

KING & SPALDING LLP
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KING & SPALDING LLP
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Special Counsel for the Debtors

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

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

**SECOND INTERIM APPLICATION OF KING & SPALDING LLP
AND KING & SPALDING INTERNATIONAL LLP FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES
INCURRED DURING THE PERIOD AUGUST 1, 2012 THROUGH AND INCLUDING
OCTOBER 31, 2012**

Name of Applicant:	King & Spalding LLP and King & Spalding International LLP
Date of Retention:	July 11, 2012 <i>nunc pro tunc</i> to March 19, 2012
Period for which compensation and reimbursement are sought:	August 1, 2012 through October 31, 2012
Role in the Case:	Special Counsel for the Debtors
Amount of Compensation sought as actual, reasonable and necessary:	\$569,705.00
Amount of Expenses sought as actual, reasonable and necessary:	\$15,205.29
Amount of Compensation previously sought and awarded:	\$569,896.00

Amount of Expenses previously sought and awarded:	\$17,661.58
Blended Hourly Rate under this Fee Application:	\$575.58

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Special Counsel for the Debtors

**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.,	:	
Debtors.	:	Case No. 12-11076 (SHL)
	:	
	:	Jointly Administered
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SECOND INTERIM APPLICATION OF KING & SPALDING LLP AND KING & SPALDING INTERNATIONAL LLP FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED DURING THE PERIOD AUGUST 1, 2012 THROUGH AND INCLUDING 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**”), by this Second Interim Application of King & Spalding LLP and King & Spalding International LLP for Allowance of Compensation for Professional Services Rendered and Expenses Incurred During the Period August 1, 2012 Through and Including October 31, 2012 (“**Interim Fee Application**”), move this Court, pursuant to Sections 330 and 331 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (“**Bankruptcy Code**”), as complemented by Rule 2016 of the

Federal Rules of Bankruptcy Procedure (“*Bankruptcy Rules*”), for the allowance of interim compensation for professional services rendered in the amount of \$569,705.00, and reimbursement of actual, reasonable and necessary out-of-pocket expenses incurred in the amount of \$15,205.29, during the period August 1, 2012 through and including October 31, 2012 (“*Interim Fee Period*”). In support of this Interim Fee Application, K&S respectfully states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over these Chapter 11 cases and this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409(a).
2. This is a core proceeding within the meaning of 28 U.S.C. § 157(b).
3. The statutory predicate for the relief requested in this Motion are Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

BACKGROUND

4. On March 19, 2012 (the “*Petition Date*”), each of the Debtors (except Falcon Gas Storage Company, Inc. (“*Falcon Gas*”)) commenced cases under chapter 11 of the Bankruptcy Code. On April 30, 2012, Falcon Gas commenced its case under chapter 11 of the Bankruptcy Code (the Debtors’ chapter 11 cases are referred to collectively as the “*Chapter 11 Cases*”). The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. An official committee of unsecured creditors was appointed in these cases on April 5, 2012.

5. No trustee or examiner has been appointed in the Debtors’ Chapter 11 Cases.

RETENTION OF K&S

6. On May 17, 2012, the Debtors filed the *Debtors' Application Pursuant to Section 327(e) of the Bankruptcy Code for an Order Authorizing the Debtors to Retain and Employ King & Spalding LLP and King & Spalding International LLP As Special Counsel Nunc Pro Tunc to the Petition Date ("K&S Retention Application")* (Docket No. 149).¹ On July 11, 2012, the Court entered an *Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing the Debtors to Retain and Employ King & Spalding LLP and King & Spalding International LLP As Special Counsel Nunc Pro Tunc to the Petition Date ("K&S Retention Order")* (Docket No. 315).

7. Pursuant to the K&S Retention Order, the Debtors were authorized to employ and retain K&S and to cause the non-Debtor members of the Arcapita Group to employ and retain K&S.

8. Specifically, K&S was authorized to represent and advise the Debtors in connection with certain corporate and transactional matters, secured and unsecured financing arrangements, various tax matters, and portfolio management, as well as Historical Legal Services in connection with the Active Matters and in connection with Portfolio Company investments and/or non-Debtor members of the Arcapita Group.

9. K&S was also authorized to represent and advise the non-Debtor members of the Arcapita Group in a variety of matters, where the Debtors have agreed to be responsible for payment of K&S's fees and expenses, including (without limitation) by continuing to provide the Historical Legal Services in connection with the Active Matters.

¹ Capitalized terms that are used but not defined in this Interim Fee Application shall have the meanings ascribed to such terms in the K&S Retention Application.

10. Finally, K&S was authorized to perform all other legal services for members of the Arcapita Group that the Debtors or the Debtors' general bankruptcy counsel may request relating to the foregoing matters.

COMPENSATION PAID AND ITS SOURCE

11. All services for which K&S seeks compensation were performed for or on behalf of the Debtors.

12. There is no agreement or understanding between K&S and any other person except for the partners of K&S for the sharing of compensation to be received for the services rendered in these cases.

**SUMMARY OF REQUESTED COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

13. K&S has provided services and has incurred expenses during the Interim Fee Period for which it seeks compensation in the amount of \$569,705.00 for professional fees and \$15,205.29 for reimbursable expenses.

14. This Interim Fee Application covers the period August 1, 2012 through and including October 31, 2012.

15. One prior interim fee application has been filed by K&S and approved by this Court. Pursuant to the first interim fee application and this Court's Order dated September 24, 2012 (the "First Interim Order") (Docket No. 503), K&S was allowed \$569,896.00 in compensation and reimbursement of \$17,661.58 in expenses for the period from March 19, 2012 through July 31, 2012 (the "First Application Period").

16. The Debtors have reviewed this Interim Fee Application and have approved the payment of the requested amounts.

17. This Interim Fee Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 25, 2009 (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 “*UST Guidelines*”), and 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*”) (collectively with the Local Guidelines and UST Guidelines, the “*Guidelines*”). Pursuant to the Local Guidelines, a certification of Paul K. Ferdinands regarding compliance with the same is attached as *Exhibit A* hereto.

18. K&S has previously provided monthly statements of K&S’s fees and disbursements by filing and serving monthly statements in accordance with the Interim Compensation Order.

19. Pursuant to the UST Guidelines, annexed hereto as *Exhibit B* is a schedule setting forth all professionals and paraprofessionals employed by K&S who have performed services for the Arcapita Group as authorized by the K&S Retention Order during the Interim Fee Period, the capacities in which each such individual is employed by K&S, the year in which the individual was first licensed to practice law, the hourly billing rate charged by K&S for services performed by such individual, and the aggregate number of hours expended and fees billed.

20. Annexed hereto as *Exhibit C* is a schedule specifying the categories of expenses for which K&S is seeking reimbursement and the total amount for each such expense category.

21. Pursuant to Section II.D of the UST Guidelines, annexed hereto as *Exhibit D* is a summary of K&S's time billed during the Interim Fee Period, broken down by project categories as hereinafter described.

22. K&S maintains time records in the regular course of its practice, with entries made by each person providing services contemporaneously with the rendering of such services. Copies of those time records for the Interim Fee Period are attached hereto as *Exhibit E*. These time records detail chronologically the time devoted by K&S to this matter and reflect the amount of services K&S was required to and did render during the Interim Fee Period.

23. K&S has reviewed the requirements of the Local Guidelines and the UST Guidelines and believes that this Interim Fee Application complies in all material respects with those requirements. To the extent this Interim Fee Application does not comply in every respect with the requirements of such guidelines, K&S respectfully requests a waiver for any such technical non-compliance.

**SUMMARY OF SIGNIFICANT ACTIVITIES
DURING THE INTERIM FEE PERIOD**

24. For the Court's convenience and instead of burdening the Court in this Interim Fee Application with the specific details of every service performed during the Interim Fee Period, K&S will provide the Court with a summary of its efforts, broken out in accordance with the relevant separate task codes.

A. Fee / Employment Applications

Total Fees: \$24,247.50

Total Hours: 53.5

25. K&S prepared its monthly fee statements and first interim fee application.

D. Other Contested Matters

Total Fees: \$425,167.00

Total Hours: 709.3

26. The vast majority of the fees and hours in the Other Contested Matters category are attributable to the Alinda litigation. The Alinda litigation is post-closing litigation with the buyer of Falcon Gas. The purchaser is alleging (among other things) fraud and breach of contract by Arcapita and other members of the Arcapita Group, and this litigation remains pending. The defendants in the Alinda litigation include Falcon Gas and Arcapita. The parties to this litigation have started mediating the dispute to see if a consensual resolution can be reached.

E. Business Operations
Total Fees: \$38,581.00
Total Hours: 85.2

27. K&S continued to provide to the Debtors the Historical Legal Services in connection with the Active Matters.

F. Business Operations (Portfolio Company Matters)
Total Fees: \$70,176.00
Total Hours: 122.5

28. In addition to representing the Debtors, K&S was also authorized to represent and advise the non-Debtor members of the Arcapita Group in a variety of matters, where the Debtors have agreed to be responsible for payment of K&S's fees and expenses, including (without limitation) by continuing to provide the Historical Legal Services in connection with the Active Matters. These matters include services performed relating to the Debtors' (indirect) investments in Forba, Cirrus Industries, Falcon, Crescent Euro Industrial, Bainbridge, Value Retail Joint Venture, Longwood, MoBay, Southland and Ampad. The time entries for these matters are set out separately in *Exhibit E*.

