

DATE OF RETENTION: June 12, 2012 *nunc pro tunc* to April 30, 2012

DATE OF ENTRY OF
ORDER AUTHORIZING
EMPLOYMENT: June 12, 2012

THIS IS: Fifth and Final Application for Falcon Gas Storage
Company, Inc.

Period for which compensation
and reimbursement is sought: April 30, 2012 through and including February 19, 2014

Amount of compensation sought
as actual, necessary and
reasonable: \$1,019,417.50

Amount of expense
reimbursement sought as actual,
necessary, and reasonable: \$6,771.14

Blended rate of professionals
(including paraprofessionals): \$706.70

Blended rate of professionals
(excluding paraprofessionals): \$722.70

PRIOR FEE APPLICATIONS¹

First Interim Fee Application

DATE FILED: August 15, 2012

DOCKET NO.: 408

COMPENSATION PERIOD: March 19, 2012 through and including July 31, 2012

FEES/EXPENSES REQUESTED ON APPLICATION: Total Fees Requested: \$107,492.00
Total Expenses Requested: \$0

FEES/EXPENSES ALLOWED: Total Fees Allowed: \$107,492.00
Total Expenses Allowed: \$0

ALLOWED FEES/EXPENSES UNPAID: Total Allowed Fees Unpaid: \$0
Total Allowed Expenses Unpaid: \$0

Second Interim Fee Application

¹ Gibson Dunn’s fees and expenses incurred on behalf of Falcon were previously included in fee applications pertaining to all Debtors in the above-captioned chapter 11 cases. Each Debtor other than Falcon (the “*Non-Falcon Debtors*”) emerged from chapter 11 on September 17, 2013. The Court approved, on a final basis, Gibson Dunn’s fees and expenses incurred on behalf of the Non-Falcon Debtors, and all such fees and expenses have been paid pursuant to the Court’s order dated October 31, 2013 [Dckt. No. 1662]. This Application requests final approval and allowance of fees and expenses incurred on behalf of Falcon.

DATE FILED: November 26, 2012

DOCKET NO. 660

COMPENSATION PERIOD: August 1, 2012 through and including October 31, 2012

FEES/EXPENSES REQUESTED ON APPLICATION: Total Fees Requested: \$102,710.00
Total Expenses Requested: \$0

FEES/EXPENSES ALLOWED: Total Fees Allowed: \$102,710.00
Total Expenses Allowed: \$0

ALLOWED FEES/EXPENSES UNPAID: Total Allowed Fees Unpaid: \$0
Total Allowed Expenses Unpaid: \$0

Third Interim Fee Application

DATE FILED: April 24, 2013

DOCKET NO. 1030

COMPENSATION PERIOD: November 1, 2012 through and including March 31, 2013

FEES/EXPENSES REQUESTED ON APPLICATION: Total Fees Requested: \$221,616.00
Total Expenses Requested: \$0

FEES/EXPENSES ALLOWED: Total Fees Allowed: \$221,616.00
Total Expenses Allowed: \$0

ALLOWED FEES/EXPENSES UNPAID: Total Allowed Fees Unpaid: \$0
Total Allowed Expenses Unpaid: \$0

Fourth Interim Fee Application

DATE FILED: October 3, 2013

DOCKET NO.: 1608

COMPENSATION PERIOD: April 1, 2013 through and including September 30, 2013

FEES/EXPENSES Total Fees Requested: \$216,648.50
REQUESTED ON Total Expenses Requested: \$0
APPLICATION:

FEES/EXPENSES ALLOWED: Total Fees Allowed: \$216,648.50
Total Expenses Allowed: \$0

ALLOWED FEES/EXPENSES Total Allowed Fees Unpaid: \$43,329.70
UNPAID: Total Allowed Expenses Unpaid: \$0

Professionals and Paraprofessionals Rendering Services for Falcon Gas Storage Company, Inc.

For the Fifth Interim Compensation Period (October 1, 2013 to February 19, 2014)¹

<u>NAME</u>	<u>POSITION</u>	<u>YEAR ADMITTED TO BAR</u>	<u>DATE OF INITIAL EMPLOYMENT</u>	<u>TOTAL HOURS</u>	<u>AVERAGE RATE</u>	<u>TOTAL FEES</u>
Michael A. Rosenthal	Partner – Bankr.	TX – 1985 NY – 2009	11/27/1989	78.30	1,101	86,237.00
Stephen W. Fackler	Partner – Corp.	CA - 1984	09/23/2005	6.60	970	6,405.00
Craig H. Millet	Partner – Bankr.	CA – 1982	06/01/1982	107.90	1,059	114,263.50
Jeffrey Trinklein	Partner – Corp.	CA – 1985 TX – 1997 NY – 2007	06/01/1985	0.60	1,050	630.00
Matthew G. Bouslog	Assoc. – Bankr.	CA – 2011	09/19/2012	36.80	509	18,714.00
Jeremy Lee Graves	Assoc. – Bankr.	TX – 2007	10/06/2008	160.90	686	110,405.00
Brian J. Kim	Assoc. – Bankr.	NY – 2010	11/30/2009	18.00	699	12,580.00
Douglas G. Levin	Assoc. – Bankr.	CA – 2009	05/12/2008	29.10	601	17,487.00
Joshua Weisser	Assoc. – Bankr.	NY – 2006	04/20/2009	0.80	785	628.00
Duke K. Amponsah	Legal Asst.	n/a	n/a	29.30	372	10,907.50
Morgan Wolfe	Legal Asst.	n/a	n/a	13.90	268	3,723.50
Total				482.20		\$381,980.50
NON-WORKING TRAVEL TIME REDUCTION (50%)						(\$11,029.50)
Grand Total						<u>\$370,951.00</u>

¹ Two individuals performed fewer than three hours of services on behalf of Falcon during the Fifth Interim Compensation Period. Both of these individuals performed substantial services on behalf of the Debtors (including the Non-Falcon Debtors) during the course of the Chapter 11 Cases. Accordingly, Gibson Dunn submits that they should not be treated as “transitory timekeepers.”

Total Professional and Paraprofessional Hours.....	482.20
Total Professional Hours.....	439.00
Total Paraprofessional Hours.....	43.20
Blended Rate (including paraprofessionals).....	\$769.29
Blended Rate (excluding paraprofessionals).....	\$811.66

Bankr. = Business Restructuring and Reorganization Practice Group

Corp. = Corporate Practice Group

Professionals and Paraprofessionals Rendering Services for Falcon Gas Storage Company, Inc.

For the Final Compensation Period (April 30, 2012 to February 19, 2014)¹

<u>NAME</u>	<u>POSITION</u>	<u>YEAR ADMITTED TO BAR</u>	<u>DATE OF INITIAL EMPLOYMENT</u>	<u>TOTAL HOURS</u>	<u>AVERAGE RATE</u>	<u>TOTAL AMOUNTS</u>
Stephen W. Fackler	Partner – Corp.	CA - 1984	09/23/2005	6.60	970	6,405.00
Matthew K. Kelsey	Partner – Bankr.	NY – 2004	11/10/2008	6.60	818	5,397.00
Craig H. Millet	Partner – Bankr.	CA – 1982	06/01/1982	426.50	1,031	439,766.5
Michael A. Rosenthal	Partner – Bankr.	TX – 1985 NY – 2009	11/27/1989	96.50	1,094	105,571.00
Jeffrey Trinklein	Partner – Corp.	CA – 1985 TX – 1997 NY – 2007	06/01/1985	0.60	1,050	630.00
Matthew J. Williams	Partner – Bankr.	NY – 1999	10/27/2008	0.40	865	346.00
Matthew G. Bouslog	Assoc. – Bankr.	CA – 2011	09/19/2012	368.10	445	163,752.50
Kenneth A. Glowacki Jr.	Assoc. – Bankr.	CA - 2001	09/04/2001	4.10	715	2,931.50
Jeremy Lee Graves	Assoc. – Bankr.	TX - 2007	10/06/2008	362.90	646	234,480.00
Zoe A. Gray	Assoc. – Lit.	VA – 2012	10/22/2012	11.00	395	4,345.00
Brian J. Kim	Assoc. – Bankr.	NY – 2010	11/30/2009	18.00	699	12,580.00
Nicholas A. Klein	Assoc. – Unassigned	CO – 2013	09/23/2013	34.00	195	6,630.00
Douglas G. Levin	Assoc. – Bankr.	CA – 2009	05/12/2008	30.20	600	18,125.00
Serena G. Liu	Assoc. – Lit.	CA – 2009	05/12/2008	6.60	662	4,369.50
Alan Moskowitz	Assoc. – Corp.	NY – 2010	07/09/2012	2.10	695	1,459.50
Reid F. Rector	Summer Associate	n/a	05/21/2012	5.40	195	1,053.00
Joshua Weisser	Assoc. – Bankr.	NY – 2006	04/20/2009	3.70	782	2,894.50

¹ Three individuals performed fewer than three hours of services on behalf of Falcon during the Final Compensation Period. Each of these individuals performed substantial services on behalf of the Debtors (including the Non-Falcon Debtors) during the course of the Chapter 11 Cases. Accordingly, Gibson Dunn submits that they should not be treated as “transitory timekeepers.”

<u>NAME</u>	<u>POSITION</u>	<u>YEAR ADMITTED TO BAR</u>	<u>DATE OF INITIAL EMPLOYMENT</u>	<u>TOTAL HOURS</u>	<u>AVERAGE RATE</u>	<u>TOTAL AMOUNTS</u>
Duke K. Amponsah	Legal Asst.	n/a	n/a	34.80	370	12,892.50
Jennifer M. Contreras	Legal Asst.	n/a	n/a	4.70	340	1,598.00
James D. DeBartolo	Legal Asst.	n/a	n/a	3.60	255	918.00
Morgan M. Wolfe	Legal Asst.	n/a	n/a	16.10	267	4,302.50
SUBTOTAL				1,442.50		\$1,030,447.00
NON-WORKING TRAVEL TIME REDUCTION (50%)						(\$11,029.50)
TOTAL						<u>\$1,019,417.50</u>

Total Professional and Paraprofessional Hours:1,442.50
Total Professional Hours:.....1,377.90
Total Paraprofessional Hours:.....64.60
Blended Rate (Total Fees/Total Hours):.....\$706.70
Blended Rate (Excluding Paraprofessionals):.....\$722.70

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

**Expense Summary for the Fifth Interim Compensation Period
and the Final Compensation Period¹**

<u>DISBURSEMENT</u>	<u>FIFTH INTERIM COMPENSATION PERIOD (OCTOBER 1, 2013 – FEBRUARY 19, 2014) AMOUNT (\$)</u>	<u>FINAL COMPENSATION PERIOD (APRIL 30, 2012 – FEBRUARY 19, 2014) AMOUNT (\$)</u>
In House Duplication	252.20	252.20
Lodging	1,554.14	1,554.14
Meals	359.70	359.70
Messenger and Courier Expense	89.17	89.17
On-Line Research (Lexis)	302.70	302.70
On-Line Research Nexis - Main	130.00	130.00
Postage	1.92	1.92
Specialized Research/Filing Fees	42.30	42.30
Telephone Charges	4.94	4.94
Transcripts/Digesting	494.10	494.10
Travel - Air & Rail	2,755.68	2,755.68
Travel - Miscellaneous (tips)	36.00	36.00
Travel - Taxi & Other Modes/Miles	748.29	748.29
Total:	\$6,771.14	\$6,771.14

¹ The expenses for the Fifth Interim Compensation Period and the Final Compensation Period are the same because Gibson Dunn does not seek reimbursement from Falcon for any expenses incurred prior to the Fifth Interim Compensation Period.

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 Gibson Dunn and reimbursement of its actual and necessary expenses incurred on behalf of Falcon during the period commencing April 30, 2012 through and including February 19, 2014 (the “*Final Compensation Period*”). Gibson Dunn respectfully represents:

I. PRELIMINARY STATEMENT

1. Falcon filed for bankruptcy protection about one month after Arcapita Bank B.S.C.(c) (“*Arcapita Bank*”) and certain of its affiliates other than Falcon (collectively, the “*Non-Falcon Debtors*”, and together with Falcon, the “*Debtors*”) initiated voluntary chapter 11 cases (together with Falcon’s chapter 11 case, the “*Chapter 11 Cases*”). At the time Falcon entered bankruptcy, it was plagued by litigation and the majority of its assets consisted of cash that was tied up in an escrow account involved in that litigation.

2. Tide Natural Gas Storage I, LP and Tide Natural Gas Storage II, LP (together, “*Tide*”) were involved in the bulk of the disputes, one of which was the proper treatment of Tide’s claims under Falcon’s chapter 11 plan (the “*Falcon Plan*”). Because that litigation remained unresolved at the time the Non-Falcon Debtors sought and obtained confirmation of a chapter 11 plan with regard to those Non-Falcon Debtors (the “*Non-Falcon Plan*”), Falcon delayed seeking confirmation of the Falcon Plan pending a resolution of the litigation.

3. Approximately four months after the Non-Falcon Plan was confirmed, Falcon, Tide, and certain other litigants agreed upon a global resolution of the various claims between them. Gibson Dunn and its co-counsel structured the settlement, which the Court approved, thereby paving the way for confirmation of the Falcon Plan. Shortly thereafter, Gibson Dunn obtained the Court’s confirmation of the Falcon Plan on a fully consensual basis, a

result that seemed almost unthinkable when the Falcon Chapter 11 Case began. Falcon's Chapter 11 Case was a clear success, yielding a 100% distribution to creditors along with a distribution to equity holders.

4. This Application does not describe in detail the multitude of issues that Gibson Dunn resolved, both in and out of court, during Falcon's Chapter 11 Case. The Court is well aware of many of these issues. However, on an overall basis, there are three inter-related themes that distinguish Gibson Dunn's representation of Falcon: (1) effective advocacy; (2) creative problem solving; and (3) consensus building. At nearly every turn in the Falcon Chapter 11 Case, Gibson Dunn confronted complex issues and determined adversaries. Nevertheless, Gibson Dunn persevered in defending the Falcon estate's interests, solved novel problems, and worked cooperatively with Falcon's key constituencies to build consensus for a negotiated compromise that maximized value for the Falcon estate. These efforts were vital to facilitating confirmation of the Falcon Plan within a reasonable timeframe, on an uncontested basis, and on the most advantageous terms possible for the Falcon estate. Considering the complexity of the Falcon Chapter 11 Case and the tremendous results achieved on behalf of the Falcon estate, Gibson Dunn respectfully submits that its fees and expenses are more than reasonable and should be approved.

II. JURISDICTION

5. The 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 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.

III. GENERAL BACKGROUND

6. On March 19, 2012, Arcapita Bank and the other Non-Falcon Debtors commenced their Chapter 11 Cases. Falcon commenced its Chapter 11 Case on April 30, 2012 (the “*Petition Date*”). The Chapter 11 Cases were consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b). At all times throughout its Chapter 11 Case, Falcon was authorized to continue to operate its businesses and manage its assets as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

7. On April 5, 2012, the United States Trustee for the Southern District of New York (the “*U.S. Trustee*”) appointed the Official Committee of Unsecured Creditors (the “*Committee*”) pursuant to sections 1102(a) and (b) of the Bankruptcy Code. No trustee or examiner was appointed in the Chapter 11 Cases.

