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Special Counsel for the Debtors

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

| | | |
|---|---|--------------------------------|
| -----X | : | |
| | : | |
| IN RE: | : | Chapter 11 |
| ARCAPITA BANK B.S.C.(c), et al., | : | |
| Debtors. | : | Case No. 12-11076 (SHL) |
| | : | |
| | : | Jointly Administered |
| | : | |
| -----X | : | |

**THIRD MONTHLY STATEMENT OF KING & SPALDING LLP
AND KING & SPALDING INTERNATIONAL LLP FOR COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED DURING
THE PERIOD FROM OCTOBER 1, 2012 THROUGH OCTOBER 31, 2012**

King & Spalding LLP and King & Spalding International LLP (collectively, "***K&S***"), special counsel for Arcapita Bank B.S.C.(c) ("***Arcapita***") and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession (collectively, the "***Debtors***"), hereby submit this statement of fees and disbursements (a "***Monthly Statement***") for the period from October 1, 2012 through October 31, 2012 (the "***Compensation Period***") in accordance with the Order Granting Debtors' Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members [Docket No. 159] (the "***Interim Compensation Order***").

FEES FOR SERVICES RENDERED DURING THE COMPENSATION PERIOD

1. Set forth below is a list of the positions of the K&S professionals and paraprofessionals who provided services to the Debtors and non-Debtor members of the Arcapita Group during the Compensation Period, their respective billing rates, and the aggregate hours spent by each professional and paraprofessional in providing services for the Debtors and non-Debtor members of the Arcapita Group during the Compensation Period.

| <u>Timekeeper Name</u> | <u>Position</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|-------------------------------|------------------------|---------------------|--------------------|--------------------------|
| Baltz, Ray | Partner | 1.5 | 775 | \$1,162.50 |
| Ferdinands, Paul | Partner | 14.6 | 785 | 11,461.00 |
| Furman, Kathryn | Partner | 1.0 | 715 | 715.00 |
| Marooney, Richard | Partner | 93.9 | 730 | 68,547.00 |
| Newland, Benjamin | Partner | 0.4 | 840 | 336.00 |
| Robertson, Brannon | Partner | 11.5 | 545 | 6,267.50 |
| Straus, Paul | Partner | 168.0 | 720 | 120,960.00 |
| Albright, Alan | Counsel | 2.2 | 725 | 1,595.00 |
| Amdor, Todd | Counsel | 1.3 | 585 | 760.50 |
| Elsbeck, Douglas | Associate | 13.7 | 520 | 7,124.00 |
| Fallon, Archie | Associate | 1.8 | 490 | 882.00 |
| Joffe, David | Associate | 69.1 | 480 | 33,168.00 |
| Kavanagh, David | Associate | 37.5 | 435 | 16,312.50 |
| Marshall, Jenny | Associate | 2.5 | 605 | 1,512.50 |
| Mitchell, Lauren | Associate | 109.9 | 510 | 56,049.00 |
| Stainback, Jamie | Associate | 19.4 | 500 | 9,700.00 |
| Stull, James | Associate | 0.1 | 610 | 61.00 |
| Bellew, Evelyn | Paralegal | 1.9 | 295 | 560.50 |
| Heinz, Missy | Paralegal | 4.7 | 285 | 1,339.50 |
| Hosein, Saira | Paralegal | 1.2 | 280 | 336.00 |
| McCullough, John | Managing Clerk | 0.7 | 275 | 192.50 |
| Altgelt, Maury | Litigation Support | 2.5 | 205 | 512.50 |
| Wilson, Libby | Litigation Support | 0.8 | 210 | 168.00 |
| Evrirt, Maureen | Research Librarian | 2.0 | 225 | 450.00 |
| Shirley, Tammy | Research Librarian | 0.4 | 225 | 90.00 |
| Smith, Fred | Research Librarian | 1.1 | 225 | 247.50 |
| Taylor, Jeremy | Research Librarian | <u>0.2</u> | 215 | <u>43.00</u> |
| TOTAL | | <u>563.9</u> | | <u>340,553.00</u> |

2. The rates charged by K&S for services rendered to the Debtors and non-Debtor members of the Arcapita Group are the same rates that it charges generally for professional services rendered to its non-bankruptcy clients. An itemization of tasks performed by these professionals and paraprofessionals for the Compensation Period for the Debtors is annexed hereto as **Exhibit A-1**. An itemization of tasks performed by these professionals and paraprofessionals for the Compensation Period for the non-Debtor members of the Arcapita Group (where the Debtors have agreed to be responsible for payment of K&S's fees and expenses) is annexed hereto as **Exhibit A-2**. All tasks performed for the non-Debtor members of the Arcapita Group fall under the Business Operations task code.

EXPENSES INCURRED DURING THE COMPENSATION PERIOD

3. Set forth below is a categorical list of the expenses incurred by K&S during the Compensation Period in the course of representing the Debtors and non-Debtor members of the Arcapita Group.

| <u>Cost Description</u> | <u>Total</u> |
|---------------------------------|---------------------------|
| Arbitration/Mediation Fee | \$ 3,333.33 |
| Business Meals | 33.93 |
| Cabfare | 509.14 |
| Computer Research Lexis/Westlaw | 5,785.26 |
| Conference Call Charges | 25.40 |
| Document Retrieval | 75.10 |
| Duplicating Costs | 1,529.55 |
| TOTAL | <u>\$11,291.71</u> |

4. K&S customarily charges \$0.10 per page for photocopying expenses. K&S charges the standard usage rates billed by providers of on-line legal research (e.g., LEXIS and Westlaw) for computerized legal research. Any volume discount received by K&S is passed on to its clients. K&S charges its clients for the actual expenses related to travel, hotel lodging and

business meals. An itemization of expenses for which K&S seeks reimbursement is included in Exhibit A.

NOTICE

5. No trustee or examiner has been appointed in the Chapter 11 Cases. Pursuant to the Interim Compensation Order, the Debtors have provided notice of filing of this statement by electronic mail and/or overnight mail to: (i) Arcapita Bank B.S.C.(c), Arcapita Building, Bahrain Bay, P.O. Box 1406, Manama, Kingdom of Bahrain (Attn: Henry Thompson); (ii) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Michael A. Rosenthal, Esq., Janet M. Weiss, Esq., and Matthew K. Kelsey, Esq.); (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Richard Morrissey, Esq.); and (iv) the Official Committee of Unsecured Creditors (the "*Committee*"), Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq. and Evan R. Fleck, Esq.). A copy of the statement is also available on the website of the Debtors' notice and claims agent, GCG, at www.gcginc.com/cases/arcapita.