DETERMINATION OF K&S'S REQUESTED FEE

29. K&S used its existing hourly rate structure in seeking compensation for its services. For purposes of this Interim Fee Application, K&S calculated its request for compensation by multiplying (a) the time spent on services by (b) the hourly rate assigned to each attorney, paralegal or law clerk rendering such services.

30. In accordance with the criteria enunciated for evaluating the fair and reasonable value of legal services, K&S represents that:

- i. Time and Labor Required. K&S spent time handling matters regarding the Debtors' business operations and other related matters. At all times, K&S worked efficiently and treated the services performed with the highest level of priority;
- ii. Skill Requisite to Perform Legal Services. K&S believes that its expertise in representing the Arcapita Group in connection with its investment activities (including K&S's considerable historical experience providing the Historical Legal Services) has benefited the Debtors and advanced these Chapter 11 Cases;
- iii. Customary Fee. K&S submits that the fees sought are based on the usual criteria in matters of this type and are commensurate with fees awarded to K&S in comparable representations; and
- iv. Whether Fee is Fixed or Contingent. All fees sought by K&S are contingent upon approval by the Court.

ACTUAL AND NECESSARY EXPENSES

31. A summary of actual and necessary expenses and daily logs of expenses incurred by K&S for the Application Period is attached hereto as *Exhibit C*.

32. K&S customarily charges \$0.10 per page for photocopying expenses. K&S uses an "Equitrac" device that automatically records the number of copies made. K&S summarizes each client's photocopying charges on a daily basis.

33. 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.

34. K&S charges its clients for the actual expenses related to travel, hotel lodging and business meals.

35. K&S does not charge for local nor long-distance telephone calls placed by attorneys from their offices. K&S does charge its clients for the actual costs charged to K&S for engaging teleconferencing services in the event that a multiple-party teleconference is initiated through K&S.

36. K&S believes the foregoing rates are the market rates generally employed by the majority of law firms when charging their clients for such services.

WHEREFORE, K&S requests that the Court enter an order granting (i) allowance of (a) \$569,705.00 as compensation for professional services rendered to the Arcapita Group during the Interim Fee Period and (b) \$15,205.29 as reimbursement of actual, reasonable and necessary out-of-pocket expenses incurred by K&S during the Interim Fee Period; and (ii) such other and further relief as the Court deems necessary and proper.

Dated: Atlanta, Georgia
November 27, 2012

KING & SPALDING LLP

/s/ Paul K. Ferdinands
Paul K. Ferdinands
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and

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Special Counsel for the Debtors

EXHIBIT A

Certification of Paul K. Ferdinands

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

-----X
: **Chapter 11**
: **Case No. 12-11076 (SHL)**
: **Jointly Administered**
:
:
-----X

IN RE:
ARCAPITA BANK B.S.C.(c), et al.,
Debtors.

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS
FOR PROFESSIONALS IN RESPECT OF SECOND INTERIM APPLICATION OF
KING & SPALDING LLP AND KING & SPALDING INTERNATIONAL LLP FOR
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND EXPENSES INCURRED DURING THE PERIOD AUGUST 1, 2012 THROUGH
AND INCLUDING OCTOBER 31, 2012**

I, Paul K. Ferdinands, hereby certify that:

1. I am a partner of King & Spalding LLP (along with King & Spalding International LLP, the “**Applicant**” or “**K&S**”), special counsel to the to the above-captioned debtors and debtors-in-possession (the “**Debtors**”) in these chapter 11 cases (the “**Chapter 11 Cases**”). K&S submits the Application (as defined below) for allowance of compensation and reimbursement of expenses in compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 25, 2009 (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 “**UST Guidelines**”), and the Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses for Professionals and Committee Members [Docket No. 159] (the “**Interim Compensation Order**”) (collectively with the Local Guidelines and UST Guidelines, the “**Guidelines**”).

2. This certification is made in respect of K&S's application, dated November 27, 2012 (the "**Application**"), for interim compensation and reimbursement of expenses for the period commencing August 1, 2012 through and including October 31, 2012 in accordance with the Guidelines.

3. In respect of section A.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 UST Guidelines;

c. the fees and disbursements sought are billed at rates in accordance with the practices customarily employed by K&S and generally accepted by K&S's clients; and

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

4. In respect of section A.2 of the Local Guidelines, I certify that K&S has previously provided monthly statements of K&S's fees and disbursements for the months of August, September and October 2012, by filing and serving monthly statements in accordance with the Interim Compensation Order (as defined in the Interim Fee Application).

5. In respect of section A.3 of the Local Guidelines, I certify that counsel for the Debtors and the United States Trustee for the Southern District of New York are each being provided with a copy of this Application.

Dated: Atlanta, Georgia
November 27, 2012

/s/ Paul K. Ferdinands
Paul K. Ferdinands

EXHIBIT B

Summary of Professionals

**Application Period
August 1, 2012 through October 31, 2012**

<u>Timekeeper</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Salah, Isam	Partner	1.6	975	1,560.00
Smith, Michael	Partner	1.9	830	1,577.00
Harris, Jay	Partner	2.5	740	1,850.00
Ferdinands, Paul	Partner	47.2	785	37,052.00
Johnston, Michael	Partner	0.2	730	146.00
Brown, Jaron	Partner	0.4	625	250.00
Baltz, Ray	Partner	1.5	775	1,162.50
Newland, Benjamin	Partner	1.0	840	840.00
Furman, Kathryn	Partner	1.5	715	1,072.50
Marooney, Richard	Partner	104.5	730	76,285.00
Metcalf, Andrew	Partner	5.6	850	4,760.00
Robertson, Brannon	Partner	21.5	545	11,717.50
Straus, Paul	Partner	232.2	720	167,184.00
Jowers, Austin	Partner	0.4	600	240.00
Cox, Anne	Partner	1.6	675	1,080.00
Mario, Scott	Counsel	0.1	465	46.50
Amdor, Todd	Counsel	7.1	585	4,153.50
Albright, Alan	Counsel	4.8	725	3,480.00
Elkhouly, Ahmad	Associate	11.2	550	6,160.00
Sayegh, Elias	Associate	7.9	550	4,345.00
Elsbeck, Douglas	Associate	14.6	520	7,592.00
Sacks, Phillip	Associate	3.2	630	2,016.00
Kavanagh, David	Associate	37.5	435	16,312.50
Joffe, David	Associate	112.8	480	54,144.00
Stainback, Jamie	Associate	23.3	500	11,650.00
Marshall, Jenny	Associate	3.6	605	2,178.00
Stull, James	Associate	6.7	610	4,087.00
Mitchell, Lauren	Associate	199.8	510	101,898.00
Fallon, Archie	Associate	37.9	490	18,571.00
Harrison, Susan	Paralegal	17.0	285	4,845.00
Bellew, Evelyn	Paralegal	23.2	295	6,844.00
Hosein, Saira	Paralegal	1.2	280	336.00
Hong, Yee	Paralegal	9.5	210	1,995.00
Heinz, Missy	Paralegal	36.5	285	10,402.50
Shen-Frattura, Susan	Paralegal	0.2	295	59.00
McCullough, John	Managing Clerk	1.1	275	302.50

<u>Timekeeper</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Altgelt, Maury	Litigation Support	2.5	205	512.50
Wilson, Libby	Litigation Support	0.8	210	168.00
Shirley, Tammy	Research Librarian	0.4	225	90.00
Taylor, Jeremy	Research Librarian	0.2	215	43.00
Evratt, Maureen	Research Librarian	2.0	225	450.00
Smith, Fred	Research Librarian	1.1	225	247.50
	TOTALS	989.8		\$569,705.00

EXHIBIT C

Summary of Expenses/Disbursements

Application Period
August 1, 2012 through October 31, 2012

<u>Description</u>	<u>Total</u>
Arbitration/Mediation Fee	\$3,333.33
Business Meals	33.93
Cabfare	852.27
Computer Research - Lexis/Westlaw	8,773.87
Document Retrieval	75.10
Duplicating Costs	1,826.65
Filing Fees	260.33
Postage/Express Mail	5.75
Conference Calls	<u>44.06</u>
TOTAL	\$15,205.29

EXHIBIT D

Summary of Time by Billing Category

**Application Period
August 1, 2012 through October 31, 2012**

Task Code	Task Description	Hours	Value
B110	Case Administration	8.4	\$4,972.00
B160	Fee/Employment Applications	53.5	24,247.50
B180	Avoidance Action Analysis	1.5	817.50
B190	Other Contested Matters (excluding assumption/rejection motions)	709.3	425,167.00
B210	Business Operations	85.2	38,581.00
B210	Business Operations (Portfolio Company Matters)	122.5	70,176.00
B230	Financing/Cash Collections	2.7	2,078.00
B250	Real Estate	0.4	208.00
B260	Board of Directors Matters	5.1	2,616.00
B320	Plan and Disclosure Statement (including Business Plan)	<u>1.2</u>	<u>842.00</u>
TOTALS		<u>989.8</u>	<u>\$569,705.00</u>

EXHIBIT E

Time Entries

Application Period
August 1, 2012 through October 31, 2012

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Special Counsel for the Debtors

**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.,	:	
Debtors.	:	Case No. 12-11076 (SHL)
	:	
	:	Jointly Administered
	:	
-----X	:	

CERTIFICATE OF SERVICE

This is to certify that on November 27, 2012, I caused to be served a true and correct copy of the foregoing Second Interim Application of King & Spalding LLP and King & Spalding International LLP for Allowance of Compensation for Professional Services Rendered and Expenses Incurred During the Period August 1, 2012 Through and Including October 31, 2012 by electronic mail on each of the persons listed below.

