

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

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In re:	:	
	:	Chapter 11
ARCAPITA BANK B.S.C.(c), et al.,	:	
	:	Case No. 12-11076 (SHL)
	:	
Debtors.	:	
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**SUMMARY SHEET FOR SIXTH MONTHLY FEE STATEMENT OF KPMG
LLP, AS VALUATION ADVISOR TO THE DEBTORS, FOR ALLOWANCE AND
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM SEPTEMBER 1, 2012 THROUGH SEPTEMBER 30, 2012**

NAME OF APPLICANT:	KPMG LLP (UK)
TIME PERIOD:	September 1, 2012 through and including September 30, 2012
ROLE IN THIS CASE:	Valuation Advisor to the Debtors
CURRENT APPLICATION:	Total Fees Requested: (discounted) \$ 72,890.00
	Total Expenses Requested: \$ 22,415.56
THIS APPLICATION IS AN:	<input checked="" type="checkbox"/> Monthly <input type="checkbox"/> Interim <input type="checkbox"/> Final Application

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

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: **Chapter 11**
In re: :
: **Case No. 12-11076 (SHL)**
ARCAPITA BANK B.S.C.(c), et al., :
: **Debtors.**
:
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**SIXTH MONTHLY FEE STATEMENT OF KPMG LLP,
AS VALUATION ADVISOR TO THE DEBTORS, FOR ALLOWANCE AND
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM SEPTEMBER 1, 2012 THROUGH SEPTEMBER 30, 2012**

KPMG LLP in the United Kingdom (“KPMG UK”), part of KPMG Europe LLP, a member firm of the KPMG network of independent member firms affiliated with KPMG International, a Swiss cooperative, as valuation advisor to Arcapita Bank B.S.C.(c) (“Arcapita Bank”), Arcapita LT Holdings Limited (“ALTH”), and Arcapita Investment Holdings Limited (“AIHL,” and collectively with Arcapita Bank and ALTH, the “Debtors”) in the above-captioned cases, files this Sixth Monthly Fee Statement for Compensation and Reimbursement of Expenses (the “Fee Statement”) pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the Southern District of New York, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases M-389 (Nov. 25, 2009), the United States Trustee Guidelines for Reviewing Applications for

Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. Section 330 issued by the Executive Office of the United States Trustee's Guidelines, and this Court's Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and Committee Members, dated May 18, 2012 [Docket No.159] (the "Interim Compensation Order"), for the allowance of interim compensation for professional services performed by KPMG UK for the period September 1, 2012 through September 30, 2012 (the "Compensation Period"), in the amount of \$72,890.00, and for reimbursement of expenses incurred in connection with the rendition of such services in the aggregate of \$22,415.56 and respectfully represents:

BACKGROUND

1. On March 19, 2012 (the "Petition Date"), the Debtors and certain of their affiliates filed voluntary petitions for relief pursuant to Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code"). Since that date, the Debtors have continued in possession of their business and property as debtors-in-possession in accordance with sections 1107(a) and 1108 of the Bankruptcy Code.

2. On April 5, 2012, the United States Trustee for the Southern District of New York appointed an Official Committee of Unsecured Creditors [Docket No. 60] (the "Committee") pursuant to section 1102 of the Bankruptcy Code. No trustee or examiner has been appointed in the Debtors' chapter 11 cases.

3. The Debtors selected KPMG UK as their Valuation Advisor because of, among other things, the firm's depth of experience and ability to handle restructuring valuation issues in a complex, global-scale business environment in bankruptcy reorganizations and other restructurings.

4. On July 20, 2012, the Court approved KPMG UK's retention as valuation advisor to the Debtor [Docket No. 335] (the "Retention Order") *nunc pro tunc* to March 19, 2012.

KPMG'S FEES AND EXPENSES

5. By this Fee Statement, KPMG UK requests: (i) allowance of monthly compensation of professional fees totaling \$72,890.00 and payable in accordance with the Interim Compensation Order in the amount of eighty-percent (80%) or \$58,312.00;¹ and (ii) reimbursement of one hundred percent (100%) of expenses incurred in connection with the rendition of such services in the aggregate of \$22,415.56.