Dated: Atlanta, Georgia
November 16, 2012

KING & SPALDING LLP

/s/ Paul K. Ferdinands
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and

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Special Counsel for the Debtors

Exhibit A-1

Time Records for the Compensation Period
(Bank Matters)

KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

Arcapita Bank B.S.C.(c)
ATTN: Henry A. Thompson, Esq
Arcapita Building
Road 4612, Area 346
P.O. Box 1406
Bahrain Bay
Manama
BAHRAIN

Invoice No. 9815389
Invoice Date 11/16/12
Client No. 05241

For questions, contact:
Isam Salah +1 212 556 2140

For Professional Services Rendered through 10/31/12:

| | | |
|---------------------------|-----------|-------------------|
| Fees | \$ | 327,893.50 |
| Expenses | | 11,243.11 |
| Total this Invoice | \$ | 339,136.61 |

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PROFESSIONAL SERVICES

| Date | Timekeeper | Task | Description | Hours |
|-------------|-------------------|-------------|--|--------------|
| 10/02/12 | P Ferdinands | B110 | Review memoranda from R. Battin regarding FrameMax restructuring (.2); telephone call with R. Battin regarding restructuring alternatives (.4); prepare memoranda to R. Battin regarding restructuring (.1) (FrameMax) | 0.7 |
| 10/05/12 | M Heinz | B110 | Obtain pleadings requested by P. Ferdinands | 0.3 |
| 10/22/12 | K Furman | B110 | Communication with D. Elsbeck and J. Marshall regarding HV agreements (0.5); review email correspondence (0.5) (Secondary Sale) | 1.0 |
| 10/02/12 | P Ferdinands | B160 | Review objection to exclusivity extension (.4); prepare memoranda to L. Hirsh, J. Makuch regarding professional fees (.3); review memoranda from L. Hirsh regarding profession fees (.2) | 0.9 |
| 10/10/12 | M Heinz | B160 | Attention to billing | 1.6 |
| 10/11/12 | M Heinz | B160 | Attention to billing | 0.5 |
| 10/11/12 | P Ferdinands | B160 | Telephone call with A. Kim regarding professional fees (.2); prepare memoranda to J. Gordon, L. Hirsh, J. Makuch, I. Salah regarding professional fees (.2); review memoranda from J. Gordon regarding professional fees (.1) | 0.5 |
| 10/12/12 | M Heinz | B160 | Attention to billing | 0.4 |
| 10/15/12 | M Heinz | B160 | Prepare monthly fee statement | 0.5 |
| 10/17/12 | P Ferdinands | B160 | Prepare K&S bill (September) | 1.2 |
| 10/17/12 | M Heinz | B160 | Attention to billing | 0.3 |
| 10/18/12 | M Heinz | B160 | Prepare fee statement for filing | 0.5 |
| 10/19/12 | M Heinz | B160 | File and serve monthly fee statement and communications regarding same | 0.4 |
| 10/22/12 | P Ferdinands | B160 | Review memoranda from A. Songer, I. Salah, M. Heinz regarding K&S bills | 0.3 |
| 10/25/12 | P Ferdinands | B160 | Prepare memoranda to S. Fuller, J. Gordon regarding professional fees (.3); review memoranda from S. Fuller regarding professional fees (.2) | 0.5 |
| 10/08/12 | B Robertson | B180 | Assist with mediation statement (Alinda) | 1.5 |
| 10/01/12 | D Joffe | B190 | Research, draft and revise damages portion of memorandum (Alinda) | 8.9 |
| 10/01/12 | L Mitchell | B190 | Revise case assessment memorandum for substance and form and per P. Straus suggestions (5.5); confer with P. Straus concerning case assessment memorandum (.5); review New York breach of warranty cases for use in case assessment memorandum (2.6); circulate revised memorandum to team (.1) (Alinda) | 8.7 |

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| Date | Timekeeper | Task | Description | Hours |
|-------------|-------------------|-------------|--|--------------|
| 10/01/12 | P Straus | B190 | Review and revise draft damages analysis (Alinda) | 2.1 |
| 10/01/12 | P Straus | B190 | Office conferences and e-mail correspondence regarding memo, damages theories, legal arguments (Alinda) | 1.2 |
| 10/01/12 | P Straus | B190 | Review and revise draft memo regarding claims and defenses (Alinda) | 2.1 |
| 10/01/12 | P Straus | B190 | Analyze next steps and strategy (Alinda) | 1.5 |
| 10/01/12 | R Marooney | B190 | Review and revise memorandum analyzing claims and defenses (2.0); document review and legal analysis to prepare strategy for mediation (4.0) (Alinda) | 6.0 |
| 10/02/12 | P Straus | B190 | Office conferences and e-mail correspondence regarding mediation statement, strategy (Alinda) | 1.7 |
| 10/02/12 | L Mitchell | B190 | Conference with R. Marooney, P. Straus and D. Joffe concerning defensive strategy and mediation preparation (Alinda) | 1.1 |
| 10/02/12 | P Straus | B190 | Draft mediation statement (Alinda) | 1.4 |
| 10/02/12 | P Straus | B190 | Review and analyze pleadings, motion papers, exhibits, documents (Alinda) | 2.5 |
| 10/02/12 | D Joffe | B190 | Meeting with R. Marooney, P. Straus and L. Mitchell regarding mediation preparation (1.1); analyze next steps and strategy (0.5) (Alinda) | 1.6 |
| 10/02/12 | R Marooney | B190 | Review and revise memorandum analyzing claims and defenses (1.5); document review and legal analysis to prepare strategy for mediation (2.5); attend meeting with P. Straus, L. Mitchell and D. Joffe regarding strategy for preparing mediation statement (.4) (Alinda) | 4.4 |
| 10/03/12 | L Mitchell | B190 | Confer with P. Straus concerning document analysis (Alinda) | 0.2 |
| 10/03/12 | P Straus | B190 | Review and analyze pleadings, motion papers, exhibits, documents (Alinda) | 1.2 |
| 10/03/12 | P Straus | B190 | Office conferences and e-mail correspondence regarding mediation statement, strategy (Alinda) | 1.3 |
| 10/03/12 | P Straus | B190 | Draft mediation statement (Alinda) | 5.4 |
| 10/03/12 | R Marooney | B190 | Review and revise memorandum analyzing claims and defenses and document review and legal analysis regarding same (Alinda) | 2.8 |
| 10/04/12 | P Straus | B190 | Draft mediation statement (Alinda) | 6.1 |
| 10/04/12 | P Straus | B190 | Review and analyze client documents (Alinda) | 1.5 |
| 10/04/12 | L Mitchell | B190 | Review and analyze financial statements, pleadings (1.8); confer with D. Joffe regarding mediation statement (.3); confer with P. Straus regarding defensive strategy (.5); draft mediation statement | 2.8 |