8. Gibson Dunn began performing legal services on behalf of the Debtors on March 19, 2012 (the petition date for the Non-Falcon Debtors) in accordance with the Court’s *Order Pursuant to Sections 327(a), 330 and 331 of the Bankruptcy Code Approving the Employment and Retention of Gibson, Dunn & Crutcher LLP as Counsel for Debtors in Possession Nunc Pro Tunc to the Petition Date* [Dckt. No. 142], dated May 15, 2012 (the “*Retention Order*”).¹ The Retention Order is made applicable to the Falcon Chapter 11 Case as provided in the Court’s *Order Pursuant to Section 105(a) of the Bankruptcy Code Directing That*

¹ The Retention Order sets forth the terms and conditions of Gibson Dunn’s employment and compensation, the source of Gibson Dunn’s compensation and certain limitations on Gibson Dunn’s fees.

Certain Orders in the Chapter 11 Cases of Arcapita Bank B.S.C.(c), et al. Be Made Applicable to Subsequent Debtor [Dckt. No. 239], dated June 12, 2012 (the “**First-Day Order**”).

9. Pursuant to the 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**”),² each professional employed by the Debtors was required to 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), that professional was entitled to be paid 80% of its fees and 100% of its expenses, subject to later allowance by an order of the Court.

10. The Interim Compensation Order also required 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 15, 2012, Gibson Dunn filed its first fee application [Dckt. No. 408] (the “**First Fee Application**”), requesting interim approval and allowance of the fees and expenses incurred on behalf of all Debtors (including Falcon) for the period from March 19, 2012 through July 31, 2012 (the “**First Interim Compensation Period**”). No party filed an objection to the First Fee Application. On September 24, 2012, the Court entered an order [Dckt. No. 503] (the

² The Interim Compensation Order is also made applicable to the Falcon Chapter 11 Case as provided in the First-Day Order.

“**First Fee Order**”) granting Gibson Dunn’s First Fee Application and approving and allowing fees incurred on behalf of Falcon in the amount of \$107,492.00. No expenses were incurred or requested on behalf of Falcon. The First Fee Order authorized the Debtors to immediately pay 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 (the “**First Holdback**”), in the amount of \$21,498.40, at any time and without prior notice to any party. The Court imposed a similar holdback in connection with the fee applications submitted by other professionals for the First Interim Compensation Period.

11. On November 26, 2012, Gibson Dunn filed its second interim fee application [Dckt. No. 660] (the “**Second Fee Application**”), requesting interim approval and allowance of the fees and expenses incurred on behalf of all Debtors for the period from August 1, 2012 through October 31, 2012 (the “**Second Interim Compensation Period**”). No party specifically objected to the Second Fee Application.³ 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 incurred on behalf of Falcon in the amount of \$102,710.00. No expenses were incurred or requested on behalf of Falcon. The Second Fee Order authorized the

³ On December 13, 2012, Tide filed a limited objection to the fee applications of several professionals, including Gibson Dunn, in order to reserve their right to object to the allocation of certain fees and expenses to Falcon. At the hearing on the fee applications, the Court noted that Tide had reserved the right to raise that objection at a later time (i.e., if and when such an allocation was sought). See Dec. 18, 2012 H’rg Tr. at 69:16-71:14. As discussed below, the global resolution of all disputes between Falcon and Tide moots this limited objection.

Debtors to immediately pay 80% of the allowed fees and 100% of the First Holdback. The Court expressly reserved the right to authorize payment of the unpaid portion of the allowed fees for the Second Interim Compensation Period (the “**Second Holdback**”), in the amount of \$20,542.00, at any time and without prior notice to any party. The Court imposed a similar holdback in connection with the fee applications submitted by other professionals for the Second Interim Compensation Period.

12. On April 24, 2013, Gibson Dunn filed its third interim fee application [Dckt. No. 1030] (the “**Third Fee Application**”), requesting interim approval and allowance of the fees and expenses incurred on behalf of all Debtors for the period from November 1, 2012 through March 31, 2013 (the “**Third Interim Compensation Period**”). No party filed an objection to the Third Fee Application. 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 incurred on behalf of Falcon in the amount of \$221,616.00. No expenses were incurred or requested on behalf of Falcon. The Third Fee Order authorized the Debtors to immediately pay 80% of the allowed fees and 100% of the Second Holdback. The Court expressly reserved the right to authorize payment of the unpaid portion of the allowed fees for the Third Interim Compensation Period (the “**Third Holdback**”), in the amount of \$44,323.20, at any time and without prior notice to any party. The Court imposed a similar holdback in connection with the fee applications submitted by other professionals for the Third Interim Compensation Period.

13. On October 3, 2013, Gibson Dunn filed its fourth interim fee application [Dckt. No. 1608] (the “**Fourth Fee Application**”). By that time, the effective date with regard to the Non-Falcon Plan (the “**Non-Falcon Effective Date**”), September 17, 2013, had passed, but the Falcon Plan had not yet been confirmed. Accordingly, the Fourth Fee Application requested:

(a) final approval and allowance of all fees and expenses incurred on behalf of the Non-Falcon Debtors during the Chapter 11 Cases through the Non-Falcon Effective Date; and (b) interim approval and allowance of the fees and expenses incurred on behalf of Falcon during the period from April 1, 2013 through and including September 30, 2013 (the “**Fourth Interim Compensation Period**”). General objections to the fees and expenses requested to be paid by the Debtors (not specific to Falcon) were filed by Hani Alsohaibi [Dckt. No. 1639] and the U.S. Trustee [Dckt. No. 1642]. The objection of Hani Alsohaibi was overruled, and Gibson Dunn consensually resolved the objection of the U.S. Trustee. On October 31, 2013, the Court entered an order [Dckt. No. 1662] (the “**Fourth Fee Order**”) granting the Fourth Fee Application and approving and allowing fees incurred on behalf of Falcon in the amount of \$216,648.50. The Fourth Fee Order authorized the Debtors to immediately pay 80% of the allowed fees incurred on behalf of Falcon and 100% of the Third Holdback, and reserved the right to authorize payment of the unpaid portion of the allowed fees for the Fourth Interim Compensation Period (the “**Fourth Holdback**”), in the amount of \$43,329.70, at any time and without prior notice to any party.

14. During the period commencing October 1, 2013 through and including February 19, 2014 (the “**Fifth Interim Compensation Period**”), Gibson Dunn attorneys and paraprofessionals expended a total of 482.20 hours for which compensation is requested. These hours resulted in fees (after application of the 50% reduction for non-working travel time) in the amount of \$370,951.00 and reimbursable expenses in the amount of \$6,771.14.

15. No party has filed an objection during the applicable Objection Period to any of Gibson Dunn's Monthly Fee Statements pertaining to the Fifth Interim Compensation Period.⁴ Excluding (a) fees and expenses requested in the February Fee Statement and in Exhibit G-5 (see footnote 4), the payment of which is not yet due, (b) the Fourth Holdback and (c) the holdbacks related to the Fifth Interim Compensation Period, Gibson Dunn has been paid, in accordance with the Interim Compensation Order, the amounts requested by this Application.

16. The Court entered an order confirming the Falcon Plan on January 31, 2014 [Dckt. No. 1759], and the effective date with respect to the Falcon Plan (the "***Falcon Effective Date***") occurred on February 19, 2014.

17. By this Application, Gibson Dunn seeks: (a) final allowance, as administrative expenses under section 503(b) of the Bankruptcy Code, of Gibson Dunn's fees (in the amount of \$1,019,417.50) and expenses (in the amount of \$6,771.14), aggregating \$1,026,188.64 in total, incurred on behalf of Falcon during the Final Compensation Period; and (b) authorization of the immediate payment to Gibson Dunn by Falcon of any such allowed fees

⁴ As of the date hereof, the Objection Period for Gibson Dunn's February Monthly Fee Statement [Dckt. No. 1801] (the "***February Fee Statement***"), filed on March 13, 2014, has not yet expired. Accordingly, Gibson Dunn has not been paid any fees or expenses in connection with the February Fee Statement. If no objection to Gibson Dunn's February Fee Statement is filed prior to expiration of the Objection Period, the Debtors will be authorized, pursuant to the Interim Compensation Order, to pay Gibson Dunn \$23,061.60 in fees and \$3,007.38 in costs, representing 80% of the total fees and 100% of the total expenses requested in the February Fee Statement. Additionally, attached hereto as **Exhibit G-5** is an invoice containing certain expenses (totaling \$1,201.94) incurred in connection with the Falcon Plan confirmation hearing. Due to timing constraints, these expenses were not included in any Monthly Fee Statement, and thus will not become payable until approved by the Court in connection with this Application.

and expenses to the extent that they remain unpaid, including, without limitation, any unpaid holdbacks that have not previously been paid to Gibson Dunn.

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

18. Gibson Dunn 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**”). All quarterly fees due to the U.S. Trustee have been paid and all monthly operating reports have been filed.

19. 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 Authorizing Maintenance of Consolidated List of Creditors in Lieu of a Matrix; (B) Authorizing Filing of a Consolidated List of Top 50 Unsecured Creditors; and (C) Approving Case Management Procedures* [Dckt. No. 21].

20. Annexed hereto as **Exhibit A** is a declaration in support of this Application, dated September 12, 2013 and signed by Henry Thompson on behalf of the Debtors in his former capacity as Executive Director and Head of Legal for Arcapita Bank (the “**Thompson Declaration**”). Prior to the Non-Falcon Effective Date, Mr. Thompson was primarily responsible for supervising the work Gibson Dunn performed as general bankruptcy counsel for the Debtors. The Thompson Declaration: (a) confirms that Mr. Thompson or

another member of the Debtors' management team received and reviewed each of Gibson Dunn's invoices, Monthly Fee Statements, and interim fee applications covering the period through the Fourth Interim Compensation Period; and (b) reflects Mr. Thompson's opinion that, considering the results achieved by Gibson Dunn on behalf of the Debtors during the Chapter 11 Cases, the fees incurred by Gibson Dunn through the Fourth Interim Compensation Period are reasonable and should be allowed in full.

21. Gibson Dunn has also provided a copy of this Application to Eugene I. Davis, in his capacity as Liquidating Trustee for the Reorganized Debtors, who was primarily responsible for supervising the work Gibson Dunn performed as general bankruptcy counsel for Falcon during the Fifth Interim Compensation Period.

22. Additionally, pursuant to the Local Guidelines, a certification regarding compliance with the Guidelines is annexed hereto as **Exhibit B**.

23. Pursuant to the Local Guidelines, annexed hereto as **Exhibits C-1 and C-2** are schedules pertaining to the Fifth Interim Compensation Period and the Final Compensation Period, respectively, setting forth (a) all Gibson Dunn professionals and paraprofessionals who performed services in the Falcon Chapter 11 Case during the respective compensation periods, (b) the capacity in which each individual is employed by Gibson Dunn, (c) the department in which each individual practices, (d) the hourly rate charged by Gibson Dunn for services performed by each individual, (e) the year in which each attorney was first licensed to practice law, and (f) the aggregate number of hours expended by each individual on behalf of Falcon during the respective compensation periods.

24. Gibson Dunn's fees in the Falcon Chapter 11 Case were billed in accordance with its existing billing rates and procedures in effect during the Final Compensation

Period. The rates that Gibson Dunn has charged for the services rendered by its professionals and paraprofessionals in the Falcon Chapter 11 Case are the same rates that Gibson Dunn charged for professional and paraprofessional services rendered in comparable non-bankruptcy related matters. Gibson Dunn believes that the rates charged to Falcon are consistent with market rates. Given the quality of services performed on behalf of Falcon and the efficient manner in which Gibson Dunn professionals rendered such services, Gibson Dunn believes that the rates charged to Falcon are reasonable. Moreover, consistent with its view that chapter 11 services should be performed as efficiently as possible, Gibson Dunn diligently monitored the integrity of its invoices to Falcon to ensure the reasonableness of the monthly totals for services rendered.

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

26. Pursuant to Section II.D of the U. S. Trustee Guidelines, annexed hereto as **Exhibits E-1 and E-2** are summaries of the total hours expended and the total fees incurred on behalf of Falcon during the Fifth Interim Compensation Period and the Final Compensation Period, respectively.

27. Gibson Dunn maintained computerized records of time spent by all Gibson Dunn attorneys and paraprofessionals in connection with the Falcon Chapter 11 Case. Subject to redaction for attorney-client privilege where necessary to protect Falcon and its estate,

copies of such computerized records covering the Fifth Interim Compensation Period are attached hereto as **Exhibits F-1 through F-5**, which will be furnished to the Court, the office of the U.S. Trustee, and the Committee.⁵ The time records contain an identification of each professional and paraprofessional providing services on behalf of Falcon, a statement of the number of hours spent and the amount of compensation requested for each individual, and a description of the services provided by each individual.

28. There is no agreement or understanding between Gibson Dunn and any other person for the sharing of compensation to be received for services rendered in the Falcon Chapter 11 Case.

**V. SUMMARY OF SERVICES PERFORMED BY GIBSON DUNN
DURING THE FINAL COMPENSATION PERIOD AND THE
FIFTH INTERIM COMPENSATION PERIOD**

29. During the Final Compensation Period (which includes the Fifth Interim Compensation Period), Gibson Dunn rendered numerous, varied, and complex professional services on behalf of Falcon. To efficiently address the issues pertaining to Falcon's chapter 11 case, Gibson Dunn was required to rely on senior personnel to provide a great deal of the advice on these matters. 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 more than makes up for this rate differential. As a result, Gibson Dunn was able to provide the

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

highest quality of legal services using a core team of attorneys uniquely suited to represent Falcon in an efficient manner.

30. The timekeeper summaries for the Fifth Interim Compensation Period and the Final Compensation Period (Exhibits C-1 and C-2) reflect that a few professionals performed fewer than three hours of services on behalf of Falcon during the respective compensation periods. Each of those professionals performed substantial services on behalf of the Debtors during the course of the Chapter 11 Cases and were integral to the Chapter 11 Cases. Accordingly, Gibson Dunn submits that such individuals should not be treated as “transitory timekeepers.”

31. As previously discussed, Falcon’s Chapter 11 Case proceeded in tandem with the Non-Falcon Debtors’ Chapter 11 Cases through the Fourth Interim Compensation Period. During that time, Falcon benefitted from work performed by Gibson Dunn in numerous areas on behalf of all Debtors—such as Gibson Dunn’s preparation of the Plan that could be confirmed with respect to the Non-Falcon Debtors and Falcon alike. Gibson Dunn only separately accounted for work performed exclusively on behalf of Falcon under its unique Falcon billing code. Virtually all of the time billed to that code prior to the Fifth Interim Compensation Period (in the amount of \$648,466.50) pertains to Falcon-only case administration and litigation (primarily, the Tide litigation).

32. From the Non-Falcon Effective Date (when Falcon became the only Debtor remaining in chapter 11) until the Falcon Effective Date (virtually all of the Fifth Interim Compensation Period), Gibson Dunn continued to bill all services performed on behalf of Falcon to the Falcon billing code. Because Gibson Dunn performed certain additional services on behalf of Falcon during the Fifth Interim Compensation Period in order to administer Falcon’s

separate Chapter 11 Case, and to aid in the review of this Application, Gibson Dunn has reviewed its time records for the Fifth Interim Compensation Period and identified below, to the best of its ability, the approximate number of hours and amount of fees attributable to those services.

33. Although certain services are identified with particularity, the following summary descriptions do not fully capture the essence of Gibson Dunn's over-arching contributions to the Falcon Chapter 11 Case: effective advocacy, creative problem solving, and consensus building. The full scope of the services rendered by Gibson Dunn's professionals is set out with particularity in the detailed time records annexed hereto as Exhibits F-1 through F-5.⁶

A. Falcon Case Administration and Tide Litigation

[Fifth Interim Compensation Period: Total Hours 380.40 Total Fees \$318,743.50]

34. During the Final Compensation Period, Gibson Dunn addressed numerous administrative issues affecting Falcon, including by responding to requests and concerns from claimants regarding their rights during the pendency of the Falcon Chapter 11 Case, and ensuring that orders regarding the Non-Falcon Debtors also applied to Falcon as a subsequent Debtor.

