

FEES FOR SERVICES RENDERED DURING THE COMPENSATION PERIOD

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

<u>Timekeeper Name</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Salah, Isam	Partner	0.4	975	\$ 390.00
Ferdinands, Paul	Partner	16.3	785	12,795.50
Brown, Jaron	Partner	4.0	625	2,500.00
Marooney, Richard	Partner	8.2	730	5,986.00
Metcalf, Andrew	Partner	0.9	850	765.00
Robertson, Brannon	Partner	3.0	545	1,635.00
Straus, Paul	Partner	43.7	720	31,464.00
Jowers, Austin	Partner	0.8	600	480.00
Cox, Anne	Partner	0.3	675	202.50
Elkhouly, Ahmad	Associate	3.0	550	1,650.00
Sayegh, Elias	Associate	7.7	550	4,235.00
Elsbeck, Douglas	Associate	6.0	520	3,120.00
Salo, Matt	Associate	22.1	395	8,729.50
Joffe, David	Associate	38.7	480	18,576.00
Marshall, Jenny	Associate	1.5	605	907.50
Mitchell, Lauren	Associate	0.2	510	102.00
Fallon, Archie	Associate	11.8	490	5,782.00
Bellew, Evelyn	Paralegal	3.6	295	1,062.00
Heinz, Missy	Paralegal	8.9	285	2,536.50
TOTAL		<u>181.1</u>		<u>\$102,918.50</u>

2. The rates charged by K&S for services rendered to the Debtors and non-Debtor members of the Arcapita Group are the same rates that it charges generally for professional services rendered to its non-bankruptcy clients. An itemization of tasks performed by these professionals and paraprofessionals for the Compensation Period for the Debtors is annexed

hereto as **Exhibit A-1**. An itemization of tasks performed by these professionals and paraprofessionals for the Compensation Period for the non-Debtor members of the Arcapita Group (where the Debtors have agreed to be responsible for payment of K&S's fees and expenses) is annexed hereto as **Exhibit A-2**. All tasks performed for the non-Debtor members of the Arcapita Group fall under the Business Operations task code.

EXPENSES INCURRED DURING THE COMPENSATION PERIOD

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

<u>Cost Description</u>	<u>Total</u>
Computer Research - Lexis/Westlaw	\$ 487.73
Document Retrieval	176.03
Postage/Express Mail	0.45
Telephone/Conference Calls	84.08
Transportation	<u>1,099.50</u>
TOTAL	<u>\$1,847.79</u>

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

NOTICE

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

Dated: Atlanta, Georgia
December 20, 2012

KING & SPALDING LLP

/s/ Paul K. Ferdinands
Paul K. Ferdinands
1180 Peachtree Street
Atlanta, Georgia 30309
Telephone: (404) 572-4600
Facsimile: (404) 572-5100

and

Scott Davidson
1185 Avenue of the Americas
New York, New York 10036
Telephone: (212) 556-2100
Facsimile: (212) 556-2222

Special Counsel for the Debtors

Exhibit A-1

Time Records for the Compensation Period
(Bank Matters)

KING & SPALDING

FEDERAL I.D. 58-0520153

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

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

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

Invoice No. 9821880
Invoice Date 12/19/12
Client No. 05241

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

For Professional Services Rendered through 11/30/12:

Fees	\$	75,588.50
Expenses		1,671.76
Total this Invoice	\$	77,260.26

05241 Arcapita Bank B.S.C.(c)
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Page 2**PROFESSIONAL SERVICES**

Date	Timekeeper	Task	Description	Hours
11/07/12	M Heinz	B160	Review October prebills for Bank and Portfolio AP matters	0.8
11/13/12	M Heinz	B160	Prepare October fee statement (2.3) and second fee application (1.0)	3.3
11/14/12	M Heinz	B160	Prepare fee application and monthly fee statement	1.0
11/15/12	M Heinz	B160	Prepare fee application and monthly fee statement	0.7
11/16/12	M Heinz	B160	Revise and file monthly fee statement and prepare fee application	2.1
11/16/12	P Ferdinands	B160	Prepare memoranda to S. Fuller (A&M), M. Heinz, R. Marooney regarding professional fees (.4); review K&S monthly fee statement (October) (.9); review memoranda from S. Fuller, M. Heinz, R. Marooney regarding professional fees (.2)	1.5
11/26/12	P Ferdinands	B160	Prepare King & Spalding Fee Application	2.7
11/27/12	P Ferdinands	B160	Review memoranda from D. Levin, M. Heinz regarding King & Spalding fee application	0.2
11/27/12	P Ferdinands	B160	Prepare memoranda to M. Heinz, I. Salah regarding King & Spalding fee application	0.2
11/27/12	P Ferdinands	B160	Prepare King & Spalding Fee Application	1.7
11/27/12	M Heinz	B160	Revise, prepare for filing, file and serve second interim fee application	1.0
11/05/12	L Mitchell	B190	Attention to preservation of file sharing site for postponed arbitration (Alinda)	0.2
11/05/12	P Straus	B190	Office conferences and e-mail correspondence regarding arguments, responses (Alinda)	0.2
11/05/12	P Straus	B190	Review and revise draft outline of responses to Alinda's mediation arguments and exhibits (Alinda)	1.3
11/05/12	P Straus	B190	Analyze additional responses needed (Alinda)	0.3
11/06/12	P Straus	B190	Review mediation statements (.5); Revise outline of responses to Alinda's arguments (2.9) (Alinda)	3.4
11/07/12	P Straus	B190	Review and analyze mediation statements (Alinda)	0.9
11/07/12	P Straus	B190	Prepare reply outline for mediations (Alinda)	0.8
11/08/12	P Straus	B190	Review and analyze mediation statements (.4); draft outline of reply points for mediation (4.9) (Alinda)	5.3
11/09/12	P Straus	B190	Review and analyze Alinda's mediation statement (.5); Revise draft outline replying to Alinda mediation arguments (4.4) (Alinda)	4.9
11/12/12	P Straus	B190	Review client documents for additional facts and arguments (Alinda)	0.8
11/12/12	D Joffe	B190	Analyze questions and research issues sent by P.	0.5

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Date	Timekeeper	Task	Description	Hours
			Straus in meditation response outline (Alinda)	
11/12/12	P Straus	B190	Draft outline with replies to Alinda's mediation statement and exhibits (Alinda)	3.9
11/12/12	P Straus	B190	E-mail correspondence and office conferences regarding mediation and strategy (Alinda)	0.2
11/12/12	B Robertson	B190	Assist in preparations for upcoming mediation (Alinda)	0.7
11/13/12	P Straus	B190	E-mail correspondence and office conferences regarding response to Alinda mediation points and escrow issues (Alinda)	0.5
11/13/12	D Joffe	B190	Confer with P. Straus regarding research issues for mediation (Alinda)	0.4
11/13/12	P Straus	B190	Review client documents (Alinda)	0.7
11/13/12	R Marooney	B190	Review and prepare correspondence regarding mediation scheduling and strategy (0.2); review and prepare correspondence regarding escrow issues and document review regarding same (0.5) (Alinda)	0.7
11/14/12	P Straus	B190	Review client documents for additional mediation points (Alinda)	0.9
11/15/12	D Joffe	B190	Document review and research relating to issues raised in plaintiff's mediation statement (Alinda)	7.2
11/16/12	D Joffe	B190	Document review and research relating to issues raised in plaintiff's mediation statement (Alinda)	6.4
11/16/12	P Straus	B190	Conference call regarding Mobay (Alinda)	0.6
11/16/12	P Straus	B190	Review client documents for additional mediation points (Alinda)	0.8
11/19/12	P Straus	B190	E-mail correspondence and office conferences regarding reservation of rights, case law, response to Alinda mediation statement (Alinda)	0.5
11/19/12	D Joffe	B190	Document review and research relating to issues raised in plaintiff's mediation statement (Alinda)	3.5
11/19/12	D Joffe	B190	Draft memo summarizing responses to issues raised in plaintiff's mediation statement (Alinda)	3.7
11/20/12	P Straus	B190	Revise draft outline in response to Alinda's mediation statement (Alinda)	2.2
11/20/12	P Straus	B190	Office conferences and e-mail correspondence regarding response to mediation statement and case law (Alinda)	0.7
11/20/12	P Straus	B190	Review case law regarding reservation of rights (Alinda)	1.1
11/20/12	D Joffe	B190	Confer with P. Straus regarding issues in plaintiff's damages calculations (Alinda)	0.4
11/20/12	D Joffe	B190	Review case law and other authority relating to plaintiff's damages calculations (Alinda)	2.9