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| Date | Timekeeper | Task | Description | Hours |
|-------------|-------------------|-------------|--|--------------|
| | | | section on breach of warranty (.2) (Alinda) | |
| 10/04/12 | D Joffe | B190 | Draft mediation statement section on fraud claims (Alinda) | 7.1 |
| 10/05/12 | L Mitchell | B190 | Draft breach of warranty section of mediation statement (4.2); confer with P. Straus concerning the same (.3) (Alinda) | 4.5 |
| 10/05/12 | P Straus | B190 | Review pleadings, Alinda's motion papers and exhibits (Alinda) | 1.1 |
| 10/05/12 | P Straus | B190 | Conferences and e-mail correspondence regarding mediation statement, arguments, claims, defenses (Alinda) | 0.9 |
| 10/05/12 | P Straus | B190 | Draft mediation statement (Alinda) | 4.8 |
| 10/05/12 | D Joffe | B190 | Draft mediation statement section on fraud claims (Alinda) | 5.3 |
| 10/07/12 | P Straus | B190 | Review and analyze client documents, pleadings, motion papers (Alinda) | 0.7 |
| 10/07/12 | P Straus | B190 | Review and revise draft fraud section of mediation statement (Alinda) | 0.9 |
| 10/07/12 | P Straus | B190 | Draft mediation statement (Alinda) | 6.8 |
| 10/08/12 | P Straus | B190 | Draft mediation statement (Alinda) | 6.8 |
| 10/08/12 | P Straus | B190 | Review and analyze documents (Alinda) | 1.8 |
| 10/08/12 | P Straus | B190 | Review law regarding reliance (Alinda) | 0.3 |
| 10/08/12 | P Straus | B190 | Conferences and e-mail correspondence regarding mediation statement, arguments, issues, strategy (Alinda) | 0.8 |
| 10/08/12 | L Mitchell | B190 | Revise mediation statement concerning breach of warranty (5.0); confer with P. Straus regarding the same (.7) (Alinda) | 5.7 |
| 10/09/12 | P Straus | B190 | Review law regarding fraud (Alinda) | 2.2 |
| 10/09/12 | P Straus | B190 | Conferences and e-mail correspondence regarding mediation statement, arguments, law, strategy (Alinda) | 0.7 |
| 10/09/12 | P Straus | B190 | Draft mediation statement (Alinda) | 6.9 |
| 10/09/12 | L Mitchell | B190 | Revise draft mediation statement (3.0); confer with P. Straus concerning the same (.4) (Alinda) | 3.4 |
| 10/10/12 | P Straus | B190 | Review law regarding 10(b) and common law fraud (Alinda) | 1.1 |
| 10/10/12 | P Straus | B190 | Draft mediation statement (Alinda) | 5.9 |
| 10/10/12 | T Shirley | B190 | Research NY state court decisions based in fraud claims (Alinda) | 0.2 |
| 10/10/12 | P Straus | B190 | Conferences and e-mail correspondence regarding mediation statement, strategy (Alinda) | 0.8 |
| 10/10/12 | P Straus | B190 | Review documents and pleadings (Alinda) | 0.7 |

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| Date | Timekeeper | Task | Description | Hours |
|-------------|-------------------|-------------|---|--------------|
| 10/10/12 | L Mitchell | B190 | Revise draft of breach of warranty section of mediation statement (1.8); review and analyze deal and diligence documents (1.5); confer with R. Marooney concerning draft of client memorandum (.3); revise client memorandum (1.0); confer with P. Straus concerning draft mediation statement (.5); revise draft mediation statement per P. Straus comments (1.3) (Alinda) | 6.4 |
| 10/10/12 | D Kavanagh | B190 | Meeting with Straus and legal research on issues addressed in mediation statement (Alinda) | 7.0 |
| 10/10/12 | B Robertson | B190 | Prepare case settlement analysis (Alinda) | 2.5 |
| 10/10/12 | R Marooney | B190 | Revise memorandum addressing claims and defenses in preparation for mediation and document review and analysis regarding same (Alinda) | 7.0 |
| 10/11/12 | P Straus | B190 | Conferences and e-mail correspondence regarding mediation brief, arguments, strategy (Alinda) | 0.3 |
| 10/11/12 | P Straus | B190 | Review documents and cases (Alinda) | 1.3 |
| 10/11/12 | P Straus | B190 | Draft mediation brief (Alinda) | 3.3 |
| 10/11/12 | R Marooney | B190 | Revise memorandum addressing claims and defenses in preparation for mediation and document review and analysis regarding same (6.5); review and revise statement of facts for mediation statement (1.5) (Alinda) | 8.0 |
| 10/11/12 | L Mitchell | B190 | Review and revise facts section of mediation statement (1.0); confer with R. Marooney and P. Straus regarding next steps (.5); review and revise client memorandum per R. Marooney comments (.8); finalize memorandum to client (2.3) (Alinda) | 4.6 |
| 10/11/12 | D Kavanagh | B190 | Legal research on New York and 2nd law on fraud standard (5.5); draft note to Straus (3.0) (Alinda) | 8.5 |
| 10/11/12 | F Smith | B190 | Research scienter/common law fraud (Alinda) | 0.3 |
| 10/11/12 | F Smith | B190 | Research Second Circuit case law re 10b-5 claims (Alinda) | 0.5 |
| 10/12/12 | P Straus | B190 | Conferences and e-mail correspondence regarding mediation statement, strategy, joint status report (Alinda) | 1.1 |
| 10/12/12 | P Straus | B190 | Review and revise draft joint status report (Alinda) | 0.4 |
| 10/12/12 | M Evritt | B190 | Research Second Circuit and Southern District of New York cases (Alinda) | 0.2 |
| 10/12/12 | P Straus | B190 | Draft mediation statement (Alinda) | 6.2 |
| 10/12/12 | P Straus | B190 | Review documents and pleadings (Alinda) | 0.9 |
| 10/12/12 | D Kavanagh | B190 | Legal research on fraud issues (10 b-5 and common law fraud) (Alinda) | 7.0 |
| 10/12/12 | B Robertson | B190 | Prepare mediation briefing (Alinda) | 1.7 |