35. The majority of Gibson Dunn's services for Falcon during the Final Compensation Period consisted of representing Falcon in connection with several exceptionally contentious litigation matters. These included litigation regarding the claim filed by Tide related

⁶ Additional detail regarding the services provided by Gibson Dunn during previous interim compensation periods is included in the First, Second, Third and Fourth Fee Applications, each of which is hereby incorporated by reference.

to litigation it had filed against Falcon in the United States District Court for the Southern District of New York (the “*Tide Action*”) and a related adversary proceeding initiated in this Court against Falcon by John M. Hopper on behalf of himself and other claimants (the “*Hopper Action*,” and together with the Tide Action, the “*Tide Litigation*”). The Tide Litigation involved allegations by Tide of fraud in the inducement of the acquisition of a natural gas storage facility in Texas and disputed ownership rights in more than \$70 million held in escrow. Gibson Dunn spent significant time evaluating the merits of the causes of action alleged in the Tide Litigation, identifying and analyzing potential defenses thereto, preparing and filing an answer in the Hopper Action, and assessing the impact of the Chapter 11 Cases on the Tide Litigation. Gibson Dunn also complied with an order of the Court requiring that the Debtors make certain disclosures to Tide’s counsel by regularly providing to them records of insurance payments and professional fees paid in the ordinary course of business.

36. Tide filed a motion to lift the automatic bankruptcy stay in Falcon’s Chapter 11 Case in order to continue prosecution of the Tide Action. Gibson Dunn opposed this motion and, as a result, the Court suggested that the parties attempt mediation. Gibson Dunn spent significant time preparing for the mediation, including drafting significant sections of the Debtors’ mediation brief, and also participated in the mediation. When the mediation ultimately proved unsuccessful, Gibson Dunn prepared for further litigation by analyzing the viability of various potential claims, including mandatory subordination of Tide’s claims.

37. Tide also filed a motion asking the Court to convert Falcon’s Chapter 11 Case to a case under chapter 7 of the Bankruptcy Code or to appoint a trustee. This required Gibson Dunn to spend significant time analyzing and preparing a response to the motion.

38. Gibson Dunn researched and submitted briefing regarding the subordination of claims filed by Tide. While the subordination issue was under submission, the parties in the Tide Action reached a settlement that paved the way for confirmation of the Falcon Plan. Thereafter, Gibson Dunn worked with various co-counsel and counterparties to structure the settlement in a way that disposed of the Tide Action under the most advantageous circumstances possible and permitted Falcon to seek confirmation of the Falcon Plan on a fully-consensual basis.

39. In addition to the Tide Litigation, Gibson Dunn prepared a complaint and initiated an adversary proceeding against Enterprise Jet Center in order to recover consequential damages resulting from Enterprise Jet Center's damage of an aircraft leased by Falcon. Gibson Dunn participated in negotiations regarding the settlement of the litigation with Enterprise Jet Center, prepared and filed a motion with the Court seeking approval of that settlement, and obtained the Court's approval of the settlement on August 6, 2012.

40. Finally, Gibson Dunn spent a significant amount of time working on issues related to confirmation of the Falcon Plan. For example, Gibson Dunn worked with creditors to resolve certain claim and voting issues, and submitted evidence and legal authority in support of confirmation of the Falcon Plan. The Court confirmed the Falcon Plan on January 31, 2013. Thereafter, Gibson Dunn assisted Falcon in satisfying various conditions precedent necessary to consummate the Falcon Effective Date.

41. As a result of the dedicated work of Gibson Dunn's team of professionals and paraprofessionals involved in Falcon's Chapter 11 Case, Falcon successfully emerged from chapter 11 on February 19, 2014. Gibson Dunn's unyielding efforts to ensure the stable administration of Falcon's Chapter 11 Case and creatively solve issues (large and small) on a

consensual basis to the extent possible generated substantial tangible and intangible dividends to Falcon and its stakeholders. Those benefits include, but certainly are not limited to, minimizing confirmation disputes and costly protracted litigation, achieving confirmation of a favorable plan of reorganization on a fully-consensual basis within a reasonable timeframe, and securing a 100% distribution to creditors along with a distribution to equity holders. Gibson Dunn respectfully submits that its fees incurred on behalf of Falcon in this category, though not insignificant, are more than reasonable in light of these substantial contributions.

B. Fee Applications/Monthly Fee Statements

[Fifth Interim Compensation Period: Total Hours 49.50 Total Fees \$22,261.00]

42. Prior to the Fifth Interim Compensation Period, Gibson Dunn prepared and submitted Monthly Fee Statements and interim fee applications on behalf of all Debtors. After the Non-Falcon Effective Date, when Falcon became the only Debtor remaining in chapter 11, Gibson Dunn had to prepare Monthly Fee Statements and this Application solely on behalf of Falcon. The fees requested in this category reflect the preparation of five Monthly Fee Statements during the Fifth Interim Compensation Period, preliminary work in connection with this Application,⁷ and Gibson Dunn's efforts to ensure that time entries were documented in accordance with the Guidelines and to prevent the disclosure of privileged or otherwise confidential material.

⁷ The majority of the work performed in preparing this Application occurred after the Falcon Effective Date (i.e., after the Final Compensation Period). This Application does not request reimbursement for such post-effective date services.

43. Each of Gibson Dunn's professionals and paraprofessionals performing services in this category was keenly aware of the importance of performing such services in the most efficient manner possible in order to minimize expenses to the estate, having facilitated U.S. Trustee review of such fees in connection with previous fee applications. Gibson Dunn submits that, considering the size of the Falcon Chapter 11 Case and the efficiency with which Gibson Dunn has managed the foregoing compensation matters, its fees in this category are reasonable and should be approved.

C. Retention and Compensation of Third-Party Professionals

[Fifth Interim Compensation Period: Total Hours 27.40 Total Fees \$18,917.00]

44. During the Final Compensation Period, Gibson Dunn assisted certain other professionals that provided services to Falcon in its Chapter 11 Case (primarily in connection with the Tide Litigation) with various retention and compensation issues. Those professionals include A&M Global Forensic and Dispute Services, LLC as litigation support providers, and King & Spalding LLP as litigation counsel. The services provided for these professionals included assistance with preparing retention applications and related materials, Monthly Fee Statements and interim and final fee applications. Because certain professionals were not accustomed to retention and compensation requirements in bankruptcy, Gibson Dunn also occasionally advised those professionals on such requirements.

45. Gibson Dunn's efforts to assist these third-party professionals inured to the benefit of the Falcon estate by facilitating the uninterrupted administration of Falcon's Chapter 11 Case and Falcon's representation in the Tide Litigation, thereby contributing to the resolution of the Tide Litigation and confirmation of the Falcon Plan within a reasonable timeframe. As with the category above, Gibson Dunn's professionals and paraprofessionals

were mindful to carefully manage its fees in this category, which Gibson Dunn submits are reasonable under the circumstances.

D. Non-Working Travel Time

[Fifth Interim Compensation Period: Total Hours 24.90 Total Fees \$11,029.50
(after application of the 50% reduction)]

46. During the Fifth Compensation Period, Gibson Dunn professionals were required to travel in connection with the Non-Falcon Plan confirmation hearing. Consistent with the Guidelines and the Retention Order, this Application seeks compensation for only 50% of any fees associated with non-working travel time.

ALLOWANCE OF COMPENSATION

47. 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.

48. 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).

49. 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).

50. As analyzed below, Gibson Dunn submits that the factors governing awards of compensation justify the allowance requested for the Final Compensation Period.

51. **The Time And Labor Required.** Shepherding Falcon through its Chapter 11 Case required not only skill, but substantial time and effort. Gibson Dunn's professionals and paraprofessionals expended: (a) 482.20 recorded hours in providing the requested professional services during the Fifth Interim Compensation Period and (b) 1,442.50 recorded hours in providing the requested professional services during the Final Compensation Period. Exhibits F-1 through F-5 annexed hereto detail the time and labor expended by Gibson Dunn on behalf of Falcon during the Fifth Interim Compensation Period. Time entries detailing the time and labor expended by Gibson Dunn on behalf of Falcon during the First, Second,

Third, and Fourth Interim Compensation Periods are annexed as exhibits to the respective fee applications for those periods and are hereby incorporated by reference into this Application.

52. In connection with the provision of its legal services, Gibson Dunn has sought, within the parameters required for effective legal representation, to minimize legal expenses. Gibson Dunn has made every effort to coordinate its efforts with those of Falcon's other professionals to avoid any duplication of efforts. Moreover, Gibson Dunn has carefully reviewed the entries of all professionals and paraprofessionals who worked on this case to determine the reasonableness of the monthly totals for services rendered.

53. **The Rates Charged For Such Services.** During the Final Compensation Period, Gibson Dunn's hourly billing rates ranged from \$785 to \$1,140 per hour for partners, \$195 to \$785 for staff attorneys, of counsel and associates (including one summer associate), and \$255 to \$380 for paraprofessionals. Based on the recorded hours expended by Gibson Dunn's attorneys and paraprofessionals, the average hourly billing rate for Gibson Dunn's services was: (a) \$769.29 during the Fifth Interim Compensation Period including paraprofessionals, and \$811.66 excluding paraprofessionals; and (b) \$706.70 during the Final Compensation Period including paraprofessionals, and \$722.70 excluding paraprofessionals.

54. The hourly rates charged by Gibson Dunn for services rendered to Falcon are the same as the hourly rates charged to Gibson Dunn's other clients for similar services in bankruptcy and in non-bankruptcy matters. Indeed, if its retention in these matters were not pursuant to the Bankruptcy Code, Gibson Dunn charges for the professional services rendered to Falcon would have been at least as much as the charges requested in this Application.

Accordingly, the fees sought in this Application are consistent with Gibson Dunn's normal

hourly rates and reasonable for the services performed by Gibson Dunn in effectively and efficiently guiding Falcon through chapter 11.

55. **The Necessity Of The Services And Benefit To The Estate.** As detailed above, the services that Gibson Dunn provided to Falcon during the Final Compensation Period (including the Fifth Interim Compensation Period) were necessary to defend the estate's interests, preserve and enhance the value of estate assets, and facilitate Falcon's exit from chapter 11 within a reasonable timeframe under the most favorable circumstances possible. These services, defined in some detail above, have conferred substantial benefit on Falcon's estate.

56. Moreover, apart from Gibson Dunn's work on specific projects, Gibson Dunn has had a substantial general positive impact on the trajectory of Falcon's Chapter 11 Case. Gibson Dunn's efforts to creatively solve problems, build consensus, resolve even the thorniest of disputes, and, when necessary, litigate to protect the estate's interests, has enabled Falcon to achieve excellent results at each stage of its Chapter 11 Case. Consideration of the contentious circumstances under which Falcon's Chapter 11 Case began, the complexity and seriousness of the legal disputes involving Falcon, and the accomplishments achieved on behalf of Falcon's stakeholders (including, but not limited to, a 100% distribution to creditors along with a distribution to equity holders) illustrates the necessity and benefit of Gibson Dunn's services.

57. **The Complexity, Importance, And Nature Of The Problem, Issue Or Task Addressed, And The Time Spent On Such Tasks.** During the Final Compensation Period, Gibson Dunn encountered and successfully resolved complex and difficult legal problems in many areas involving bankruptcy, corporate, securities, tax, and litigation, many of

which required specialized expertise. Gibson Dunn believes that it has been able to resolve the difficult and complex questions as they have arisen in an expeditious and efficient manner, and that the services were performed in a reasonable amount of time given the complexity and novelty of the legal issues facing Falcon. Gibson Dunn's detailed and thorough contemporaneous time records demonstrate that the time expended on various tasks was necessary and appropriate for the vigorous representation of Falcon. From the earliest stages of Gibson Dunn's involvement in the Falcon Chapter 11 Case, all appropriate attempts have been made to limit the hours worked to the lowest amount feasible and consistent with effective legal representation, and to avoid duplication of effort and unnecessary costs.

58. **Time Constraints Required By The Exigencies Of The Case.** On many occasions Gibson Dunn attorneys rendered services on behalf of Falcon under severe time constraints. Often, the services were performed well outside of regular business hours and on weekends. Moreover, several of the Gibson Dunn attorneys primarily responsible for the representation of Falcon undertook this work to the preclusion of other significant Firm matters and clients.

59. **Experience, Reputation And Ability Of The Attorneys Rendering Services.** Gibson Dunn's services have been rendered in a highly efficient manner by attorneys who have a high degree of expertise in business reorganizations and corporate transactions. Among other engagements, most recently, the Gibson Dunn team representing Falcon also represented: (a) TBS Shipping Services, Inc. and its affiliates in their successful chapter 11 cases in the Southern District of New York, which culminated in a confirmed plan of reorganization on March 29, 2012; (b) Almatix, B.V. and its affiliates in their successful chapter 11 cases in the Southern District of New York, which culminated in a confirmed plan of

reorganization on September 20, 2010; and (c) Building Materials Holding Corporation and its affiliates in their successful chapter 11 cases in the District of Delaware, which culminated in a confirmed plan of reorganization on December 17, 2009.

60. The skill and competency of the Gibson Dunn attorneys who have represented Falcon are unquestionable, and are amply demonstrated by the results achieved in Falcon's Chapter 11 Case (and, of course, in the Non-Falcon Debtors' Chapter 11 Cases). Gibson Dunn's highly professional group of attorneys and paraprofessionals has ensured that Falcon's case was administered in the most efficient and expeditious manner possible under the circumstances.

61. **Customary Compensation.** Gibson Dunn relies on the Court's experience and knowledge with respect to compensation awards in similar cases. Given that frame of reference, Gibson Dunn submits that, in light of the size of Falcon's Chapter 11 Case and the novelty and complexity of the issues presented therein, and the substantial benefits that Falcon's estate has derived during the Final Compensation Period, compensation in the amount requested is fair and reasonable.

62. Thus, based on the factors to be considered under section 330 of the Bankruptcy Code, the results Gibson Dunn achieved during the Falcon Chapter 11 Case justify: (a) final allowance, as administrative expenses under section 503(b) of the Bankruptcy Code, of Gibson Dunn's fees (in the amount of \$1,019,417.50) during the Final Compensation Period; and (b) authorization of the immediate payment to Gibson Dunn by Falcon of any such allowed fees that have not previously been paid to Gibson Dunn, including, without limitation, any unpaid holdbacks.

DISBURSEMENTS

63. During the Final Compensation Period, Gibson Dunn incurred \$6,771.14 in reasonable and necessary out-of-pocket expenses on behalf of Falcon, all of which were incurred during the Fifth Interim Compensation Period. Exhibit D attached hereto contains a summary of such expenses, and Exhibits G-1 through G-5 attached hereto detail each of the actual expenses incurred by Gibson Dunn during the Final Compensation Period. Each of the charges reflected on Exhibit D and Exhibits G-1 through G-5 is based on the actual and necessary expenses incurred by Gibson Dunn, in the exercise of reasonable discretion, on behalf of Falcon.

64. Gibson Dunn's normal billing rates do not take any expenses into consideration. Rather, Gibson Dunn 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 Gibson Dunn's normal billing rates. Accordingly, Gibson Dunn charges each client separately for telephone, postage, overnight courier, travel expenses, computerized legal research and messenger services, in each case at Gibson Dunn's cost. Gibson Dunn does not charge for incoming or outgoing facsimile transmissions. Gibson Dunn charges its clients **\$0.10 per page for photocopying.**

65. Gibson Dunn does not include the amortization of the cost of any investment, equipment, or capital outlay in its charges for these services.