Arcapita Bank B.S.C.(c)
Henry Thompson
hthompson@arcapita.com

Gibson, Dunn & Crutcher LLP
Michael A. Rosenthal
mrosenthal@gibsondunn.com

Office of the United States Trustee
for the Southern District of New York
Richard C. Morrissey
richard.morrissey@usdoj.gov

Milbank, Tweed, Hadley & McCloy LLP
Dennis F. Dunne
ddunne@milbank.com

Dated: Atlanta, Georgia
November 27, 2012

KING & SPALDING LLP

/s/ Paul K. Ferdinands

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Special Counsel for the Debtors

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. 9804627
Invoice Date 09/18/12
Client No. 05241

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

For Professional Services Rendered through 08/31/12:

Fees	\$	39,477.00
Expenses		729.75
Total this Invoice	\$	40,206.75

05241 Arcapita Bank B.S.C.(c)
09/18/12Invoice No. 9804627
Page 2**PROFESSIONAL SERVICES**

Date	Timekeeper	Task	Description	Hours
08/14/12	M Johnston	B110	Review correspondence from C. Ogburn regarding settlement payment (Arcapita, Inc.)	0.2
08/09/12	M Heinz	B160	Prepare fee application	1.8
08/13/12	P Ferdinands	B160	Prepare King & Spalding fee application	1.4
08/13/12	M Heinz	B160	Prepare fee application	6.6
08/14/12	M Heinz	B160	Prepare fee application	4.8
08/14/12	P Ferdinands	B160	Prepare King & Spalding fee application	2.4
08/15/12	M Heinz	B160	Prepare, file and serve fee application	8.0
08/15/12	P Ferdinands	B160	Prepare King & Spalding Fee Application	2.9
08/16/12	M Heinz	B160	Conference with P. Ferdinands and memorandum to A. Songer regarding fee statement procedures	0.2
08/31/12	P Ferdinands	B160	Preparation for and participation in telephonic calls with R. Morrissey regarding King & Spalding fee application (0.8); prepare memoranda to M. Rosenthal, J. Weiss, R. Morrissey regarding King & Spalding fee application (0.3)	1.1
08/31/12	M Heinz	B160	Attention to fee application matters	0.3
08/01/12	D Joffe	B190	Prepared for and attend for lift-stay hearing (Alinda Litigation)	7.1
08/01/12	P Straus	B190	Attend hearing on Alinda's motion to lift stay (2.5); prepare for hearing (0.8); office conferences and e-mail correspondence regarding lift-stay motion, hearing, mediation, next steps (0.3) (Alinda Litigation)	3.6
08/02/12	P Straus	B190	E-mail correspondence regarding Hopper claims, lift-stay motion, Hopper settlement agreement confidentiality (Alinda Litigation)	0.7
08/15/12	B Robertson	B190	Telephone call with A. Fallon and client regarding Hopper issues and follow up on same (Alinda Litigation)	1.5
08/16/12	P Straus	B190	Draft update regarding litigation (Alinda Litigation)	0.3
08/17/12	P Straus	B190	Draft update regarding litigation (Alinda Litigation)	0.3
08/21/12	B Robertson	B190	Attention to mediation issues (Alinda Litigation)	0.3
08/21/12	P Straus	B190	E-mail correspondence with Hopper and Alinda regarding mediators (0.2); mediator research (0.4) (Alinda Litigation)	0.6
08/23/12	P Straus	B190	Review and revise draft memo regarding Mobay distribution (0.8); e-mail correspondence regarding issues (0.1) (Alinda Litigation)	0.9
08/29/12	R Marooney	B190	Review and prepare correspondence regarding mediation (0.4); document review and analysis to	1.0

05241 Arcapita Bank B.S.C.(c)
09/18/12Invoice No. 9804627
Page 3

Date	Timekeeper	Task	Description	Hours
			prepare for same (0.6) (Alinda Litigation)	
08/30/12	R Marooney	B190	Telephone conference with Judge Martin regarding mediation (0.2); prepare correspondence to Judge Martin regarding case background (0.7); prepare correspondence to Arcapita regarding status (0.2) (Alinda Litigation)	1.1
08/31/12	B Robertson	B190	Discuss mediation issues with team (Alinda Litigation)	0.3
08/31/12	R Marooney	B190	Review and prepare correspondence regarding mediation strategy (Alinda Litigation)	0.4
06/11/12	J Stainback	B210	Provide escrow services (Aspen Aerogels)	0.8
08/01/12	Y Hong	B210	Organize additional debt documents for 3PD (1.0); discuss with A. Elkhoully regarding same (0.2); organize all pledged collatera (1.0); draft list of all documents and collateral (0.3)	2.5
08/01/12	S Harrison	B210	Review Cap Table for 3PB Holding, Inc.	2.0
08/01/12	A Elkhoully	B210	Email R. James regarding 3PD document request and spreadsheets (0.4); call with K. Miller regarding document request (0.5); coordinate with Y. Hong on document request (0.5); review document list and email from Y. Hong (0.7); coordinate with J. Brown on 3PD equity information and document request (0.4)	2.5
08/02/12	Y Hong	B210	Search for and organize 3PD capitalization table (1.0); coordinate with S. Harrison and A. Elkhoully regarding same (0.2); coordinate with M. McCoy regarding Home Delivery Group materials (0.3); organize documents to send to Arcapita (1.5)	3.0
08/02/12	A Albright	B210	Review document request regarding 3PD ownership structure and waterfall analysis (.2); related telephone conference with A. Elkhoully (.1)	0.3
08/02/12	A Elkhoully	B210	Calls and emails S. Harrison regarding 3PD equity documentation and spreadsheet (1.0); meet with Y. Hong regarding the same (0.4); call with K. Miller regarding the same (0.3); review 3PD equity documents and capitalization table (1.8); review 3PD options spreadsheet and email R. James and J. Brown regarding the same (1.0)	4.5
08/02/12	S Harrison	B210	Review Cap Tables for Varel International Energy Services, Inc. and 3PD Holding, Inc.	7.5
08/03/12	Y Hong	B210	Review and update capitalization table (1.5); review spreadsheet from Arcapita (0.8); coordinate with A. Elkhoully, R. James, and S. Harrison on said table (0.2)	2.5
08/03/12	A Elkhoully	B210	Calls and emails S. Harrison regarding 3PD equity documentation, spreadsheet and capitalization table	3.5

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Date	Timekeeper	Task	Description	Hours
			(0.7); meet with Y. Hong regarding the same (0.3); emails to R. James and J. Brown regarding the same (0.6); review 3PD capitalization table (1.0); compare capitalization table with 3PD options spreadsheet (0.5); coordinate with Y. Hong regarding the same (0.4)	
08/03/12	S Harrison	B210	Review Cap Tables for Varel International Energy Services, Inc. and 3PD Holding, Inc.	7.5
08/06/12	Y Hong	B210	Update 3PD capitalization table (0.8); coordinate with R. James and A. Elkhoully regarding same (0.2)	1.0
08/06/12	A Elkhoully	B210	Meet with Y. Hong regarding capitalization table for 3PD (0.4); email S. Harrison and R. James regarding capitalization table for 3PD (0.3)	0.7
08/13/12	A Cox	B210	Draft escrow release letter (0.4); correspondence regarding same (0.3) (Cypress)	0.7
08/13/12	I Salah	B210	Telephone call with M. Casey regarding Yakima lease; telephone call with A. Metcalf regarding Yakima lease	0.3
08/14/12	S Mario	B210	Respond to email from D. Baker regarding RIF for Atlanta office (Arcapita, Inc.)	0.1
08/15/12	S Shen-Frattura	B210	Review and confirm accuracy of Notice of Recordation of Release of IP Security Agreement; forward same to M. El Tahry (Arcapita, Inc.)	0.2
08/15/12	E Bellew	B210	Review email from M. Casey; research files and DE database and discuss with I. Salah regarding La Mesa	0.5
08/15/12	E Bellew	B210	Review email from I. Salah regarding Easley, SC lease (0.3); research documents and discuss with I. Salah (0.3) (Yakima)	0.6
08/15/12	I Salah	B210	Meeting with E. Bellew regarding Arcapita Bank guaranty of Yakima lease obligations in Easley, SC	0.3
08/24/12	A Cox	B210	Prepare and send escrow release letter (Cypress)	0.3
08/24/12	A Metcalf	B210	Call with S. Baxter regarding notice of claim notification received in connection with Bijoux	0.2
08/09/12	J Marshall	B260	Coordinate with D. Elsbeck regarding director replacements (Secondary Sale)	0.1
08/13/12	J Marshall	B260	Correspond with J. Brown regarding HV consent rights over changes to Board seats per inquiry from R. James (Secondary Sale)	0.6
08/15/12	J Marshall	B260	Correspond with J. Brown regarding HV consent rights over increase to number of Board seats (Secondary Sale)	0.4