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| Date | Timekeeper | Task | Description | Hours |
|-------------|-------------------|-------------|---|--------------|
| 10/12/12 | R Marooney | B190 | Review and revise memorandum addressing claims and defenses in preparation for mediation and document review and analysis regarding same (4.0); review and revise joint status report to court (0.2); review and revise mediation statement and document review and analysis regarding same (2.0) (Alinda) | 6.2 |
| 10/12/12 | L Mitchell | B190 | Finalize memorandum to client (.4); confer with P. Straus concerning mediation statement and next steps (.4) (Alinda) | 0.8 |
| 10/14/12 | L Mitchell | B190 | Review and revise fact and fraud sections of mediation statement (1.5); revise breach of warranty section of mediation statement (3.5); review and analyze case documents for use in fact section of mediation statement (.9) (Alinda) | 5.9 |
| 10/15/12 | P Straus | B190 | E-mail correspondence and office conferences regarding draft mediation statement, arguments, issues, joint status letter (Alinda) | 0.7 |
| 10/15/12 | P Straus | B190 | Review client documents and pleadings (Alinda) | 1.5 |
| 10/15/12 | P Straus | B190 | Review revised joint status letter to Court (Alinda) | 0.1 |
| 10/15/12 | P Straus | B190 | Draft and revise mediation statement (Alinda) | 7.9 |
| 10/15/12 | R Marooney | B190 | Revise mediation statement and document review and legal analysis regarding same (Alinda) | 8.0 |
| 10/15/12 | P Straus | B190 | Review accounting guidance (Alinda) | 0.5 |
| 10/15/12 | L Mitchell | B190 | Revise breach of warranty section of mediation statement (3.6); confer with P. Straus regarding mediation statement (.8); review document production for use in mediation statement (.5); review and analyze purchase agreement & schedules (.5); research and analyze cases concerning construction of warranties (2.5) (Alinda) | 7.9 |
| 10/16/12 | J Taylor | B190 | Research accounting guideline (Alinda) | 0.2 |
| 10/16/12 | P Straus | B190 | Review accounting guidance, client documents, pleadings (Alinda) | 0.7 |
| 10/16/12 | R Marooney | B190 | Revise mediation statement and document review and legal analysis regarding same (Alinda) | 7.5 |
| 10/16/12 | P Straus | B190 | Conferences and e-mail correspondence regarding mediation statement, research, issues, strategy (Alinda) | 0.7 |
| 10/16/12 | M Altgelt | B190 | L. McDuffie request for assistance with Alinda review, production, third-party and TOKS databases (0.2); review and respond to emails (0.3); complete instructions (0.2); research and provide reporting on databases and consolidation (1.5); set up accounts and security (0.3) (Alinda) | 2.5 |

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| Date | Timekeeper | Task | Description | Hours |
|-------------|-------------------|-------------|---|--------------|
| 10/16/12 | L Mitchell | B190 | Revise breach of warranty section of mediation statement (2.0); review and analyze breach of warranty cases (3.0); confer with R. Marooney and P. Straus concerning mediation statement (.8); review draft of preliminary statement and facts section and provide comments (1.0) (Alinda) | 6.8 |
| 10/16/12 | D Kavanagh | B190 | Research 2nd Circuit fraud case law (Alinda) | 8.0 |
| 10/16/12 | P Straus | B190 | Review decisions regarding fraud, reliance, scienter (Alinda) | 0.9 |
| 10/16/12 | P Straus | B190 | Draft and revise mediation statement (Alinda) | 5.3 |
| 10/16/12 | F Smith | B190 | Research fraud cases (Alinda) | 0.3 |
| 10/16/12 | T Shirley | B190 | Research fraud cases (Alinda) | 0.2 |
| 10/17/12 | M Evritt | B190 | Research New York federal case law regarding complete disclosure as a defense to 10b-5 fraud claims (Alinda) | 1.8 |
| 10/17/12 | D Kavanagh | B190 | Legal research on fraud issues (5.0); draft two notes on fraud points (2.0) (Alinda) | 7.0 |
| 10/17/12 | L Mitchell | B190 | Revise fraud and fact sections of mediation statement (2.6); review and analyze documents for use in mediation statement (2.0); confer with R. Marooney and P. Straus concerning mediation statement draft (.5); review and analyze New York breach of warranty case law (2.5) (Alinda) | 7.6 |
| 10/17/12 | P Straus | B190 | Conferences and e-mail correspondence regarding mediation statement, arguments, strategy (Alinda) | 0.8 |
| 10/17/12 | R Marooney | B190 | Revise mediation statement and document review and legal analysis regarding same (Alinda) | 4.0 |
| 10/17/12 | P Straus | B190 | Draft and revise mediation statement (Alinda) | 5.9 |
| 10/17/12 | P Straus | B190 | Review case law for mediation statement (Alinda) | 1.5 |
| 10/18/12 | P Straus | B190 | Review deposition transcripts (Alinda) | 1.8 |
| 10/18/12 | P Straus | B190 | Draft list of tasks for mediation (Alinda) | 0.7 |
| 10/18/12 | P Straus | B190 | Review and analyze motion papers (Alinda) | 1.4 |
| 10/18/12 | P Straus | B190 | Review case law and fact documents for mediation statement (Alinda) | 1.3 |
| 10/18/12 | B Robertson | B190 | Review mediation statement (Alinda) | 0.5 |
| 10/18/12 | P Straus | B190 | Review and revise draft mediation statement (Alinda) | 1.9 |
| 10/18/12 | R Marooney | B190 | Revise mediation statement and document review and legal analysis regarding same (Alinda) | 8.0 |
| 10/18/12 | P Straus | B190 | Office conferences and e-mail correspondence regarding draft statement, strategy, documents (Alinda) | 1.5 |
| 10/18/12 | L Mitchell | B190 | Review and revise breach of warranty section (.5); | 6.5 |

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| Date | Timekeeper | Task | Description | Hours |
|-------------|-------------------|-------------|--|--------------|
| | | | edit fact and fraud sections of mediation statement (1.0); combine sections and revise mediation statement (3.0); confer with R. Marooney, P. Straus and B. Robertson concerning comments to mediation statement and revise per the same (2.0) (Alinda) | |
| 10/19/12 | P Straus | B190 | Correspondence regarding draft mediation statement (Alinda) | 0.9 |
| 10/19/12 | P Straus | B190 | Revise task list and analyze list of documents provided to mediator and consider additional documents (Alinda) | 0.9 |
| 10/19/12 | P Straus | B190 | Review deposition transcripts for mediation points (Alinda) | 5.4 |
| 10/19/12 | P Straus | B190 | Conferences regarding mediation statement, arguments, damages, additional issues (Alinda) | 0.6 |
| 10/19/12 | L Mitchell | B190 | Review and analyze cases regarding fraud (2.0); revise mediation statement per client comments (.2); confer with P. Straus regarding defensive strategy (.5); confer with counsel for Alinda concerning documents for mediator (.3) (Alinda) | 3.0 |
| 10/21/12 | L Mitchell | B190 | Review and analyze cases concerning remedies available to Alinda (2.1); draft internal memorandum regarding the same (2.0) (Alinda) | 4.1 |
| 10/22/12 | L Mitchell | B190 | Confer with P. Straus and D. Joffe concerning research on remedies and next steps (.8); compile and organize documents to send to mediator (4.3); draft index for documents to send to mediator (.5); confer with P. Straus concerning next steps and finalizing mediation statement (.5); review and analyze research on breach of warranty claims (1.0) (Alinda) | 7.1 |
| 10/22/12 | P Straus | B190 | Meet with team regarding remaining work for mediation (Alinda) | 1.2 |
| 10/22/12 | D Joffe | B190 | Review and analyze updates to meditation statement produced in prior week (Alinda) | 4.3 |
| 10/22/12 | P Straus | B190 | Conference and e-mail correspondence regarding response memo, documents to send to mediator, remedies, arguments, strategy (Alinda) | 1.1 |
| 10/22/12 | D Joffe | B190 | Research and draft responses to issues raised by C. Millet (Gibson Dunn) regarding meditation statement (Alinda) | 2.7 |
| 10/22/12 | P Straus | B190 | Review and revise memo with responses to outstanding items (Alinda) | 2.4 |
| 10/22/12 | D Joffe | B190 | Review data room production for issues relating to mediation statement (Alinda) | 2.4 |
| 10/22/12 | D Joffe | B190 | Confer with L. Mitchell regarding posting of | 0.2 |