66. Any services billed by a third-party vendor, with the exception of certain computerized research charges, are charged to Falcon in the precise amount billed to and paid by Gibson Dunn. Like many large law firms, Gibson Dunn has negotiated a special arrangement with computerized research companies under which Gibson Dunn pays a flat rate monthly fee for

computerized research services. Consistent with its general policy of billing out-of-pocket expenses only to clients for whom the use of such services is required, Gibson Dunn separately charges each client for computerized research. To account for such charges and pass through Gibson Dunn's cost savings resulting from its special arrangement, Gibson Dunn charges those clients for whom such services are required at a reduced rate that is less than the rate charged by the computerized research companies to the general public for such services. These charges are intended to cover Gibson Dunn's direct costs for computerized research.

67. The time constraints frequently imposed by the circumstances of Falcon's Chapter 11 Case have required Gibson Dunn's attorneys and other employees to devote time during the evenings and on weekends to perform legal services on behalf of Falcon. These extraordinary services were essential in addressing the necessities of time imposed by the requirements of Falcon's Chapter 11 Case. Consistent with firm policy, and to ensure the personal safety of attorneys and other employees of Gibson Dunn, the cost of transportation home was reimbursed for attorneys and employees working late into the night. Unlike many New York firms, Gibson Dunn does not charge clients for reimbursement of meals for attorneys who worked late. Gibson Dunn only charges clients for reimbursement for overtime meals if the client or other necessary third parties are present or in the case of overnight travel.

68. Gibson Dunn has made reasonable efforts to minimize its disbursements in the Falcon Chapter 11 Case. Each of the expenses incurred by Gibson Dunn in providing professional services to Falcon was necessary, reasonable, and justified under the circumstances to serve the needs of Falcon, its estate, and creditors. Taking into consideration the expenses incurred, Gibson Dunn requests final approval and allowance of \$6,771.14 for reasonable and

necessary out-of-pocket expenses incurred on behalf of Falcon during the Final Compensation Period.

RELEASE OF HOLDBACKS

69. As discussed above, the Fourth Fee Order approved and allowed 100% of Gibson Dunn's requested fees incurred during the Fourth Interim Compensation Period and permitted Falcon to immediately pay 80% of such fees, the unpaid 20% of such fees constituting the Fourth Holdback. Gibson Dunn respectfully submits that, in connection with approval of this Application, the Court should authorize the release and immediate payment of all holdbacks, including the Fourth Holdback. Gibson Dunn believes that authorizing Falcon to pay all holdback amounts is consistent with the fact that this Application is a final fee application.

WHEREFORE, Gibson Dunn requests: (a) final allowance, as administrative expenses under section 503(b) of the Bankruptcy Code, of Gibson Dunn's fees (in the amount of \$1,019,417.50) and expenses (in the amount of \$6,771.14), aggregating \$1,026,188.64 in total, incurred on behalf of Falcon during the Final Compensation Period; (b) authorization of the immediate payment to Gibson Dunn by Falcon of any such allowed fees and expenses, including, without limitation, any unpaid holdbacks, that have not previously been paid to Gibson Dunn; and (c) such other and further relief as the Court may deem just and proper.

Dated: New York, New York
March 21, 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 FALCON GAS STORAGE
COMPANY, INC

Exhibit A

**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)
Debtors.	: Jointly Administered
-----X	

**DECLARATION OF HENRY A. THOMPSON IN SUPPORT OF THE
APPLICATION OF GIBSON, DUNN & CRUTCHER LLP FOR FINAL
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF ACTUAL AND NECESSARY
EXPENSES INCURRED FROM MARCH 19, 2012
THROUGH SEPTEMBER 17, 2013**

I, Henry A. Thompson, hereby declare as follows:

1. I am an Executive Director and Head of Legal of Arcapita Bank B.S.C.(c) (“*Arcapita Bank*”), a Bahrain closed joint stock company, one of the above-captioned debtors and debtors in possession (each a “*Debtor*” and collectively with Arcapita Bank, the “*Debtors*”) in the above-captioned chapter 11 cases (the “*Chapter 11 Cases*”), and the corporate parent to the other Debtors. In this capacity, I am generally familiar with the Debtors’ day-to-day operations, business affairs, and books and records. I am also an attorney licensed to practice law in the District of Columbia.

2. I submit this declaration (the “*Declaration*”) in support of the *Application of Gibson, Dunn & Crutcher LLP, as Attorneys for the Debtors and Debtors In Possession, for Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses (I) Incurred on Behalf of Each Debtor Other Than Falcon Gas Storage Company, Inc. During the Final Compensation Period of March 19, 2012 Through September*

17, 2013 and (II) Incurred on Behalf of Falcon Gas Storage Company, Inc. During the Fourth Interim Compensation Period of April 1, 2013 Through September 30, 2013 (the “**Application**”).

3. During the Chapter 11 Cases, I have been actively involved in reviewing and approving, on behalf of the Debtors, requests for compensation for professional services rendered and expenses incurred on behalf of the Debtors, submitted by professionals employed in the Chapter 11 Cases, including invoices, monthly fee statements (“**Monthly Fee Statements**”), and applications for interim approval and allowance of fees and expenses (“**Interim Fee Applications**”).

4. Except as otherwise indicated herein, all facts set forth in this Declaration are based on: (a) my personal experience, knowledge and belief regarding the Debtors’ operations and finances; (b) information supplied to me by other members of the Debtors’ management team; and (c) my review of relevant documents, including, without limitation, all invoices, Monthly Fee Statements and Interim Fee Applications submitted by Gibson, Dunn & Crutcher, LLP (“**Gibson Dunn**”) during the Chapter 11 Cases.

5. I am authorized to submit this Declaration on behalf of the Debtors and, if called upon to testify, I could and would testify competently to the facts set forth herein.

**REASONABLENESS OF THE FEES AND EXPENSES
REQUESTED IN THE APPLICATION**

6. As set forth below, to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses requested in the Application are reasonable and satisfy the applicable provisions of: (a) section 330 of title 11 of the United States Code (the “**Bankruptcy Code**”); (b) Administrative Order M-447, Amended Guidelines for Fees and Disbursements of Professionals in Southern District of New York Bankruptcy Cases; (c) 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; and (d) the 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**").

7. Pursuant to the Interim Compensation Order, Gibson Dunn has provided me (as a "Notice Party" listed in the Interim Compensation Order) with invoices detailing professional fees and expenses incurred by Gibson Dunn on behalf of the Debtors during each month from March 19, 2012 through and including September 17, 2013 (the "**Effective Date**"). Although I have not yet reviewed Gibson Dunn's professional fees and expenses for the short period between September 10, 2013 and the Effective Date, pursuant to the *Confirmed Second Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code (With Technical Modifications)* (the "**Plan**"), confirmed by Order of the Court dated June 17, 2013 [Dckt. No. 1262], Gibson Dunn has provided to the Debtors a good faith estimate of its professional fees and disbursements through and including the Effective Date.

8. The Debtors did not file an objection to any Monthly Fee Statement or Interim Fee Application filed by Gibson Dunn during the Chapter 11 Cases, and do not intend to object to the fees and expenses incurred during August and September of 2013, for which the applicable objection period pursuant to the Interim Compensation Order has not yet elapsed.

9. Gibson Dunn has been instrumental in connection with numerous accomplishments large and small during the Chapter 11 Cases. Some of the most vital services performed by Gibson Dunn include: (a) negotiating and analyzing plan alternatives; (b) negotiating and drafting the Plan and related Disclosure Statement (and their various iterations);

(b) refining, building broad support for, and obtaining the Court's confirmation of the Plan; (c) orchestrating a highly competitive bidding process and obtaining the Court's approval of a \$350 million exit financing facility structured in compliance with Shari'ah law; (d) securing critical deal funding to support the Debtors' valuable investment interests in its portfolio companies (the "*Portfolio Companies*"); (e) coordinating and carrying out a complex claims reconciliation and administration process involving approximately 550 proofs of claim against the Debtors aggregating approximately \$6.086 billion (not including unliquidated claims); (f) negotiating, obtaining the Court's approval of, and implementing the terms of various employee programs, including a global settlement involving compromises of employees' potential severance claims and other claims and interests in the Debtors' Portfolio Companies and investments; (g) facilitating the sale of Portfolio Company assets and evaluating new opportunities involving the Portfolio Companies; (h) maintaining alignment of the Chapter 11 Cases with the parallel restructuring proceeding commenced in the Cayman Islands for Debtor Arcapita Investment Holdings Limited; (i) identifying, analyzing, and representing the Debtors' interests in connection with potential avoidance actions; (j) enforcing the automatic stay around the globe; (k) representing the Debtors in potential and existing litigation matters in an efficient and cost-effective manner; (l) negotiating and consulting with the Committee and other key constituencies; and (m) taking various steps on a daily basis to ensure the continued stable and efficient administration of the Chapter 11 Cases.

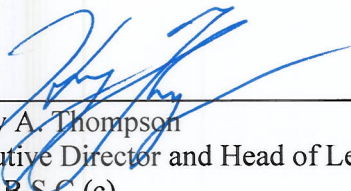
10. The services performed by Gibson Dunn on behalf of the Debtors during the Chapter 11 Cases conferred substantial benefit on the Debtors' estates and positioned the Debtors to emerge from chapter 11 under the most favorable circumstances possible. I believe that the aggregate number of hours expended by Gibson Dunn professionals and

paraprofessionals, and the total fees incurred by Gibson Dunn on behalf of the Debtors during the Chapter 11 Cases, are reasonable in light of the magnitude and complexity of the Chapter 11 Cases, and considering the results achieved for the Debtors. Additionally, I believe that the expenses incurred by Gibson Dunn on behalf of the Debtors during the Chapter 11 Cases are reasonable in amount and were necessary to be incurred for Gibson Dunn properly to represent the Debtors during the Chapter 11 Cases.

11. For the reasons set forth herein, I believe that the fees and expenses requested in the Application are reasonable and should be allowed in full.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 13 day of September, 2013.



Henry A. Thompson
Executive Director and Head of Legal of Arcapita
Bank B.S.C.(c)

EXHIBIT B

I, Michael A. Rosenthal, hereby certify that:

1. I am a partner with the applicant firm, Gibson, Dunn & Crutcher LLP (“**Gibson Dunn**”), with responsibility for compliance with *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 the 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 to Gibson Dunn’s application, dated March 21, 2014 (the “**Application**”), for (a) interim allowance of compensation and reimbursement of expenses incurred on behalf of Falcon Gas Storage Company, Inc. (“**Falcon**”) for the period from October 1, 2013 through February 19, 2014 (the “**Interim Compensation Period**”), and (b) final allowance of compensation and reimbursement of expenses incurred on behalf of Falcon for the period from April 30, 2012 through February 19, 2014 (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 Gibson Dunn and generally accepted by Gibson Dunn’s clients; and

- d. in providing a reimbursable service, Gibson Dunn does not make a profit on that service, whether the service is performed by Gibson Dunn in-house or through a third party.

4. In respect of Section B.2 of the Local Guidelines, I certify that Gibson Dunn has provided: (a) Falcon; (b) the United States Trustee for the Southern District of New York; (c) the chair of the Official Committee of Unsecured Creditors appointed in Falcon's chapter 11 case; and (d) Eugene Davis, in his capacity as Liquidating Trustee for the Reorganized Debtors, with a monthly statement (each, a "**Monthly Fee Statement**") of Gibson Dunn's fees and expenses incurred on behalf of Falcon for each month during the Final Compensation Period (including the Interim Compensation Period).¹ Each Monthly Fee Statement contained 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 Gibson Dunn has delivered a copy of the Application and this Certification 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 Authorizing Maintenance of Consolidated List of*

¹ As discussed in footnote 4 of the Application, attached as Exhibit G-5 to the Application is a supplement to Gibson Dunn's Monthly Fee Statement for February 2014 which includes certain expenses (totaling \$1,201.94) incurred in connection with the Falcon Plan confirmation hearing. Due to timing constraints, those expenses were not included in any Monthly Fee Statement, and thus will not become payable until approved by the Court in connection with the Application.

Creditors in Lieu of a Matrix; (B) Authorizing Filing of a Consolidated List of Top 50 Unsecured Creditors; and (C) Approving Case Management Procedures [Dckt. No. 21].

Dated: New York, New York
March 21, 2014

Respectfully submitted,

/s/ Michael A. Rosenthal
Michael A. Rosenthal

Exhibit C-1

Professionals and Paraprofessionals Rendering Services for Falcon Gas Storage Company, Inc.

For the Fifth Interim Compensation Period (October 1, 2013 to February 19, 2014)¹

<u>NAME</u>	<u>POSITION</u>	<u>YEAR ADMITTED TO BAR</u>	<u>DATE OF INITIAL EMPLOYMENT</u>	<u>TOTAL HOURS</u>	<u>AVERAGE RATE</u>	<u>TOTAL FEES</u>
Michael A. Rosenthal	Partner – Bankr.	TX – 1985 NY – 2009	11/27/1989	78.30	1,101	86,237.00
Stephen W. Fackler	Partner – Corp.	CA – 1984	09/23/2005	6.60	970	6,405.00
Craig H. Millet	Partner – Bankr.	CA – 1982	06/01/1982	107.90	1,059	114,263.50
Jeffrey Trinklein	Partner – Corp.	CA – 1985 TX – 1997 NY – 2007	06/01/1985	0.60	1,050	630.00
Matthew G. Bouslog	Assoc. – Unassigned	CA – 2011	09/19/2012	36.80	509	18,714.00
Jeremy Lee Graves	Assoc. – Bankr.	TX – 2007	10/06/2008	160.90	686	110,405.00
Brian J. Kim	Assoc. – Bankr.	NY – 2010	11/30/2009	18.00	699	12,580.00
Douglas G. Levin	Assoc. – Bankr.	CA – 2009	05/12/2008	29.10	601	17,487.00
Joshua Weisser	Assoc. – Bankr.	NY – 2006	04/20/2009	0.80	785	628.00
Duke K. Amponsah	Legal Asst.	n/a	n/a	29.30	372	10,907.50
Morgan Wolfe	Legal Asst.	n/a	n/a	13.90	268	3,723.50
Total				482.20		\$381,980.50
NON-WORKING TRAVEL TIME REDUCTION (50%)						(11,029.50)
Grand Total						<u>\$370,951.00</u>

¹ Two individuals performed fewer than three hours of services on behalf of Falcon during the Fifth Interim Compensation Period. Each of these individuals performed substantial services on behalf of the Debtors (including, on behalf of Falcon) during the course of the Chapter 11 Cases. Accordingly, Gibson Dunn submits that they should not be treated as “transitory timekeepers.”

Total Professional and Paraprofessional Hours.....	482.20
Total Professional Hours.....	439.00
Total Paraprofessional Hours.....	43.20
Blended Rate (including paraprofessionals).....	\$769.29
Blended Rate (excluding paraprofessionals).....	\$811.66

Bankr. = Business Restructuring and Reorganization Practice Group

Corp. = Corporate Practice Group

Exhibit C-2

Professionals and Paraprofessionals Rendering Services For Falcon Gas Storage Company, Inc.