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Date	Timekeeper	Task	Description	Hours
11/21/12	P Straus	B190	Review and revise response to Alinda mediation statement (Alinda)	2.9
11/21/12	P Straus	B190	Review additional client documents (Alinda)	1.9
11/21/12	P Straus	B190	Office conferences and e-mail correspondence regarding response and strategy (Alinda)	0.9
11/26/12	R Marooney	B190	Document review and analysis to prepare for mediation (Alinda)	2.0
11/27/12	P Straus	B190	Review client documents (Alinda)	0.4
11/27/12	P Straus	B190	Revise draft response to Alinda mediation statement (Alinda)	2.4
11/27/12	P Straus	B190	Analyze Alinda mediation statement (Alinda)	0.5
11/27/12	R Marooney	B190	Document review and analysis to prepare for mediation (Alinda)	3.0
11/27/12	D Joffe	B190	Research and draft memorandum to P. Straus regarding follow-up responses to issues raised in Plaintiffs' mediation statement (Alinda)	2.3
11/27/12	D Joffe	B190	Prepare for mediation session (Alinda)	1.1
11/27/12	P Straus	B190	Office conferences and e-mail correspondence regarding response to mediation statement and mediation strategy (Alinda)	0.5
11/28/12	P Straus	B190	Prepare for mediation (Alinda)	0.2
11/28/12	D Joffe	B190	Prepare for mediation session (Alinda)	0.8
11/29/12	P Straus	B190	E-mail correspondence and office conferences regarding plaintiffs' asserted components of damages and mediation issues (Alinda)	0.4
11/29/12	P Straus	B190	Revise draft response to Alinda mediation outline (Alinda)	2.3
11/29/12	P Straus	B190	Prepare for mediation (Alinda)	0.7
11/29/12	D Joffe	B190	Research and draft memorandum to P. Straus regarding follow-up issues with Plaintiffs' damages calculations (Alinda)	4.9
11/29/12	D Joffe	B190	Prepare for mediation session (Alinda)	0.5
11/30/12	P Straus	B190	Office conferences and e-mail correspondence regarding mediation arguments, issues (Alinda)	0.3
11/30/12	P Straus	B190	Prepare for mediation (Alinda)	0.3
11/30/12	R Marooney	B190	Document review and analysis to prepare for mediation (2.0); review and prepare correspondence regarding same (0.5) (Alinda)	2.5
11/30/12	D Joffe	B190	Review mediation filings and logistics in preparation for meditation (Alinda)	3.3
11/30/12	D Joffe	B190	Prepare for mediation session (Alinda)	0.8
11/02/12	J Marshall	B210	Review PODS waiver and correspond with D. Elsbeck regarding same (Secondary Sale)	0.8

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Date	Timekeeper	Task	Description	Hours
11/07/12	D Elsbeck	B210	Review and revise HV quarterly action report for 3Q2012 (0.8); email correspondence regarding same (0.2) (Secondary Sale)	1.0
11/07/12	J Marshall	B210	Review quarterly action report and discuss same with D. Elsbeck (Secondary Sale)	0.5
11/15/12	D Elsbeck	B210	Telephone call with K. Furman and J. Marshall regarding HV consent for Varel financing (0.3); revise HV consent for PODS financings (0.8) (Secondary Sale)	1.1
11/19/12	J Marshall	B210	Review consent for PODS (Secondary Sale)	0.1
11/19/12	D Elsbeck	B210	Revise PODS debt threshold consent (0.3); draft consent regarding Varel murabaha financing (1.1) (Secondary Sale)	1.4
11/26/12	D Elsbeck	B210	Email correspondence with M. El Tahry regarding Varel consent (Secondary Sale)	0.2
11/27/12	J Marshall	B210	Discuss PODS financing waiver with K. Furman; correspond with D. Elsbeck regarding same (Secondary Sale)	0.1
11/27/12	P Ferdinands	B210	Telephone call with R. James, S. Buschmann, S. Croft et al regarding potential portfolio company change of control issues	0.5
11/28/12	D Elsbeck	B210	Review and revise Varel consent regarding murabaha transaction (0.9); email correspondence regarding same (0.2) (Secondary Sale)	1.1
11/28/12	D Elsbeck	B210	Email correspondence regarding PODS debt threshold consent (Secondary Sale)	0.4
11/29/12	E Sayegh	B210	Discuss amendment of some of the Arcapita Murabahas with A. Metcalf (1.5); begin review of Storapod and Boubyan/3PD for extension of maturity (2.6)	4.1
11/29/12	A Elkhoully	B210	Meeting with A. Metcalf and E. Sayegh regarding amendment to Arcapita WCF murabaha agreements to extend termination dates (0.3); review related Cypress and Bijoux documentation (1.0); prepare requested amendments (0.5); email R. Leclerc regarding Cypress documentation (0.2)	2.0
11/30/12	E Sayegh	B210	Draft of extension amendments for Storapod and Boubyan/3PD	3.6
11/30/12	D Elsbeck	B210	Telephone call with S. Buschmann regarding remedies for potential breach of HV documentation (0.3); email correspondence regarding same (0.5) (Secondary Sale)	0.8
11/30/12	A Cox	B210	Review documents; telephone conference with A. Elkhoully regarding documents (Cypress)	0.3
11/30/12	A Elkhoully	B210	Meeting with E. Sayegh regarding amendments to	1.0

