

Objection Deadline: January 6, 2014 at 10:00 p.m. (Prevailing Eastern Time)

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

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

**EIGHTEENTH STATEMENT SUBMITTED IN COMPLIANCE WITH ORDER PURSUANT  
TO 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING PROCEDURES FOR INTERIM  
MONTHLY COMPENSATION FOR PROFESSIONALS IN CONNECTION TO  
FALCON GAS STORAGE COMPANY, INC.  
FOR THE PERIOD OCTOBER 1, 2013 THROUGH NOVEMBER 30, 2013**

The statement (“Fee Statement”) of FTI Consulting, Inc. (“FTI”) as financial advisor to the Official Committee of Unsecured Creditors of Arcapita Bank B.S.C.(c), et al., debtors and debtors in possession, (collectively, the “Debtors”) in accordance with the Order Granting Debtors' Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members [Docket No. 159] Pursuant to sections 105(a) and 331, of title 11, United States Code (the “Order”) entered by the Honorable Sean H. Lane, United States Bankruptcy Judge, of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY, on May 18, 2012, does respectfully represent and allege as follows:

1. The fees and disbursements billed during the period from October 1, 2013 through and including November 30, 2013 (the “Eighteenth Period”) amount to:

	<b>Eighteenth Period (10/1/13-11/30/13)</b>	
Fees	\$	37,945.50
Less: 20% Holdback		(7,589.10)
Fees Incurred at 80%	\$	30,356.40
Disbursements		-
<b>TOTAL</b>	<b>\$</b>	<b>30,356.40</b>

As stated in the FTI Retention Application, FTI has agreed to seek compensation on an hourly basis, plus reimbursement of actual and necessary expenses for the Eighteenth Period. Total fees for the Eighteenth Period incurred in connection to Falcon Gas Storage Company, Inc. based on our prevailing billing rates were \$37,945.50 for a total of 84.5 hours. FTI seeks 80% of the requested fees in the amount of \$30,356.40.

2. The professionals providing services and the aggregate hours spent by each professional during the Eighteenth Period is set forth in the schedule annexed hereto as Exhibit "A".

3. A summary of time charges under each task code during the Eighteenth Period is set forth in the schedule annexed hereto as Exhibit "B".

4. Detailed time entries by task code during the Eighteenth Period are set forth in the schedule annexed hereto as Exhibit "C".

5. The professionals at FTI record all of their time expended in connection with this engagement in increments of tenths (1/10) of an hour. The time recorded to matters is thereafter billed at the prevailing hourly rates. Disbursements, as they are recorded in FTI's computer records, are thereafter generally billed to each client as applicable. The disbursements in this Fee Statement conform with the limits set forth in Administrative Order M-389 of the United States Bankruptcy Court for the Southern District of New York, dated November 25, 2009.

Dated: New York, New York  
December 23, 2013

FTI CONSULTING, INC.  
Financial Advisors to the Official Committee of Unsecured  
Creditors of Arcapita Bank B.S.C.(c), Inc., et al.

By: /s/ Samuel Star  
Samuel Star  
Senior Managing Director  
Three Times Square  
New York, New York 10036  
(212) 841-9368

**\*\*The fees and disbursements requested in this Fee Statement shall be authorized to be paid to the requesting party by the Debtors without further Notice and without a hearing unless, within fourteen (14) days after service of this Fee Statement, an objection is filed with the Clerk of the Bankruptcy Court and served upon FTI Consulting Inc. and those parties identified in the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals**

**Please Remit Payment To: FTI Consulting, Inc.  
P.O. Box 418178  
Boston, MA 02241-8178**

**Wire Payment To: Bank of America, NA  
Rockville, MD 20852  
Account #: 003939577164  
ABA #: 026009593**

**ACH Payments To: Bank of America, NA  
Rockville, MD 20852  
Account #: 003939577164  
ABA #: 052001633**

**EXHIBIT A**  
**ARCAPITA BANK B.S.C.(c),, CASE NO. 12-11076**  
**SUMMARY OF HOURS BY PROFESSIONAL**  
**FOR THE PERIOD OCTOBER 1, 2013 TO NOVEMBER 30, 2013**