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11/16/12

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| Date | Timekeeper | Task | Description | Hours |
|-------------|-------------------|-------------|---|--------------|
| | | | mediation documents (Alinda) | |
| 10/22/12 | D Joffe | B190 | Prepare for meeting (0.3); meet with P. Straus and L. Mitchell regarding upcoming tasks for mediation documents (0.8) (Alinda) | 1.1 |
| 10/22/12 | P Straus | B190 | Review fact documents (Alinda) | 0.9 |
| 10/22/12 | P Straus | B190 | Revise outline of work to do for mediation (Alinda) | 1.2 |
| 10/23/12 | D Joffe | B190 | Review mediation statement (6.0); conference with P. Straus and R. Marooney regarding same (0.3) (Alinda) | 6.3 |
| 10/23/12 | D Joffe | B190 | Review Gibson Dunn bankruptcy memorandum, and related communication with J. Graves (Gibson Dunn) (Alinda) | 2.0 |
| 10/23/12 | P Straus | B190 | Conferences and e-mail correspondence regarding mediation statement (Alinda) | 1.3 |
| 10/23/12 | L Wilson | B190 | Prepare documents from project database and confer with L. Mitchell regarding same (Alinda) | 0.8 |
| 10/23/12 | B Robertson | B190 | Review and edit updated mediation statement (Alinda) | 1.0 |
| 10/23/12 | L Mitchell | B190 | Compile documents for mediator (0.7); revise mediation statement per Gibson Dunn and R. Marooney comments (2.0); revise index of documents for mediator (1.0); confer with P. Straus and D. Joffe concerning next steps and finalizing statement (0.8); review and analyze cases concerning breach of warranty (2.8) (Alinda) | 7.3 |
| 10/23/12 | P Straus | B190 | Review fact documents (Alinda) | 0.7 |
| 10/23/12 | P Straus | B190 | Review case law regarding fraud issues (Alinda) | 2.1 |
| 10/23/12 | R Marooney | B190 | Prepare and revise mediation statement and document review and analysis regarding same (Alinda) | 8.5 |
| 10/23/12 | P Straus | B190 | Revise mediation statement (Alinda) | 4.8 |
| 10/23/12 | D Joffe | B190 | Revise factual and legal citations in mediation statement (4.5); conference with P. Straus (0.3) (Alinda) | 4.8 |
| 10/24/12 | B Robertson | B190 | Further attention to updating mediation statement (0.5); prepare for and participate in conference call regarding upcoming mediation (1.1) (Alinda) | 1.6 |
| 10/24/12 | L Mitchell | B190 | Revise and finalize mediation statement (9.5); serve mediation statement on parties and mediator (.4); attention to hard copy mediation exhibits for mediator (.2) (Alinda) | 10.1 |
| 10/24/12 | P Straus | B190 | Begin drafting outline of additional arguments for use in mediation (Alinda) | 1.5 |
| 10/24/12 | P Straus | B190 | Revise outline of tasks for mediation (Alinda) | 1.5 |

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| Date | Timekeeper | Task | Description | Hours |
|-------------|-------------------|-------------|--|--------------|
| 10/24/12 | P Straus | B190 | Review and revise draft mediation statement (Alinda) | 3.9 |
| 10/24/12 | P Straus | B190 | Conferences and e-mail correspondence regarding mediation statement, strategy (Alinda) | 1.4 |
| 10/24/12 | D Joffe | B190 | Prepare for and attend conference call regarding mediation and related discussion with P. Straus and L. Mitchell (Alinda) | 1.7 |
| 10/24/12 | D Joffe | B190 | Revise mediation statement (Alinda) | 4.9 |
| 10/24/12 | P Straus | B190 | Review fact documents and case law (Alinda) | 0.5 |
| 10/24/12 | D Joffe | B190 | Prepare exhibits to mediation statement (Alinda) | 3.2 |
| 10/24/12 | P Straus | B190 | Telephone conference with client regarding mediation (Alinda) | 1.1 |
| 10/24/12 | R Marooney | B190 | Prepare and revise mediation statement and document review and analysis regarding same (Alinda) | 8.0 |
| 10/25/12 | R Marooney | B190 | Final revisions to mediation statement and document review and analysis regarding same (Alinda) | 8.0 |
| 10/25/12 | S Hosein | B190 | Meet with L. Mitchell and prepare binders of Tide exhibits (Alinda) | 1.2 |
| 10/25/12 | J McCullough | B190 | Submit mediation statements to mediator Judge Martin's office (Alinda) | 0.7 |
| 10/25/12 | B Robertson | B190 | Review Tide and Hopper mediation papers and comment on the same (Alinda) | 1.4 |
| 10/25/12 | L Mitchell | B190 | Attention to Alinda's mediation exhibits (.5); supervise paralegal downloading and printing the same (.3); attention to logistics of arranging mediation rooms and offices (.1); review Alinda and Hopper mediation statements and exhibits (1.1) (Alinda) | 2.0 |
| 10/25/12 | P Straus | B190 | E-mail correspondence regarding statements and strategy (Alinda) | 2.1 |
| 10/25/12 | P Straus | B190 | Review and analyze mediation statements and exhibits of Alinda and Hopper (Alinda) | 2.2 |
| 10/25/12 | D Joffe | B190 | Review Alinda and Hopper meditation statements (4.2); conference with P. Straus regarding same (0.5) (Alinda) | 4.7 |
| 10/25/12 | D Joffe | B190 | Coordinate preparation of meditation statement binders and other materials for meditation (Alinda) | 3.3 |
| 10/25/12 | P Straus | B190 | Draft outline with responses to Alinda's argument points and exhibits (Alinda) | 2.2 |
| 10/26/12 | L Mitchell | B190 | Review response to Alinda mediation statement (Alinda) | 0.4 |
| 10/26/12 | P Straus | B190 | Revise Alinda's and Hopper's mediation statements | 2.3 |