 90.4

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Page 5**TIMEKEEPER SUMMARY**

Timekeeper	Status	Hours	Rate	Value
Anne Cox	Partner	1.0	675.00	675.00
Paul Ferdinands	Partner	7.8	785.00	6,123.00
Michael Johnston	Partner	0.2	730.00	146.00
Richard Marooney	Partner	2.5	730.00	1,825.00
Andrew Metcalf	Partner	0.2	850.00	170.00
Brannon Robertson	Partner	2.1	545.00	1,144.50
Isam Salah	Partner	0.6	975.00	585.00
Paul Straus	Partner	6.4	720.00	4,608.00
Alan Albright	Counsel	0.3	725.00	217.50
Scott Mario	Counsel	0.1	465.00	46.50
Ahmad Elkhoully	Associate	11.2	550.00	6,160.00
David Joffe	Associate	7.1	480.00	3,408.00
Jenny Marshall	Associate	1.1	605.00	665.50
Jamie Stainback	Associate	0.8	500.00	400.00
Evelyn Bellew	Paralegal	1.1	295.00	324.50
Susan Harrison	Paralegal	17.0	285.00	4,845.00
Missy Heinz	Paralegal	21.7	285.00	6,184.50
Yee Hong	Paralegal	9.0	210.00	1,890.00
Susan Shen-Frattura	Paralegal	0.2	295.00	59.00
Total		90.4		39,477.00

Expenses Incurred

08/31/12	Computer Research - Lexis/Westlaw	44.64
08/31/12	Duplicating Costs	75.90
08/31/12	Postage/Express Mail -	5.75
07/12/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1460312 DATE: 7/18/2012 7/12/2012 8:03;HUCKSTEP;500 PEARL ST (Alinda Litigation)	291.48
07/31/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1462759 DATE: 8/8/2012 7/31/2012 23:07;STRAUS;GARDEN CITY, NY;Same (Alinda Litigation)	51.65
08/01/12	VENDOR: CT Corporation INVOICE#: 5000695799-00 DATE: 8/1/2012 Annual Statutory Representation for ARC Pickens Leasing LLC (Yakima)	260.33
	Total Expenses	729.75

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Page 6**Task Summary**

Task		Hours	Value
B110	Case Administration	0.2	146.00
B160	Fee/Employment Applications	29.5	12,307.50
B190	Other Contested Matters (excluding assumption/rejection motions)	18.1	10,985.50
B210	Business Operations	41.5	15,372.50
B260	Board of Directors Matters	1.1	665.50
Total		<u>90.4</u>	<u>39,477.00</u>

Task Summary - Disbursements

E101 Copying	75.90
E106 Online Research	44.64
E108 Postage	5.75
E110 Out-of-Town Travel	343.13
E112 Court Fees	260.33
Expenses	<u>729.75</u>

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. 9804628
Invoice Date 09/18/12
Client No. 05241

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

For Professional Services Rendered through 08/31/12:

Fees	\$	31,881.50
Total this Invoice	\$	31,881.50

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Page 2**PROFESSIONAL SERVICES**

Date	Timekeeper	Description	Hours
08/01/12	E Bellew	Review email from A. Fallon regarding revised interest in MoBay Storage Holdings, research files and compose response (Falcon)	0.8
08/01/12	A Fallon	Draft, review and revise written consents related to resignation of C. Griffith, T. Nelson and B. McCabe from boards of 5 different Falcon and Mobay affiliates per request of B. Lundstrom (3.3); due diligence regarding questions from B. Lundstrom related to termination of N. Staven, MoBay grants to Goetz, Williams and Lafargue (1.8); compile documents related to capitalization of Mobay in 2010 through A Units per request of B. Lundstrom (0.4) (Falcon)	5.5
08/02/12	E Bellew	Update and organize files received for capitalizations (Falcon)	1.3
08/06/12	A Fallon	Conference call with T. Nelson regarding director resignation; review and revise resignation letter (Falcon)	0.4
08/06/12	P Ferdinands	Review bar date pleadings, objections (Forba)	0.4
08/09/12	A Albright	Prepare resolutions regarding authorized representatives (0.4); email correspondence with A. Kim (0.1); review operating agreement (0.3) (Crescent Euro Industrial)	0.8
08/09/12	E Bellew	Review emails from A. Kim and A. Albright; compose response to A. Albright (Crescent Euro Industrial)	0.5
08/09/12	Y Hong	Review draft resolution of Crescent Euro Industrial II; coordinate with A. Kim and A. Albright regarding same (Crescent Euro Industrial)	0.5
08/10/12	A Albright	Review of operating agreement regarding managers and authorized representatives (0.3); email correspondence with A. Kim (0.1) (Crescent Euro Industrial)	0.4
08/10/12	E Bellew	Review emails from A. Kim and A. Albright regarding new appointments for Crescent Euro Industrial II LLC (0.3); research minute book for operating agreement and compose response to A. Albright (0.3) (Crescent Euro Industrial)	0.6
08/12/12	I Salah	Review of email memo regarding disposition of Value Retail properties; emails to S. Stupin and M. Casey (Value Retail)	0.4
08/13/12	A Albright	Follow up on information regarding change of managers of Crescent Euro Industrial II LLC (0.3); investigate amendments to operating agreement (0.6); related email correspondence (0.2) (Crescent Euro Industrial)	1.1
08/13/12	E Bellew	Review email from A. Albright regarding resolutions for Crescent Euro Industrial II LLC (0.3); research minute book and files, prepare .pdf and compose response (0.7); review additional email from A. Albright, compose response, update minute book and upload file (0.4) (Crescent Euro Industrial)	1.4
08/14/12	T Amdor	Analyze restrictions on LLC's right to distribute cash to preferred shareholders during pendency of litigation (MoBay)	0.2

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Date	Timekeeper	Description	Hours
08/14/12	E Bellew	Update minute books for Falcon entities (Falcon)	1.0
08/14/12	A Fallon	Conference with T. Amdor and E. English regarding distribution restrictions (0.2); review LLC Agreement and Delaware LLC Act regarding distribution restrictions (1.1); draft correspondence to B. Lundstrom regarding distribution restrictions (0.2) (MoBay)	1.5
08/14/12	B Robertson	Attention to issues connected with settlement with Hopper plaintiffs and sale of Moba assets (MoBay)	1.0
08/14/12	I Salah	Review ownership of Orlando Residential Holdings LLC; respond to Arcapita questions (Bainbridge)	0.3
08/15/12	E Bellew	Review email from I. Salah regarding further evidence needed for schedule of costs; compose emails to CSC regarding same and compose response to I. Salah (Value Retail)	0.5
08/15/12	E Bellew	Review email from M. Casey (0.1); research files and DE database and discuss with I. Salah (0.5); prepare .pdfs of structure charts (0.2); telephone call and compose email to GSS regarding dissolution of GSS entity (0.2); compose email to J. Stull regarding dissolution of joint venture (0.1); review email from GSS regarding payoff of loan (0.5); research files and compose emails to I. Salah and GSS regarding same (0.1); review email from GSS regarding final invoice and compose emails to G. Gacevic and GSS regarding same (0.1) (Longwood)	1.7
08/15/12	A Fallon	Draft correspondence to B. Lundstrom and B. Robertson regarding distribution issues (1.2); due diligence review of Mobay organizational documents regarding distributions (1.3) (MoBay)	2.5
08/15/12	J Stull	Correspondence with I. Salah, E. Bellew and J. Russo regarding dissolution of Longwood joint venture and investment structure (Longwood)	0.4
08/16/12	T Amdor	Analyze distribution issues in connection with planned distribution by MoBay Storage Holdings, LLC (MoBay)	0.4
08/16/12	E Bellew	Review email from A. Fallon; research W-9 and compose response (MoBay)	0.4
08/17/12	T Amdor	Review LLC agreement, settlement agreement and related documentation in connection with analysis of distribution requirements for MoBay Storage Holdings, LLC (MoBay)	2.1
08/17/12	A Fallon	Conference with T. Amdor regarding distribution issues (MoBay)	0.7
08/17/12	P Ferdinands	Prepare memoranda to M. Healey, B. Britton, B. Miller, S. Buschmann regarding potential CIT claims against Arcapita (.5); review memoranda from M. Healey, S. Buschmann regarding potential CIT claims (.3) (Forba)	0.8
08/21/12	A Fallon	Draft, review and revise distribution issues memorandum (MoBay)	6.8
08/22/12	T Amdor	Analyze issues relating to distribution (1.1); advise A. Fallon	1.3

