

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

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**TWENTY-FIRST 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 DECEMBER 1, 2013 THROUGH DECEMBER 31, 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 December 1, 2013 through December 31, 2013 (the “*Compensation Period*”), in accordance with the Order Granting Debtors’ Motion for Order Establishing Procedures for Interim Compensation and

<sup>1</sup> 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*”).

**FEEES 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>        |
|-----------------------------|------------------|-------------------------------------|-----------------------------------|--------------|-----------------|--------------------------|
| Craig H. Millet             | Partner – Bankr. | CA – 1982                           | 06/01/1982                        | 44.60        | 1,040           | 46,384.00                |
| Michael A. Rosenthal        | Partner – Bankr. | TX – 1985<br>NY – 2009              | 11/27/1989                        | 55.20        | 1,090           | 60,168.00                |
| Jeffrey A. Trinklein        | Partner – Corp.  | CA – 1985<br>TX – 1997<br>NY – 2007 | 06/01/1985                        | .60          | 1,050           | 630.00                   |
| Stephen W. Fackler          | Partner – Corp.  | CA – 1984<br>NY – 2004              | 09/23/2005                        | 5.80         | 965             | 5,597.00                 |
| Matthew G. Bouslog          | Assoc. - Corp.   | CA – 2011                           | 09/19/2012                        | 19.00        | 465             | 8,835.00                 |
| Jeremy Lee Graves           | Assoc. – Bankr.  | TX – 2007                           | 10/06/2008                        | 84.40        | 665             | 56,126.00                |
| Brian Kim                   | Assoc. - Corp.   | NY – 2010                           | 11/30/2009                        | 2.00         | 695             | 1,390.00                 |
| Douglas G. Levin            | Assoc. – Bankr.  | CA – 2009                           | 05/12/2008                        | 5.20         | 580             | 3,016.00                 |
| Joshua Weisser              | Assoc. – Bankr.  | NY – 2006                           | 04/20/2009                        | .80          | 785             | 628.00                   |
| Duke K. Amponsah            | Legal Asst.      | n/a                                 | n/a                               | 1.90         | 365             | 693.50                   |
| <b>SUB TOTAL:</b>           |                  |                                     |                                   | 219.50       |                 | 183,467.5                |
| <b>TOTAL FEES REQUESTED</b> |                  |                                     |                                   |              |                 | <b><u>183,467.50</u></b> |

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. Set forth below is a categorical list of the expenses incurred by Gibson Dunn during the Compensation Period in the course of representing the Debtors.

| <b><u>DISBURSEMENT</u></b>    | <b><u>AMOUNT (\$)</u></b> |
|-------------------------------|---------------------------|
| In House Duplication          | 2.10                      |
| On-Line Research (Lexis)      | 226.50                    |
| On-Line Research Nexis – Main | 50.00                     |
| Telephone Charges             | 3.80                      |
| <b>TOTAL:</b>                 | <b>282.40</b>             |

4. Gibson Dunn seeks reimbursement for meal expenses only when meals are served at meetings with clients or non-Gibson Dunn personnel, or when meals are consumed while traveling. Document services include in-house photocopies, which are billed at \$.10 per page, as well as duplication that takes place outside the firm. Travel expenses include the cost of transportation and parking. A complete itemization of expenses for which Gibson Dunn seeks reimbursement is annexed hereto as **Exhibit B**.

**NOTICE**

5. 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](http://www.gcginc.com/cases/arcapita).

Dated: New York, New York  
January 14, 2014

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**

**January 14, 2014**

**Invoice No. 2014010924**

Falcon Gas & Storage  
c/o Mr. Bill Lundstrom  
Arcapita  
Four Seasons Tower  
23rd Floor  
75 14th Street  
Atlanta, GA 30309

**For Services Rendered and Costs/Charges Advanced Through December 31, 2013**

|                    | Services<br>Rendered | Costs/<br>Charges | Totals        |
|--------------------|----------------------|-------------------|---------------|
| 30561-00128 Falcon | \$ 183,467.50        | \$ 282.40         | \$ 183,749.90 |
| <b>Totals</b>      | \$ 183,467.50        | \$ 282.40         | \$ 183,749.90 |

**Current Balance Due** **\$ 183,749.90**

**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           |

**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](mailto:cbilling@gibsondunn.com).

**Invoice Date: January 14, 2014**

**Invoice No. 2014010924**

**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   | 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          |
| 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         | 897.70          | 0.00         | 897.70             |
| 30561-00128   | 11/14/13            | 2013111149         | 4,195.70        | 0.00         | 4,195.70           |
| 30561-00128   | 12/10/13            | 2013122777         | 16,316.00       | 0.00         | <u>16,316.00</u>   |

**PREVIOUS BALANCE DUE** \$ 109,442.08

**TOTAL OUTSTANDING BALANCE DUE** \$ 293,191.98

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

**Federal Taxpayer ID #95-1611234**

**January 14, 2014**

**Invoice No. 2014010924**

**REMITTANCE COPY**

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

Falcon Gas & Storage  
c/o Mr. Bill Lundstrom  
Arcapita  
Four Seasons Tower  
23rd Floor  
75 14th Street  
Atlanta, GA 30309

**For Services Rendered and Costs/Charges Advanced Through December 31, 2013**

|                            | Services<br>Rendered | Costs/<br>Charges | Totals               |
|----------------------------|----------------------|-------------------|----------------------|
| 30561-00128 Falcon         | \$ 183,467.50        | \$ 282.40         | \$ 183,749.90        |
| <b>Totals</b>              | \$ 183,467.50        | \$ 282.40         | \$ 183,749.90        |
| <b>Current Balance Due</b> |                      |                   | <b>\$ 183,749.90</b> |

**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        |

**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  
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**Invoice Date: January 14, 2014**