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| Date | Timekeeper | Task | Description | Hours |
|-------------|-------------------|-------------|--|--------------|
| | | | and exhibits (Alinda) | |
| 10/26/12 | D Joffe | B190 | Revise response outline to Alinda meditation statement (4.0); edit response outline (0.2); conference with P. Straus regarding same (0.4) (Alinda) | 4.6 |
| 10/26/12 | R Marooney | B190 | Review and analysis of parties' mediation statements and supporting exhibits (3.0); prepare responses to mediation statements and document review and analysis regarding same (4.5) (Alinda) | 7.5 |
| 10/26/12 | P Straus | B190 | Conferences and e-mail correspondence regarding mediation statement arguments, responses, strategy (Alinda) | 1.2 |
| 10/26/12 | P Straus | B190 | Revise outline of responses to Alinda's points (Alinda) | 3.4 |
| 10/29/12 | P Straus | B190 | Prepare for call with client, including review and analysis of memo regarding proposed distributions (Alinda) | 0.7 |
| 10/30/12 | P Straus | B190 | Prepare for call with client regarding proposed distribution (Alinda) | 0.1 |
| 10/30/12 | P Straus | B190 | Conference call with client regarding proposed distribution (Alinda) | 0.6 |
| 10/31/12 | L Mitchell | B190 | Review and analyze Alinda mediation statement (1.5); review and analyze Hopper mediation statement (.8); revise response to Alinda mediation statement for use in mediation (.7) (Alinda) | 3.0 |
| 10/01/12 | J Stainback | B210 | Review and revise investment documents (4.1); telephone conference with L. Geiss (0.5) (Intellex) | 4.6 |
| 10/02/12 | J Stainback | B210 | Review and revise documents (Intellex) | 1.8 |
| 10/03/12 | J Stainback | B210 | Review documents (3.1); meeting with B. Roche (0.5) (Intellex) | 3.6 |
| 10/03/12 | D Elsbeck | B210 | Review Manager quarterly action report for HarbourVest (1.5); email correspondence regarding same (0.4) (Secondary Sale) | 1.9 |
| 10/03/12 | J Marshall | B210 | Correspond with R. James regarding involuntary transfer provision of Master Governance Agreement (Secondary Sale) | 0.4 |
| 10/03/12 | J Marshall | B210 | Correspond with D. Elsbeck regarding notice to HV of director changes (Secondary Sale) | 0.1 |
| 10/04/12 | J Stainback | B210 | Review documents (3.7); negotiate with Intellex counsel (1.0); meeting with B. Roche (0.5); telephone conferences with L. Geiss (0.5) (Intellex) | 5.7 |
| 10/05/12 | J Stainback | B210 | Review documents (1.7); correspondence with Intellex counsel (0.5) (Intellex) | 2.2 |

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| Date | Timekeeper | Task | Description | Hours |
|-------------|-------------------|-------------|---|--------------|
| 10/05/12 | J Marshall | B210 | Review quarterly action report (0.2); discuss same with D. Elsbeck (0.3) (Secondary Sale) | 0.5 |
| 10/05/12 | D Elsbeck | B210 | Revise 2Q2012 quarterly action report (Secondary Sale) | 0.3 |
| 10/08/12 | B Newland | B210 | Revise and distribute Advisory Agreement between Arcapita and Bin Deyal Group (Bin Deyal Group) | 0.4 |
| 10/08/12 | D Elsbeck | B210 | Review documentation to determine HV consent rights concerning various PODS proposed transactions (Secondary Sale) | 1.5 |
| 10/09/12 | D Elsbeck | B210 | Discuss potential transactions under HV governance with J. Marshall (0.3); email correspondence regarding same (0.4) (Secondary Sale) | 0.7 |
| 10/09/12 | J Marshall | B210 | Review consent analysis for PODS option issuance and PODS franchisee buyout transaction (0.2); discuss same with D. Elsbeck (0.2) (Secondary Sale) | 0.4 |
| 10/11/12 | P Ferdinands | B210 | Telephone call with B. Newland regarding advisory agreement (.3); review memoranda from B. Newland regarding advisory agreement (.1); prepare memoranda to B. Newland regarding advisory agreement (.1) (Bin Deyal Group) | 0.5 |
| 10/11/12 | J Stainback | B210 | Review documents (1.0); correspondence with Counsel (0.5) (Intellex) | 1.5 |
| 10/16/12 | D Elsbeck | B210 | Email correspondence regarding PODS franchisee buyout transaction (Secondary Sale) | 0.6 |
| 10/17/12 | D Elsbeck | B210 | Review Varel transaction term sheets regarding HV consent requirements (Secondary Sale) | 1.4 |
| 10/19/12 | J Marshall | B210 | Review correspondence regarding PODS franchisee buyout and Varel financing transactions and consider them in light of compliance with HV documents (0.2); correspond with D. Elsbeck regarding same (0.1) (Secondary Sale) | 0.3 |
| 10/22/12 | D Elsbeck | B210 | Telephone call with M. El Tahry regarding Varel transaction (0.3); email correspondence with K. Furman and J. Marshall regarding same (0.5); draft consent to PODS debt threshold breach (1.8); telephone call with E. Sayegh regarding same (0.6) (Secondary Sale) | 3.1 |
| 10/22/12 | J Marshall | B210 | Review HV agreements regarding Varel shariah transaction (0.3); communications with D. Elsbeck and K. Furman regarding same (0.5) (Secondary Sale) | 0.8 |
| 10/23/12 | D Elsbeck | B210 | Telephone call with A. Metcalf and M. El Tahry regarding Varel refinancing consent (0.7); email correspondence with K. Furman and J. Marshall regarding same (0.3) (Secondary Sale) | 1.0 |

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| Date | Timekeeper | Task | Description | Hours |
|-------------|-------------------|-------------|--|--------------|
| 10/24/12 | D Elsbeck | B210 | Telephone call with E. Sayegh on Newco consent for PODS refinancing (0.5); revise draft of consent to same (1.3) (Secondary Sale) | 1.8 |
| 10/25/12 | D Elsbeck | B210 | Telephone call with E. Sayegh regarding revised PODS debt description (Secondary Sale) | 0.4 |
| 10/03/12 | D Elsbeck | B250 | Revise Dover Arc notice; email correspondence regarding same (Secondary Sale) | 0.4 |
| 10/02/12 | D Elsbeck | B260 | Draft notice to Dover Arc regarding director changes (Secondary Sale) | 0.6 |
| 10/09/12 | E Bellew | B260 | Review email from A. Albright regarding executed consents; review consents received and compose response | 0.3 |
| 10/24/12 | E Bellew | B260 | Review email from M. Pike regarding officers and directors; research files and compose response | 0.4 |
| 10/25/12 | A Albright | B260 | Review operating agreements and records regarding appointment of managers; email correspondence with GSS regarding managers; email response to question from A. Kim regarding managers | 0.5 |
| 10/25/12 | E Bellew | B260 | Review emails from A. Albright and A. Kim regarding appointment of managers | 0.7 |
| 10/26/12 | A Albright | B260 | Review records regarding appointment of managers; email response to question from A.Kim regarding managers | 0.2 |
| 10/03/12 | M Heinz | B320 | Obtain objection to exclusivity requested by P. Ferdinands | 0.2 |
| | | | | <hr/> 545.9 |