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Date	Timekeeper	Description	Hours
		regarding same (0.2) (MoBay)	
08/22/12	A Fallon	Draft, review and revise memorandum regarding distributions (6.2); correspondence with B. Robertson and T. Amdor regarding same (1.0) (MoBay)	7.2
08/22/12	B Robertson	Attention to client assessment memorandum (MoBay)	2.5
08/23/12	T Amdor	Analyze issues relating to distribution (0.6); revise memo concerning issues relating to distribution (0.2) (MoBay)	0.8
08/23/12	A Fallon	Draft, review and revise memorandum regarding distribution issues (4.5); conference with T. Amdor regarding distribution issues (0.1); correspondence with P. Strauss and B. Robertson regarding distribution issues (1.0) (MoBay)	5.6
08/23/12	B Robertson	Attention to memorandum and analysis of sale of Mobay assets and impact on existing litigation (MoBay)	2.0
08/24/12	J Stull	Review Longwood Towers, LLC investment structure chart and formation documents; correspondence with E. Bellew regarding dissolution of Longwood Towers, LLC (Longwood)	0.5
08/27/12	E Bellew	Review email from J. Stull regarding operating agreement, research files and provide same (0.4); discuss dissolution of joint venture entity with J. Stull (0.3); telephone call to CSC regarding "inactive" status of managing member, research files for structure charts and contact information (0.5); compose email to A. Albright regarding authority for dissolution and research DE statutes regarding same (0.5); research and review dissolution documents for Longwood Holding with J. Stull (0.7) (Longwood)	2.4
08/27/12	J Stull	Review Longwood Towers, LLC ownership structure and Operating Agreement (0.6); review Longwood Holdings, Inc. dissolution documentation (0.3); discuss dissolution of Longwood Towers with E. Bellew (0.2); correspondence with A. Albright regarding dissolution of Longwood Towers, LLC (0.2) (Longwood)	1.3
08/28/12	J Stull	Prepare Longwood Towers, LLC dissolution documentation (Longwood)	0.3
08/29/12	E Bellew	Compose email to J. Stull regarding status of cancellation of Longwood Towers LLC (0.2); compose emails to A. Kim regarding resignation of C. MacLaine Kenan (0.4); telephone calls and emails to CSC regarding delinquent annual fees (0.4); discuss same with J. Stull (0.2); research and draft certificate of cancellation (0.6); review resolutions for dissolution, research regulations and make comments to same (0.4) (Longwood)	2.2
08/29/12	J Stull	Review Longwood Towers LLC operating agreement and Delaware limited liability company act (0.5); review dissolution documentation for Longwood Holding Company, Inc. and Delaware corporate code (0.5); prepare draft documentation necessary to dissolve Longwood Towers LLC (1.5); discuss dissolution with A. Albright and E. Bellew (0.2) (Longwood)	2.7

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Date	Timekeeper	Description	Hours
08/30/12	E Bellew	Research Longwood Towers, LLC in MA (0.3); discuss consent with J. Stull and draft email to Arcapita regarding documents to be signed (0.5) (Longwood)	0.8
08/30/12	J Stull	Review and revise Longwood Towers, LLC dissolution documentation; correspondence with E. Bellew and A. Albright regarding dissolution of Longwood Towers, LLC (Longwood)	0.5
08/31/12	A Fallon	Draft, review and revise resolutions related to resignation of managers (MoBay)	0.8
			65.3

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Paul Ferdinands	Partner	1.2	785.00	942.00
Brannon Robertson	Partner	5.5	545.00	2,997.50
Isam Salah	Partner	0.7	975.00	682.50
Alan Albright	Counsel	2.3	725.00	1,667.50
Todd Amdor	Counsel	4.8	585.00	2,808.00
Archie Fallon	Associate	31.0	490.00	15,190.00
James Stull	Associate	5.7	610.00	3,477.00
Evelyn Bellew	Paralegal	13.6	295.00	4,012.00
Yee Hong	Paralegal	0.5	210.00	105.00
Total		65.3		31,881.50

KING & SPALDING

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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. 9809697
Invoice Date 10/18/12
Client No. 05241

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

For Professional Services Rendered through 09/30/12:

Fees	\$	132,158.50
Expenses		3,165.17
Total this Invoice	\$	135,323.67

PROFESSIONAL SERVICES

Date	Timekeeper	Task	Description	Hours
09/07/12	A Cox	B110	Review documents (Cypress)	0.6
09/20/12	M Heinz	B110	Review docket for information regarding Cayman counsel and memorandum to P. Ferdinands regarding same	0.3
09/25/12	E Sayegh	B110	Review of DHP Agreement (1.0); draft email and send document with details regarding the change of control provisions for Tensar (0.5)	1.5
09/25/12	E Sayegh	B110	Review of DHP Agreement (1.0); draft email and send document with details regarding the change of control provisions for Varel (0.7)	1.7
09/25/12	E Sayegh	B110	Review of DHP Agreement (1.0); draft email and send document with details regarding the change of control provisions for DHP (0.8)	1.8
09/26/12	P Ferdinands	B110	Review memoranda from R. Marooney regarding status of mediation (Alinda Litigation)	0.3
09/04/12	P Ferdinands	B160	Prepare memoranda to D. Levin, J. Weiss regarding K&S fee application (0.3); review memoranda from D. Levin, J. Weiss regarding K&S fee application (0.2)	0.5
09/04/12	M Heinz	B160	Conference with P. Ferdinands regarding fee application and prepare memorandum to all timekeepers regarding same	0.5
09/05/12	P Ferdinands	B160	Preparation for and telephonic participation in hearing regarding (among other things) fee applications	2.6
09/10/12	P Ferdinands	B160	Review memoranda from Y. Hong, A. Elkhoully, A. Songer regarding monthly K&S bill (.3); prepare monthly bill (.7)	1.0
09/10/12	M Heinz	B160	Review August fee statements	0.7
09/11/12	M Heinz	B160	Attention to billing	0.6
09/11/12	P Ferdinands	B160	Prepare memoranda to D. Levin regarding professional fees	0.4
09/12/12	P Ferdinands	B160	Prepare memoranda to D. Levin regarding approval of fee application (.5); review memoranda from D. Levin regarding approval of fee application (.3)	0.8
09/12/12	M Heinz	B160	Attention to billing	1.0
09/13/12	M Heinz	B160	Attention to billing	1.5
09/18/12	M Heinz	B160	Attention to billing matters	0.3
09/19/12	M Heinz	B160	Prepare monthly fee statement for August	1.3
09/20/12	M Heinz	B160	Attention to monthly fee statement	1.0
09/24/12	M Heinz	B160	Attention to monthly fee statement and conferences	0.7

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Date	Timekeeper	Task	Description	Hours
			with P. Ferdinands regarding same	
09/24/12	P Ferdinands	B160	Review Order approving fee applications (.3); prepare memoranda to L. Hirsh, J. Makuch regarding professional fees (.3); review memoranda from M. Heinz, J. Makuch regarding fee application (.2)	0.8
09/24/12	M Heinz	B160	Download and review order on interim fee applications and memorandum to P. Ferdinands regarding same	0.7
09/25/12	M Heinz	B160	Finalize, file and serve monthly fee statement	1.3
09/25/12	P Ferdinands	B160	Prepare K&S bill (August)	0.7
09/04/12	P Straus	B190	E-mail correspondence regarding mediation (Alinda Litigation)	0.3
09/05/12	P Straus	B190	Review memo to prepare for call (Alinda Litigation)	0.5
09/05/12	P Straus	B190	Telephone conference regarding MoBay, potential sale and distribution (Alinda Litigation)	0.7
09/07/12	R Marooney	B190	Review and prepare correspondence regarding mediation status and scheduling (Alinda Litigation)	0.3
09/10/12	P Straus	B190	Assemble key documents (Alinda Litigation)	0.2
09/10/12	P Straus	B190	Office conference and e-mail correspondence with R. Marooney, counsel for Alinda and Hopper regarding case (Alinda Litigation)	0.3
09/10/12	R Marooney	B190	Review and prepare correspondence regarding mediation issues (Alinda Litigation)	0.5
09/11/12	P Straus	B190	Office conferences and e-mail correspondence with L. Mitchell, R. Marooney, counsel for other parties regarding case, issues, research needed, strategy, mediation (Alinda Litigation)	1.9
09/11/12	L Mitchell	B190	Conference with P. Straus concerning case history, mediation and legal research assignments (Alinda Litigation)	1.5
09/11/12	L Mitchell	B190	Review and analyze pleadings for use in defensive strategy (Alinda Litigation)	2.5
09/11/12	R Marooney	B190	Review and prepare correspondence regarding mediation (Alinda Litigation)	0.5
09/12/12	P Straus	B190	Review documents relating to claims to prepare for mediation and new order from J. Wood (2.4); office conferences and e-mail correspondence with L. Mitchell, J. McCullough regarding case and mediation (1.5) (Alinda Litigation)	3.9
09/12/12	L Mitchell	B190	Review and analyze Thronson Deposition for use in defensive strategy (Alinda Litigation)	0.6
09/12/12	L Mitchell	B190	Review and analyze pleadings and purchase agreements for use in defensive strategy (Alinda	3.0