**Invoice No. 2014010924**

**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   | 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          |
| 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         | 897.70          | 0.00         | 897.70             |
| 30561-00128   | 11/14/13            | 2013111149         | 4,195.70        | 0.00         | 4,195.70           |
| 30561-00128   | 12/10/13            | 2013122777         | 16,316.00       | 0.00         | <u>16,316.00</u>   |

**PREVIOUS BALANCE DUE** \$ 109,442.08

**TOTAL OUTSTANDING BALANCE DUE** \$ 293,191.98

Falcon Gas & Storage  
c/o Mr. Bill Lundstrom  
Arcapita  
Four Seasons Tower  
23rd Floor  
75 14th Street  
Atlanta, GA 30309

FALCON  
30561-00128

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For Services Rendered Through December 31, 2013

| <u>NAME</u>          | <u>HOURS</u> | <u>RATE</u> | <u>TOTAL</u>  |
|----------------------|--------------|-------------|---------------|
| CRAIG H. MILLET      | 44.60        | \$1,040.00  | \$ 46,384.00  |
| MICHAEL A. ROSENTHAL | 55.20        | 1,090.00    | 60,168.00     |
| JEFFREY TRINKLEIN    | 0.60         | 1,050.00    | 630.00        |
| STEPHEN W. FACKLER   | 5.80         | 965.00      | 5,597.00      |
| JOSHUA WEISSER       | 0.80         | 785.00      | 628.00        |
| JEREMY L. GRAVES     | 84.40        | 665.00      | 56,126.00     |
| DOUGLAS G. LEVIN     | 5.20         | 580.00      | 3,016.00      |
| BRIAN J. KIM         | 2.00         | 695.00      | 1,390.00      |
| MATTHEW G. BOUSLOG   | 19.00        | 465.00      | 8,835.00      |
| DUKE K. AMPONSAH     | 1.90         | 365.00      | <u>693.50</u> |

**Total Services** \$ 183,467.50

| <u>COSTS/CHARGES</u>          | <u>TOTAL</u> |
|-------------------------------|--------------|
| IN HOUSE DUPLICATION          | \$ 2.10      |
| ON-LINE RESEARCH (LEXIS)      | 226.50       |
| ON-LINE RESEARCH NEXIS - MAIN | 50.00        |
| TELEPHONE CHARGES             | <u>3.80</u>  |

**Total Costs/Charges** 282.40

**Total Services, Costs/Charges** 183,749.90

**BALANCE DUE** \$ 183,749.90

FALCON  
30561-00128

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Detail Services:

|          |                      |   |
|----------|----------------------|---|
| 12/02/13 |                      |   |
| 0.70     | AMPONSAH, DUKE K     | SEARCH DOCKET FOR GDC RETENTION AFFIDAVIT AND SUPPLEMENTAL DISCLOSURES.   |
| 12/03/13 |                      |   |
| 4.80     | MILLET, CRAIG H      | MULTIPLE EMAILS RE RA SETTLEMENT WITH TIDE AS TO FALCON AND STEPS TO CONFIRM FALCON PLAN AND CONFIRMATION STRATEGY (1.2); REVIEW CONFIRMATION ORDER AND PLAN TERMS AS TO FALCON (3.0); CONFERENCES WITH J. GRAVES (.3) AND M. ROSENTHAL (.3) RE CONFIRMATION. |
| 0.90     | ROSENTHAL, MICHAEL A | TELEPHONE WITH E. FLECK REGARDING STATUS OF TIDE SETTLEMENT DISCUSSIONS (.2); EMAILS WITH J. GRAVES AND C. MILLET REGARDING TIDE SETTLEMENT (.3); TELEPHONE WITH J. GRAVES REGARDING REVISED FALCON PLAN (.4)   |
| 0.70     | GRAVES, JEREMY L     | E-MAILS WITH M. ROSENTHAL REGARDING POTENTIAL FALCON SETTLEMENT (.3); TELECONFERENCE WITH M. BOUSLOG REGARDING CONFIRMATION OF FALCON PLAN (.4).  |
| 0.20     | LEVIN, DOUGLAS G     | CORRESPONDENCES WITH C. MILLET, L. MITCHELL (KING & SPALDING) AND J. GRAVES RE TIDE SETTLEMENT AND COORDINATION OF POSSIBLE PAYMENT TO MUSE STANCIL WITHOUT PROCEEDING WITH FORMAL RETENTION.   |
| 1.80     | BOUSLOG, MATTHEW G   | EMAILS WITH M. ROSENTHAL, C. MILLET, J. GRAVES AND D. LEVIN RE FALCON SETTLEMENT AND PLAN (.6); REVIEW PLAN DOCUMENTS (.7); CONFERENCE WITH C. MILLET RE SAME (.1); TELEPHONE CONFERENCE WITH J. GRAVES RE SAME (.4).   |

12/04/13

3.80 MILLET, CRAIG H

EMAILS RE GS II AND WITH B. LUNDSTOM RE MONEY TO PAY HOPPER (.4); EMAILS WITH P. STRAUS RE SETTLEMENT TERMS (.4); REVIEW ORIGINAL FALCON/HOPPER SETTLEMENT AGREEMENT AND HOPPER PLAN SUPPORT AGREEMENT (1.2); REVIEW AND REVISE LETTER TO JUDGE WOOD RE SETTLEMENT (1.4); EMAILS WITH P. STRAUS RE SAME AND BANKRUPTCY APPROVAL OF TIDE SETTLEMENT (.4).

