jointly with the other above-captioned cases, but no plan has been confirmed in that case.

Reimbursement of Expenses for Professionals and Committee Members [Docket No. 159] (the “*Interim Compensation Order*”).

FEES FOR SERVICES RENDERED DURING THE COMPENSATION PERIOD

1. Set forth below is a list of the positions of the Gibson Dunn professionals and legal assistants who provided services to Falcon during the Compensation Period, their respective billing rates, and the aggregate hours spent by each professional and legal assistant in providing services for Falcon during the Compensation Period.

<u>NAME</u>	<u>POSITION</u>	<u>YEAR ADMITTED TO BAR</u>	<u>DATE OF INITIAL EMPLOYMENT</u>	<u>HOURS</u>	<u>RATE(\$)</u>	<u>AMOUNT(\$)</u>
Michael A. Rosenthal	Partner – Bankr.	TX – 1985 NY – 2009	11/27/1989	3.30	1,090	3,597.00
Jeremy Lee Graves	Assoc. – Bankr.	TX – 2007	10/06/2008	.10	665	66.50
Brian Kim	Assoc. - Corp.	NY – 2010	11/30/2009	4.80	695	3,336.00
Douglas G. Levin	Assoc. – Bankr.	CA – 2009	05/12/2008	8.70	580	5,046.00
Duke K. Amponsah	Legal Asst.	n/a	n/a	11.70	365	4,270.50
SUB TOTAL:				28.60		16,316.00
TOTAL FEES REQUESTED						<u>16,316.00</u>

Bankr. = Business Restructuring and Reorganization Practice Group
Corp. = Corporate Practice Group

2. The rates charged by Gibson Dunn for services rendered to Falcon are the same rates that it charges generally for professional services rendered to its non-bankruptcy clients. A complete itemization of tasks performed by these professionals and paraprofessionals for the Compensation Period is annexed hereto as **Exhibit A**.

EXPENSES INCURRED DURING THE COMPENSATION PERIOD

3. There were no expenses incurred during this time period.

NOTICE

4. No trustee or examiner has been appointed in the Chapter 11 Cases. Pursuant to the Interim Compensation Order, the Debtors have provided notice of filing of this statement by electronic mail and/or overnight mail to: (i) the Office of the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, New York 10004 (Attn: Richard Morrissey, Esq.); (ii) the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis Dunne, Esq. and Evan Fleck, Esq.); and (iii) all parties listed on the Master Service List established in these Chapter 11 Cases. Additionally, a copy of this statement will be delivered to PIRINATE Consulting Group, LLC (Attn: Eugene I. Davis) on behalf of the Reorganized Debtors. A copy of the statement is also available on the website of the Debtors' notice and claims agent, GCG, at www.gcginc.com/cases/arcapita.

Dated: New York, New York
December 11, 2013

Respectfully submitted,

/s/ Michael A. Rosenthal
Michael A. Rosenthal (MR-7006)
Craig H. Millet (admitted *pro hac vice*)
Jeremy L. Graves (admitted *pro hac vice*)
GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, New York 10166-0193
Telephone: (212) 351-4000
Facsimile: (212) 351-4035

ATTORNEYS FOR REORGANIZED
ARCAPITA BANK B.S.C.(C) AND DEBTOR
FALCON GAS STORAGE COMPANY, INC.

EXHIBIT A

Time Records for the Compensation Period

GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, New York 10166-0193
Federal Taxpayer ID #95-1611234

December 10, 2013

Invoice No. 2013122777

Henry A. Thompson
 Arcapita Bank BSC
 P.O. Box 1406
 Manama, Bahrain

For Services Rendered and Costs/Charges Advanced Through November 30, 2013

	Services Rendered	Costs/ Charges	Totals
30561-00128 Falcon	\$ 16,316.00	\$ 0.00	\$ 16,316.00
Totals	\$ 16,316.00	\$ 0.00	\$ 16,316.00

Current Balance Due \$ 16,316.00

PREVIOUS INVOICE STATEMENT BALANCES OUTSTANDING:

<u>Matter</u>	<u>Invoice Date</u>	<u>Invoice No.</u>	<u>Services</u>	<u>Costs</u>	<u>Balance Due</u>
30561-00128	12/10/12	2012122086	\$ 3,628.97	\$ 0.00	\$ 3,628.97
30561-00128	01/15/13	2013011475	14,178.70	0.00	14,178.70
30561-00128	02/19/13	2013021683	19,389.30	0.00	19,389.30
30561-00128	03/14/13	2013031559	2,411.80	0.00	2,411.80
30561-00128	04/08/13	2013041035	4,763.75	0.00	4,763.75
30561-00128	05/20/13	2013052447	5,740.16	0.00	5,740.16
30561-00128	06/19/13	2013062050	20,993.20	0.00	20,993.20

Remit By Wire To:

Wells Fargo Bank
 333 South Grand Avenue
 Los Angeles, CA 90071-1515
 Name of account: Gibson, Dunn & Crutcher LLP
 Account No: 4600-146039
 ABA No: 121000248
 Attn: Mario Prego, Telephone: (213) 229-7253
Please include the client number and the proper attorney to notify in the wire instructions.

Remit By Mail To:

Gibson, Dunn & Crutcher LLP
 PO Box 840723
 Los Angeles, CA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

For assistance with your account, please contact us at 213-229-7333 or cbilling@gibsondunn.com.

Invoice Date: December 10, 2013

Invoice No. 2013122777

Due and Payable Upon Receipt

<u>Matter</u>	<u>Invoice Date</u>	<u>Invoice No.</u>	<u>Services</u>	<u>Costs</u>	<u>Balance Due</u>
30561-00128	07/16/13	2013071772	11,108.60	0.00	11,108.60
30561-00128	08/16/13	2013081852	1,913.10	0.00	1,913.10
30561-00128	09/16/13	2013092917	3,905.10	0.00	3,905.10
30561-00128	10/04/13	2013101637	4,488.50	0.00	4,488.50
30561-00128	11/14/13	2013111149	20,978.50	494.10	<u>21,472.60</u>

PREVIOUS BALANCE DUE \$ 113,993.78

TOTAL OUTSTANDING BALANCE DUE \$ 130,309.78

GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, New York 10166-0193

Federal Taxpayer ID #95-1611234

December 10, 2013

Invoice No. 2013122777

REMITTANCE COPY

To ensure proper crediting, please send this copy in the enclosed envelope.

Henry A. Thompson
 Arcapita Bank BSC
 P.O. Box 1406
 Manama, Bahrain

For Services Rendered and Costs/Charges Advanced Through November 30, 2013

		Services Rendered	Costs/ Charges	Totals
30561-00128	Falcon	\$ 16,316.00	\$ 0.00	\$ 16,316.00
Totals		\$ 16,316.00	\$ 0.00	\$ 16,316.00
Current Balance Due				\$ 16,316.00

PREVIOUS INVOICE STATEMENT BALANCES OUTSTANDING:

<u>Matter</u>	<u>Invoice Date</u>	<u>Invoice No.</u>	<u>Services</u>	<u>Costs</u>	<u>Balance Due</u>
30561-00128	12/10/12	2012122086	\$ 3,628.97	\$ 0.00	\$ 3,628.97
30561-00128	01/15/13	2013011475	14,178.70	0.00	14,178.70
30561-00128	02/19/13	2013021683	19,389.30	0.00	19,389.30
30561-00128	03/14/13	2013031559	2,411.80	0.00	2,411.80
30561-00128	04/08/13	2013041035	4,763.75	0.00	4,763.75

Remit By Wire To:

Wells Fargo Bank
 333 South Grand Avenue
 Los Angeles, CA 90071-1515
 Name of account: Gibson, Dunn & Crutcher LLP
 Account No: 4600-146039
 ABA No: 121000248
 Attn: Mario Prego, Telephone: (213) 229-7253
Please include the client number and the proper attorney to notify in the wire instructions.