6. A list of the individuals and their respective titles who provided services during the Compensation Period, their respective billing rates, the aggregate hours spent by each individual is annexed hereto as Exhibit A. A summary of hours and fees incurred by category is annexed hereto as Exhibit B. KPMG UK maintains contemporaneous records of the time expended for the professional services and expenses related hereto performed in connection with these chapter 11 cases. A copy of such time records are annexed hereto as Exhibits D1 – D5. The fees applied for herein reflect an agreed discount of approximately 30% to ordinary and customary KPMG UK rates.

7. Attached hereto as Exhibit C and incorporated herein by reference, is a detailed description of the actual and necessary expenses incurred by KPMG UK in

¹ KPMG UK and the Debtors are negotiating a fee cap in respect of certain aspects of KPMG's services. However, such fee cap does not relate to services performed during the Compensation Period.

connection with its employment with the Debtors during the Compensation Period.² As set forth on Exhibit C1, KPMG UK seeks reimbursement of actual and necessary expenses incurred by KPMG UK during the Compensation Period in the aggregate amount of \$22,415.56. These expenses are reasonable and necessary in light of the size and complexity of the Debtors' cases.

8. KPMG UK respectfully submits that the amounts applied for herein for professional services rendered on behalf of the Debtors in these cases to date are fair and reasonable given: (i) the time expended; (ii) the nature and extent of the services performed at the time at which such services were rendered; (iii) the value of such services; and (iv) the costs of comparable services other than in these chapter 11 cases.

9. The time and labor expended by KPMG UK during the Compensation Period has been commensurate with the size and complexity of these cases. In rendering these services, KPMG UK has made every effort to maximize the benefit to the Debtors' estates and to leverage staff appropriately in order to minimize duplication of effort. In addition, KPMG UK has used reasonable efforts to coordinate, with the assistance of the Debtors, with the Debtors' other retained professionals to avoid the unnecessary duplication of services.

10. During the Compensation Period, KPMG UK provided a focused range of professional services as requested by the Debtors. KPMG UK respectfully submits that

² Certain of the expenses sought herein were incurred prior to the Compensation Period, but were received and/or processed during the Compensation Period. Accordingly, by this Sixth Fee Statement, KPMG UK seeks payment of such expenses.

these services: (i) were necessary and beneficial to the successful and prompt administration of these cases; and (ii) have been provided in a cost efficient manner.

11. Except as permitted pursuant to section 504(b) of the Bankruptcy Code and the Retention Order, KPMG UK has not shared, or agreed to share, any compensation received as a result of this case with any person, firm or entity. Except as permitted pursuant to the Retention Order, there is no agreement or understanding between KPMG UK and any other person for the sharing of compensation to be received for the services rendered in these cases.

RESERVATION

12. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the preparation of this Fee Statement, KPMG UK reserves the right to request additional compensation for such services and reimbursement of such expenses in a future fee statement or application. Furthermore, KPMG UK reserves the right to seek final approval of the fees requested herein.

CONCLUSION

WHEREFORE, KPMG UK respectfully requests that it be paid \$72,890.00 (and payable in accordance with the Interim Compensation Order in the amount of eighty-percent (80%) or \$58,312.00) as compensation for professional services rendered during the Compensation Period and reimbursement of actual and necessary expenses totaling \$22,415.56 pursuant to the terms of the Interim Compensation Order.