2.70 ROSENTHAL, MICHAEL A

EMAIL TO P. STRAUSS AND R. MAROONEY REGARDING SETTLEMENT WITH TIDE AND HOPPER AND RELATED TEMPLATES (.4); ADDITIONAL EMAILS WITH PAUL STRAUSS REGARDING TIDE SETTLEMENT AGREEMENT (.2); EMAILS WITH P. STRAUSS REGARDING FALCON PLAN CONFIRMATION TIMING (.3); CONFERENCE CALL WITH J. GRAVES, C. MILLET REGARDING AMENDED FALCON PLAN (.6); TELEPHONE WITH C. MILLET REGARDING FALCON CONFIRMATION PROCESS (.2); REVIEW TERM SHEET FOR ALINDA SETTLEMENT AND NUMEROUS EMAILS WITH KING & SPALDING, J. GRAVES AND C. MILLET REGARDING SAME (.7); REVIEW ORIGINAL HOPPER SETTLEMENT RE PAYMENT TERMS (.3)

4.40 GRAVES, JEREMY L

TELECONFERENCE WITH M. ROSENTHAL AND C. MILLET REGARDING PROPOSED SETTLEMENT WITH TIDE ET AL. (.6); BEGIN DRAFTING 9019 FOR APPROVAL OF TIDE/HOPPER SETTLEMENT (3.8).

1.60 LEVIN, DOUGLAS G

TELEPHONE CONFERENCE WITH M. BOUSLOG RE VARIOUS POST-CONFIRMATION ISSUES RE RESOLUTION OF TIDE LITIGATION AND SEEKING CONFIRMATION OF A PLAN WITH REGARD TO FALCON (.7); CORRESPONDENCES WITH M. ROSENTHAL AND M. BOUSLOG RE SAME ISSUES (.4); CORRESPONDENCES WITH P. TOPPER (FTI) AND G. ULVAD (MILBANK) RE COMPENSATION OF FALCON'S PROFESSIONALS PENDING PLAN CONFIRMATION, INCLUDING REVIEW OF UPDATED CHART OF FEES AND EXPENSES INCURRED BY PROFESSIONALS AND MONTHLY FEE STATEMENTS (.5).

3.50 BOUSLOG, MATTHEW G REVIEW PLAN DOCUMENTS (.3); REVIEW DRAFT SETTLEMENT AGREEMENT (.1); ANALYZE PROPOSED PLAN AND SETTLEMENT OPTIONS (.3); EMAILS WITH P. STRAUS (.2), M. ROSENTHAL (.2), C. MILLET (.1), J. GRAVES (.1) AND D. LEVIN (.1) RE PLAN AND SETTLEMENT ISSUES; CONFERENCE WITH C. MILLET RE SAME (.6); TELEPHONE CONFERENCE WITH M. ROSENTHAL, C. MILLET (.2) AND J. GRAVES (.2) RE SAME; TELEPHONE CONFERENCE WITH D. LEVIN RE POST-CONFIRMATION PLANNING (.8).

12/05/13  
7.90 MILLET, CRAIG H REVIEW DRAFT SETTLEMENT AGREEMENT FROM KING & SPALDING AND EMAILS AND CALLS RE SETTLEMENT AGREEMENT; REVIEW BACKGROUND MATERIAL AND REVISE SETTLEMENT AGREEMENT (5.9); EMAILS WITH B. LUNDSTOM RE GS II (.2); REVIEW BACKGROUND AND DRAFT ANALYSIS OF THRONSON CLAIMS AND SETTLEMENT AMOUNTS AND EMAILS RE SAME (1.8).

1.80 ROSENTHAL, MICHAEL A CONSIDER FALCON STRATEGY FOR PLAN CONFIRMATION (.3); EMAIL TO E. FLECK REGARDING FALCON GAME PLAN (.3); REVIEW DRAFT SETTLEMENT AGREEMENT FROM KING & SPALDING (.8); EMAILS TO C. MILLET AND M. BOUSLOG REGARDING SETTLEMENT AGREEMENT (.1); EMAIL FROM C. MILLET REGARDING THRONSON CLAIMS (.3).

0.30 WEISSER, JOSHUA ATTENTION TO ISSUES RELATED TO THOMSON CLAIMS AGAINST FALCON.

4.50 GRAVES, JEREMY L CONTINUE DRAFTING 9019 FOR APPROVAL OF TIDE/HOPPER SETTLEMENT.

7.40 BOUSLOG, MATTHEW G REVIEW AND REVISE DRAFT SETTLEMENT AGREEMENT (6.2); EMAILS WITH M. ROSENTHAL, C. MILLET, J. GRAVES AND E. FLECK RE SAME (.7); TELEPHONE CONFERENCE WITH J. GRAVES RE SAME (.3); CONFERENCE WITH C. MILLET RE SAME (.2).

12/06/13  
1.80 MILLET, CRAIG H REVISE SETTLEMENT AGREEMENT (1.2); EMAILS WITH P. STRAUSS (.1); EMAILS WITH M. ROSENTHAL (.1) AND J. GRAVES (.2) RE SETTLEMENT AGREEMENT.