Remit By Mail To:

Gibson, Dunn & Crutcher LLP
 PO Box 840723
 Los Angeles, CA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

For assistance with your account, please contact us at 213-229-7333 or cbilling@gibsondunn.com.

Invoice Date: December 10, 2013

Invoice No. 2013122777

Due and Payable Upon Receipt

<u>Matter</u>	<u>Invoice Date</u>	<u>Invoice No.</u>	<u>Services</u>	<u>Costs</u>	<u>Balance Due</u>
30561-00128	05/20/13	2013052447	5,740.16	0.00	5,740.16
30561-00128	06/19/13	2013062050	20,993.20	0.00	20,993.20
30561-00128	07/16/13	2013071772	11,108.60	0.00	11,108.60
30561-00128	08/16/13	2013081852	1,913.10	0.00	1,913.10
30561-00128	09/16/13	2013092917	3,905.10	0.00	3,905.10
30561-00128	10/04/13	2013101637	4,488.50	0.00	4,488.50
30561-00128	11/14/13	2013111149	20,978.50	494.10	<u>21,472.60</u>
PREVIOUS BALANCE DUE					<u>\$ 113,993.78</u>
TOTAL OUTSTANDING BALANCE DUE					<u>\$ 130,309.78</u>

Henry A. Thompson
Arcapita Bank BSC
P.O. Box 1406
Manama, Bahrain

FALCON
30561-00128

For Services Rendered Through November 30, 2013

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MICHAEL A. ROSENTHAL	3.30	\$1,090.00	\$ 3,597.00
JEREMY L. GRAVES	0.10	665.00	66.50
DOUGLAS G. LEVIN	8.70	580.00	5,046.00
BRIAN J. KIM	4.80	695.00	3,336.00
DUKE K. AMPONSAH	11.70	365.00	<u>4,270.50</u>

Total Services \$ 16,316.00

Total Services, Costs/Charges 16,316.00

BALANCE DUE \$ 16,316.00

FALCON
30561-00128

Detail Services:

11/05/13			
1.00	LEVIN, DOUGLAS G	CORRESPONDENCES WITH L. MITCHELL (KING & SPALDING) RE RETENTION OF MUSE STANCIL AND COMMENTS TO DRAFT ENGAGEMENT LETTER (.2); REVIEW AND PROVIDE COMMENTS ON SAME DRAFT ENGAGEMENT LETTER, INCLUDING REVIEW OF COMPARABLE ENGAGEMENT LETTERS APPROVED BY THE COURT FOR OTHER PROFESSIONALS (.4); COORDINATE CREATION OF MONTHLY FEE STATEMENT, INCLUDING REVIEW OF PRE-BILL FOR POTENTIAL REDACTIONS (.4).	
2.20	KIM, BRIAN J	REVIEW ARCAPITA DOCKET FOR STATUS OF OBJECTIONS TO CLAIMS HANDLED BY MILBANK (1.0). DRAFT NOTICE OF ADJOURNMENT RE: REMAINING CLAIMS HANDLED BY GDC ON BEHALF OF ARCAPITA AND FALCON (1.0). EMAIL TO C. MILLET RE: NOTICE OF ADJOURNMENT (0.2).	
2.70	AMPONSAH, DUKE K	REVISE PREBILL.	
11/06/13			
0.30	LEVIN, DOUGLAS G	EDIT MONTHLY FEE STATEMENT (.1); CORRESPONDENCES WITH D. AMPONSAH AND M. WOLFE RE SAME (.1); CORRESPONDENCE WITH L. MITCHELL RE MUSE STANCIL ENGAGEMENT LETTER (.1).	
3.40	AMPONSAH, DUKE K	PREPARE DRAFT OF OCTOBER 2013 GDC MONTHLY FEE STATEMENT.	
11/07/13			
0.10	LEVIN, DOUGLAS G	CORRESPONDENCES WITH L. MITCHELL (KING & SPALDING) RE COMMENTS TO DRAFT MUSE STANCIL ENGAGEMENT LETTER.	
0.50	KIM, BRIAN J	ATTENTION TO FILING OF NOTICE OF ADJOURNMENT OF PENDING CLAIMS OBJECTIONS.	