Dated: October 19, 2012
London, England



Doug Mcphee
KPMG LLP
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EXHIBIT A

Arcapita Bank B.S.C. (c)
Summary Of Hours and Fees Incurred By Professional
September 1, 2012 through September 30, 2012

Professional	Position	Hours Billed	Hourly Rate	Fees Billed
McPhee, Douglas	KPMG UK Partner	1.8	\$ 950	\$ 1,710.00
Fletcher, David	KPMG UK Partner	2.5	\$ 950	\$ 2,375.00
Williams, Gareth	KPMG UK Director	9.6	\$ 840	\$ 8,064.00
Lawrence, Jason	KPMG UK Director	1.0	\$ 840	\$ 840.00
Berg, Antony	KPMG UK Senior Manager	4.7	\$ 695	\$ 3,266.50
Bhuwania, Achal	KPMG UK Senior Manager	4.0	\$ 695	\$ 2,780.00
Booth, Richard	KPMG UK Senior Manager	6.8	\$ 695	\$ 4,726.00
Borkowska, Alexandra	KPMG UK Assistant Manager	3.0	\$ 405	\$ 1,215.00
Mueller, Natalja	KPMG UK Manager	12.0	\$ 550	\$ 6,600.00
Harrower, Andrew	KPMG UK Manager	40.9	\$ 550	\$ 22,495.00
Marvin, Douglas	KPMG UK Manager	10.8	\$ 550	\$ 5,940.00
Khoo, Kian Huat	KPMG UK Manager	10.0	\$ 550	\$ 5,500.00
Sellers, Monica	KPMG US Manager	3.6	\$ 550	\$ 1,980.00
Tatum, Pamela Renea	KPMG US Senior Associate	17.7	\$ 305	\$ 5,398.50
Total Hours and Fees		128.4		\$ 72,890.00
Fees				\$ 72,890.00
Out of Pocket Expenses				\$ 22,415.56
Subtotal of Fees and Out of Pocket Expenses				\$ 95,305.56
less Holdback Adjustment (20% of Fees)				\$ (14,578.00)
Net Requested Fees & Out of Pocket Expenses				\$ 80,727.56
Hourly Blended Rate		\$ 567.68		

EXHIBIT B

Arcapita Bank B.S.C. (c)

Summary of Hours and Fees Incurred by Category
September 1, 2012 through September 30, 2012

<u>Category</u>	<u>Exhibit</u>	<u>Hours</u>	<u>Fees</u>
Valuation - Methodology Services	D1	-	\$ -
Valuation - Business Plan Review Services	D2	-	\$ -
Retention Preparation	D3	-	\$ -
Fee Application Preparation	D4	51.9	\$ 25,298.50
Advisor Discussions	D5	76.5	\$ 47,591.50
	Total	128.4	\$ 72,890.00

EXHIBIT C

Arcapita Bank B.S.C. (c)

Summary of Out of Pocket Expenses

September 1, 2012 through September 30, 2012

<u>Category</u>	<u>Amount</u>
Airfare	\$ -
Lodging	\$ -
Meals	\$ -
Ground Transportation	\$ -
Miscellaneous	\$ 22,415.56
Total	\$ 22,415.56

EXHIBIT C1

Arcapita Bank B.S.C. (c)
Detail of Out of Pocket Expenses
September 1, 2012 through September 30, 2012

Name	Date	Description	Amount
		Airfare Subtotal	<u>\$ -</u>
		Lodging Subtotal	<u>\$ -</u>
		Meals Subtotal	<u>\$ -</u>
		Ground Transportation Subtotal	<u>\$ -</u>
Accounts Payable	31-Jul-12	Professionals services rendered by Willkie Farr through June 30, 2012 in connection with the Arcapita retention.	\$ 6,420.00
Accounts Payable	05-Sep-12	Professionals services rendered by Willkie Farr through July 31, 2012 in connection with the Arcapita retention.	\$ 11,240.56
Accounts Payable	24-Sep-12	Professionals services rendered by Willkie Farr through August 31, 2012 in connection with the Arcapita retention.	\$ 4,755.00
		Miscellaneous Subtotal	<u>\$ 22,415.56</u>
		Total Out of Pocket Expenses	<u><u>\$ 22,415.56</u></u>

EXHIBIT D1

Arcapita Bank B.S.C. (c)
Valuation - Methodology Services
September 1, 2012 through September 30, 2012