For the Final Compensation Period (April 30, 2012 to February 19, 2014)¹

<u>NAME</u>	<u>POSITION</u>	<u>YEAR ADMITTED TO BAR</u>	<u>DATE OF INITIAL EMPLOYMENT</u>	<u>TOTAL HOURS</u>	<u>AVERAGE RATE</u>	<u>TOTAL AMOUNTS</u>
Stephen W. Fackler	Partner – Corp.	CA – 1984	09/23/2005	6.60	970	6,405.00
Matthew K. Kelsey	Partner – Bankr.	NY – 2004	11/10/2008	6.60	818	5,397.00
Craig H. Millet	Partner – Bankr.	CA – 1982	06/01/1982	426.50	1,031	439,766.5
Michael A. Rosenthal	Partner – Bankr.	TX – 1985 NY – 2009	11/27/1989	96.50	1,094	105,571.00
Jeffrey Trinklein	Partner – Corp.	CA – 1985 TX – 1997 NY – 2007	06/01/1985	0.60	1,050	630.00
Matthew J. Williams	Partner – Bankr.	NY – 1999	10/27/2008	0.40	865	346.00
Matthew G. Bouslog	Assoc. – Unassigned	CA – 2011	09/19/2012	368.10	445	163,752.50
Kenneth A. Glowacki Jr.	Assoc. – Bankr	CA - 2001	09/04/2001	4.10	715	2,931.50
Jeremy Lee Graves	Assoc. – Bankr.	TX - 2007	10/06/2008	362.90	646	234,480.00
Zoe A. Gray	Assoc. – Lit.	VA – 2012	10/22/2012	11.00	395	4,345.00
Brian J. Kim	Assoc. – Bankr.	NY – 2010	11/30/2009	18.00	699	12,580.00
Nicholas A. Klein	Assoc. – Unassigned	CO – 2013	09/23/2013	34.00	195	6,630.00
Douglas G. Levin	Assoc. – Bankr.	CA – 2009	05/12/2008	30.20	600	18,125.00
Serena G. Liu	Assoc. – Lit.	CA – 2009	05/12/2008	6.60	662	4,369.50
Alan Moskowitz	Assoc. – Corp.	NY – 2010	07/09/2012	2.10	695	1,459.50
Reid F. Rector	Summer Associate	n/a	05/21/2012	5.40	195	1,053.00
Joshua Weisser	Assoc. – Bankr.	NY – 2006	04/20/2009	3.70	782	2,894.50

¹ Three individuals performed fewer than three hours of services on behalf of Falcon during the Final Compensation Period. Each of these individuals performed substantial services on behalf of the Non-Falcon Debtors during the course of the Chapter 11 Cases. Accordingly, Gibson Dunn submits that they should not be treated as “transitory timekeepers.”

<u>NAME</u>	<u>POSITION</u>	<u>YEAR ADMITTED TO BAR</u>	<u>DATE OF INITIAL EMPLOYMENT</u>	<u>TOTAL HOURS</u>	<u>AVERAGE RATE</u>	<u>TOTAL AMOUNTS</u>
Duke K. Amponsah	Legal Asst.	n/a	n/a	34.80	370	12,892.50
Jennifer M. Contreras	Legal Asst.	n/a	n/a	4.70	340	1,598.00
James D. DeBartolo	Legal Asst.	n/a	n/a	3.60	255	918.00
Morgan M. Wolfe	Legal Asst.	n/a	n/a	16.10	267	4,302.50
SUBTOTAL				1,442.50	13,089	\$1,030,447.00
NON-WORKING TRAVEL TIME REDUCTION (50%)						(\$11,029.50)
TOTAL						<u>\$1,019,417.50</u>

Total Professional and Paraprofessional Hours:1,442.50
Total Professional Hours:.....1,377.90
Total Paraprofessional Hours:.....64.60
Blended Rate (Total Fees/Total Hours):.....\$706.70
Blended Rate (Excluding Paraprofessionals):.....\$722.70

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

Exhibit D

**Expense Summary for the Fifth Interim Compensation Period
and the Final Compensation Period¹**

<u>DISBURSEMENT</u>	<u>FIFTH INTERIM COMPENSATION PERIOD (OCTOBER 1, 2013 – FEBRUARY 19, 2014) AMOUNT (\$)</u>	<u>FINAL COMPENSATION PERIOD (APRIL 30, 2012 – FEBRUARY 19, 2014) AMOUNT (\$)</u>
In House Duplication	252.20	252.20
Lodging	1,554.14	1,554.14
Meals	359.70	359.70
Messenger and Courier Expense	89.17	89.17
On-Line Research (Lexis)	302.70	302.70
On-Line Research Nexis - Main	130.00	130.00
Postage	1.92	1.92
Specialized Research/Filing Fees	42.30	42.30
Telephone Charges	4.94	4.94
Transcripts/Digesting	494.10	494.10
Travel - Air & Rail	2,755.68	2,755.68
Travel - Miscellaneous (tips)	36.00	36.00
Travel - Taxi & Other Modes/Miles	748.29	748.29
Total:	\$6,771.14	\$6,771.14

¹ The expenses for the Fifth Interim Compensation Period and the Final Compensation Period are the same because Gibson Dunn does not seek reimbursement from Falcon for any expenses incurred prior to the Fifth Interim Compensation Period.

Exhibit E-1

**Services Performed During the Fifth Interim Compensation Period
on Behalf of Falcon Gas Storage Co., Inc.**

C/M #	Matter Name	TOTAL HOURS	TOTAL FEES
30561.00129	Falcon	482.20	370,951.00*

* After applying a 50% reduction to non-working travel time in the amount of \$11,029.50.

As set forth in the Application, virtually all services performed on behalf of Falcon through the Non-Falcon Effective Date (while Falcon’s Chapter 11 Case proceeded in tandem with the other Chapter 11 Cases), in the amount of \$648,466.50, pertained to litigation (primarily, the Tide Action) and Falcon-only case administration. Accordingly, during that period Gibson Dunn utilized one billing code with regard to Falcon. After the Non-Falcon Effective Date (i.e., the Fifth Interim Compensation Period), when Falcon was the only Debtor remaining in chapter 11, Gibson Dunn continued to utilize the same billing code. Because Gibson Dunn provided additional restructuring services on behalf of Falcon to administer its separate Chapter 11 Case, and in order to aid in the review of this Application, Gibson Dunn has reviewed its time records for the Fifth Interim Compensation Period and identified below, to the best of its ability, the approximate hours and fees attributable to those services.

<u>Services</u>	<u>Total Hours</u>	<u>Total Fees</u>
Falcon Case Administration and Tide Litigation	380.40	\$318,743.50
Fee Applications/Monthly Fee Statements	49.50	\$22,261.00
Retention and Compensation of Third-Party Professionals	27.40	\$18,917.00
Non-Working Travel Time	24.90	\$11,029.50 (after application of the 50% reduction)
TOTAL	482.20	\$370,951.00

Exhibit E-2

**Services Performed During the Final Compensation Period on Behalf of
Falcon Gas Storage Co., Inc.**

C/M #	Matter Name	TOTAL HOURS	TOTAL FEES
30561.00129	Falcon	1,442.50	\$1,019,417.50*

* After applying a 50% reduction to non-working travel time in the amount of \$11,029.50.

As set forth in the Application, virtually all of Gibson Dunn's fees incurred on behalf of Falcon prior to the Fifth Interim Compensation Period (in the amount of \$648,466.50) pertained to Falcon-only case administration and litigation (primarily, the Tide Action). During the Fifth Interim Compensation Period, when Falcon was the only Debtor remaining in chapter 11, Gibson Dunn provided additional restructuring services for Falcon to administer its separate Chapter 11 Case. A breakdown of those additional services is provided in Exhibit E-1.

Exhibit F-1

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

November 14, 2013

Invoice No. 2013111149

Falcon Gas & Storage
c/o AIM Group Limited
Henry A. Thompson, Director
P.O. Box 1406
Manama, Bahrain

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

	Services Rendered	Costs/ Charges	Totals
30561-00128 Falcon	\$ 20,978.50	\$ 494.10	\$ 21,472.60
Totals	\$ 20,978.50	\$ 494.10	\$ 21,472.60

Current Balance Due \$ 21,472.60

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

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: November 14, 2013

Invoice No. 2013111149

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	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	<u>4,488.50</u>
PREVIOUS BALANCE DUE					<u>\$ 92,521.18</u>
TOTAL OUTSTANDING BALANCE DUE					<u>\$ 113,993.78</u>

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

Federal Taxpayer ID #95-1611234

November 14, 2013

Invoice No. 2013111149

REMITTANCE COPY

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

Falcon Gas & Storage
 c/o AIM Group Limited
 Henry A. Thompson, Director
 P.O. Box 1406
 Manama, Bahrain

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

		Services Rendered	Costs/ Charges	Totals
30561-00128	Falcon	\$ 20,978.50	\$ 494.10	\$ 21,472.60
Totals		\$ 20,978.50	\$ 494.10	\$ 21,472.60

Current Balance Due **\$ 21,472.60**

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

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: November 14, 2013

Invoice No. 2013111149

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	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	4,488.50	0.00	<u>4,488.50</u>

PREVIOUS BALANCE DUE \$ 92,521.18

TOTAL OUTSTANDING BALANCE DUE \$ 113,993.78

Falcon Gas & Storage
c/o AIM Group Limited
Henry A. Thompson, Director
P.O. Box 1406
Manama, Bahrain

FALCON
30561-00128

For Services Rendered Through October 31, 2013

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
CRAIG H. MILLET	4.80	\$1,040.00	\$ 4,992.00
MICHAEL A. ROSENTHAL	2.00	1,090.00	2,180.00
JEREMY L. GRAVES	0.70	665.00	465.50
DOUGLAS G. LEVIN	6.50	580.00	3,770.00
BRIAN J. KIM	10.20	695.00	7,089.00
DUKE K. AMPONSAH	1.50	365.00	547.50
MORGAN M. WOLFE	7.30	265.00	<u>1,934.50</u>
Total Services			\$ 20,978.50

<u>COSTS/CHARGES</u>	<u>TOTAL</u>
TRANSCRIPTS/DIGESTING	\$ <u>494.10</u>
Total Costs/Charges	<u>494.10</u>

Total Services, Costs/Charges 21,472.60

BALANCE DUE \$ 21,472.60

FALCON
30561-00128

Detail Services:

09/20/13			
1.20	MILLET, CRAIG H		EMAILS WITH K&S RE HSBC INTERPLEADER RESPONSE AND TIDE LITIGATION DISCOVERY ISSUE AND STRATEGY.
09/23/13			
0.70	MILLET, CRAIG H		EMAIL WITH R. MAROONEY RE LEGAL STATUS OF ARCAPITA BANK, BANKRUPTCY CASE STATUS AND TIDE LITIGATION DISCOVERY AND STRATEGY.
0.10	GRAVES, JEREMY L		EMAILS WITH K&S REGARDING STATUS OF BANKRUPTCY CASE.
09/24/13			
0.30	MILLET, CRAIG H		EMAIL WITH R. MAROONEY RE DISCOVERY ISSUES AND 30B6 OF BANK.
09/25/13			
0.90	MILLET, CRAIG H		EMAILS WITH M. ROSENTHAL AND J. GRAVES RE SUMMARY OF OPEN ISSUES IN FALCON, THE TIDE LITIGATION AND TASKS TO CONTINUE PENDING CONFIRMATION OF THE FALCON PLAN.
09/26/13			
0.10	GRAVES, JEREMY L		EMAILS WITH K&S REGARDING ANSWER TO HSBC INTERPLEADER.
10/01/13			
0.40	MILLET, CRAIG H		EMAILS RE ACE/WESTCHESTER CLAIM AND OBJECTION TO CONFIRMATION AND STATUS OF FALCON.
0.50	LEVIN, DOUGLAS G		CORRESPONDENCES WITH S. FULLER (A&M) AND T. NELSON (FALCON) RE INVOICES FROM M. STANCIL, POTENTIAL NEED TO OBTAIN APPROVAL OF SAME PROFESSIONAL'S RETENTION FROM THE COURT, AND ADVISING FALCON RE PAYMENTS GOING FORWARD (.2); ANALYZE AND ADDRESS SAME ISSUES VIA CORRESPONDENCES WITH C. MILLET, J. GRAVES AND J. WEISSER (.3).

Invoice Date: November 14, 2013

Due and Payable Upon Receipt

Invoice No. 2013111149

0.70 KIM, BRIAN J DRAFT NOTICE OF ADJOURNMENT RE: ACE AMERICAN INSURANCE CLAIM AGAINST FALCON (0.5). COORDINATE FILING OF SAME WITH D. AMPONSAH AND M. WOLFE (0.2).

10/04/13
0.80 LEVIN, DOUGLAS G CORRESPONDENCES WITH E. FLECK (MILBANK) AND M. ROSENTHAL RE ADVISING FALCON RE PAYMENTS TO PROFESSIONALS POST-EFFECTIVE DATE AND ASSISTING MUSE STANCIL WITH RETENTION MATERIALS (.2); DRAFT EMAIL TO L. MANNON RE ADVISING RE PAYMENTS AND BACKGROUND RE COMPENSATION PROCEDURES IN THE CHAPTER 11 CASES (.3); DRAFT EMAIL TO T. NELSON (FALCON) RE TREATMENT OF ABOVE ISSUES, INCLUDING SAMPLES TO ASSIST MUSE STANCIL IN PREPARING RETENTION MATERIALS (.3).

1.00 KIM, BRIAN J DRAFT EMAIL RESPONSE TO A. TSANG (MILBANK) RE: COORDINATION OF EFFORTS RE: PENDING CLAIM OBJECTIONS.

3.80 WOLFE, MORGAN M ATTENTION TO BILLING MATTERS RE FALCON, EMAILS WITH TEAM RE SAME.

10/07/13
1.50 KIM, BRIAN J DRAFT FURTHER RESPONSES TO FOLLOW-UP QUESTIONS BY A. TSANG (MILBANK) RE: ADMINISTRATION OF CLAIMS AMONG REORGANIZED DEBTORS AND FALCON GOING FORWARD (1.0). EMAILS TO COORDINATE A CALL TO DISCUSS CLAIM ADMINISTRATION MATTERS (0.5).

10/08/13
1.00 KIM, BRIAN J REVIEW AND COMMENT ON MILBANK'S DRAFT OF STIPULATION RE: CLAIM NO. 406 (COMAN FALCON OPTION CLAIM) (0.7). EMAILS TO C. MILLET AND J. WEISSER RE: PROPOSED STIPULATION (0.3).

3.50 WOLFE, MORGAN M ASSIST ATTORNEYS IN PREPARING SEPTEMBER MONTHLY FEE STATEMENT, INCLUDING MULTIPLE EMAILS WITH TEAM RE FEES.

10/09/13
0.30 MILLET, CRAIG H EMAILS WITH P. CORR RE APPEAL, STATUS AND FALCON CASE.

0.40 MILLET, CRAIG H EMAIL RE MONTHLY FILING OBLIGATIONS OF THE DEBTOR.

0.20 GRAVES, JEREMY L TELECONFERENCE WITH L. MITCHELL REGARDING FALCON RETENTION OF PROFESSIONALS.

2.00 KIM, BRIAN J DRAFT NOTICE OF ADJOURNMENT RELATING TO ADJOURNMENT OF CLAIMS OBJECTIONS RELATING CLAIMS FILED BASED ON OPTIONS TO PURCHASE FALCON SHARES (1.0). REVIEW AND COMMENT ON STIPULATION RELATING TO ONE OF THE FALCON OPTION CLAIMS (1.0).