0.90	AMPONSAH, DUKE K	PREPARE AND FILE NOTICE OF ADJOURNMENT RE: PROOFS OF CLAIM(.4); COORDINATE SERVICE WITH GGC RE: SAME(.3); CONFER WITH B. KIM RE:SAME(.2).
11/08/13		
0.10	GRAVES, JEREMY L	EMAILS WITH D. LEVIN REGARDING FALCON RETENTION OF MUSE STENCIL.
0.90	LEVIN, DOUGLAS G	EDIT DRAFT ENGAGEMENT LETTER PROVIDED BY MUSE STENCIL, INCLUDING REVIEW OF COMPARABLE ENGAGEMENT LETTERS AND INCORPORATING BANKRUPTCY-SPECIFIC PROVISIONS (.5); CORRESPONDENCES WITH L. MITCHELL (KING & SPALDING), T. NELSON (FALCON), AND J. GRAVES RE SAME LETTER (.4).
11/11/13		
0.90	LEVIN, DOUGLAS G	CORRESPONDENCES WITH W. LUNDSTROM, T. NELSON AND K. KEOUGH RE MUSE STENCIL ENGAGEMENT LETTER (.3); EDIT AND PROOFREAD SAME, AND TRANSMIT TO W. LUNDSTROM (.6).
2.10	AMPONSAH, DUKE K	REVISE DRAFT OF OCTOBER 2013 GDC MONTHLY FEE STATEMENT.
11/13/13		
0.40	AMPONSAH, DUKE K	REVISE DRAFT OF OCTOBER 2013 GDC MONTHLY FEE STATEMENT.
11/14/13		
0.40	LEVIN, DOUGLAS G	COORDINATE DRAFTING AND FILING OF MONTHLY FEE STATEMENT, INCLUDING REVIEW OF JOINT ADMINISTRATION ORDER AND SUBSEQUENT DEBTOR ORDER IN ORDER TO RESOLVE MINOR LOGISTICAL ISSUES RE FILING OF FALCON MONTHLY FEE STATEMENTS (.3); TELEPHONE CONFERENCE AND CORRESPONDENCES WITH M. ROSENTHAL AND D. AMPONSAH RE SAME ISSUES (.1).
0.50	KIM, BRIAN J	EMAILS WITH C. MILLET RE: REMAINING CLAIMS ADMINSTRATION MATTERS FOR FALCON.

1.20 AMPONSAH, DUKE K PREPARE AND FILE OCTOBER 2013 GDC MONTHLY FEE STATEMENT(.6); COORDINATE SERVICE WITH GCG RE: SAME(.3); CONFER WITH D. LEVIN AND M. ROSENTHAL RE: SAME(.3).

11/15/13
0.70 LEVIN, DOUGLAS G CORRESPONDENCES WITH M. ROSENTHAL RE SAME ISSUE AND RETENTION OF MUSE STANCIL (.2); CORRESPONDENCES WITH S. FULLER (A&M) RE COMPENSATION ISSUES CONCERNING FALCON, INCLUDING PAYMENT OF FOURTH HOLDBACK AND PAYMENTS FOR AUGUST AND SEPTEMBER SERVICES RENDERED (.4); CORRESPONDENCE WITH T. NELSON AND K. KEOUGH RE STATUS OF MUSE STANCIL ENGAGEMENT LETTER (.1).

11/18/13
0.40 LEVIN, DOUGLAS G CORRESPONDENCES WITH W. LUNDSTROM AND L. MITCHELL (KING & SPALDING) RE COMMENTS TO MUSE STANCIL ENGAGEMENT LETTER (.2); REVIEW AND REVISE SAME, AND TRANSMIT TO L. MITCHELL (.1); PROVIDE UNDERLYING COURT DOCUMENTS REFERENCED IN ENGAGEMENT LETTER TO L. MITCHELL PER HER REQUEST (.1).