<u>Name</u>	<u>Date</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		Total Valuation - Methodology Services	<u><u>0.0</u></u>		<u><u>\$ -</u></u>

EXHIBIT D2

Arcapita Bank B.S.C. (c)
Valuation - Business Plan Review Services
September 1, 2012 through September 30, 2012

<u>Name</u>	<u>Date</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		Total Valuation - Business Plan Review Services	<u>0.0</u>		<u>\$ -</u>

EXHIBIT D3

Arcapita Bank B.S.C. (c)
Retention Preparation
September 1, 2012 through September 30, 2012

<u>Name</u>	<u>Date</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		Total Retention Preparation	<u>0.0</u>		<u>\$ -</u>

EXHIBIT D4

Arcapita Bank B.S.C. (c)
Fee Application Preparation
September 1, 2012 through September 30, 2012

Name	Date	Description	Hours	Rate	Amount
Harrower, Andrew	03-Sep-12	Review of correspondence from Willkie Farr related to filing of the interim fee application narrative, amending and returning the interim fee application with further proposed narrative revisions.	2.1	\$ 550	\$ 1,155.00
Harrower, Andrew	03-Sep-12	Drafting and reviewing correspondence to Willkie Farr related to the filing of the KPMG first interim fee application, undertaking financial analysis in support of the interim fee application.	2.9	\$ 550	\$ 1,595.00
Harrower, Andrew	04-Sep-12	Further review of correspondence from Willkie Farr related to filing of the interim fee application narrative, amending and returning the interim fee application with further proposed narrative revisions.	3.4	\$ 550	\$ 1,870.00
Tatum, Pamela Renea	10-Sep-12	Compile the valuation exhibits' task descriptions and incorporate into the August fee statement.	3.3	\$ 305	\$ 1,006.50
Tatum, Pamela Renea	11-Sep-12	Continue to compile the valuation exhibits' task description and incorporate into the August fee statement.	1.8	\$ 305	\$ 549.00
Harrower, Andrew	11-Sep-12	Reviewing comments provided by P. Tatum (KPMG) on fee narratives to 17 August; updating narratives as required in order to comply with SDNY guidelines.	2.1	\$ 550	\$ 1,155.00
Tatum, Pamela Renea	12-Sep-12	Compile additional valuation exhibits' task descriptions received and incorporate into the August fee statement.	3.8	\$ 305	\$ 1,159.00
Harrower, Andrew	12-Sep-12	Initial review and revision of hours and narratives from 18 August to 31 August to check SDNY compliance, to include in the Fifth KPMG fee application; drafting related correspondence.	2.9	\$ 550	\$ 1,595.00

EXHIBIT D4

Arcapita Bank B.S.C. (c)
Fee Application Preparation
September 1, 2012 through September 30, 2012

Name	Date	Description	Hours	Rate	Amount
Tatum, Pamela Renea	13-Sep-12	Compile the expense exhibits' task descriptions and incorporate into the August fee statement.	1.4	\$ 305	\$ 427.00
Tatum, Pamela Renea	13-Sep-12	Prepare the expense exhibits and incorporate into the August fee statement.	0.6	\$ 305	\$ 183.00
Sellers, Monica	14-Sep-12	Include additional data into exhibits for August fee statement.	0.8	\$ 550	\$ 440.00
Tatum, Pamela Renea	14-Sep-12	Prepare the valuation exhibits for the August fee statement and forward to Manager for review.	2.7	\$ 305	\$ 823.50
Tatum, Pamela Renea	14-Sep-12	Incorporate most recent task descriptions received into the August fee statement exhibits.	0.7	\$ 305	\$ 213.50
Sellers, Monica	17-Sep-12	Revise fee statement with most recent information received, prior to finalization.	2.1	\$ 550	\$ 1,155.00
Harrower, Andrew	17-Sep-12	Preparation of the Fourth and Fifth fee application narratives; Drafting correspondence to Willkie Farr related to the Fourth and Fifth fee application narrative.	3.5	\$ 550	\$ 1,925.00
Harrower, Andrew	17-Sep-12	Final preparation of data supporting the Fourth and Fifth fee applications prior to submission to Willkie Farr for final review, updating individual time narratives to meet SDNY guidelines as required.	3.5	\$ 550	\$ 1,925.00
Sellers, Monica	18-Sep-12	Include most recent data into various exhibits within fee statement.	0.7	\$ 550	\$ 385.00
Tatum, Pamela Renea	18-Sep-12	Compiling August fee statement, with most recent task descriptions received, to include new data and update fee statement exhibits.	2.6	\$ 305	\$ 793.00
Tatum, Pamela Renea	18-Sep-12	Prepare the valuation exhibits for the August fee statement and forward to UK Manager for review.	0.8	\$ 305	\$ 244.00

