

Objection Deadline: February 19, 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.)

**NINETEENTH 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 DECEMBER 1, 2013 THROUGH DECEMBER 31, 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 December 1, 2013 through and including December 31, 2013 (the “Nineteenth Period”) amount to:

	<u>Nineteenth Period (12/1/13-12/31/13)</u>	
Fees	\$	8,219.00
Less: 20% Holdback		<u>(1,643.80)</u>
Fees Incurred at 80%	\$	6,575.20
Disbursements		<u>-</u>
TOTAL	\$	<u>6,575.20</u>

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 Nineteenth Period. Total fees for the Nineteenth Period incurred in connection to Falcon Gas Storage Company, Inc. based on our prevailing billing rates were \$8,219.00 for a total of 22.8 hours. FTI seeks 80% of the requested fees in the amount of \$6,575.20.

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

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

4. Detailed time entries by task code during the Nineteenth 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
February 5, 2014

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 DECEMBER 1, 2013 TO DECEMBER 31, 2013

Professional	Position	Billing Rate	Total Hours	Total Fees
Star, Samuel	Senior Managing Director	895.00	0.2	\$ 179.00
Balcom, James	Managing Director	755.00	2.3	1,736.50
Khaimov, Zhanna	Consultant	325.00	15.9	5,167.50
Topper, Patrick	Consultant	325.00	1.6	520.00
Moore, Teresa	Associate	220.00	2.8	616.00
SUBTOTAL			22.8	\$ 8,219.00
Less: 50% Discount for Non-Working Travel Time				-
TOTAL			22.8	\$ 8,219.00

EXHIBIT B

ARCAPITA BANK B.S.C.(c.), CASE NO. 12-11076

SUMMARY OF HOURS BY TASK

FOR THE PERIOD DECEMBER 1, 2013 TO DECEMBER 31, 2013

Task Code	Task Description	Total Hours	Total Fees
1	Analysis of Current Operating Results & Events	12.9	\$ 5,181.50
24	Preparation of Fee Application	9.9	\$ 3,037.50
SUBTOTAL		22.8	\$ 8,219.00
Less: 50% Discount for Non-Working Travel Time			-
TOTAL		22.8	\$ 8,219.00

EXHIBIT C

ARCAPITA BANK B.S.C.(c), CASE NO. 12-11076

DETAIL OF TIME ENTRIES

FOR THE PERIOD DECEMBER 1, 2013 TO DECEMBER 31, 2013

Task Category	Date	Professional	Hours	Activity
1	12/13/2013	Khaimov, Zhanna	1.3	Prepare a draft of Falcon November Monthly Operating Report.
1	12/16/2013	Khaimov, Zhanna	0.5	Update payments to insiders and professionals schedule in Falcon November Monthly Operating Report.
1	12/17/2013	Khaimov, Zhanna	0.8	Participate in a working session with J. Balcom (FTI) regarding Falcon November Monthly Operating Report.
1	12/17/2013	Balcom, James	0.8	Participate in a working session with Z. Khaimov (FTI) regarding Falcon November Monthly Operating Report.
1	12/17/2013	Khaimov, Zhanna	1.4	Revise Falcon November Monthly Operating Report following discussion with J. Balcom (FTI) and send to K. Keough (Arcapita) for review.
1	12/19/2013	Khaimov, Zhanna	0.8	Finalize Falcon November Monthly Operating Report and correspond with N. Kamphaus (Milbank) regarding the same.
1	12/17/2013	Balcom, James	1.2	Review and comment on Falcon November Monthly Operating Report.
1	12/16/2013	Khaimov, Zhanna	0.7	Review Falcon's October Monthly Operating Report.
1	12/12/2013	Khaimov, Zhanna	0.3	Review D. Levin (GD) correspondence regarding Falcon billing.
1	12/16/2013	Khaimov, Zhanna	0.7	Review fee statements filed in the last month by professionals of Falcon.
1	12/16/2013	Khaimov, Zhanna	0.4	Update the schedule of Falcon restructuring professional fees for payments made to date.
1	12/16/2013	Khaimov, Zhanna	0.7	Analyze payments to be made to Alvarez & Marcel in connection to Falcon.
1	12/16/2013	Khaimov, Zhanna	0.4	Work on payments to be made to Alvarez & Marcel in connection to Falcon.
1	12/16/2013	Khaimov, Zhanna	0.3	Correspond with T. Nelson (FTI) regarding payments to be made to Alvarez & Marcel in connection to Falcon.

EXHIBIT C

ARCAPITA BANK B.S.C.(c), CASE NO. 12-11076

DETAIL OF TIME ENTRIES

FOR THE PERIOD DECEMBER 1, 2013 TO DECEMBER 31, 2013

Task Category	Date	Professional	Hours	Activity
1	12/4/2013	Topper, Patrick	1.6	Review Falcon invoices to be paid.
1	12/13/2013	Balcom, James	0.3	Correspondence with Counsel regarding Falcon professional fee invoices.
1	12/27/2013	Khaimov, Zhanna	0.7	Update the schedule of Falcon restructuring professional fees for recently filed fee statements.
1 Total			12.9	
24	12/23/2013	Moore, Teresa	0.4	Correspond with S. Star (FTI) regarding adjustments to professionals fees attributable to Falcon.
24	12/11/2013	Khaimov, Zhanna	0.2	Review professional fees attributable to Falcon for period of October 1, 2013 through October 31, 2013.
24	12/13/2013	Moore, Teresa	2.1	Review professional fees attributable to Falcon and correspond with Z. Khaimov (FTI) regarding the same.
24	12/16/2013	Khaimov, Zhanna	1.1	Prepare a draft of Falcon fee statement for period of October 1, 2013 through October 31, 2013.
24	12/23/2013	Moore, Teresa	0.3	Extract Falcon time entries for the period of October 1, 2013 through November 30, 2013 to prepare Fee Statement.
24	12/16/2013	Khaimov, Zhanna	0.5	Working on Falcon fee statement for the period of October 1, 2013 through October 31, 2013
24	12/17/2013	Khaimov, Zhanna	1.4	Revise Falcon fee statement for the period of October 1, 2013 through October 31, 2013.
24	12/20/2013	Khaimov, Zhanna	1.2	Review professional fees attributable to Falcon for the period of November 1, 2013 through November 30, 2013.
24	12/20/2013	Khaimov, Zhanna	1.5	Update Falcon fee statement for the period of October 1, 2013 through November 30, 2013.
24	12/21/2013	Khaimov, Zhanna	0.2	Correspond with S. Star (FTI) regarding Falcon billing.

EXHIBIT C

ARCAPITA BANK B.S.C.(c.), CASE NO. 12-11076

DETAIL OF TIME ENTRIES

FOR THE PERIOD DECEMBER 1, 2013 TO DECEMBER 31, 2013

Task Category	Date	Professional	Hours	Activity
24	12/23/2013	Khaimov, Zhanna	0.8	Update Falcon fee statement for the period of October 1, 2013 through November 30, 2013.
24	12/20/2013	Star, Samuel	0.2	Review Falcon fee statement for the period of October 1, 2013 through November 30, 2013
<hr/> 24 Total			9.9	
<hr/> Grand Total			22.8	