<b>Professional</b>	<b>Position</b>	<b>Billing Rate</b>	<b>Total Hours</b>	<b>Total Fees</b>
Balcom, James	Managing Director	755.00	14.1	\$ 10,645.50
Rinaldi, Scott A	Managing Director	755.00	0.4	302.00
Ng, William	Director	685.00	10.5	7,192.50
Rauch, Adam	Senior Consultant	505.00	2.6	1,313.00
Topper, Patrick	Consultant	325.00	56.9	18,492.50
<b>SUBTOTAL</b>			<b>84.5</b>	<b>\$ 37,945.50</b>
Less: 50% Discount for Non-Working Travel Time				-
<b>TOTAL</b>			<b>84.5</b>	<b>\$ 37,945.50</b>

**EXHIBIT B**  
**ARCAPITA BANK B.S.C.(c), CASE NO. 12-11076**  
**SUMMARY OF HOURS BY TASK**  
**FOR THE PERIOD OCTOBER 1, 2013 TO NOVEMBER 30, 2013**

<b>Task Code</b>	<b>Task Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
1	Analysis of Current Operating Results & Events	38.2	\$ 20,575.00
2	Analysis and Monitoring of the Company's Liquidity/ Treasury Cash Management	34.0	11,725.00
13	Analysis of Bankruptcy Motions/Orders	1.2	390.00
14	Analysis of Claims/Liabilities Subject to Compromise	5.8	3,533.00
18	Potential Avoidance Actions & Litigation	0.2	65.00
19	Case Management	5.1	1,657.50
<b>SUBTOTAL</b>		<b>84.5</b>	<b>\$ 37,945.50</b>
Less: 50% Discount for Non-Working Travel Time			-
<b>TOTAL</b>		<b>84.5</b>	<b>\$ 37,945.50</b>

**EXHIBIT C**  
**ARCAPITA BANK B.S.C.(c.), CASE NO. 12-11076**  
**DETAIL OF TIME ENTRIES**  
**FOR THE PERIOD OCTOBER 1, 2013 TO NOVEMBER 30, 2013**

<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
1	10/11/2013	Balcom, James	0.5	Participate on a call with AIM (K. Keogh) regarding Falcon operating process.
1	10/11/2013	Balcom, James	0.9	Participate on a call with AIM regarding Falcon and follow up with emails.
1	10/11/2013	Balcom, James	0.3	Correspond with Counsel regarding Falcon September Monthly Operating Report.
1	10/11/2013	Balcom, James	0.5	Correspond with Counsel regarding Falcon bankruptcy process.
1	10/11/2013	Balcom, James	0.1	Correspond with L. Mannon regarding Falcon September Monthly Operating Report.
1	10/11/2013	Balcom, James	0.3	Correspond with L. Mannon regarding Falcon bankruptcy process.
1	10/11/2013	Topper, Patrick	1.3	Review Falcon September Monthly Operating Report with respect to recent disbursements.
1	10/11/2013	Balcom, James	0.5	Review Falcon September Monthly Operating Report.
1	10/15/2013	Balcom, James	1.0	Participate on call with Falcon directors and Counsel regarding Falcon September Monthly Operating Report and next steps.
1	10/15/2013	Topper, Patrick	1.2	Participate on call with Arcapita, Milbank, L. Mannon, and FTI regarding Falcon reporting.
1	10/15/2013	Balcom, James	1.1	Prepare for call with Falcon directors and Counsel regarding Falcon September Monthly Operating Report and next steps.
1	10/15/2013	Topper, Patrick	0.7	Review Falcon draft financials for September 2013.
1	10/16/2013	Topper, Patrick	0.4	Draft email to UHY regarding Falcon September Monthly Operating Report questions.
1	10/16/2013	Topper, Patrick	0.3	Review Falcon September Monthly Operating Report template.