EXHIBIT D4

Arcapita Bank B.S.C. (c)
Fee Application Preparation
September 1, 2012 through September 30, 2012

Name	Date	Description	Hours	Rate	Amount
Harrower, Andrew	20-Sep-12	Review of feedback from Willkie Farr on the Fourth and Fifth fee application narrative and supporting data, processing final adjustments to the applications, finalizing and submitting the applications.	3.5	\$ 550	\$ 1,925.00
Fletcher, David	20-Sep-12	Partner review of the draft Fourth and Fifth KPMG valuation fee applications and supporting narratives, providing written feedback on the applications.	1.0	\$ 950	\$ 950.00
Williams, Gareth	20-Sep-12	Director review of Fourth and Fifth fee applications and supporting narrative, drafting written feedback on applications.	1.0	\$ 840	\$ 840.00
Fletcher, David	20-Sep-12	Final review of the Fourth and Fifth fee applications prior to submission, signing the fee applications ready for submission.	1.0	\$ 950	\$ 950.00
Harrower, Andrew	25-Sep-12	Initial review of time data accrued from September 1 to September 14 in order to start preparing the Sixth fee application; initial revisions to narratives to ensure SDNY compliance, drafting correspondence to US member firm related to Sixth fee application.	3.7	\$ 550	\$ 2,035.00
Total Fee Application Preparation			51.9		\$ 25,298.50

EXHIBIT D5

Arcapita Bank B.S.C. (c)
Advisor Discussions
September 1, 2012 through September 30, 2012

Name	Date	Description	Hours	Rate	Amount
Marvin, Douglas	02-Sep-12	Prepare AEIY I, AEID I&II follow up analysis and comments prior to sending to Houlihan Lokey (HL) and Zolfo Cooper (ZC), in response to questions on the KPMG Valuation reports.	0.6	\$ 550	\$ 330.00
Marvin, Douglas	02-Sep-12	Prepare Lusail follow up analysis and comments prior to sending to Houlihan Lokey (HL) and Zolfo Cooper (ZC), in response to questions on the KPMG Valuation reports.	0.7	\$ 550	\$ 385.00
Marvin, Douglas	02-Sep-12	Prepare NavIndia follow up information and summarize prior to sending to Houlihan Lokey and Zolfo Cooper.	0.7	\$ 550	\$ 385.00
Marvin, Douglas	02-Sep-12	Prepare Arcapita Headquarters follow up information and summarize prior to sending to Houlihan Lokey (HL) and Zolfo Cooper (ZC).	0.9	\$ 550	\$ 495.00
Marvin, Douglas	02-Sep-12	Prepare AEIY I, AEID I&II follow up information and summarize prior to sending to Houlihan Lokey (HL) and Zolfo Cooper (ZC).	1.1	\$ 550	\$ 605.00
Marvin, Douglas	02-Sep-12	Prepare Lux Res Dev follow up information and summarize prior to sending to Houlihan Lokey (HL) and Zolfo Cooper (ZC).	1.1	\$ 550	\$ 605.00
Marvin, Douglas	03-Sep-12	Preparing answers to confidential potential DIP provider questions regarding the supporting calculations and methodology for the ArcJapan KPMG valuation.	0.3	\$ 550	\$ 165.00
Mueller, Natalja	03-Sep-12	Prepare notes and final analysis following the advisors' call regarding the Jjill valuation report.	0.5	\$ 550	\$ 275.00
Fletcher, David	03-Sep-12	Partner review of draft responses to questions raised by advisors following their review of several KPMG valuation reports; providing written feedback on draft responses.	0.5	\$ 950	\$ 475.00