10/10/13
1.50 KIM, BRIAN J PREPARE NOTICE OF ADJOURNMENT (RE: OBJECTIONS APPLICABLE TO FALCON OPTION CLAIMS) FOR FILING (0.5). FILE NOTICE OF ADJOURNMENT (0.5). EMAIL TO GCG COORDINATING SERVICE OF NOTICE (0.2). EMAIL TO N. KAMPHAUS AND L. MANDEL RE: CLAIMS ADMINISTRATION ISSUES (0.3).

1.50 AMPONSAH, DUKE K FURTHER REVISIONS TO DRAFT OF SEPTEMBER 2013 MONTHLY FEE STATEMENT(1.1); PREPARE AND FILE GDC SEPTEMBER 2013 MONTHLY FEE STATEMENT(.4).

10/15/13
0.70 KIM, BRIAN J REVIEW STIPULATION PROPOSED TO BE FILED BY MILBANK WITH RESPECT TO COMAN CLAIM AGAINST FALCON (0.5). EMAIL TO C. MILLET RE: SAME (0.2).

10/18/13
0.60 KIM, BRIAN J DRAFT NOTICE OF ADJOURNMENT RE: TIDE CLAIMS.

10/21/13
0.40 MILLET, CRAIG H EMAILS WITH T. WOOD RE TIDE CLAIM OBJECTION AND ADJOURNMENT (.2); EMAILS RE FALCON MOR AND STATUS PENDING COURT DECISION ON SUBORDINATION (.2).

0.30 GRAVES, JEREMY L EMAILS RELATED TO FALCON MONTHLY OPERATING REPORTS.

0.90	LEVIN, DOUGLAS G	REVIEW DRAFT MONTHLY OPERATING REPORT AND COMMENT ON SAME TO P. TOPPER (FTI) (.3); CORRESPONDENCES RE SAME MOR WITH P. TOPPER, N. KAMPHAUS (MILBANK), M. ROSENTHAL AND J. GRAVES (.4); TELEPHONE CONFERENCES RE SAME WITH P. TOPPER AND N. KAMPHAUS (.2).
0.50	KIM, BRIAN J	COORDINATE FILING OF NOTICE OF ADJOURNMENT RE: CLAIMS OBJECTIONS APPLICABLE TO TIDE CLAIMS.
10/23/13		
0.70	KIM, BRIAN J	REVIEW CHAPTER 11 DOCKET FOR CLAIMS ADMINISTRATION RELATED MATTERS (0.4). REVIEW AND REVISE BULLET POINTS REGARDING CLAIMS ADMINISTRATION STATUS (0.3).
10/24/13		
0.40	ROSENTHAL, MICHAEL A	PREPARE FOR STATUS AND FEE HEARING (.4)
1.60	ROSENTHAL, MICHAEL A	ATTEND FALCON STATUS CONFERENCE AND FEE HEARING (1.6)
10/29/13		
3.70	LEVIN, DOUGLAS G	DRAFT AND EDIT APPLICATION FOR FALCON TO EMPLOY MUSE STENCIL AS EXPERT LITIGATION CONSULTANTS, ALONG WITH SUPPORTING PROPOSED ORDER, DECLARATION, AND CONFLICT DISCLOSURE LIST (3.3); REVIEW MUSE STENCIL WEBSITE AND INCORPORATE BACKGROUND INFORMATION REGARDING EXPERTISE AND QUALIFICATIONS (.2); CORRESPONDENCES WITH S. STARR (MUSE STENCIL) AND L. MITCHELL (KING & SPALDING) RE SAME (.2).
10/30/13		
0.20	MILLET, CRAIG H	EMAILS WITH D. ZDUNCEWICZ RE TIDE SUBORDINATION RULING AND CASE STATUS.

10/31/13

0.60 LEVIN, DOUGLAS G

TELEPHONE CONFERENCE AND
CORRESPONDENCES WITH L. MITCHELL RE
RETENTION OF MUSE STANCIL (COMMENTS TO
RETENTION APPLICATION AND SUPPORTING
MATERIALS) AND COMPENSATION PROCEDURES IN
THE CHAPTER 11 CASES (INTERIM COMPENSATION
ORDER, ETC.).

Exhibit F-2

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 \$ 113,993.78

TOTAL OUTSTANDING BALANCE DUE \$ 130,309.78

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
ADMINISTRATION 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.

Exhibit F-3

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 Rendered	Costs/ Charges	Totals
30561-00128	Falcon	\$ 183,467.50	\$ 282.40	\$ 183,749.90
	Totals	\$ 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.

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 Rendered	Costs/ Charges	Totals
30561-00128 Falcon	\$ 183,467.50	\$ 282.40	\$ 183,749.90
Totals	\$ 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

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: 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

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

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.

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

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 F-4

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

February 12, 2014

Invoice No. 2014021100

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 January 31, 2014

		Services Rendered	Costs/ Charges	Totals
30561-00128	Falcon	\$ 132,391.50	\$ 2,593.99	\$ 134,985.49
Totals		\$ 132,391.50	\$ 2,593.99	\$ 134,985.49

Current Balance Due \$ 134,985.49

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: Essam Ulhaq, Telephone: (213) 229-7415
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: February 12, 2014

Invoice No. 2014021100

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	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	3,263.20	0.00	3,263.20
30561-00128	01/14/14	2014010924	183,467.50	282.40	<u>183,749.90</u>

PREVIOUS BALANCE DUE \$ 280,139.18

TOTAL OUTSTANDING BALANCE DUE \$ 415,124.67

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

Federal Taxpayer ID #95-1611234

February 12, 2014

Invoice No. 2014021100

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 January 31, 2014

	Services Rendered	Costs/ Charges	Totals
30561-00128 Falcon	\$ 132,391.50	\$ 2,593.99	\$ 134,985.49
Totals	\$ 132,391.50	\$ 2,593.99	\$ 134,985.49
Current Balance Due			\$ 134,985.49

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
ABA No: 121000248
Attn: Essam Ulhaq, Telephone: (213) 229-7415
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: February 12, 2014

Invoice No. 2014021100

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	3,263.20	0.00	3,263.20
30561-00128	01/14/14	2014010924	183,467.50	282.40	<u>183,749.90</u>

PREVIOUS BALANCE DUE \$ 280,139.18

TOTAL OUTSTANDING BALANCE DUE \$ 415,124.67

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

FALCON
30561-00128

For Services Rendered Through January 31, 2014

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
CRAIG H. MILLET	57.80	\$1,075.00	\$ 62,135.00
MICHAEL A. ROSENTHAL	14.30	1,140.00	16,302.00
JEREMY L. GRAVES	67.80	710.00	48,138.00
DOUGLAS G. LEVIN	2.10	650.00	1,365.00
BRIAN J. KIM	0.50	765.00	382.50
DUKE K. AMPONSAH	6.00	380.00	2,280.00
MORGAN M. WOLFE	6.60	271.06	<u>1,789.00</u>
Total Services			\$ 132,391.50

<u>COSTS/CHARGES</u>	<u>TOTAL</u>
IN HOUSE DUPLICATION	\$ 247.40
MEALS	808.67
MESSENGER AND COURIER EXPENSE	76.17
ON-LINE RESEARCH (LEXIS)	76.20
ON-LINE RESEARCH NEXIS - MAIN	80.00
SPECIALIZED RESEARCH/FILING FEES	42.30
TRAVEL - AIR & RAIL	<u>1,263.25</u>
Total Costs/Charges	<u>2,593.99</u>

Total Services, Costs/Charges 134,985.49

BALANCE DUE \$ 134,985.49

FALCON
30561-00128

Detail Services:

12/09/13	2.60	WOLFE, MORGAN M	ATTENTION TO FALCON NOVEMBER FEE MATTERS.
01/02/14	0.50	MILLET, CRAIG H	EMAILS RE FALCON SETTLEMENT WITH TIDE AND PREP FOR FALCON CONFIRMATION.
	5.40	GRAVES, JEREMY L	DRAFT BRIEF IN SUPPORT OF CONFIRMATION OF PLAN AS TO FALCON (4.7); DRAFT DECLARATION IN SUPPORT OF CONFIRMATION OF PLAN AS TO FALCON (.7).
01/03/14	5.10	GRAVES, JEREMY L	DRAFT BRIEF IN SUPPORT OF CONFIRMATION OF PLAN AS TO FALCON.
	1.00	AMPONSAH, DUKE K	COORDINATE DELIVERY OF FALCON SETTLEMENT PAPERS TO COURT.
01/06/14	2.80	MILLET, CRAIG H	EMAILS WITH A. VULPIO AND J. GRAVES RE ACE OBJECTION TO CONFIRMATION AND RESOLVING OBJECTION (.6); EMAILS RE CONFIRMATION ISSUES, FORM OF CONFIRMATION ORDER AND CONFIRMATION BRIEF REFLECTING FALCON SETTLEMENT WITH TIDE AND PREPARE FOR FALCON CONFIRMATION (2.2).
	1.00	ROSENTHAL, MICHAEL A	REVIEW MOOTNESS DECISION FROM DISTRICT COURT RELATED TO PLAN (.8); EMAILS WITH C. MILLET, J. GRAVES, E. FLECK REGARDING FALCON PLAN AND RESOLUTION OF ACE OBJECTION (.2).
	5.70	GRAVES, JEREMY L	DRAFT BRIEF IN SUPPORT OF CONFIRMATION OF FALCON PLAN (3.5); PREPARE DECLARATION REGARDING RATES IN FALCON CASE (2.2).
	1.30	WOLFE, MORGAN M	CORRESPONDENCE RE ANTICIPATED FILING AND PREPARATION RE SAME.

01/07/14

9.10 MILLET, CRAIG H DRAFT AND REVISE CONFIRMATION ORDER (8.7);
REVIEW RESPONSE TO OBJECTION TO CLAIM AND
ACE COMPANIES AND EMAILS WITH A. VULPIO RE
SAME AND CONFIRMATION OBJECTION (.4).

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

01/08/14

0.90 MILLET, CRAIG H EMAILS WITH J. GRAVES RE PLAN PROVISIONS
RELATING TO TERMS OF CONFIRMATION ORDER.

1.60 ROSENTHAL, MICHAEL A REVIEW AND COMMENT ON FALCON BRIEF AND
DRAFT CONFIRMATION ORDER (1.6)

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

0.90 LEVIN, DOUGLAS G REVIEW MONTHLY FEE STATEMENT AND ATTACHED
TIME ENTRIES, INCLUDING IDENTIFICATION OF
POTENTIAL MATERIAL TO BE REDACTED (.2);
CORRESPONDENCES RE SAME WITH M. ROSENTHAL
AND D. AMPONSAH (.2); CORRESPONDENCES AND
TELEPHONE CONFERENCE WITH J. GRAVES RE
ASSISTING TO CALCULATE TOTAL REMAINING
ADMINISTRATIVE PAYMENTS AND DETERMINING
REMAINING CASH AVAILABLE IN CONNECTION WITH
FALCON CHAPTER 11 PLAN (.3); CORRESPONDENCES
WITH L. MITCHELL (KING & SPALDING) AND B.
EDMISTON (A&M GLOBAL FORENSIC SERVICES) RE
DETERMINING REMAINING ADMINISTRATIVE
PAYMENTS TO BE REQUESTED BY MUSE STANCIL
AND A&M (.2).

01/09/14

7.30 MILLET, CRAIG H REVISE CONFIRMATION ORDER AND EMAILS AND
CONFERENCE WITH J. GRAVES RE CONFIRMATION
ISSUES (5.2); REVISE DECLARATION AND EMAILS RE
EVIDENTIARY ISSUES AND EMAILS RE
CONFIRMATION BRIEF (2.1).

1.10 ROSENTHAL, MICHAEL A CONTINUED REVIEW AND COMMENT ON
CONFIRMATION BRIEF (1.1)

3.50 GRAVES, JEREMY L EMAILS WITH C. MILLET REGARDING CONTENTS OF FALCON CONFIRMATION ORDER (.6); DRAFT BRIEF IN SUPPORT OF CONFIRMATION OF FALCON PLAN (1.2); REVISE AND EDIT DRAFT CONFIRMATION ORDER (1.7).

01/10/14
4.40 MILLET, CRAIG H EMAILS WITH D. ZUDUNCEWICZ RE TIDE/HOPPER SETTLEMENT APPROVAL HEARING (.4); REVISE CONFIRMATION ORDER AND EMAILS AND CONFERENCE WITH J. GRAVES RE CONFIRMATION ISSUES AND THRONSON CLAIMS (1.7); REVISE CONFIRMATION BRIEF AND REVISE DECLARATION AND EMAILS RE SAME (2.3).

1.30 ROSENTHAL, MICHAEL A EMAILS WITH D. ZDUNKEWICZ AND OTHERS REGARDING RESOLUTION OF THRONSON CLAIMS (.2); REVIEW AND COMMENT ON PROPOSED CONFIRMATION ORDER (.7); TELEPHONE WITH J. GRAVES REGARDING CONFIRMATION PREPARATION (.1); REVIEW PROPOSED CONFIRMATION DECLARATION (.3)

1.20 GRAVES, JEREMY L REVISE AND EDIT DRAFT CONFIRMATION ORDER (1.2).

01/11/14
2.80 GRAVES, JEREMY L REVISE AND EDIT DRAFT CONFIRMATION ORDER (2.8).

01/13/14
4.90 MILLET, CRAIG H EMAILS WITH J. GRAVES RE PLAN PROVISIONS RELATING TO TERMS OF CONFIRMATION ORDER (.3); REVISE CONFIRMATION ORDER AND CONFIRMATION BRIEF (3.1); EMAILS RE DECLARATION; EMAILS WITH A. VULPIO RE ACE OBJECTION (.3); EMAILS WITH T. WOOD RE TIDE OBJECTIONS; PREPARE FOR CONFIRMATION HEARING (.9).

1.70 ROSENTHAL, MICHAEL A EMAILS WITH J. GRAVES AND C. MILLET REGARDING CONFIRMATION DECLARATION (.2); COMMENT ON CONFIRMATION BRIEF AND PROPOSED ORDER (1.2); TELEPHONE WITH J. GRAVES REGARDING POST-EFFECTIVE DATE INTEREST (.3)

6.20 GRAVES, JEREMY L PREPARE MATERIALS IN SUPPORT OF
CONFIRMATION OF PLAN, INCLUDING BRIEF, ORDER,
AND DECLARATION (6.0); WORK ON DECLARATION
REGARDING GIBSON DUNN RETENTION (.2).

0.70 AMPONSAH, DUKE K UPDATE DRAFT OF DECEMBER 2013 GDC MONTHLY
FEE STATEMENT.

01/14/14

1.30 MILLET, CRAIG H EMAILS WITH J. GRAVES RE CONFIRMATION BRIEF
AND CONFIRMATION HEARING (.2), PREPARE FOR
CONFIRMATION HEARING (1.1).

1.40 ROSENTHAL, MICHAEL A REVIEW FINAL VERSION OF CONFIRMATION BRIEF
AND PROPOSED ORDER (1.4)

2.80 GRAVES, JEREMY L DRAFT NOTICE OF ENTRY OF CONFIRMATION ORDER
(1.2); REVISE AND EDIT PROPOSED CONFIRMATION
ORDER (1.6).

2.30 AMPONSAH, DUKE K UPDATE DRAFT OF DECEMBER 2013 GDC MONTHLY
FEE STATEMENT(.4); CONFER WITH J. PAIGE RE:
SAME(.3); PREPARE AND FILE SAME(.3); COORDINATE
SERVICE WITH GGC RE: SAME(.3); PREPARE AND
FILE NOTICE OF ADJOURNMENT RE GPZ AND ACE
CLAIMS HEARING(.4); COORDINATE SERVICE WITH
GGC RE: SAME(.3); CONFER WITH B. KIM RE:
SAME(.3).