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Date	Timekeeper	Task	Description	Hours
			Arcapita WCF murabaha agreements to extend termination dates (0.5); meeting and telephone call with A. Metcalf regarding the same (0.2); email to A. Kim regarding drafts of amendments and notes regarding certain murabaha agreements (0.3)	
11/30/12	A Metcalf	B210	Telephone call with R. James regarding change of control provisions (0.4); email to K. Miller and J. O'Grady of Gibson Dunn regarding the same (0.2)	0.6
11/01/12	A Metcalf	B230	Follow up on R. James request for increditors for possible Goldman DIP financing	0.3
11/26/12	E Bellew	B240	Review email from K. Si-Ahmed regarding W-8 BENs (0.2); research same on IRS web site (0.2); prepare .pdfs and compose emails to K. S-Ahmed regarding same (0.2)	0.6
11/29/12	E Bellew	B240	Review email from M. Casey regarding real estate matters; review chart drafted by G. Gacevic regarding same; discuss same and compose emails regarding same	0.5
				127.7

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Anne Cox	Partner	0.3	675.00	202.50
Paul Ferdinands	Partner	6.8	785.00	5,338.00
Richard Marooney	Partner	8.2	730.00	5,986.00
Andrew Metcalf	Partner	0.9	850.00	765.00
Brannon Robertson	Partner	0.7	545.00	381.50
Paul Straus	Partner	43.7	720.00	31,464.00
Ahmad Elkhoully	Associate	3.0	550.00	1,650.00
Douglas Elsbeck	Associate	6.0	520.00	3,120.00
David Joffe	Associate	38.7	480.00	18,576.00
Jenny Marshall	Associate	1.5	605.00	907.50
Lauren Mitchell	Associate	0.2	510.00	102.00
Elias Sayegh	Associate	7.7	550.00	4,235.00
Evelyn Bellew	Paralegal	1.1	295.00	324.50
Missy Heinz	Paralegal	8.9	285.00	2,536.50
Total		127.7		75,588.50

Expenses Incurred

11/30/12	Computer Research - Lexis/Westlaw	487.73
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Expenses Incurred

11/30/12	Postage/Express Mail -	0.45
09/26/12	VENDOR: Soundpath INVOICE#: 4045724600-093012 DATE: 9/30/2012 Readyconference Plus Audio;09/26/2012;Marooney	20.30
09/27/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1468540 DATE: 10/10/2012 9/27/2012 23:17;STRAUS;GARDEN CITY, NY;	103.30
09/30/12	VENDOR: Joffe, David INVOICE#: 120017 DATE: 11/19/2012 David Joffe 09/30/2012 - 11/18/2012 , New York: Cab to office (weekend)	8.50
09/30/12	VENDOR: Joffe, David INVOICE#: 120017 DATE: 11/19/2012 David Joffe 09/30/2012 - 11/18/2012 , New York: Cab home	11.00
10/01/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1468540 DATE: 10/10/2012 10/1/2012 23:30;STRAUS;GARDEN CITY, NY;	103.30
10/02/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1468540 DATE: 10/10/2012 10/2/2012 23:29;STRAUS;GARDEN CITY, NY;	103.30
10/03/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1468540 DATE: 10/10/2012 10/3/2012 23:57;STRAUS;GARDEN CITY, NY;	103.30
10/04/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1468540 DATE: 10/10/2012 10/4/2012 23:23;STRAUS;GARDEN CITY, NY;	103.30
10/05/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1469249 DATE: 10/17/2012 10/5/2012 23:22;STRAUS;GARDEN CITY, NY;	103.30
10/07/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1469249 DATE: 10/17/2012 10/7/2012 23:04;STRAUS;GARDEN CITY, NY;	103.30
10/08/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1469249 DATE: 10/17/2012 10/8/2012 23:10;STRAUS;GARDEN CITY, NY;	103.30
10/11/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1469249 DATE: 10/17/2012 10/11/2012 23:50;STRAUS;GARDEN CITY, NY;	103.30
10/15/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1469249 DATE: 10/17/2012 10/15/2012 23:22;STRAUS;GARDEN CITY, NY;	103.30
10/24/12	VENDOR: Soundpath INVOICE#: 4045724600-102812 DATE: 10/28/2012 Readyconference Plus Audio;10/24/2012;Mitchell	63.78
10/24/12	VENDOR: Joffe, David INVOICE#: 120017 DATE: 11/19/2012 David Joffe 09/30/2012 - 11/18/2012 , New York: Taxi home	47.00
Total Expenses		1,671.76