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<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
1	10/17/2013	Ng, William	0.7	Analyze Falcon September 2013 financial report.
1	10/17/2013	Topper, Patrick	1.2	Prepare draft of Falcon September Monthly Operating Report.
1	10/17/2013	Balcom, James	0.5	Review correspondence with Counsel regarding Falcon reporting requirements.
1	10/18/2013	Balcom, James	1.0	Participate on a call with AIM and Counsel regarding Falcon invoices and September Monthly Operating Report.
1	10/18/2013	Topper, Patrick	0.3	Participate on call with Counsel regarding September Monthly Operating Report.
1	10/18/2013	Ng, William	2.7	Prepare draft Falcon September Monthly Operating Report.
1	10/18/2013	Balcom, James	1.0	Prepare for a call with AIM and Counsel regarding Falcon invoices and September Monthly Operating Report.
1	10/18/2013	Balcom, James	2.5	Review Falcon September Monthly Operating Report and supporting documentation.
1	10/20/2013	Ng, William	1.8	Revise draft of Falcon September Monthly Operating Report.
1	10/21/2013	Topper, Patrick	0.2	Participate on a call with AIM member regarding Falcon September Monthly Operating Report.
1	10/21/2013	Topper, Patrick	2.3	Continue to prepare Falcon September Monthly Operating Report, mostly with respect to incurred and unpaid liabilities throughout Chapter 11 proceeding.
1	10/21/2013	Topper, Patrick	0.8	Participate on call with Counsel and Milbank regarding Falcon September Monthly Operating Report.
1	10/21/2013	Topper, Patrick	2.7	Prepare Falcon September Monthly Operating Report, mostly with respect to incurred and unpaid liabilities throughout Chapter 11 proceeding.
1	10/21/2013	Topper, Patrick	0.7	Prepare Falcon September Monthly Operating Report.

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<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
1	10/21/2013	Balcom, James	1.3	Review updated draft of Falcon September Monthly Operating Report to be filed.
1	10/21/2013	Balcom, James	1.2	Review emails with GDC regarding Falcon September Monthly Operating Report filing.
1	10/21/2013	Ng, William	0.8	Review historical Falcon financial statements.
1	10/21/2013	Ng, William	0.9	Revise Falcon September Monthly Operating Report.
1	11/6/2013	Balcom, James	0.5	Participate on a call with AIM to discuss Falcon and MoBay Gas Storage.
1	11/6/2013	Topper, Patrick	0.6	Participate on call with T. Nelson and K. Keough regarding MoBay Gas Storage.
1	11/6/2013	Topper, Patrick	0.3	Review Falcon and MoBay Gas Storage legal structure chart.
1	11/19/2013	Topper, Patrick	2.1	Prepare draft of Falcon October Monthly Operating Report.
1	11/20/2013	Topper, Patrick	1.2	Finalize Falcon October Monthly Operating Report.
1	11/20/2013	Topper, Patrick	1.0	Participate on a several calls with D. Levin (GDC) regarding the Falcon October Monthly Operating Report.
1	11/20/2013	Topper, Patrick	0.8	Coordinate with D. Levin (GCG) to finalize and file Falcon October Monthly Operating Report.
<b>1 Total</b>			<b>38.2</b>	
2	10/9/2013	Topper, Patrick	1.1	Review issue of payment for Falcon-related invoices.
2	10/10/2013	Balcom, James	0.6	Correspond with L. Mannon regarding Falcon invoice (GDC) to be paid.