01/15/14

1.90 MILLET, CRAIG H EMAILS WITH J. GRAVES RE CONFIRMATION BRIEF,
ORDER AND CONFIRMATION HEARING IN
PREPARATION FOR CONFIRMATION HEARING (.6);
EMAILS TO TIDE AND HOPPER PARTIES RE FORM OF
CONFIRMATION ORDER, HEARING AND PROCEDURE
(1.3).

0.40 ROSENTHAL, MICHAEL A REVIEW MILBANK COMMENTS TO CONFIRMATION
MATERIALS (.4)

2.40 GRAVES, JEREMY L REVIEW AND INCORPORATE MILBANK COMMENTS TO
CONFIRMATION ORDER (.8); FINALIZE AND FILE
MATERIALS IN SUPPORT OF CONFIRMATION (1.6).

2.00 AMPONSAH, DUKE K PREPARE AND FILE CONFIRMATION BRIEF(.5);
PREPARE AND FILE DECLARATION IN SUPPORT OF
CONFIRMATION BRIEF(.4); PREPARE AND FILE
NOTICE OF PROPOSED ORDER(.5); COORDINATE
SERVICE WITH GCG RE: SAME(.3); CONFER WITH J.
GRAVES RE: SAME(.3).

2.70 WOLFE, MORGAN M ATTENTION TO EMAILS RE ANTICIPATED FILING AND
PREPARATION RE SAME.

01/16/14
2.50 MILLET, CRAIG H PREPARE MATERIAL FOR CONFIRMATION HEARING
AND HEARING ON TIDE/HOPPER SETTLEMENT 9019
MOTION AND EMAILS RE SAME (1.3); REVIEW
COMMENTS FROM ACE AND COMMENTS FROM TIDE
AS TO CONFIRMATION ORDER AND EMAILS RE SAME
(1.2).

0.20 ROSENTHAL, MICHAEL A COMPILE FINAL VERSION OF SETTLEMENT
AGREEMENT (.2)

0.50 LEVIN, DOUGLAS G TELEPHONE CONFERENCE AND CORRESPONDENCE
WITH B. EDMISTON (A&M GLOBAL FORENSICS) RE
COORDINATING PAYMENT OF OUTSTANDING FEES
AND PREPARING A FINAL FEE APPLICATION (.2);
REVIEW PREVIOUS FEE APPLICATION AND ORDER
APPROVING SAME TO VERIFY AMOUNTS CLAIMED TO
BE OWED BY A&M (.1); CORRESPONDENCES RE
SAME WITH J. GRAVES AND M. ROSENTHAL (.2).

01/17/14
1.20 MILLET, CRAIG H PREPARE MATERIAL FOR CONFIRMATION HEARING
AND HEARING ON TIDE/HOPPER SETTLEMENT 9019
MOTION AND EMAILS RE SAME (1.0); EMAILS WITH T.
WOOD AND A. VULPIO RE CONFIRMATION ORDER (.2).

1.80 ROSENTHAL, MICHAEL A PREPARE FOR FALCON CONFIRMATION HEARING
(1.8)

01/20/14
9.50 MILLET, CRAIG H PREPARE FOR FALCON CONFIRMATION HEARING
(2.3); MEET WITH J. GRAVES AND M. ROSENTHAL RE
CONFIRMATION (.8); EMAILS WITH T. WOOD AND A,
VULPIO RE CONFIRMATION ORDER (.4); TRAVEL TO
NEW YORK FOR CONFIRMATION HEARING (6.0).

2.40 ROSENTHAL, MICHAEL A WORK ON ISSUES REGARDING FALCON
CONFIRMATION HEARING (1.6); MEETING WITH J.
GRAVES AND C. MILLET REGARDING FALCON
CONFIRMATION HEARING (.8)

6.00 GRAVES, JEREMY L TRAVEL TO NEW YORK FOR FALCON CONFIRMATION
HEARING (5.7); PREPARE MATERIALS FOR USE IN
CONNECTION WITH HEARING (.3).

0.50 KIM, BRIAN J EMAILS TO C. MILLET RE: FALCON CLAIMS AND
OBJECTIONS FILED AGAINST SUCH CLAIMS.

01/21/14
4.50 MILLET, CRAIG H PREPARE FOR FALCON CONFIRMATION HEARING
AND TIDE 9019 HEARING AND ATTEND
CONFIRMATION HEARING (2.6); EMAILS RE
CONFIRMATION HEARING AND ENTRY OF ORDERS
ON 9019 AND CONFIRMATION (.4); EMAILS RE STEPS
TO CONSUMMATE SETTLEMENT AND TIMING (.3);
MEET WITH J. GRAVES AND M. ROSENTHAL RE
SETTLEMENT STEPS (1.2).

1.20 ROSENTHAL, MICHAEL A MEETINGS WITH C. MILLET AND J. GRAVES IN
PREPARATION FOR CONFIRMATION HEARING

3.70 GRAVES, JEREMY L PREPARE FOR AND ATTEND FALCON CONFIRMATION
HEARING (3.1); PREPARE FOLLOW-UP MATERIALS
SUCH AS ORDERS AND SUBMIT SAME TO COURT (.5);
TELECONFERENCE WITH N. KAMPHAUS REGARDING
SETTLEMENT AGREEMENT (.1).

0.10 LEVIN, DOUGLAS G CORRESPONDENCES WITH B. EDMISTON RE WIRING
INSTRUCTIONS AND COORDINATE SAME PAYMENT
WITH W. LUNDSTROM AND T. NELSON.

01/22/14
7.00 MILLET, CRAIG H EMAILS RE ENTRY OF ORDERS ON 9019 AND
CONFIRMATION AND EMAILS RE STEPS TO
CONSUMMATE TIDE 9019 SETTLEMENT (1.0); RETURN
FROM CONFIRMATION AND SETTLEMENT HEARING
(6.0).

7.40 GRAVES, JEREMY L RETURN FROM FALCON CONFIRMATION HEARING
(7.2); DRAFT EMAIL REGARDING SETTLEMENT
AGREEMENT TO HSBC (0.2).

01/23/14			
0.20	GRAVES, JEREMY L	EMAILS WITH T. WOOD REGARDING ORDER APPROVING THE SETTLEMENT AGREEMENT.	
01/28/14			
0.20	GRAVES, JEREMY L	TELECONFERENCE WITH N. KAMPHAUS REGARDING FALCON CLAIMS.	
01/29/14			
0.20	ROSENTHAL, MICHAEL A	EMAILS WITH N. KAMPHAUS AND J. GRAVES REGARDING CLARIFICATIONS TO CONFIRMATION ORDER	
0.80	GRAVES, JEREMY L	CORRESPOND WITH CHAMBERS REGARDING PROPOSED CONFIRMATION ORDER (.3); FOLLOW-UP REGARDING SAME (.5).	
01/30/14			
0.40	LEVIN, DOUGLAS G	CORRESPONDENCES WITH B. EDMISTON AND BRIEF CALL WITH J. GRAVES RE ADVISING A&M GLOBAL FORENSICS ON FINAL FEE APPLICATION PREPARATION, INCLUDING PROVIDING SAMPLES TO A&M (.3); FOLLOW-UP CORRESPONDENCES WITH B. EDMISTON, W. LUNDSTROM AND T. NELSON RE OUTSTANDING PAYMENTS TO A&M (.1).	
01/31/14			
0.20	GRAVES, JEREMY L	EMAILS WITH K&S REGARDING STIPULATIONS OF DISMISSAL (.1); EMAILS WITH GCG REGARDING NOTICE OF ENTRY OF CONFIRMATION ORDER (.1).	
0.20	LEVIN, DOUGLAS G	TELEPHONE CONFERENCE WITH B. EDMISTON (A&M GLOBAL FORENSICS) RE ADVICE ON FINAL FEE APPLICATION PREPARATION AND KEY COMPENSATION EVENTS THROUGH THE EFFECTIVE DATE.	

Exhibit F-5

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

March 10, 2014

Invoice No. 2014031161

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 February 19, 2014

		Services Rendered	Costs/ Charges	Totals
30561-00128	Falcon	\$ 28,827.00	\$ 3,007.38	\$ 31,834.38
	Totals	\$ 28,827.00	\$ 3,007.38	\$ 31,834.38

Current Balance Due **\$ 31,834.38**

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: Essam Ulhaq, Telephone: (213) 229-7415
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: March 10, 2014

Invoice No. 2014031161

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	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	3,263.20	0.00	3,263.20
30561-00128	01/14/14	2014010924	36,693.50	0.00	36,693.50
30561-00128	02/12/14	2014021100	132,391.50	2,593.99	<u>134,985.49</u>

PREVIOUS BALANCE DUE \$ 268,068.27

TOTAL OUTSTANDING BALANCE DUE \$ 299,902.65

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

Federal Taxpayer ID #95-1611234

March 10, 2014

Invoice No. 2014031161

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 February 19, 2014

	Services Rendered	Costs/ Charges	Totals
30561-00128 Falcon	\$ 28,827.00	\$ 3,007.38	\$ 31,834.38
Totals	\$ 28,827.00	\$ 3,007.38	\$ 31,834.38
Current Balance Due			\$ 31,834.38

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
ABA No: 121000248
Attn: Essam Ulhaq, Telephone: (213) 229-7415
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: March 10, 2014

Invoice No. 2014031161

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	3,263.20	0.00	3,263.20
30561-00128	01/14/14	2014010924	36,693.50	0.00	36,693.50
30561-00128	02/12/14	2014021100	132,391.50	2,593.99	<u>134,985.49</u>

PREVIOUS BALANCE DUE \$ 268,068.27

TOTAL OUTSTANDING BALANCE DUE \$ 299,902.65

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

FALCON
30561-00128

For Services Rendered Through February 19, 2014

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
CRAIG H. MILLET	0.70	\$1,075.00	\$ 752.50
MICHAEL A. ROSENTHAL	3.50	1,140.00	3,990.00
STEPHEN W. FACKLER	0.80	1,010.00	808.00
JEREMY L. GRAVES	7.90	710.00	5,609.00
DOUGLAS G. LEVIN	6.60	650.00	4,290.00
BRIAN J. KIM	0.50	765.00	382.50
MATTHEW G. BOUSLOG	17.80	555.00	9,879.00
DUKE K. AMPONSAH	8.20	380.00	<u>3,116.00</u>
Total Services			\$ 28,827.00

<u>COSTS/CHARGES</u>	<u>TOTAL</u>
IN HOUSE DUPLICATION	\$ 2.70
LODGING	709.28
MEALS	306.75
POSTAGE	1.92
TELEPHONE CHARGES	1.14
TRAVEL - AIR & RAIL	1,482.43
TRAVEL - MISCELLANEOUS (TIPS)	36.00
TRAVEL - TAXI & OTHER MODES/MILES	<u>467.16</u>
Total Costs/Charges	<u>3,007.38</u>

Total Services, Costs/Charges 31,834.38

BALANCE DUE \$ 31,834.38

Invoice Date: March 10, 2014

Due and Payable Upon Receipt

Invoice No. 2014031161

FALCON
30561-00128

Detail Services:

02/03/14
0.30 LEVIN, DOUGLAS G TELEPHONE CONFERENCE WITH M. BOUSLOG AND
CORRESPONDENCES WITH M. ROSENTHAL AND M.
BOUSLOG RE COORDINATING COMPENSATION
MATTERS GOING FORWARD ON BEHALF OF ALL
PROFESSIONALS RETAINED BY FALCON, INCLUDING
TIMING OF FEE APPLICATIONS AND PREPARATION OF
GIBSON DUNN FINAL FEE APPLICATION.

1.30 BOUSLOG, MATTHEW G EMAILS WITH M. ROSENTHAL AND D. LEVIN RE
FALCON EFFECTIVE DATE (.4); CALLS WITH D. LEVIN
RE SAME (.2); DRAFT FEE APPLICATION (.7).

02/04/14
0.70 GRAVES, JEREMY L WORK ON CONFIRMATION NOTICE (.4); PREPARATION
OF VARIOUS STIPULATIONS OF DISMISSAL (.3).

02/05/14
1.10 ROSENTHAL, MICHAEL A CALL WITH D. ZDUNKEWICZ REGARDING
WITHHOLDING RELATED TO TOON ESTATE AND
REVIEW OF DOCUMENTS SENT BY D. ZDUNKEWICZ
(.4); EMAILS WITH S. FACKLER REGARDING TOON
WITHHOLDING (.2); EMAILS WITH D. ZDUNKEWICZ
REGARDING NO WITHHOLDING FOR TOON (.3);
EMAILS WITH J.. GRAVES REGARDING FALCON
SETTLEMENT EFFECTIVE DATE AND WITHHOLDING
PROVISIONS (.2)

0.80 FACKLER, STEPHEN W REVIEW IRS GUIDANCE ON WITHHOLDING TAXES
FOR DE-CENSORED TAXPAYER (.4); DRAFT E-MAIL
TO M. ROSENTHAL (.4).

1.00 GRAVES, JEREMY L WORK ON WITHHOLDING ISSUES RELATED TO THE
DISTRIBUTIONS UNDER THE SETTLEMENT
AGREEMENT TO BE MADE TO THE TOON ESTATE.

0.30 BOUSLOG, MATTHEW G EMAILS WITH J. GRAVES RE FALCON STIPULATIONS
AND EFFECTIVE DATE.

1.00 AMPONSAH, DUKE K PREPARE AND FILE NOTICE OF ENTRY OF ORDER CONFIRMING PLAN(.4); COORDINATE SERVICE WITH GCG RE: SAME(.3); CONFER WITH J. GRAVES RE: SAME(.3).

02/06/14
0.40 ROSENTHAL, MICHAEL A EMAIL FROM J. GRAVES REGARDING WITHHOLDING RELATED TO FALCON SETTLEMENT (.2); TELEPHONE WITH J. GRAVES REGARDING IMPLEMENTATION OF FALCON SETTLEMENT (.1); EMAIL FROM D. ZDUNKEWICZ REGARDING FALCON WITHHOLDING (.1)

02/07/14
0.70 ROSENTHAL, MICHAEL A EMAILS WITH D. ZDUNKEWICZ REGARDING MODIFICATION TO WITHHOLDING SCHEDULE AND EFFECTIVE DATE OF SETTLEMENT RELATED TO TIDE (.3); EMAILS WITH T. NELSON REGARDING PREPARATION OF W-2 FORMS (.2); EMAILS WITH ZDUNKEWICZ AND J. GRAVES REGARDING FALCON PAYMENTS (.1); DISCUSSION WITH AND EMAIL FROM J. GRAVES REGARDING EFFECTIVE DATE OF FALCON SETTLEMENT (.1)

0.90 GRAVES, JEREMY L E-MAILS WITH VARIOUS PARTIES TO THE SETTLEMENT AGREEMENT REGARDING CLOSING MECHANICS AND TIMING.

0.10 BOUSLOG, MATTHEW G EMAILS WITH J. GRAVES RE EFFECTIVE DATE.

0.80 AMPONSAH, DUKE K PREPARE EDITS TO ARCAPITA FALCON PREBILL AND SEND TO J. PAIGE.

02/10/14
1.50 BOUSLOG, MATTHEW G DRAFT FEE APPLICATION (1.3); EMAILS WITH D. LEVIN RE SAME (.1); EMAILS WITH P. STRAUSS RE STIPULATIONS (.1).

2.10 AMPONSAH, DUKE K CREATE DRAFT OF JANUARY 2013 GDC MONTHLY FEE STATEMENT(1.8); CONFER WITH J. PAIGE RE: SAME(.3).

02/11/14
0.60 BOUSLOG, MATTHEW G DRAFT FEE APPLICATION.