EXHIBIT D5

Arcapita Bank B.S.C. (c)
Advisor Discussions
September 1, 2012 through September 30, 2012

Name	Date	Description	Hours	Rate	Amount
Marvin, Douglas	03-Sep-12	Preparing answers to questions on the AEIYI, AEID I&II assets raised by confidential potential DIP provider.	0.6	\$ 550	\$ 330.00
Marvin, Douglas	03-Sep-12	Prepare Bahrain Bay I and II follow up information and summarize prior to sending to Houlihan Lokey (HL) and Zolfo Cooper (ZC).	0.8	\$ 550	\$ 440.00
Marvin, Douglas	03-Sep-12	Send information request responses to Rothschild for HL & Zolfo for various assets.	0.4	\$ 550	\$ 220.00
Marvin, Douglas	03-Sep-12	Preparing answers to questions on the Lusail assets raised by confidential potential DIP provider.	0.9	\$ 550	\$ 495.00
Mueller, Natalja	03-Sep-12	Internal discussion with in-house sector specialists on potential buyers/disposal options for each Viridian division.	1.0	\$ 550	\$ 550.00
Khoo, Kian Huat	03-Sep-12	Preparation of responses to questions received from Zolfo Cooper and Houlihan Lokey in relation to the draft KPMG valuation report for Venture Capital portfolio India (AIGC I).	3.9	\$ 550	\$ 2,145.00
Khoo, Kian Huat	03-Sep-12	Continue preparation of responses to questions received from Zolfo Cooper and Houlihan Lokey in relation to the draft KPMG valuation report for Venture Capital portfolio India (AIGC I).	3.1	\$ 550	\$ 1,705.00
Williams, Gareth	04-Sep-12	Review of questions posed by advisors following their review of the Viridian KPMG valuation report; Director review of proposed analysis and comments in response to questions raised and providing written feedback thereon.	0.9	\$ 840	\$ 756.00

EXHIBIT D5

Arcapita Bank B.S.C. (c)
Advisor Discussions
September 1, 2012 through September 30, 2012

Name	Date	Description	Hours	Rate	Amount
Williams, Gareth	04-Sep-12	Call with HL and ZC to clear remaining questions on the Viridian KPMG valuation report. Attendees: G. Williams, R. Booth, D. McPhee and N. Mueller (all KPMG), S. Dudley, (Arcapita), Alvarez & Marsal (A&M) and Rothschild.	1.8	\$ 840	\$ 1,512.00
Booth, Richard	04-Sep-12	Call with HL and ZC to clear remaining questions on the Viridian KPMG valuation report. Attendees: G. Williams, R. Booth, D. McPhee and N. Mueller (all KPMG), S. Dudley, (Arcapita), Alvarez & Marsal (A&M) and Rothschild.	1.8	\$ 695	\$ 1,251.00
McPhee, Douglas	04-Sep-12	Call with HL and ZC to clear remaining questions on the Viridian KPMG valuation report. Attendees: G. Williams, R. Booth, D. McPhee and N. Mueller (all KPMG), S. Dudley, (Arcapita), Alvarez & Marsal (A&M) and Rothschild.	1.8	\$ 950	\$ 1,710.00
Mueller, Natalja	04-Sep-12	Call with HL and ZC to clear remaining questions on the Viridian KPMG valuation report. Attendees: G. Williams, R. Booth, D. McPhee and N. Mueller (all KPMG), S. Dudley, (Arcapita), Alvarez & Marsal (A&M) and Rothschild.	1.8	\$ 550	\$ 990.00
Mueller, Natalja	04-Sep-12	Preparation for the Viridian call with lenders' advisors HL and ZC, including review of questions posed by advisors and preparation of analysis and supporting commentary to address the questions raised on the KPMG valuation report for Viridian.	2.7	\$ 550	\$ 1,485.00
Williams, Gareth	04-Sep-12	Review of questions posed by confidential potential DIP funding provider following their review of multiple KPMG valuation reports; Director review of proposed analysis and comments in response to questions raised and providing written feedback thereon.	2.1	\$ 840	\$ 1,764.00