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Date	Timekeeper	Task	Description	Hours
			Litigation)	
09/12/12	L Mitchell	B190	Review legal research memoranda for use in defensive strategy (Alinda Litigation)	0.5
09/12/12	L Mitchell	B190	Conference with P. Straus concerning defensive strategy (Alinda Litigation)	1.0
09/13/12	P Straus	B190	Review documents, transcripts to prepare for mediation (2.6); analyze claims and defenses (.9); office conferences and e-mail correspondence with L. Mitchell, D. Joffe regarding issues, research, work needed (1.2) (Alinda Litigation)	4.7
09/13/12	R Marooney	B190	Review and prepare correspondence regarding mediation (Alinda Litigation)	0.3
09/13/12	D Joffe	B190	Meeting with P. Straus and L. Mitchell regarding preparation for mediation, and related preparation (Alinda Litigation)	0.6
09/13/12	D Joffe	B190	Reviewed memorandum to date regarding value of claims in SDNY action (Alinda Litigation)	0.4
09/13/12	L Mitchell	B190	Conference with P. Straus and D. Joffe concerning mediation preparation and next steps (Alinda Litigation)	0.9
09/13/12	L Mitchell	B190	Review and analyze correspondence and case chronology (Alinda Litigation)	0.4
09/13/12	L Mitchell	B190	Review and analyze Thronson Deposition (Alinda Litigation)	1.0
09/14/12	P Straus	B190	Review and analyze fact documents and transcripts (6.4); analyze claims and defenses to prepare for mediation (1.5) (Alinda Litigation)	7.9
09/14/12	L Mitchell	B190	Review and analyze Thronson Deposition (Alinda Litigation)	1.9
09/17/12	L Mitchell	B190	Review and analyze legal research concerning breach of warranty claim under New York law (Alinda Litigation)	6.0
09/17/12	L Mitchell	B190	Conference with P. Straus concerning legal research and defensive strategy (Alinda Litigation)	0.4
09/17/12	L Mitchell	B190	Review and analyze Thronson Deposition and case chronology for assessing defensive strategy (Alinda Litigation)	2.9
09/17/12	P Straus	B190	Review and analyze deposition transcripts to prepare for mediation (Alinda Litigation)	2.9
09/17/12	P Straus	B190	E-mail correspondence and office conferences regarding case (Alinda Litigation)	0.2
09/18/12	L Mitchell	B190	Review and analyze Thronson and Nims Depositions (Alinda Litigation)	7.3
09/18/12	P Straus	B190	Analyze issues and facts, information needed for	1.3

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Date	Timekeeper	Task	Description	Hours
			mediation (Alinda Litigation)	
09/18/12	D Joffe	B190	Revised memorandum regarding value of fraud claims for mediation (Alinda Litigation)	4.3
09/18/12	P Straus	B190	Office conferences with D. Joffe regarding mediation (Alinda Litigation)	0.6
09/19/12	L Mitchell	B190	Conference with P. Straus concerning legal research and defensive strategy (Alinda Litigation)	0.5
09/19/12	L Mitchell	B190	Draft memorandum on New York law concerning breach of warranty claims (Alinda Litigation)	7.2
09/19/12	L Mitchell	B190	Review and analyze Nims deposition (Alinda Litigation)	0.8
09/19/12	P Straus	B190	Revise draft claims and defenses analysis (Alinda Litigation)	0.8
09/19/12	P Straus	B190	Office conferences regarding analysis (Alinda Litigation)	0.3
09/19/12	R Marooney	B190	Telephone conference with counsel for Hopper parties regarding mediation (Alinda Litigation)	0.2
09/19/12	D Joffe	B190	Read/analyzed case chronology; revised memorandum regarding value of fraud claims for mediation (Alinda Litigation)	1.2
09/19/12	J McCullough	B190	Locate and send sample mediation statements to L. Mitchell (Alinda Litigation)	0.4
09/20/12	L Mitchell	B190	Draft memorandum concerning possible defenses to breach of warranty claim (Alinda Litigation)	8.1
09/20/12	D Joffe	B190	Revised memorandum regarding value of fraud claims for mediation, and related discussion with P. Straus (Alinda Litigation)	6.6
09/20/12	P Straus	B190	E-mail correspondence and office conferences regarding claims and defenses (Alinda Litigation)	0.5
09/20/12	P Straus	B190	Revise draft claims analysis (Alinda Litigation)	0.9
09/21/12	L Mitchell	B190	Conference with P. Straus regarding draft memorandum analyzing defenses to breach of warranty claim (Alinda Litigation)	0.2
09/21/12	L Mitchell	B190	Revise draft memorandum analyzing defenses to breach of warranty claim (Alinda Litigation)	6.6
09/21/12	P Straus	B190	E-mail correspondence and office conferences regarding joint defense agreement, claims and defenses, mediation (Alinda Litigation)	1.7
09/21/12	B Robertson	B190	Preparation for upcoming mediation including attention to mediation briefing, logistics, and joint defense agreement with Hopper (Alinda Litigation)	0.5
09/21/12	D Joffe	B190	Revised memorandum regarding value of fraud claims for mediation (Alinda Litigation)	2.6
09/21/12	P Straus	B190	Review key documents (Alinda Litigation)	1.5

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Date	Timekeeper	Task	Description	Hours
09/21/12	P Straus	B190	Review and revise draft research memo (Alinda Litigation)	2.9
09/21/12	P Straus	B190	Analyze and revise proposed joint defense agreement (Alinda Litigation)	1.8
09/23/12	L Mitchell	B190	Review comments from P. Straus on draft memorandum concerning breach of warranty claims (Alinda Litigation)	0.2
09/23/12	B Robertson	B190	Assist with preparation of mediation statement (Alinda Litigation)	0.5
09/24/12	P Straus	B190	Office conferences and e-mail correspondence regarding analysis, strategy (Alinda Litigation)	0.5
09/24/12	P Straus	B190	Review and revise draft memo regarding claims and defenses, strategy (Alinda Litigation)	0.9
09/24/12	L Mitchell	B190	Revise memorandum concerning breach of warranty claims (Alinda Litigation)	3.3
09/24/12	L Mitchell	B190	Review and analyze cases concerning breach of warranty under New York law for use in defensive strategy (Alinda Litigation)	1.7
09/25/12	P Straus	B190	Review and revise draft memo regarding claims and defenses (Alinda Litigation)	0.7
09/25/12	P Straus	B190	Office conferences and e-mail correspondence regarding analysis, joint defense agreement (Alinda Litigation)	0.4
09/25/12	L Mitchell	B190	Revise draft memorandum analyzing breach of warranty claim (Alinda Litigation)	3.7
09/25/12	L Mitchell	B190	Review and analyze cases concerning breach of warranty claims (Alinda Litigation)	3.5
09/25/12	R Marooney	B190	Review and prepare correspondence with counsel for the Hopper parties (0.4); prepare correspondence with client regarding status and strategy (0.2) (Alinda Litigation)	0.6
09/26/12	P Straus	B190	Prepare for meeting and call (Alinda Litigation)	0.3
09/26/12	B Robertson	B190	Assist in preparation of mediation briefing (Alinda Litigation)	1.4
09/26/12	L Mitchell	B190	Conference call with R. Marooney, P. Straus, mediator, Alinda counsel and Hopper Parties' counsel concerning mediation (Alinda Litigation)	1.2
09/26/12	L Mitchell	B190	Revise draft memorandum concerning breach of warranty claims (Alinda Litigation)	3.2
09/26/12	R Marooney	B190	Prepare for and attend meeting with legal team to prepare strategy for mediation (2.0); prepare for and attend preliminary conference with mediator (1.5); document review and legal analysis to prepare strategy for mediation (1.5); prepare	5.7