|          |                      |  |
|----------|----------------------|--|
| 2.40     | ROSENTHAL, MICHAEL A | EMAIL FROM J. WEISSER REGARDING THRONSON ISSUES (.2); REVIEW AND COMMENT ON REVISIONS TO ALINDA SETTLEMENT AGREEMENT (1.8); EMAILS WITH J. GRAVES AND C. MILLET REGARDING ALINDA SETTLEMENT AGREEMENT REVISIONS (.4)   |
| 0.50     | WEISSER, JOSHUA      | REVIEW CLAIM DOCUMENTATION FOR C. MILLET (.3); DRAFT CORRESPONDENCE TO INTERNAL TEAM REGARDING SAME (.2).  |
| 5.50     | GRAVES, JEREMY L     | REVIEW AND REVISE TIDE/HOPPER SETTLEMENT AGREEMENT.  |
| 2.50     | BOUSLOG, MATTHEW G   | REVIEW AND REVISE DRAFT SETTLEMENT AGREEMENT (2.2); CALLS WITH J. GRAVES RE SAME (.2); EMAILS WITH M. ROSENTHAL, C. MILLET AND J. GRAVES RE SAME (.1).   |
| 12/07/13 |                      |  |
| 0.50     | ROSENTHAL, MICHAEL A | ADDITIONAL EMAILS WITH J. GRAVES AND C. MILLET REGARDING FINAL REVISIONS TO ALINDA SETTLEMENT AGREEMENT (.2); EMAIL WITH P. STRAUSS REGARDING FINAL REVISIONS TO ALINDA SETTLEMENT AGREEMENT (.1); EMAILS WITH E. FLECK REGARDING STATUS OF THRONSON AND TIDE CLAIMS (.2). |
| 2.10     | GRAVES, JEREMY L     | REVIEW AND REVISE TIDE/HOPPER SETTLEMENT AGREEMENT.  |
| 0.40     | BOUSLOG, MATTHEW G   | EMAILS WITH P. STRAUS, M. ROSENTHAL, C. MILLET AND J. GRAVES RE SETTLEMENT AGREEMENT.  |
| 12/08/13 |                      |  |
| 0.10     | ROSENTHAL, MICHAEL A | EMAIL WITH P. STRAUSS REGARDING STATUS OF ALINDA SETTLEMENT AGREEMENT (.1)   |
| 0.20     | BOUSLOG, MATTHEW G   | EMAILS WITH P. STRAUS, E. FLECK AND M. ROSENTHAL RE SETTLEMENT AGREEMENT.  |

12/09/13

2.80 MILLET, CRAIG H

EMAILS WITH E. FLECK RE MONEY SET ASIDE TO MAKE GS II PAYMENT TO HOPPER (.4); REVISION TO SETTLEMENT AGREEMENT (1.2); EMAILS RE POSITION OF RA RE CONFIRMATION AS A CONDITION OF SETTLEMENT (.2); REVIEW K&S COMMENTS TO SETTLEMENT AGREEMENT (.5); REVIEW BRACEWELL COMMENTS TO SETTLEMENT AGREEMENT (.5).

2.60 ROSENTHAL, MICHAEL A

EMAILS WITH P. STRAUS AND J. GRAVES REGARDING SCOPE OF RELEASES (.4); TELEPHONE WITH J. GRAVES REGARDING RELEASES (.3); EMAILS WITH P. STRAUS AND C. MILLET REGARDING TIMING OF PAYMENTS TO HOPPER (.3); TELEPHONE WITH HOPPER COUNSEL REGARDING TIMING OF SETTLEMENT (.2); TELEPHONE WITH E. FLECK REGARDING SETTLEMENT AGREEMENT ISSUES (.2); TELEPHONE WITH J. GRAVES REGARDING REWORK OF TIMING ISSUES (.2); EMAILS WITH E. FLECK REGARDING FALCON/MOBAY/GAS STORAGE STRUCTURE (.4); REVIEW BACK-UP EMAILS, CHARTS AND DESCRIPTIONS REGARDING GAS STORAGE, MOBAY AND FALCON STRUCTURES (.3); REVIEW PROPOSED SETTLEMENT AGREEMENT REVISIONS FROM K&S (.3).

6.40 GRAVES, JEREMY L

DRAFT 9019 MOTION FOR APPROVAL OF SETTLEMENT (6.0); TELECONFERENCE REGARDING SETTLEMENT WITH BRACEWELL AND ANDREWS & KURTH (.4).

0.10 BOUSLOG, MATTHEW G

EMAILS WITH L. MITCHELL AND C. MILLET RE DRAFT SETTLEMENT AGREEMENT.

12/10/13

2.60 MILLET, CRAIG H

EMAILS WITH E. FLECK RE MONEY SET ASIDE TO MAKE GS II PAYMENT TO HOPPER AND MOBAY BANK ACCOUNT (.3); EMAILS WITH P. STRAUSS RE SETTLEMENT TERMS AND STRATEGY (.4); EMAILS RE HEARING DATE (.3); CONFIRM FALCON PLAN AND SUPPLEMENTAL FILINGS (1.6).

2.20 ROSENTHAL, MICHAEL A

REVIEW K&S MARK-UP AND WORK ON CONFIRMATION PATH (.8); REVIEW SETTLEMENT AGREEMENT REVISIONS FROM HOPPER AND TIDE (1.4)

- 1.80 GRAVES, JEREMY L DRAFT 9019 MOTION FOR APPROVAL OF SETTLEMENT (1.8).
- 0.50 BOUSLOG, MATTHEW G EMAILS WITH P. STRAUS AND C. MILLET RE DRAFT SETTLEMENT AGREEMENT (.2); CONFERENCE WITH C. MILLET RE SAME (.2); REVIEW HOPPER COMMENTS RE SAME (.1).
- 12/11/13
- 1.50 MILLET, CRAIG H CONFERENCE CALL AND EMAILS WITH M. ROSENTHAL AND J. GRAVES RE CONFIRMATION OF FALCON PLAN AND SUPPLEMENTAL FILINGS RE CONFIRMATION AND 9019 MOTION (.9); EMAILS RE SETTLEMENT TERMS AND TIMING ISSUES (.6).
- 2.00 ROSENTHAL, MICHAEL A REVIEW REVISIONS TO SETTLEMENT AGREEMENT IN PREPARATION FOR CONFERENCE CALL REGARDING SAME (1.2); CONFERENCE CALL WITH J. GRAVES AND C. MILLET REGARDING SETTLEMENT AGREEMENT WITH TIDE AND HOPPER AND IMPACT ON PLAN (.4); TELEPHONE WITH E. FLECK AND J. GRAVES REGARDING TIDE AND HOPPER SETTLEMENT AGREEMENTS (.4)
- 6.70 GRAVES, JEREMY L DRAFT 9019 MOTION FOR APPROVAL OF SETTLEMENT (4.1); TELECONFERENCE WITH M. ROSENTHAL AND C. MILLET REGARDING SETTLEMENT AGREEMENT (.5); TELECONFERENCE WITH E. FLECK REGARDING SETTLEMENT (.4); DRAFT BRIEF IN SUPPORT OF CONFIRMATION OF FALCON PLAN (1.7).
- 1.10 LEVIN, DOUGLAS G CORRESPONDENCES WITH L. MITCHELL (KING & SPALDING), J. GRAVES AND M. BOUSLOG RE DIFFERENT METHODS OF ADDRESSING COMPENSATION OF MUSE STANCIL IN CONNECTION WITH TIDE SETTLEMENT (.5); REVIEW BANKRUPTCY CODE AND ANALYZE DIFFERENT OPTIONS FOR PAYMENT OF SUCH COMPENSATION (.6).
- 0.50 BOUSLOG, MATTHEW G REVIEW TIDE COMMENTS RE SETTLEMENT AGREEMENT (.2); EMAILS WITH L. MITCHELL, C. MILLET, J. GRAVES AND D. LEVIN RE SAME(.3).