EXHIBIT D5

Arcapita Bank B.S.C. (c)
Advisor Discussions
September 1, 2012 through September 30, 2012

Name	Date	Description	Hours	Rate	Amount
Khoo, Kian Huat	04-Sep-12	Continue preparation of responses to questions received from Zolfo Cooper and Houlihan Lokey in relation to the draft KPMG valuation report for Venture Capital portfolio India (AIGC I).	3.0	\$ 550	\$ 1,650.00
Booth, Richard	04-Sep-12	Drafting of proposed responses to potential DIP finance provider questions, on Freightliner, Honiton and Viridian, in advance of conference all with potential DIP finance provider on 5/9/12.	3.0	\$ 695	\$ 2,085.00
Marvin, Douglas	05-Sep-12	Prepare Fountains information requested by HL & Zolfo and drafting responses to same.	0.4	\$ 550	\$ 220.00
Berg, Antony	05-Sep-12	Review the 3PD report in preparation for call with potential DIP finance provider to discuss key diligence topics.	0.6	\$ 695	\$ 417.00
Berg, Antony	05-Sep-12	Review the Tensar report in preparation for call with potential DIP finance provider.	1.0	\$ 695	\$ 695.00
Mueller, Natalja	05-Sep-12	Prepare the Viridian Weighted Average Cost Calculation (WACC) sensitivity as requested by the lenders' advisors and call notes.	1.0	\$ 550	\$ 550.00
Mueller, Natalja	05-Sep-12	Preparation of detailed notes and analysis in response to questions posed by confidential potential DIP finance providers, following their review of the KPMG valuation reports for a number of assets.	1.0	\$ 550	\$ 550.00
Berg, Antony	05-Sep-12	Senior Manager review of financial analysis and draft responses to due diligence questions raised by a potential DIP finance provider, relating to PODS, in advance of a meeting to discuss due diligence matters. Attended by A. Berg (KPMG), R. James (Arcapita) and potential DIP finance team.	1.1	\$ 695	\$ 764.50

EXHIBIT D5

Arcapita Bank B.S.C. (c)
Advisor Discussions
September 1, 2012 through September 30, 2012

Name	Date	Description	Hours	Rate	Amount
Williams, Gareth	05-Sep-12	Preparation in advance of call with potential DIP provider including Director review of business plan analysis and comments in response to questions on a number of KPMG asset valuation reports.	1.8	\$ 840	\$ 1,512.00
Bhuwania, Achal	05-Sep-12	Preparation in advance of call with potential DIP provider including Senior Manager review of valuation methodology analysis and comments in response to questions on a number of KPMG asset valuation reports.	2.0	\$ 695	\$ 1,390.00
Bhuwania, Achal	05-Sep-12	Call with potential Debtor-in-Possession (DIP) Finance Provider to discuss infrastructure asset valuations related questions. Attendees: G. Williams, A. Bhuwania, A. Berg, N. Mueller, R. Booth (all KPMG), DIP Provider, Rothschild and Arcapita.	2.0	\$ 695	\$ 1,390.00
Berg, Antony	05-Sep-12	Call with potential Debtor-in-Possession (DIP) Finance Provider to discuss infrastructure asset valuations related questions. Attendees: G. Williams, A. Bhuwania, A. Berg, N. Mueller, R. Booth (all KPMG), DIP Provider, Rothschild and Arcapita.	2.0	\$ 695	\$ 1,390.00
Williams, Gareth	05-Sep-12	Call with potential Debtor-in-Possession (DIP) Finance Provider to discuss infrastructure asset valuations related questions. Attendees: G. Williams, A. Bhuwania, A. Berg, N. Mueller, R. Booth (all KPMG), DIP Provider, Rothschild and Arcapita.	2.0	\$ 840	\$ 1,680.00
Mueller, Natalja	05-Sep-12	Call with potential Debtor-in-Possession (DIP) Finance Provider to discuss infrastructure asset valuations related questions. Attendees: G. Williams, A. Bhuwania, A. Berg, N. Mueller, R. Booth (all KPMG), DIP Provider, Rothschild and Arcapita.	2.0	\$ 550	\$ 1,100.00