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Date	Timekeeper	Task	Description	Hours
			correspondence to client regarding mediation status and strategy (0.7) (Alinda Litigation)	
09/26/12	D Joffe	B190	Call with team regarding preparation for mediation (Alinda Litigation)	0.8
09/26/12	P Straus	B190	E-mail correspondence regarding mediation issues (Alinda Litigation)	1.2
09/26/12	P Straus	B190	Meet with team regarding status, analysis of claims and defenses, arguments (Alinda Litigation)	0.9
09/26/12	P Straus	B190	Conference call with mediator and other counsel (Alinda Litigation)	0.9
09/26/12	P Straus	B190	Review draft analyses of claims, defenses and strategy (Alinda Litigation)	4.9
09/26/12	L Mitchell	B190	Conference with R. Marooney, P. Straus and D. Joffe concerning mediation preparations (Alinda Litigation)	1.2
09/26/12	L Mitchell	B190	Revise questions for experts and correspond with B. Robertson regarding the same (1.5); review correspondence concerning mediation (.3); review internal memorandum and chronology concerning factual development (.4) (Alinda Litigation)	2.2
09/27/12	P Straus	B190	Review and revise draft memos analyzing claims and defenses (Alinda Litigation)	5.5
09/27/12	P Straus	B190	E-mail correspondence and office conferences with L. Mitchell, D. Joffe, R. Marooney and B. Robertson regarding claims, defenses, mediation and strategy (Alinda Litigation)	1.9
09/27/12	L Mitchell	B190	Review and analyze cases on New York breach of warranty law and incorporate into memorandum (Alinda Litigation)	3.5
09/27/12	L Mitchell	B190	Review and analyze due diligence documents for use in defensive strategy (Alinda Litigation)	0.4
09/27/12	L Mitchell	B190	Conference with P. Straus concerning legal research and case assessment memorandum (Alinda Litigation)	0.6
09/27/12	L Mitchell	B190	Revise memorandum on breach of warranty claim (Alinda Litigation)	3.0
09/27/12	D Joffe	B190	Review P. Straus comments regarding fraud memorandum (0.4); related communication with P. Straus and edits to fraud memorandum (4.7); coordination with L. Mitchell regarding consistency of fraud and warranty portions of memorandum (0.2) (Alinda Litigation)	5.3
09/28/12	P Straus	B190	Review and revise draft memo analyzing claims and defenses (Alinda Litigation)	2.4
09/28/12	P Straus	B190	Office conferences and e-mail correspondence (with	1.5

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Date	Timekeeper	Task	Description	Hours
			D. Joffe and L. Mitchell) regarding draft, claims and defenses, mediation, strategy (Alinda Litigation)	
09/28/12	L Mitchell	B190	Conference with P. Straus and D. Joffe concerning case assessment memorandum in advance of mediation (Alinda Litigation)	1.0
09/28/12	L Mitchell	B190	Revise case assessment memorandum concerning breach of warranty claim and circulate draft memorandum to team (Alinda Litigation)	5.7
09/28/12	D Joffe	B190	Edit memorandum to client and draft cover email for R. Marooney review of memorandum (Alinda Litigation)	8.3
09/30/12	L Mitchell	B190	Edit and revise case assessment memorandum (Alinda Litigation)	2.2
09/30/12	D Joffe	B190	Draft damages portion of memorandum and related research/analysis (Alinda Litigation)	6.5
08/14/12	K Furman	B210	Email correspondence regarding control rights of Harborvest (Secondary Sale)	0.2
08/15/12	K Furman	B210	Email correspondence regarding approval rights of Harborvest (Secondary Sale)	0.3
09/07/12	E Bellew	B210	Review email from KPMG regarding share register for La Mesa Holding Company, Inc. (0.2); research minute book and compose emails to J. Stull regarding same (0.4); prepare .pdf of share register and compose response to KPMG (0.2) [General-La Mesa]	0.8
09/24/12	B Newland	B210	Review form of advisory agreements and advisory agreement term sheet (Bin Deyal Group)	0.6
09/27/12	P Sacks	B210	Draft investment advisory agreement between Arcapita and Bin Deyal (Bin Deyal Group)	3.2
09/27/12	J Stainback	B210	Review and revise investment documents (2.5); telephone conference with L. Geiss (0.3); meeting with B. Roche (0.3) (Intellex)	3.1
09/06/12	P Ferdinands	B230	Review memoranda from R. Battin regarding loan maturities, restructuring (0.2); telephone call with R. Battin regarding board issues, restructuring (0.3) (FrameMax)	0.5
09/06/12	A Jowers	B230	Receive and review email from R. Battin regarding maturity of certain senior loans (.2); conference with P. Ferdinands regarding same (.2) (FrameMax)	0.4
09/18/12	P Ferdinands	B230	Prepare memoranda to R. Battin regarding Board issues (.5); review memoranda from R. Battin, B. Young, Jamboree Management regarding possible restructuring (.3); review debt documents (.5) (FrameMax)	1.3
09/25/12	A Metcalf	B230	Call with B. Lundstrom regarding Tensar ownership	0.3

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Date	Timekeeper	Task	Description	Hours
			structure, financing document change of control provisions	
09/25/12	A Metcalf	B230	Call with B. Lundstrom regarding Varel and Downhole Products financing document change of control provisions	0.2
09/25/12	J Brown	B260	Participate in telephone conference with Bill Lundstrom and Andrew Metcalf to discuss rights and preferences of equity securities of Tensar Corporation	0.4
09/27/12	D Elsbeck	B260	Draft resolutions and notice regarding CEPL Newco designee change (0.7); email correspondence regarding same (0.2) (Secondary Sale)	0.9
09/25/12	P Ferdinands	B320	Review memoranda from L. Hirsh regarding exclusivity issues	0.3
09/26/12	P Ferdinands	B320	Prepare memoranda to I. Salah, A. Metcalf, J. Ali, B. Newland, M. Rainey regarding exclusivity issues (.5); review memoranda from I. Salah, J. Ali regarding plan alternatives (.2)	0.7

 231.0

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Timekeeper	Status	Hours	Rate	Value
Jaron Brown	Partner	0.4	625.00	250.00
Anne Cox	Partner	0.6	675.00	405.00
Paul Ferdinands	Partner	9.9	785.00	7,771.50
Kathryn Furman	Partner	0.5	715.00	357.50
Austin Jowers	Partner	0.4	600.00	240.00
Richard Marooney	Partner	8.1	730.00	5,913.00
Andrew Metcalf	Partner	0.5	850.00	425.00
Benjamin Newland	Partner	0.6	840.00	504.00
Brannon Robertson	Partner	2.4	545.00	1,308.00
Paul Straus	Partner	57.8	720.00	41,616.00
Douglas Elsbeck	Associate	0.9	520.00	468.00
David Joffe	Associate	36.6	480.00	17,568.00
Lauren Mitchell	Associate	89.9	510.00	45,849.00
Phillip Sacks	Associate	3.2	630.00	2,016.00
Elias Sayegh	Associate	5.0	550.00	2,750.00
Jamie Stainback	Associate	3.1	500.00	1,550.00
Evelyn Bellew	Paralegal	0.8	295.00	236.00
Missy Heinz	Paralegal	9.9	285.00	2,821.50
John McCullough	Practice Support	0.4	275.00	110.00
Total		231.0		132,158.50

Expenses Incurred

09/30/12	Computer Research - Lexis/Westlaw	2,943.97
09/30/12	Duplicating Costs	221.20
	Total Expenses	3,165.17

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Task	Hours	Value
B110 Case Administration	6.2	3,476.00
B160 Fee/Employment Applications	16.4	8,074.00
B190 Other Contested Matters (excluding assumption/rejection motions)	195.2	112,364.00
B210 Business Operations	8.2	4,663.50
B230 Financing/Cash Collections	2.7	2,078.00
B260 Board of Directors Matters	1.3	718.00
B320 Plan and Disclosure Statement (including Business Plan)	1.0	785.00
Total	<u>231.0</u>	<u>132,158.50</u>

Task Summary - Disbursements

E101 Copying	221.20
E106 Online Research	2,943.97
Expenses	<u>3,165.17</u>

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)
Batelco Commercial Centre - 8th Floor
Bldg 114, Block 304
Al Khalifa Ave, P.O. Box 1406
Manama
BAHRAIN

Invoice No. 9809699
Invoice Date 10/18/12
Client No. 05241

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

For Professional Services Rendered through 09/30/12:

Fees	\$	25,635.00
Expenses		18.66
Total this Invoice	\$	25,653.66

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Page 2**PROFESSIONAL SERVICES**