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

12/12/13  
0.30 MILLET, CRAIG H EMAILS RE REVISION TO SETTLEMENT AGREEMENT AND COMMENTS FROM RA RE CONFIRMATION AS A CONDITION OF SETTLEMENT.

2.20 ROSENTHAL, MICHAEL A EMAILS WITH P. STRAUS REGARDING SETTLEMENT AGREEMENT (.2); TELEPHONE WITH P. STRAUS REGARDING SETTLEMENT AGREEMENT (.2); REVISE SETTLEMENT AGREEMENT (1.8)

5.90 GRAVES, JEREMY L REVIEW AND COMMENT ON DRAFT OF TIDE/HOPPER SETTLEMENT AGREEMENT (3.3); DRAFT BRIEF IN SUPPORT OF CONFIRMATION OF FALCON PLAN (2.6).

0.40 LEVIN, DOUGLAS G CORRESPONDENCES WITH L. MITCHELL (KING & SPALDING), J. GRAVES AND M. BOUSLOG RE DIFFERENT METHODS OF ADDRESSING COMPENSATION OF MUSE STANCIL IN CONNECTION WITH TIDE SETTLEMENT.

0.20 BOUSLOG, MATTHEW G EMAILS WITH P. STRAUSS, M. ROSENTHAL, J. GRAVES AND D. LEVIN RE SETTLEMENT AGREEMENT.

12/13/13  
1.10 MILLET, CRAIG H EMAILS RE REVISION TO SETTLEMENT AGREEMENT, REVISIONS AND STRATEGY.

2.30 ROSENTHAL, MICHAEL A ADDITIONAL REVISIONS TO SETTLEMENT AGREEMENT DRAFT (1.8); EMAILS WITH J. GRAVES AND C. MILLET REGARDING HSBC FEES (.1); EMAILS WITH R. KRAKOW AND M. KOLKIN REGARDING REVISIONS TO ESCROW AGREEMENT AND GENRE IMPLEMENTATION ISSUES (.4).

3.90 GRAVES, JEREMY L REVIEW AND COMMENT ON DRAFT OF TIDE/HOPPER SETTLEMENT AGREEMENT (2.0); DRAFT BRIEF IN SUPPORT OF CONFIRMATION OF FALCON PLAN (1.9).

0.50 BOUSLOG, MATTHEW G EMAILS WITH P. STRAUS, L. MITCHELL, M. ROSENTHAL, J. GRAVES AND D. LEVIN RE SETTLEMENT AGREEMENT.

12/14/13  
3.20 MILLET, CRAIG H EMAILS WITH M. ROSENTHAL (.2), J. GRAVES (.2) AND P. STRAUS (.2) RE REVISIONS TO SETTLEMENT AGREEMENT, KEY TERMS AND SENDING AGREEMENT TO TIDE AND HOPPER, REVISE SETTLEMENT AGREEMENT (1.9); MULTIPLE EMAILS WITH E FLECK RE GS II, MOBAY, FALCON AND GS II PAYMENT DUE HOPPER AND PRECONDITIONS TO PAYMENTS TO TIDE AND HOPPER (.7).

0.80 ROSENTHAL, MICHAEL A REVIEW AND REVISE LATEST VERSION OF SETTLEMENT AGREEMENT AND EMAILS WITH P. STRAUS REGARDING SAME (.8)

12/16/13  
1.50 MILLET, CRAIG H MULTIPLE EMAILS RE FORM OF SETTLEMENT AGREEMENT AND RESPONDING TO COMMENTS OF OPPOSING PARTIES, COORDINATING SIGNATURES ON SETTLEMENT AGREEMENT, FINAL ISSUES AND FINALIZING RE 9019 MOTION.

2.70 ROSENTHAL, MICHAEL A REVIEW REVISIONS TO SETTLEMENT AGREEMENT PROPOSED BY TIDE AND HOPPER (1.2); RESPOND TO REVISIONS TO TIDE AND HOPPER SETTLEMENT AGREEMENT (1.3); EMAILS WITH HOPPER COUNSEL REGARDING FUNDING OF HOPPER GASTORAGE SETTLEMENT PAYMENT (.2)

6.40 GRAVES, JEREMY L DRAFT BRIEF IN SUPPORT OF CONFIRMATION OF FALCON PLAN.

0.20 BOUSLOG, MATTHEW G EMAILS WITH P. STRAUS, L. MITCHELL, D. ZDUNKEWICZ, P. VAN TOL, S. CRAIN, M. ROSENTHAL, C. MILLET AND J. GRAVES RE SETTLEMENT AGREEMENT.

12/17/13

3.70 MILLET, CRAIG H MULTIPLE EMAILS RE FORM OF SETTLEMENT AGREEMENT AND RESPONDING TO COMMENTS OF OPPOSING PARTIES (1.8); EMAILS RE TAX WITHHOLDING ISSUES AND BACKGROUND RE INITIAL SETTLEMENT AGREEMENT WITH HOPPER PARTIES (.8); EMAILS WITH T. NELSON ON B. LUMFORD RE GS II FUNDS (1.1).