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<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
2	10/11/2013	Balcom, James	0.2	Correspond with Counsel regarding Falcon payments.
2	10/11/2013	Balcom, James	0.1	Correspond with L. Mannon regarding Falcon payments.
2	10/17/2013	Topper, Patrick	0.8	Review outstanding invoices for Falcon entity.
2	10/18/2013	Ng, William	0.8	Participate on a call with AIM to discuss Falcon cash activity.
2	10/18/2013	Topper, Patrick	1.0	Participate on call with Arcapita and Counsel regarding Falcon entity.
2	10/18/2013	Topper, Patrick	0.4	Review professional fees paid by Falcon.
2	10/25/2013	Topper, Patrick	2.6	Review Falcon bank statements for cash account reconciliation.
2	10/28/2013	Topper, Patrick	2.3	Prepare schedule of Falcon receipts and disbursements.
2	10/29/2013	Topper, Patrick	1.2	Review Falcon payments and create list of questions for AIM.
2	11/4/2013	Topper, Patrick	0.2	Participate on a call with T. Nelson to discuss Falcon invoices.
2	11/4/2013	Topper, Patrick	1.3	Review Falcon invoices related to non-professional fee payments.
2	11/5/2013	Topper, Patrick	0.6	Review MoBay Gas Storage invoices requested to be paid.
2	11/6/2013	Topper, Patrick	0.8	Review latest bank statements relating to Falcon and MoBay Gas Storage.
2	11/6/2013	Topper, Patrick	1.1	Update projected Falcon liquidity per latest bank statements and projected disbursements.

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<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
2	11/7/2013	Topper, Patrick	1.1	Participate on a call with G. Ulvad (Milbank) and D. Levin (GDC) regarding Falcon professional fee liabilities.
2	11/7/2013	Topper, Patrick	0.7	Participate on a call with N. Kamphaus (Milbank) regarding Falcon liquidity.
2	11/7/2013	Topper, Patrick	0.3	Participate on a call with T. Nelson regarding Falcon payments.
2	11/7/2013	Topper, Patrick	0.8	Review previous professional fee payments made out of the Falcon bank accounts.
2	11/8/2013	Topper, Patrick	6.8	Create schedule of all known Falcon professional fees payable including estimates for work ending in mid-November.
2	11/8/2013	Topper, Patrick	0.8	Draft template for reporting Falcon unpaid professional fees.
2	11/8/2013	Topper, Patrick	0.2	Participate on call with Tore Nelson regarding projected Falcon payments.
2	11/12/2013	Topper, Patrick	3.0	Analyze Falcon's projected liquidity.
2	11/19/2013	Topper, Patrick	0.4	Draft email to Falcon regarding professional fees payable.
2	11/19/2013	Topper, Patrick	0.4	Participate on call with A&M regarding Falcon fees payable.
2	11/19/2013	Topper, Patrick	1.8	Review Falcon professional fees incurred but unpaid.
2	11/25/2013	Topper, Patrick	1.8	Review Falcon professional fees and correspond with T. Nelson regarding the same.
2	11/25/2013	Topper, Patrick	0.8	Prepare updated analysis of Falcon's go-forward liquidity.
<b>2 Total</b>			<b>34.0</b>	

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13	10/15/2013	Topper, Patrick	0.8	Review previous Falcon Monthly Operating Report filed with the Court.
13	10/21/2013	Topper, Patrick	0.4	Continue to review previous Falcon Monthly Operating Report filed with the Court.
<b>13 Total</b>			<b>1.2</b>	
14	11/25/2013	Rauch, Adam	0.4	Participate in working session with W. Ng (FTI) regarding the analysis of Falcon claims.
14	11/25/2013	Rauch, Adam	2.2	Update the analysis of Falcon claims pursuant to Milbank's comments.
14	11/25/2013	Ng, William	2.8	Prepare analysis of Falcon claims.
14	11/25/2013	Rinaldi, Scott A	0.4	Review the Falcon claims analysis distributed by W. Ng (FTI).
<b>14 Total</b>			<b>5.8</b>	
18	11/8/2013	Topper, Patrick	0.2	Participate on call with Milbank regarding Falcon litigation.
<b>18 Total</b>			<b>0.2</b>	
19	10/22/2013	Topper, Patrick	1.2	Review professional fees attributable to Falcon in final fee applications.
19	10/30/2013	Topper, Patrick	1.6	Continue to review professional fees attributable to Falcon.
19	10/31/2013	Topper, Patrick	1.2	Continue to review professional fees attributable to Falcon.
19	11/7/2013	Topper, Patrick	1.1	Review professional fees incurred that were attributable to Falcon during the Arcapita Chapter 11 proceedings.

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<b>19 Total</b>			<b>5.1</b>	
<b>Grand Total</b>			<b>84.5</b>	