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TIMEKEEPER SUMMARY

| Timekeeper | Status | Hours | Rate | Value |
|-------------------|--------------------|--------------|-------------|-------------------|
| Paul Ferdinands | Partner | 4.6 | 785.00 | 3,611.00 |
| Kathryn Furman | Partner | 1.0 | 715.00 | 715.00 |
| Richard Marooney | Partner | 93.9 | 730.00 | 68,547.00 |
| Benjamin Newland | Partner | 0.4 | 840.00 | 336.00 |
| Brannon Robertson | Partner | 10.2 | 545.00 | 5,559.00 |
| Paul Straus | Partner | 168.0 | 720.00 | 120,960.00 |
| Alan Albright | Counsel | 0.7 | 725.00 | 507.50 |
| Douglas Elsbeck | Associate | 13.7 | 520.00 | 7,124.00 |
| David Joffe | Associate | 69.1 | 480.00 | 33,168.00 |
| David Kavanagh | Associate | 37.5 | 435.00 | 16,312.50 |
| Jenny Marshall | Associate | 2.5 | 605.00 | 1,512.50 |
| Lauren Mitchell | Associate | 109.9 | 510.00 | 56,049.00 |
| Jamie Stainback | Associate | 19.4 | 500.00 | 9,700.00 |
| Evelyn Bellew | Paralegal | 1.4 | 295.00 | 413.00 |
| Missy Heinz | Paralegal | 4.7 | 285.00 | 1,339.50 |
| Saira Hosein | Paralegal | 1.2 | 280.00 | 336.00 |
| John McCullough | Practice Support | 0.7 | 275.00 | 192.50 |
| Maury Altgelt | Litigation Support | 2.5 | 205.00 | 512.50 |
| Libby Wilson | Litigation Support | 0.8 | 210.00 | 168.00 |
| Maureen Evritt | Librarian | 2.0 | 225.00 | 450.00 |
| Tammy Shirley | Librarian | 0.4 | 225.00 | 90.00 |
| Fred Smith | Librarian | 1.1 | 225.00 | 247.50 |
| Jeremy Taylor | Librarian | 0.2 | 215.00 | 43.00 |
| Total | | 545.9 | | 327,893.50 |

Expenses Incurred

| | | |
|----------|---|----------|
| 10/31/12 | Color Copies - | 602.25 |
| 10/31/12 | Computer Research - Lexis/Westlaw | 5,785.26 |
| 10/31/12 | Duplicating Costs | 927.30 |
| 09/13/12 | VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1466636 DATE: 9/26/2012 9/13/2012 23:08;STRAUS;GARDEN CITY, NY; | 103.30 |
| 09/14/12 | VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1467910 DATE: 10/3/2012 9/14/2012 23:27;STRAUS;GARDEN CITY, NY; | 103.30 |
| 09/17/12 | VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1466636 DATE: 9/26/2012 9/17/2012 23:44;STRAUS;GARDEN CITY, NY; | 51.65 |
| 09/18/12 | VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1466636 DATE: 9/26/2012 | 30.99 |

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Expenses Incurred

| | | |
|----------|--|------------------|
| | 9/18/2012 22:00;STRAUS;GARDEN CITY, NY; | |
| 09/20/12 | VENDOR: Pacer Service Center (NYC) INVOICE#: KINGNY-Q32012 DATE: 10/5/2012 PACER Usage for 07/01/2012-09/30/2012 | 21.60 |
| 09/20/12 | VENDOR: Pacer Service Center (ATL) INVOICE#: KINGSP-Q32012 DATE: 10/5/2012 Pacer 7/12-9/12 | 30.30 |
| 09/21/12 | VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1467910 DATE: 10/3/2012 9/21/2012 23:22;STRAUS;GARDEN CITY, NY; | 116.60 |
| 09/26/12 | VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1467910 DATE: 10/3/2012 9/26/2012 23:28;STRAUS;GARDEN CITY, NY; | 103.30 |
| 10/11/12 | Martin & Obermaier, LLC; Inv. No. 3272; Inv. Date 10/11/2012 /Mediator Fee Retainer | 3,333.33 |
| 10/22/12 | VENDOR: Seamless INVOICE#: 1282668 DATE: 10/28/2012 4food-10/28/2012---Joffe David | 18.68 |
| 10/23/12 | VENDOR: Seamless INVOICE#: 1282668 DATE: 10/28/2012 54 Gourmet-10/28/2012---Joffe David | 15.25 |
| | Total Expenses | 11,243.11 |

Task Summary

| Task | Hours | Value |
|--|--------------|--------------|
| B110 Case Administration | 2.0 | 1,350.00 |
| B160 Fee/Employment Applications | 7.6 | 3,866.00 |
| B180 Avoidance Action Analysis | 1.5 | 817.50 |
| B190 Other Contested Matters (excluding assumption/rejection motions) | 496.0 | 301,817.50 |
| B210 Business Operations | 35.5 | 18,545.00 |
| B250 Real Estate | 0.4 | 208.00 |
| B260 Board of Directors Matters | 2.7 | 1,232.50 |
| B320 Plan and Disclosure Statement (including Business Plan) | 0.2 | 57.00 |
| Total | 545.9 | 327,893.50 |

Task Summary - Disbursements

| | |
|-------------------------|----------|
| E101 Copying | 927.30 |
| E102 Outside Printing | 602.25 |
| E106 Online Research | 5,785.26 |
| E110 Out-of-Town Travel | 509.14 |

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Task Summary - Disbursements

| | |
|----------------------------|-----------------|
| E111 Meals | 33.93 |
| E121 Arbitrators/Mediators | 3,333.33 |
| E124 Other | 51.90 |
| Expenses | <hr/> 11,243.11 |

Exhibit A-2

Time Records for the Compensation Period
(Portfolio Matters)

KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

Arcapita Bank B.S.C.(c)
ATTN: Henry A. Thompson, Esq
Arcapita Building
Road 4612, Area 346
P.O. Box 1406
Bahrain Bay
Manama
BAHRAIN

Invoice No. 9815393
Invoice Date 11/16/12
Client No. 05241

For questions, contact:
Isam Salah +1 212 556 2140

For Professional Services Rendered through 10/31/12:

| | | |
|---------------------------|-----------|------------------|
| Fees | \$ | 12,659.50 |
| Expenses | | 48.60 |
| Total this Invoice | \$ | 12,708.10 |