1.70 AMPONSAH, DUKE K UPDATE DRAFT OF JANUARY 2014 GDC MONTHLY
FEE STATEMENT.

02/12/14
0.20 ROSENTHAL, MICHAEL A EMAILS WITH ESCROW AGENT AND SETTLEMENT
PARTIES REGARDING EFFECTIVE DATE OF
SETTLEMENT.

1.30 LEVIN, DOUGLAS G CORRESPONDENCES WITH B. EDMISTON RE DRAFT
FEE APPLICATION OF A&M GLOBAL FORENSICS (.1);
REVIEW AND EDIT SAME APPLICATION AND
SUPPORTING CERTIFICATION, CHARTS, AND
SUMMARY PAGE (1.2).

0.20 BOUSLOG, MATTHEW G DRAFT FEE APPLICATION.

1.30 AMPONSAH, DUKE K UPDATE DRAFT OF JANUARY 2014 GDC MONTHLY
FEE STATEMENT(.4); CONFER WITH J. PAIGE RE:
SAME(.3); PREPARE AND FILE SAME(.3); COORDINATE
SERVICE WITH GGC RE: SAME(.3).

02/13/14
0.40 ROSENTHAL, MICHAEL A EMAILS WITH T. NELSON, J. GRAVES AND
ZDUNKEWICZ REGARDING FINAL SETTLEMENT
PAYMENTS.

2.70 GRAVES, JEREMY L COORDINATE CLOSING OF TIDE/HOPPER
SETTLEMENT AGREEMENT WITH MULTIPLE PARTIES.

0.30 LEVIN, DOUGLAS G TELEPHONE CONFERENCE WITH M. BOUSLOG RE
SUBSTANCE AND PROCEDURAL ISSUES
CONCERNING FINAL FEE APPLICATION OF GIBSON
DUNN.

7.80 BOUSLOG, MATTHEW G DRAFT FEE APPLICATION (7.3); CALLS WITH J.
GRAVES AND D. LEVIN RE EFFECTIVE DATE AND FEE
APPLICATION (.5).

02/14/14
0.30 ROSENTHAL, MICHAEL A EMAILS WITH T. NELSON, ZDUNKEWICZ AND OTHERS
REGARDING SETTLEMENT AND PLAN CLOSING.

0.60 GRAVES, JEREMY L COORDINATE FOLLOW UP ITEMS RELATED TO THE CLOSING OF TIDE/HOPPER SETTLEMENT AGREEMENT WITH MULTIPLE PARTIES (.4); TELECONFERENCE WITH N. KAMPHAUS REGARDING FALCON ESTATE (.2).

3.60 LEVIN, DOUGLAS G CORRESPONDENCE WITH B. EDMISTON RE COMMENTS TO FINAL FEE APPLICATION OF A&M GLOBAL FORENSICS (.2); REVIEW APPLICATION AND PROVIDE ADDITIONAL COMMENTS TO SAME (.3); REVIEW DRAFT AND EDIT FINAL FEE APPLICATION OF GIBSON DUNN (3.1).

0.50 KIM, BRIAN J REVIEW PROPOSED STIPULATIONS OF DISMISSAL (0.3). CALL WITH J. GRAVES RE: PROPER PROCEDURES FOR SUBMISSION OF EXECUTED STIPULATIONS (0.2).

4.80 BOUSLOG, MATTHEW G DRAFT FEE APPLICATION (3.5); EMAILS WITH D. LEVIN RE SAME (.2); DRAFT CERTIFICATION RE SAME (.6); DRAFT PROPOSED ORDER RE SAME (.3); CALL WITH J. GRAVES RE STIPULATIONS AND SETTLEMENT IMPLEMENTATION (.1); EMAILS WITH P. STRAUSS, J. GRAVES AND D. AMPONSAH RE SAME (.1).

1.30 AMPONSAH, DUKE K PREPARE FALCON/TIDE/HOPPER SETTLEMENT NOTICE OF APPROVAL FOR SUBMISSION TO COURT(1.0); CONFER WITH J. GRAVES AND M. BOUSLOG RE: SAME(.3).

02/18/14
0.70 MILLET, CRAIG H EMAILS WITH AND CONFERENCE WITH J. GRAVES RE WITHHOLDING AND 1099 ISSUES ON SETTLEMENT PAYMENT TO HOPPER PARTIES (.7).

0.20 ROSENTHAL, MICHAEL A REVIEW SETTLEMENT PAYMENT.

1.60 GRAVES, JEREMY L CORRESPOND WITH MULTIPLE PARTIES REGARDING FALCON WITHHOLDING TAXES (.9); COORDINATE FINAL CLOSING STEPS RELATED TO SETTLEMENT AGREEMENT (.7).

0.60 LEVIN, DOUGLAS G TELEPHONE CONFERENCE WITH J. GRAVES RE
COORDINATING ADMINISTRATIVE PAYMENT OF MUSE
STANCIL IN THE MOST EFFICIENT MANNER (.1);
CORRESPONDENCES WITH E. FLECK (MILBANK), L.
MITCHELL (KING & SPALDING), AND J. GRAVES RE
SAME (.3); REVIEW PRIOR CORRESPONDENCES AND
FALCON PLAN TO CONFIRM TREATMENT OF MUSE
STANCIL AND ADVISE THEM ON SUBMITTING A
PROOF OF CLAIM (.2).

1.20 BOUSLOG, MATTHEW G DRAFT FEE APPLICATION (.3); DRAFT PROPOSED
ORDER RE SAME (.8); CALL WITH D. LEVIN RE PLAN
EFFECTIVE DATE (.1).

02/19/14

0.20 ROSENTHAL, MICHAEL A EMAILS WITH D. ZDUNKEWICZ REGARDING CLOSING
OF SETTLEMENT.

0.40 GRAVES, JEREMY L EMAILS WITH T. NELSON AND UHY REGARDING
FALCON WITHHOLDING ISSUE.

0.50 LEVIN, DOUGLAS G CORRESPONDENCES WITH E. FLECK (MILBANK), L.
MITCHELL (KING AND SPALDING), AND J. GRAVES RE
COORDINATION OF ADMINISTRATIVE PAYMENT TO
MUSE STANCIL (.3); REVIEW FALCON PLAN TO
ADVISE MUSE STANCIL ON REQUIREMENTS GOING
FORWARD (.2).

Exhibit G-1

FALCON
30561-00128

Detail Costs/Charges:

Transcripts/Digesting

08/09/13	212.00	VENDOR: VERITEXT NEW YORK REPORTING CO.; INVOICE#: NY1819841; DATE: 8/9/2013 - TRANSCRIPT, M. ROSENTHAL.
08/28/13	282.10	VENDOR: VERITEXT NEW YORK REPORTING CO.; INVOICE#: NY1834573; DATE: 8/28/2013 - TRANSCRIPT, M. ROSENTHAL.

Exhibit G-2

FALCON
30561-00128

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

Exhibit G-3

FALCON
30561-00128

Detail Costs/Charges:

In House Duplication

01/03/14	17.40	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 01/03/14
01/07/14	5.70	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 01/07/14
01/14/14	2.10	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 01/14/14
01/20/14	122.00	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 01/20/14
01/21/14	99.00	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 01/21/14
01/24/14	1.20	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 01/24/14

Meals

01/20/14	808.67	VENDOR: MICHAEL A. ROSENTHAL; INVOICE#: 01/20/14; DATE: 1/20/2014 - MEALS; CLIENT HEARING NEW YORK, NY
----------	--------	---

Messenger and Courier Expense

01/03/14	41.81	VENDOR: DELUXE DELIVERY SYSTEMS, INC. INVOICE#: 188001 DATE: 1/5/2014 TICKET# W0969027 01/03/2014 FROM GIBSON DUNN & CRUTCHER, 200 PARK AVENUE, NEW YORK, NY 10166 TO US BANKRUPTCY COURT, ONE BOWLING GREEN, NEW YORK, NY 10004 DUKE AMPOSAH/J. WIRCHIN
01/03/14	24.86	VENDOR: DELUXE DELIVERY SYSTEMS, INC. INVOICE#: 188001 DATE: 1/5/2014 TICKET# W0969026 01/03/2014 FROM GIBSON DUNN & CRUTCHER, 200 PARK AVENUE, NEW YORK, NY 10166 TO US TRUSSTES OFFICE, 201 VARICK STREET, NEW YORK, NY 10014 DUKE AMPONSAH/J. WIRCHIN
01/06/14	9.50	VENDOR: DELUXE DELIVERY SYSTEMS, INC. INVOICE#: 188067 DATE: 1/12/2014 TICKET# W0969620 01/06/2014 FROM COURT HOUSE, 500 PEARL STREET, NEW YORK, NY 10007 TO US TRUSSTES OFFICE, 201 VARICK STREET, NEW YORK, NY 10014 DUKE AMPONSAH/J. WIRCHIN

On-Line Research (Lexis)

01/03/14	19.20	GRAVES, JEREMY L 01/03/14 30561-00122 LEXIS RESEARCH
----------	-------	---

Invoice Date: February 12, 2014

Due and Payable Upon Receipt

Invoice No. 2014021100

01/07/14 11.40 GRAVES, JEREMY L 01/07/14 30561-00122 LEXIS
RESEARCH

01/08/14 34.20 GRAVES, JEREMY L 01/08/14 30561-00122 LEXIS
RESEARCH

01/13/14 11.40 GRAVES, JEREMY L 01/13/14 30561-00122 LEXIS
RESEARCH

On-Line Research Nexis - Main

01/08/14 80.00 GRAVES, JEREMY L 01/08/14 30561-00122 NEXIS
RESEARCH

Specialized Research/Filing Fees

01/27/14 8.40 PACER 12/01/2013-12/31/2013 COURT RESEARCH

01/29/14 15.40 PACER 12/01/2013-12/31/2013 COURT RESEARCH

01/29/14 18.50 PACER 12/01/2013-12/31/2013 COURT RESEARCH

Travel - Air & Rail

01/09/14 1,263.25 VENDOR: AMERICAN EXPRESS ACCT.#XXXX-XXXXXX-71000
INVOICE#: AXF20140201-2 DATE: 12/31/2013 TRAVEL
INVOICE#/DATE: 117440 01/09/2014 TICKET NO: 7373206510
TRAVEL DATES: 01/20/2014 - 01/23/2014 PASSENGER:
GRAVES/JEREMY LEE ITINERARY: DEN/LGA/DEN

Exhibit G-4

FALCON
30561-00128

Detail Costs/Charges:

In House Duplication

02/07/14 2.20 IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 02/07/14

02/11/14 0.50 IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 02/11/14

Lodging

01/22/14 709.28 VENDOR: CRAIG H. MILLET; INVOICE#: 01/20-01/22/14; DATE:
1/22/2014 - 01/20-01/22/14 ROYALTON HOTEL ROOM; CLIENT
HEARING NEW YORK, NY

Meals

01/22/14 231.25 VENDOR: CRAIG H. MILLET; INVOICE#: 01/20-01/22/14; DATE:
1/22/2014 - MEALS; CLIENT HEARING NEW YORK, NY

01/22/14 75.50 VENDOR: CRAIG H. MILLET; INVOICE#: 01/20-01/22/14; DATE:
1/22/2014 - 01/20-01/22/14 ROYALTON HOTEL/MEALS; CLIENT
HEARING NEW YORK, NY

Postage

01/24/14 1.92 M. ROSENTHAL, 1 PIECE MAIL FLAT TO EVAN R. FLECK

Telephone Charges

02/05/14 1.14 1(713)220-4128 02/05/2014 HOUSTON TX

Travel - Air & Rail

01/15/14 1,477.93 VENDOR: AMERICAN EXPRESS ACCT.#XXXX-XXXXXX-71000
INVOICE#: AXF20140201-3 DATE: 1/18/2014 TRAVEL
INVOICE#/DATE: 117653 01/15/2014 TICKET NO: 7373206641
TRAVEL DATES: 01/20/2014 - 01/23/2014 PASSENGER:
MILLET/CRAIG H ITINERARY: LAX/JFK/LAX

01/22/14 4.50 VENDOR: CRAIG H. MILLET; INVOICE#: 01/20-01/22/14; DATE:
1/22/2014 - 01/20-01/22/14 RAIL FARES; CLIENT HEARING NEW
YORK, NY

Travel - Miscellaneous (tips)

01/22/14 36.00 VENDOR: CRAIG H. MILLET; INVOICE#: 01/20-01/22/14; DATE:
1/22/2014 - GRATUITY; CLIENT HEARING NEW YORK, NY

Travel - Taxi & Other Modes/Miles

Invoice Date: March 10, 2014

Due and Payable Upon Receipt

Invoice No. 2014031161

01/20/14	154.00	VENDOR: SHOOTING STAR LIVERY; INVOICE#: 22073; DATE: 1/20/2014 - TRANSPORTATION FROM RESIDENCE TO LAX/C. MILLET
01/22/14	69.30	VENDOR: CRAIG H. MILLET; INVOICE#: 01/20-01/22/14; DATE: 1/22/2014 - 01/20/14 CAB FARES; CLIENT HEARING NEW YORK, NY
01/22/14	162.00	VENDOR: SHOOTING STAR LIVERY; INVOICE#: 22074; DATE: 1/22/2014 - TRANSPORTATION FROM LAX TO RESIDENCE/C. MILLET
01/22/14	81.86	VENDOR: DIAL CAR INC. INVOICE#: 1175988 DATE: 2/5/2014 VOUCHER A3985359 01/22/2014 MILLET, CRAIG FROM 44 W 44 ST M ROYALTON HOTEL TO JFK JFK

Exhibit G-5

FALCON
30561-00128

Detail Costs/Charges:

Lodging

01/22/14 844.86 VENDOR: JEREMY GRAVES; INVOICE#: 01/20-01/22/14; DATE:
1/22/2014 - NEW YORK/MARRIOTT HOTEL/ROOM,
INTERNET/FALCON CONFIRMATION HEARING

Meals

01/22/14 12.03 VENDOR: JEREMY GRAVES; INVOICE#: 01/20-01/22/14; DATE:
1/22/2014 - 01/22/14 NEW YORK/MEAL/FALCON CONFIRMATION
HEARING

01/22/14 40.92 VENDOR: JEREMY GRAVES; INVOICE#: 01/20-01/22/14; DATE:
1/22/2014 - NEW YORK/MARRIOTT HOTEL/MEAL/FALCON
CONFIRMATION HEARING

Messenger and Courier Expense

02/14/14 13.00 VENDOR: DELUXE DELIVERY SYSTEMS, INC. INVOICE#: 189662
DATE: 2/16/2014 TICKET# W0984801 02/14/2014 FROM GIBSON
DUNN & CRUTCHER, 200 PARK AVENUE,NEW YORK,NY 10166 TO
U.S. BANKRUPTCY COURT,ONE BOWLING GREEN,NEW YORK,NY
10004 DUKE AMPONSAH/J. WIRCHIN

Travel - Air & Rail

01/22/14 10.00 VENDOR: JEREMY GRAVES; INVOICE#: 01/20-01/22/14; DATE:
1/22/2014 - 01/20/14 NEW YORK/MTA NYC TRANSIT
FARE/FALCON CONFIRMATION HEARING

Travel - Taxi & Other Modes/Miles

01/22/14 281.13 VENDOR: JEREMY GRAVES; INVOICE#: 01/20-01/22/14; DATE:
1/22/2014 - NEW YORK/CABFARE/FALCON CONFIRMATION
HEARING