EXHIBIT D5

Arcapita Bank B.S.C. (c)
Advisor Discussions
September 1, 2012 through September 30, 2012

Name	Date	Description	Hours	Rate	Amount
Booth, Richard	05-Sep-12	Call with potential Debtor-in-Possession (DIP) Finance Provider to discuss infrastructure asset valuations related questions. Attendees: G. Williams, A. Bhuwania, A. Berg, N. Mueller, R. Booth (all KPMG), DIP Provider, Rothschild and Arcapita.	2.0	\$ 695	\$ 1,390.00
Borkowska, Alexandra	05-Sep-12	Preparation of answers to questions, regarding AGID I, given to KPMG in advance of G Williams' (KPMG) call with DIP providers.	3.0	\$ 405	\$ 1,215.00
Mueller, Natalja	05-Sep-12	Preparation of financial analysis and draft comments in response to questions on KPMG valuation reports raised by DIP finance provider.	2.0	\$ 550	\$ 1,100.00
Marvin, Douglas	06-Sep-12	Prepare and send additional Lusail information to Rothschild's per HL & ZC request.	0.3	\$ 550	\$ 165.00
Marvin, Douglas	06-Sep-12	Prepare and send additional Fountains information requested by HL & ZC.	0.6	\$ 550	\$ 330.00
Marvin, Douglas	06-Sep-12	Preparation of financial analysis and draft comments in response to questions on KPMG valuation reports raised by DIP finance provider related to a number of assets.	0.7	\$ 550	\$ 385.00
Marvin, Douglas	06-Sep-12	Prepare and send additional Lux Res Dev information requested by HL & ZC.	0.7	\$ 550	\$ 385.00
Harrower, Andrew	06-Sep-12	Updating time cost analysis for the first week of August including go-forward projections, in order to provide Arcapita management with an update on time costs to date and forecast time costs as agreed.	3.0	\$ 550	\$ 1,650.00

EXHIBIT D5

Arcapita Bank B.S.C. (c)
Advisor Discussions
September 1, 2012 through September 30, 2012

Name	Date	Description	Hours	Rate	Amount
Harrower, Andrew	10-Sep-12	Drafting and sending several hold harmless letters to confidential 3rd parties in order to provide KPMG valuation reports ahead of any potential DIP or equity funding from 3rd parties.	3.0	\$ 550	\$ 1,650.00
Harrower, Andrew	24-Sep-12	Updating time cost analysis to September 21st, including go-forward projections, in order to provide Arcapita management with an update on forecast time costs.	2.2	\$ 550	\$ 1,210.00
Harrower, Andrew	24-Sep-12	Preparing an updated analysis of comparison of actual fees compared to budget, drafting narratives in support, in order to update Arcapita management on the engagement as necessary.	3.2	\$ 550	\$ 1,760.00
Harrower, Andrew	26-Sep-12	Running client checks following requests from potential DIP investors for copies of the KPMG valuation reports; drafting hold harmless and authority to release letters in order to provide reports to the potential DIP investors.	1.9	\$ 550	\$ 1,045.00
Lawrence, Jason	19-Sep-12	Director review of hold harmless letters for potential new DIP investors (confidential); transmission of hold harmless letters.	1.0	\$ 840	\$ 840.00
Total Advisor Discussions			<u>76.5</u>		<u>\$ 47,591.50</u>