2.90 ROSENTHAL, MICHAEL A PREPARE FOR AND ATTEND STATUS HEARING ON FALCON PLAN (1.6); REVIEW AND COMMENT ON REVISIONS TO SETTLEMENT AGREEMENT (.6); REVIEW WITHHOLDING CALCULATIONS (.2); EMAILS WITH PAUL STRAUS, J. TRINKLEIN AND C. MILLET REGARDING TAX ISSUES RELATED TO HOPPER TREATMENT (.4); TELEPHONE WITH J. TRINKLEIN REGARDING TAX ISSUES RELATED TO HOPPER TREATMENT (.1),

0.10 TRINKLEIN, JEFFREY DISCUSS WITH M. ROSENTHAL WITHHOLDING ISSUE RELATED TO PAYMENT OF FORMER EMPLOYEE.

5.90 GRAVES, JEREMY L DRAFT BRIEF IN SUPPORT OF CONFIRMATION OF FALCON PLAN (2.7); REVISE AND EDIT TIDE/HOPPER SETTLEMENT AGREEMENT BASED ON COMMENTS OF VARIOUS PARTIES (3.2).

2.00 KIM, BRIAN J DRAFT CHART OF REMAINING CLAIMS AND STATUS OF OBJECTIONS, IF ANY, AGAINST FALCON (1.8). EMAIL J. GRAVES RE: FORMS OF STIPULATION (0.2).

0.10 BOUSLOG, MATTHEW G EMAILS WITH P. STRAUSS, M. ROSENTHAL AND J. GRAVES RE SETTLEMENT AGREEMENT.

12/18/13

2.50 MILLET, CRAIG H MULTIPLE EMAILS RE SETTLEMENT AGREEMENT AND COMMENTS OF OPPOSING PARTIES (.8); EMAILS RE TAX WITHHOLDING ISSUES RE GS II FUNDS (.7); CALL AND EMAILS WITH D. ZDUNCEWICZ RE WITHHOLDING ISSUES (1.0).

- 4.90 ROSENTHAL, MICHAEL A WORK ON FURTHER REVISIONS TO SETTLEMENT AGREEMENT, INCLUDING RELATIVE TO WITHHOLDING ISSUES (1.4); EMAILS WITH HOPPER COUNSEL REGARDING WITHHOLDING ISSUES (.3); EMAILS AND TELEPHONE CONFERENCE WITH S. FACKLER AND J. TRINKLEIN REGARDING SETTLEMENT AGREEMENT TAX ISSUES (.4); EMAILS WITH P. STRAUS AND E. FLECK REGARDING MUSE STANCIL PAYMENT (.3); EMAILS WITH P. STRAUS REGARDING SETTLEMENT AGREEMENT PROVISIONS (.4); REVIEW AND REVISE MOTION TO APPROVE SETTLEMENT AGREEMENT AND ATTACHMENTS (1.6); TELEPHONE WITH J. GRAVES REGARDING SETTLEMENT MOTION AND AGREEMENT (.3); EMAIL WITH B. LUNDSTROM REGARDING TAX CALCULATIONS (.2)
- 0.50 TRINKLEIN, JEFFREY TALK WITH M. ROSENTHAL REGARDING EMPLOYEE WITHHOLDING (.3); TALK WITH FACKLER REGARDING DRAFT NOTE TO M. ROSENTHAL (.2).
- 1.00 FACKLER, STEPHEN W INTEROFFICE CONFERENCE WITH J. TRINKLEIN REGARDING TIMING OF FORM W-2 PREPARATION.
- 7.20 GRAVES, JEREMY L DRAFT ANNEXES TO THE TIDE/HOPPER SETTLEMENT AGREEMENT (6.1); REVISE AND EDIT 9019 MOTION FOR APPROVAL OF SETTLEMENT BASED ON VARIOUS COMMENTS (1.1).
- 1.90 LEVIN, DOUGLAS G CORRESPONDENCES WITH L. MITCHELL (KING & SPALDING) AND M. ROSENTHAL RE OUTSTANDING FEES OF MUSE STANCIL AND ISSUES RELATING TO PAYMENT OF SAME FEES, INCLUDING REVIEW OF PREVIOUSLY PREPARED ENGAGEMENT MATERIALS (.4); RESEARCH RE POTENTIAL METHODS OF COMPENSATING MUSE STANCIL, AND ANALYSIS OF THE MOST COST-EFFICIENT METHOD OF DOING SO (1.1); DRAFT SHORT SUMMARY OF RESEARCH PERFORMED AND TRANSMIT TO M. ROSENTHAL IN CONJUNCTION WITH SETTLEMENT AND PLAN RELATED DISCUSSIONS (.4).
- 0.20 BOUSLOG, MATTHEW G EMAILS WITH P. STRAUS, M. ROSENTHAL, C. MILLET AND J. GRAVES RE SETTLEMENT.

12/19/13

2.50 MILLET, CRAIG H

MULTIPLE EMAILS RE WITHHOLDING ISSUES (.7); EMAILS RE GS II FUNDS AND PAYMENT (.6); EMAILS AND CONFERENCES RE TIMING AND FORM OF PAYMENT OF FUNDS (.6); EMAILS RE HSBC FEES AND FORM OF 9019 MOTION (.6).