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PROFESSIONAL SERVICES

| Date | Timekeeper | Description | Hours |
|-------------|-------------------|---|--------------|
| 10/01/12 | P Ferdinands | Telephone call with S. Folpp regarding CHCL (.8); review articles of association, memorandum of association (1.1); prepare memoranda to A. Kim, K. Si-Ahmed, B. Lundstrom regarding CHCL (.3); review memoranda from S. Folpp, A. Kim, K. Si-Ahmed regarding CHCL (.2) (Cirrus) | 2.4 |
| 10/02/12 | P Ferdinands | Review transaction documents regarding sale of Cirrus (.9); review memoranda from A. Kim regarding Cayman holdco (.2) (Cirrus) | 1.1 |
| 10/03/12 | P Ferdinands | Prepare memoranda to B. Lundstromo regarding Klapmeier lawsuit (.3); review memoranda from B. Lundstrom regarding Klapmeier lawsuit (.2) (Cirrus) | 0.5 |
| 10/04/12 | P Ferdinands | Prepare memoranda to S. Folpp regarding Klapmeier lawsuit (.7); review agreements regarding sale of Cirrus, Klapmeier settlement (1.1); review memoranda from S. Folpp regarding Klapmeier lawsuit (.2) (Cirrus) | 2.0 |
| 10/08/12 | A Albright | Email correspondence with S. Harrison regarding officers and directors throughout holding structure; review of corporate records (Southland) | 0.3 |
| 10/09/12 | A Albright | Receipt and review of signed consents regarding election of replacement officers and directors from A. Kim of Arcapita (0.2); update company notebook (0.1); email correspondence with S. Harrison regarding updating company records (0.1); review LLC Agreement of Southland Log Homes Mortgage Company, LLC regarding possible change in manager (0.2); draft email correspondence with A. Kim regarding change in manager for Southland Log Homes Mortgage Company, LLC (0.1) (Southland) | 0.7 |
| 10/09/12 | A Albright | Receipt and review of signed consents regarding election of replacement officers and directors from A. Kim of Arcapita; update company notebook; email correspondence with S. Harrison regarding updating company records (Ampad) | 0.2 |
| 10/10/12 | A Albright | Email correspondence with J. Brown regarding officers (Southland) | 0.1 |
| 10/11/12 | A Albright | Review of records and email correspondence with J. Brown regarding holding structure for mortgage company (Southland) | 0.2 |
| 10/11/12 | P Ferdinands | Prepare memoranda to S. Folpp, B. Lundstrom, K. Si-Ahmed, A. Kim regarding CHCL Liquidation (.5); review memoranda from S. Folpp, B. Lundstrom, K. Si-Ahmed regarding CHCL liquidation (.3) (Cirrus) | 0.8 |
| 10/12/12 | P Ferdinands | Prepare memoranda to B. Lundstrom, K. Si-Ahmed, S. Folpp regarding CHCL (.6); review memoranda from S. Folpp, K. Si-Ahmed, B. Lundstrom regarding CHCL (.3) (Cirrus) | 0.9 |
| 10/16/12 | P Ferdinands | Telephone calls with K. Si-Ahmed, B. Lundstrom, A. Kim, S. Folpp regarding liquidation of CHCL (.5); prepare memoranda | 1.3 |

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| Date | Timekeeper | Description | Hours |
|-------------|-------------------|--|--------------|
| | | to S. Folpp regarding liquidation of CHCL (.3); review memoranda from S. Folpp, organizational documents for CHCL (.5) (Cirrus) | |
| 10/19/12 | P Ferdinands | Prepare memoranda to K. Si-Ahmed, A. Kim, B. Lundstrom, M. Rosenthal, J. Weiss, S. Folpp regarding CHCL, potential liquidation (.8); review memoranda from M. Rosenthal, J. Weiss, K. Si-Ahmed regarding CHCL, potential liquidation (.2) (Cirrus) | 1.0 |
| 10/22/12 | R Baltz | Attend to escrow issues (Ampad) | 1.5 |
| 10/22/12 | E Bellew | Review email from KPMG regarding shares outstanding at dissolution (0.1); research share register and compose email to J. Stull regarding same (0.2); review answer from J. Stull and compose response to KPMG (0.2) (Longwood) | 0.5 |
| 10/22/12 | J Stull | Correspondence with E. Bellew regarding Longwood dissolution and requests from KPMG (Longwood) | 0.1 |
| 10/30/12 | T Amdor | Participate in conference call with client, A. Fallon and others regarding liquidation (MoBay) | 0.5 |
| 10/30/12 | A Fallon | Conference call with B. Lundstrom and T. Amdor regarding liquidation of MoBay assets (MoBay) | 0.8 |
| 10/31/12 | T Amdor | Conference call with client, A. Fallon, Arcapita, A&M and others regarding liquidation (MoBay) | 0.8 |
| 10/31/12 | A Fallon | Conference call with Gibson Dunn, B. Lundstrom and B. Robertson regarding liquidation of assets of MoBay and distribution strategies (MoBay) | 1.0 |
| 10/31/12 | B Robertson | Attention to asset sales and needed retention and conference call on the same (MoBay) | 1.3 |
| | | | 18.0 |

TIMEKEEPER SUMMARY

| Timekeeper | Status | Hours | Rate | Value |
|-------------------|---------------|--------------|-------------|--------------|
| Ray Baltz | Partner | 1.5 | 775.00 | 1,162.50 |
| Paul Ferdinands | Partner | 10.0 | 785.00 | 7,850.00 |
| Brannon Robertson | Partner | 1.3 | 545.00 | 708.50 |
| Alan Albright | Counsel | 1.5 | 725.00 | 1,087.50 |
| Todd Amdor | Counsel | 1.3 | 585.00 | 760.50 |
| Archie Fallon | Associate | 1.8 | 490.00 | 882.00 |
| James Stull | Associate | 0.1 | 610.00 | 61.00 |
| Evelyn Bellew | Paralegal | 0.5 | 295.00 | 147.50 |
| Total | | 18.0 | | 12,659.50 |

Expenses Incurred

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Expenses Incurred

| | | |
|----------|--|-------------|
| 09/20/12 | VENDOR: Soundpath INVOICE#: 4045724600-092312 DATE: 9/23/2012 Readyconference Plus Audio;09/20/2012;Ferdinands | 8.67 |
| 09/20/12 | VENDOR: Pacer Service Center (ATL) INVOICE#: KINGSP-Q32012 DATE: 10/5/2012 Pacer 7/12-9/12 | 23.20 |
| 10/16/12 | VENDOR: Soundpath INVOICE#: 4045724600-102112 DATE: 10/21/2012 Readyconference Plus Audio;10/16/2012;Ferdinands | 16.73 |
| | Total Expenses | <hr/> 48.60 |