0.50 KIM, BRIAN J EMAILS AND CALLS WITH A. TSANG RE: BAESHEN CLAIMS ASSERTED AGAINST FALCON (0.3). CALL WITH C. MILLET RE: BAESHEN CLAIMS ASSERTED AGAINST FALCON (0.2).

11/19/13
0.90 KIM, BRIAN J DRAFT EMAIL TO C. MILLET AND M. ROSENTHAL SUMMARIZING THRONSON CLAIM AND OTHER RELATED MATTERS.

11/20/13
0.30 ROSENTHAL, MICHAEL A EMAILS WITH B. KIM REGARDING THORSEN CLAIM (.1); REVIEW AND COMMENT ON FALCON MONTHLY OPERATING REPORT (.2)

1.50 LEVIN, DOUGLAS G CORRESPONDENCES AND TELEPHONE CONFERENCES WITH P. TOPPER (FTI) RE COMMENTS AND EDITS TO FALCON'S MONTHLY OPERATING REPORT FOR OCTOBER (.5); REVIEW SAME MOR AND CORRESPONDENCES RE SAME WITH M. ROSENTHAL, C. MILLET AND J. GRAVES (.4); REVIEW SPREADSHEET OF OUTSTANDING PROFESSIONAL FEES OWED PROVIDED BY P. TOPPER (.2); PROPOSE EDITS TO MOR AND COORDINATE FILING AND SERVICE OF SAME (.4).

1.00 AMPONSAH, DUKE K PREPARE AND FILE MONTHLY OPERATING REPORT(.4); COORDINATE SERVICE WITH GCG RE: SAME(.3); CONFER WITH D. LEVIN RE: SAME(.3).

11/21/13
1.70 LEVIN, DOUGLAS G DRAFT, EDIT AND PROOFREAD TENTATIVE FINAL DRAFTS OF MUSE STANCIL ENGAGEMENT MATERIALS (APPLICATION, DECLARATION, PROPOSED ORDER, ENGAGEMENT LETTER) (1.2); PREPARE COMPARISON OF EDITS TO PREVIOUS DRAFTS PROVIDED BY KING & SPALDING (.1); CORRESPONDENCES WITH L. MITCHELL (KING & SPALDING) RE SAME MATERIALS (.4).

11/22/13
0.50 LEVIN, DOUGLAS G CORRESPONDENCES WITH L. MITCHELL (KING & SPALDING) RE COMMENTS TO MUSE STANCIL ENGAGEMENT MATERIALS (APPLICATION, DECLARATION, PROPOSED ORDER, ENGAGEMENT LETTER) (.2); EDIT MATERIALS IN ORDER TO INCORPORATE COMMENTS OF K&S (.2); TRANSMIT SAME MATERIALS TO MILBANK FOR THEIR APPROVAL PRIOR TO FILING (.1).

11/25/13
1.50 ROSENTHAL, MICHAEL A EMAILS AND TELEPHONE WITH E. FLECK REGARDING TIDE/THRONSON LITIGATION (.2); EMAILS WITH J. GRAVES REGARDING FALCON (.1); REVIEW FALCON PLAN RE REQUIRED REVISIONS FOR TIDE SETTLEMENT (1.2)

0.20 KIM, BRIAN J CALL WITH N. KAMPHAUS (MILBANK) RE: FALCON OPTION CLAIMS.

11/26/13

1.50 ROSENTHAL, MICHAEL A REVIEW KING & SPALDING MONTHLY FEE
STATEMENT RELATED TO THE TIDE LITIGATION (.1);
CONTINUED REVIEW OF REQUIRED PLAN REVISIONS
NECESSARY TO IMPLEMENT POTENTIAL
SETTLEMENT (1.4)

0.30 LEVIN, DOUGLAS G TELEPHONE CONFERENCE WITH G. ULVAD (.1) AND
CORRESPONDENCES WITH G. ULVAD AND L.
MITCHELL (.2) RE MUSE STENCIL RETENTION
MATERIALS AND ORDER APPROVING
PROFESSIONALS' FEES.