4.50 ROSENTHAL, MICHAEL A

REVIEW AND REVISE SETTLEMENT MOTION AND ATTACHMENTS (1.6); TELEPHONE WITH J. GRAVES REGARDING SETTLEMENT MOTION (.2); EMAILS WITH E. FLECK REGARDING SETTLEMENT MOTION (.3); EMAILS WITH D. ZDUNKEWICZ REGARDING WITHHOLDING ISSUES (.3); REVISE SETTLEMENT AGREEMENT RELATIVE TO WITHHOLDING ISSUES (.7); REVIEW FINAL CHANGES TO SETTLEMENT AGREEMENT FROM TIDE AND EMAILS TO COUNSEL REGARDING SAME (.6); EMAILS WITH P. STRAUS AND E. FLECK REGARDING MUSE STANCIL CLAIM (.3); REVIEW MUSE STANCIL INVOICES (.2); EMAILS WITH S. FACKLER REGARDING HOPPER WITHHOLDING CALCULATION (.3).

0.80 FACKLER, STEPHEN W

EDIT WITHHOLDING GUIDANCE (.4); DRAFT EMAIL TO C. MILLET (.2); DRAFT EMAIL TO J. TRINKLEIN (.2).

4.60 GRAVES, JEREMY L

DRAFT BRIEF IN SUPPORT OF CONFIRMATION OF FALCON PLAN (3.8); REVISE AND EDIT TIDE/HOPPER SETTLEMENT AGREEMENT BASED ON COMMENTS FROM VARIOUS PARTIES (.8).

12/20/13

2.50 ROSENTHAL, MICHAEL A

CONTINUED WORK ON FINALIZING OPEN ISSUES RELATED TO FALCON SETTLEMENT AGREEMENT (1.2); COMMENT ON REVISED VERSION OF RULE 9019 MOTION (.6); EMAILS WITH PARTIES REGARDING NON-DISCLOSURE OF CONFIDENTIAL INFORMATION (.3); EMAILS WITH D. ZDUNKEWICZ REGARDING HOPPER WITHHOLDING ANALYSIS (.2); EMAILS WITH TIDE AND HOPPER REGARDING STATUS OF FILING AND HEARING (.2)

6.10 GRAVES, JEREMY L

REVISE AND EDIT TIDE/HOPPER SETTLEMENT AGREEMENT BASED ON COMMENTS FROM VARIOUS PARTIES (1.4); DRAFT BRIEF IN SUPPORT OF CONFIRMATION OF FALCON PLAN (4.7).

12/21/13  
1.00 FACKLER, STEPHEN W REVIEW PROPOSED WITHHOLDING CALCULATIONS (.7); DRAFT EMAILS IN RESPONSE (.3).

12/22/13  
1.00 ROSENTHAL, MICHAEL A EMAILS WITH D. ZDUNKEWICZ REGARDING TAX WITHHOLDINGS (.4); EMAILS WITH S. FACKLER REGARDING TAX WITHHOLDINGS (.3); REVIEW SCHEDULE OF TAX WITHHOLDINGS (.3)

12/23/13  
2.90 MILLET, CRAIG H EMAILS RE MOBAY ACCOUNT AND MONEY DUE FROM GS II (.5); COMMENT ON AND REVISE 9019 MOTION AND EMAILS RE SAME (1.8); EMAILS AND CALLS RE WITHHOLDING ISSUES AND REVIEW WITHHOLDING SPREADSHEET (.6).

6.70 ROSENTHAL, MICHAEL A WORK ON FINAL ISSUES RELATED TO SETTLEMENT AGREEMENT, INCLUDING CALCULATIONS RELATED TO PROPER WITHHOLDING (4.8); EMAILS WITH D. ZDUNKEWICZ, P. STRAUS, E. FLECK AND B. BENOIT REGARDING WITHHOLDING CALCULATIONS (.2); TELEPHONE WITH J. TRINKLEIN REGARDING WITHHOLDING (.2); TELEPHONE WITH C. MILLET REGARDING TRANSFER OF MOBAY FUNDS (.2); TELEPHONE WITH P. STRAUS REGARDING WITHHOLDING ISSUES (.2); REVIEW ORIGINAL PURCHASE AGREEMENT SCHEDULES AND EMAILS WITH P. STRAUS AND S. FACKLER REGARDING SAME (.6); REVIEW REVISED HOPPER WITHHOLDING SPREADSHEET FROM DAVID ZDUNKEWICZ (.4); EMAILS WITH S. FACKLER REGARDING REVISED SPREADSHEET (.1)

2.50 FACKLER, STEPHEN W ATTENTION TO WITHHOLDING TAX RATE ISSUE (.9); REVIEW SPREADSHEET (.3); REVIEW REVISED SPREADSHEET AND DRAFT EMAIL EVALUATION (.6); INTEROFFICE CONFERENCE WITH J. TRINKLEIN REGARDING TAX TREATMENT OF CERTAIN LEGAL FEES (.3); DRAFT EMAIL RESPONSE (.2); CONFERENCE CALL REGARDING SETTLEMENT AGREEMENT WITHHOLDING CALCULATIONS (.2).

2.30 GRAVES, JEREMY L REVISE AND EDIT TIDE/HOPPER SETTLEMENT AGREEMENT BASED ON COMMENTS OF VARIOUS PARTIES.

12/24/13  
0.70 MILLET, CRAIG H MULTIPLE EMAILS COORDINATING SIGNATURES ON SETTLEMENT AGREEMENT, FINAL ISSUES AND FINALIZING RE 9019 MOTION.