Date	Timekeeper	Description	Hours
08/20/12	A Metcalf	Call with J. Brown regarding letter of intent; follow up emails to J. Brown regarding the same (Southland)	0.4
08/21/12	A Metcalf	Review letter of intent (Southland)	0.3
08/27/12	A Metcalf	Review current financing agreements; begin markup of draft contribution agreement (Southland)	1.7
08/27/12	E Sayegh	Discuss current financing structure with A. Metcalf; provide A. Metcalf with information regarding lease facility (Southland)	0.6
08/28/12	A Metcalf	Call with W. Pressgrove regarding tax issues with restructuring; complete mark up of contribution agreement and forward to J. Brown (Southland)	2.3
08/28/12	E Sayegh	Email description of existing credit agreement to J. Brown (Southland)	0.3
09/04/12	E Bellew	Review email from I. Salah regarding dissolution documents (0.1); compose response to KPMG and interim response to I. Salah (0.3); discuss dissolution of Longwood Towers with J. Stull (0.1) (Longwood)	0.5
09/04/12	J Stull	Revise Longwood Towers LLC dissolution documentation (Longwood)	0.2
09/05/12	T Amdor	Review settlement agreement and LLC agreement (0.7); discuss asset sale, distribution and board composition issues with client and A. Fallon (0.3) (MoBay)	1.0
09/05/12	E Bellew	Review email from KPMG regarding dissolution and IRS form 966 (0.2); telephone call from I. Salah regarding same (0.1); compose emails to KPMG in response (0.3) (Longwood)	0.6
09/05/12	A Fallon	Conference call with B. Lundstrom, T. Amdor and K&S litigation team regarding distribution options for MoBay (1.7); preparation for conference call (0.5) (MoBay)	2.2
09/05/12	J Stull	Discuss dissolution of Longwood Towers LLC with I. Salah (Longwood)	0.1
09/06/12	E Bellew	Review DGCL regarding "expiration" of company with J. Stull (0.2); compose emails to Arcapita regarding documents for signature (0.7) (Longwood)	0.9
09/06/12	I Salah	Review resolutions and certificate of dissolution regarding Longwood Towers LLC (Longwood)	0.3
09/06/12	J Stull	Revise Longwood Towers LLC dissolution documentation per comments from I. Salah; coordinate execution of documentation with E. Bellew (Longwood)	0.4
09/07/12	E Bellew	Review resolution for dissolution of Longwood Towers LLC and compose email to A. Kim regarding the addition of J. Sweeny as a signatory (0.4); review reply from A. Kim, revise signature page to consent for Longwood Holding Company and compose email to A. Kim regarding same (0.4) (Longwood)	0.8

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Date	Timekeeper	Description	Hours
09/10/12	E Bellew	Discuss dissolution documents with J. Stull and compose emails to A. Kim regarding same (Longwood)	0.6
09/10/12	M Smith	Review Klapmeier settlement agreement (0.3); email with B. Lindstrom regarding new Klapmeier lawsuit (0.2) (Cirrus)	0.5
09/11/12	E Bellew	Review email from A. Kim regarding signatories for Longwood Towers LLC; review consent and compose responses (Longwood)	0.4
09/11/12	P Ferdinands	Prepare memoranda to J. Harris, M. Smith regarding Klapmeier lawsuit (.3); review memoranda from J. Harris, M. Smith, K. Si-Ahmed, B. Lundstrom regarding Klapmeier lawsuit (.4); meetings with J. Harris, M. Smith regarding Klapmeier lawsuit (.8) (Cirrus)	1.5
09/11/12	J Harris	Preparation for and meeting with P. Ferdinands, M. Smith regarding breach claim against Cirrus Holding and outline of potential strategy to reduce and/or eliminate company exposure (Cirrus)	1.1
09/11/12	M Smith	Conference call with B. Lundstrom regarding Klapmeier suit and options for resolution (0.3); review Klapmeier suit (0.3); conference with J. Harris, P. Ferdinands regarding options for resolution (0.8) (Cirrus)	1.4
09/11/12	J Stull	Correspondence with E. Bellew and A. Kim regarding dissolution of Longwood investment and financing structure (Longwood)	0.2
09/12/12	J Harris	Review of Merger Agreement and Settlement Agreement regarding disclosure to purchaser, and potential liability exposure (Cirrus)	1.4
09/14/12	P Ferdinands	Telephone call with J. Weiss regarding Klapmeier litigation, sale of Cirrus (.7); review Klapmeier settlement agreement, Cirrus merger agreement, closing documents (1.8); prepare memoranda to J. Weiss, M. Smith, J. Harris, M. Rosenthal regarding Klapmeier litigation, Cirrus transaction (.6); review memoranda from J. Weiss, M. Rosenthal, J. Harris, M. Smith regarding Klapmeier litigation, Cirrus transaction (.3) (Cirrus)	3.4
09/17/12	E Bellew	Review email for J. Stull regarding status of documents and compose email to A. Kim regarding dissolution documents (0.2); revise documents for dates (0.2); compose emails to CSC regarding filing of the certificate of dissolution for Longwood Towers, LLC (0.3) (Longwood)	0.7
09/17/12	P Ferdinands	Prepare memoranda to K. Si-Ahmed, B. Lundstrom regarding Klapmeier lawsuit (0.3); review memoranda from K. Si-Ahmed, B. Lundstrom regarding Klapmeier lawsuit (0.2) (Cirrus)	0.5
09/18/12	E Bellew	Review email from CSC regarding filed certificate of dissolution; telephone call to J. Stull; compose email to Arcapita regarding same (Longwood)	0.3
09/19/12	P Ferdinands	Prepare memoranda to B. Lundstrom, K. Si-Ahmed regarding Klapmeier lawsuit (.3); review Klapmeier complaint (.5);	1.5

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Date	Timekeeper	Description	Hours
		telephone call with S. Leventhal (Klapmeier's lawyer) regarding lawsuit (.4); review memoranda from S. Leventhal, B. Lundstrom, M. Heinz regarding Klapmeier lawsuit (.3) (Cirrus)	
09/19/12	A Metcalf	Call with J. Brown regarding status (Southland)	0.2
09/20/12	A Fallon	Draft, review and revise corporate resolutions removing B. McCabe and T. Nelson from the Board of MoBay Storage Holdings and Falcon Gas Storage (.7); draft, review and revise corporate resolutions removing B. McCabe and C. Griffith from the Boards of Gastorage Funding, Gastorage Funding II and Gastorage Investments II (.8); draft, review and revise resolutions removing B. McCabe and T. Nelson as officers from Desert Southwest, Falcon Gas Storage, MoBay Storage Holdings, MoBay Storage Partners and MoBay Storage Hub (.7); draft review and revise resolutions removing B. McCabe and C. Griffith as officers of Gastorage Funding, Gastorage Funding II and Gastorage Investments II (.4); draft correspondence and signing instructions to A. Kim at Arcapita (.3) (MoBay)	2.9
09/20/12	P Ferdinands	Telephone calls with K. Si-Ahmed, B. Lundstrom, S. Dickman, B. Gowrie regarding Cirrus Holdings (1.1); prepare memoranda to B. Lundstrom, K. Si-Ahmed, M. Heinz regarding Cirrus Holdings (lawsuit) (.4); review memoranda from K. Si-Ahmed, B. Lundstrom, M. Heinz, S. Dickson regarding Cirrus Holdings (lawsuit) (.3) (Cirrus)	1.8
09/21/12	E Bellew	Review emails from A. Fallon and A. Kim regarding changes in directorships (0.4); revise company lists for same (0.6) (Falcon)	1.0
09/24/12	P Ferdinands	Review memoranda from B. Lundstrom regarding CHCL shareholders (Cirrus)	0.4
09/24/12	E Sayegh	Meeting with A. Metcalf regarding Southland sale; telephone call with J. Loring, SunTrust counsel regarding the same (Southland)	0.7
09/25/12	E Sayegh	Telephone call with A. Metcalf and J. Brown regarding sale of Southland; compile and send to J. Brown real estate related documentation (Southland)	1.3
09/26/12	P Ferdinands	Telephone calls with S. Folpp regarding Klapmeier lawsuit, CHCL (.8); prepare memoranda to S. Folpp, K. Si-Ahmed, B. Lundstrom regarding Klapmeier lawsuit, sale of Cirrus, CHCL (1.1); review memoranda from S. Folpp, K. Si-Ahmed, B. Lundstrom regarding Klapmeier lawsuit, CHCL (.4) (Cirrus)	2.3
09/26/12	M Heinz	Obtain Motion for Relief From Stay (Forba)	0.2
09/27/12	P Ferdinands	Review bankruptcy pleadings (Forba)	0.6
09/27/12	P Ferdinands	Prepare memoranda to S. Folpp, A. Kim, K. Si-Ahmed, B. Lundstrom regarding Klapmeier lawsuit, related issues (.6); review organizational documents for CHCL (.8); review memoranda from A. Kim, S. Folpp regarding CHCL (.3) (Cirrus)	1.7

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Date	Timekeeper	Description	Hours
			<u>39.2</u>

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Paul Ferdinands	Partner	13.7	785.00	10,754.50
Jay Harris	Partner	2.5	740.00	1,850.00
Andrew Metcalf	Partner	4.9	850.00	4,165.00
Isam Salah	Partner	0.3	975.00	292.50
Michael Smith	Partner	1.9	830.00	1,577.00
Todd Amdor	Counsel	1.0	585.00	585.00
Archie Fallon	Associate	5.1	490.00	2,499.00
Elias Sayegh	Associate	2.9	550.00	1,595.00
James Stull	Associate	0.9	610.00	549.00
Evelyn Bellew	Paralegal	5.8	295.00	1,711.00
Missy Heinz	Paralegal	0.2	285.00	57.00
Total		<u>39.2</u>		<u>25,635.00</u>

Expenses Incurred

08/15/12	VENDOR: Soundpath INVOICE#: 4045724600-081912 DATE: 8/19/2012 Readyconference Plus Audio;08/15/2012;Fallon	18.66
	Total Expenses	<u>18.66</u>

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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11/16/12

Invoice No. 9815389
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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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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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	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

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. Lundstrom 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