1.20 ROSENTHAL, MICHAEL A REVIEW REVISED SETTLEMENT AGREEMENT, INCLUDING INDEMNITY LANGUAGE REGARDING HOPPER WITHHOLDING (.4); EMAILS WITH B. BENOIT REGARDING STATUS OF SETTLEMENT (.1); EMAIL WITH D. ZDUNKEWICZ REGARDING REVISED SETTLEMENT AGREEMENT AND INDEMNITY (.1); TELEPHONE WITH J. GRAVES REGARDING RECONCILIATION OF SPREADSHEET (.2); EMAILS TO E. FLECK REGARDING REVISED SETTLEMENT AGREEMENT (.1); REVIEW FINAL SETTLEMENT AGREEMENT (.3)

0.50 FACKLER, STEPHEN W REVIEW PROPOSED INDEMNIFICATION LANGUAGE (.3); DRAFT EMAIL TO M. ROSENTHAL (.2).

1.10 GRAVES, JEREMY L REVISE AND EDIT TIDE/HOPPER SETTLEMENT AGREEMENT BASED ON COMMENTS OF VARIOUS PARTIES.

12/25/13  
0.20 ROSENTHAL, MICHAEL A EMAILS WITH E FLECK REGARDING MOTION TO ESTABLISH MAXIMUM CLAIM FOR THRONSON (.1); EMAIL TO J GRAVES RE THRONSON MOTION (.1)

12/26/13  
1.70 ROSENTHAL, MICHAEL A WORK ON THRONSON MOTION (.6); FINALIZE TIDE/HOPPER SETTLEMENT AGREEMENT (.8); EMAILS WITH J. GRAVES REGARDING MOTION TO SET MAXIMUM POSSIBLE DISTRIBUTION ON THRONSON CLAIM (.2); EMAILS WITH D. ZDUNKEWICZ REGARDING SETTLEMENT AGREEMENT (.1)

1.30 GRAVES, JEREMY L REVISE AND EDIT TIDE/HOPPER SETTLEMENT AGREEMENT BASED ON COMMENTS OF VARIOUS PARTIES.

12/27/13  
0.50 MILLET, CRAIG H EMAILS RE 9019 MOTION AND FINAL ISSUES.

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| 3.50     | ROSENTHAL, MICHAEL A | EMAILS WITH B. BENOIT AND J. GRAVES REGARDING FINAL REVISIONS TO SETTLEMENT AGREEMENT (.2); PREPARE FINAL EXECUTION VERSION OF SETTLEMENT AGREEMENT (1.8); EMAILS WITH PARTIES REGARDING EXECUTION VERSION (.3); REVIEW AND COMMENT ON FINAL VERSION OF RULE 9019 MOTION (.8); EMAILS AND TELEPHONE WITH D. ZDUNKEWICZ REGARDING EXPANDED ALLOCATION SCHEDULE (.2); EMAILS TO M. BOUSLOG AND J. GRAVES REGARDING RULE 9019 MOTION (.1); EMAIL REGARDING TIDE SIGNATURES (.1).  |
| 0.70     | GRAVES, JEREMY L     | REVISE AND EDIT TIDE/HOPPER SETTLEMENT AGREEMENT BASED ON COMMENTS OF VARIOUS PARTIES.   |
| 0.30     | BOUSLOG, MATTHEW G   | EMAILS WITH B. BENOIT, D. ZDUNKEWICZ, M. ROSENTHAL AND J. GRAVES RE SETTLEMENT.  |
| 12/30/13 |                      |  |
| 0.50     | MILLET, CRAIG H      | MULTIPLE EMAILS RE FILING OF 9019 MOTION, SERVICE ISSUES, TIMING, FINAL LOGISTICS AND NOTICE TO DISTRICT COURT.  |
| 2.60     | ROSENTHAL, MICHAEL A | EMAILS WITH E. FLECK REGARDING SETTLEMENT AGREEMENT (.4); TELEPHONE WITH E. FLECK REGARDING TIDE AND THRONSON SETTLEMENTS (.3); EMAILS WITH J. GRAVES REGARDING TIDE SETTLEMENT AGREEMENT (.2); EMAILS WITH J. GRAVES REGARDING THRONSON CLAIMS (.2); REVIEW AND COMMENT ON FINAL DRAFT OF TIDE MOTION AND ORDER (.8); EMAILS WITH B. BENOIT REGARDING TIDE SETTLEMENT (.2); EMAILS WITH B. LUNDSTROM REGARDING FALCON SIGNATURE PAGES (.2); NUMEROUS EMAILS REGARDING SETTLEMENT AGREEMENT SIGNATURES AND FILING OF MOTION (.2); REVIEW AND COMMENT ON LETTER TO JUDGE WOOD (.1). |
| 6.70     | GRAVES, JEREMY L     | FINALIZE 9019 MOTION SEEKING APPROVAL OF TIDE/HOPPER SETTLEMENT AND FILE SAME.   |
| 0.50     | BOUSLOG, MATTHEW G   | EMAILS WITH M. ROSENTHAL, C. MILLET AND J. GRAVES RE SETTLEMENT MOTION.  |



12/31/13

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| 0.30 | ROSENTHAL, MICHAEL A | EMAILS TO D. ZDUNKEWICZ, B. BENOIT AND OTHERS REGARDING LETTER TO JUDGE WOOD REGARDING PROGRESS OF SETTLEMENT MOTION (.2); EMAIL FROM B. BENOIT REGARDING REVISION TO LETTER TO JUDGE WOOD (.1) |
| 0.20 | GRAVES, JEREMY L     | CORRESPOND WITH VARIOUS PARTIES REGARDING FINALIZATION OF SETTLEMENT AGREEMENT.   |
| 0.10 | BOUSLOG, MATTHEW G   | EMAILS WITH B. BENOIT AND M. ROSENTHAL RE SETTLEMENT.   |

**EXHIBIT B**

Expenses Incurred During the Compensation Period

FALCON  
30561-00128

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Detail Costs/Charges:

In House Duplication

12/09/13 0.90 IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 12/09/13

12/17/13 1.20 IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 12/17/13

On-Line Research (Lexis)

12/18/13 226.50 LEVIN, DOUG 12/18/13 30561-00128 LEXIS RESEARCH

On-Line Research Nexis - Main

12/18/13 50.00 LEVIN, DOUG 12/18/13 30561-00128 NEXIS RESEARCH

Telephone Charges

12/03/13 3.80 1(212)530-5567 12/03/2013 NEW YORK NY