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Task		Hours	Value
B160	Fee/Employment Applications	15.2	7,482.00
B190	Other Contested Matters (excluding assumption/rejection motions)	91.5	56,509.50
B210	Business Operations	19.6	11,017.50
B230	Financing/Cash Collections	0.3	255.00
B240	Tax Issues	1.1	324.50
Total		<u>127.7</u>	<u>75,588.50</u>

Task Summary - Disbursements

E106 Online Research	487.73
E108 Postage	0.45
E110 Out-of-Town Travel	1,099.50
E124 Other	84.08
Expenses	<u>1,671.76</u>

Exhibit A-2

Time Records for the Compensation Period
(Portfolio Matters)

KING & SPALDING

FEDERAL I.D. 58-0520153

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

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

Arcapita Bank B.S.C.(c)
Batelco Commercial Centre - 8th Floor
Bldg 114, Block 304
Al Khalifa Ave, P.O. Box 1406
Manama
BAHRAIN

Invoice No. 9821882
Invoice Date 12/19/12
Client No. 05241

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

For Professional Services Rendered through 11/30/12:

Fees	\$	27,330.00
Expenses		176.03
Total this Invoice	\$	27,506.03

05241 Arcapita Bank B.S.C.(c)
12/19/12Invoice No. 9821882
Page 2**PROFESSIONAL SERVICES**

Date	Timekeeper	Description	Hours
11/01/12	I Salah	Review emails concerning entities involved in sale to Alinda (Falcon)	0.2
11/01/12	M Salo	Research Delaware and Texas corporate filings related to Desert Southwest Storage Hub, LLC and Falcon Northeast Holdings, LLC (0.5); obtain status reports for same (0.1); research Delaware filings for MoBay Storage Hub LLC and place order for certificate of formation (0.4) (MoBay Corporate)	1.0
11/03/12	I Salah	Respond to Arcapita emails regarding status of companies in Falcon structure (Falcon)	0.2
11/05/12	A Fallon	Attention to organizational documents of MoBay Storage Hub and director and officer issues in connection with requests from Mobile Title Company (0.9); correspondence with A. Kim related to director and office information (0.3) (MoBay Corporate)	1.2
11/05/12	P Ferdinands	Prepare memoranda to S. Buschmann regarding board issues (.2); review memoranda from s. Buschmann regarding board issues (.1) (Bijoux)	0.3
11/05/12	M Salo	Research Delaware law related to asset sales by limited liability companies (1.7); draft board resolution of MoBay Storage Holdings, LLC related to company asset sale; draft sole member resolution of MoBay Storage Hub LLC (4.7) (MoBay Corporate)	6.4
11/06/12	P Ferdinands	Prepare minutes from Board meeting (1.6); prepare memoranda to S. Buschmann regarding Board meeting (0.2) (Bijoux)	1.8
11/06/12	M Salo	Draft written consents related to director and officer appointments for Desert Southwest Storage Hub, LLC, Falcon Gas Storage Company, Inc., and GASStorage Funding, Inc. (Falcon)	2.3
11/06/12	M Salo	Draft written consents related to director, manager or officer appoints to MoBay Storage Partners LLC, MoBay Storage Hub LLC, MoBay Storage Holdings, LLC, GASStorage Investments II LLC, GASStorage Funding II, Inc. (3.9); revise Exhibit A to Written Consent of Sole Member of MoBay Storage Hub LLC related to describing real estate sale agreement (0.3) (MoBay Corporate)	4.2
11/07/12	E Bellew	Review emails from M. Salo regarding resolutions to be signed and compose responses (Falcon)	0.6
11/07/12	M Salo	Revise written consent for appointment of manager of GASStorage Investments II LLC (1.1); draft correspondence regarding same to D. Veidt at Global Securitization Services (0.2); conference call with A. Fallon and J. Russo of Global Securitization Services regarding appoint of manager (0.4) (MoBay Corporate)	1.7
11/08/12	E Bellew	Review emails from A. Fallon and A. Kim regarding resolutions	1.3

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Date	Timekeeper	Description	Hours
		for GSS (Gastorage Investments II) (0.3); review email from A. Fallon regarding information request for MoBay Storage Hub (0.2); research minute books and files (0.5); prepare .pdfs and compose response (0.3) (Falcon)	
11/08/12	A Fallon	Conference call with title company per request of T. Nelson related to officer incumbency certificate and due authority to enter real estate transfer contracts (0.5); attention to officer and director replacements (0.4); correspondence with A. Kim, E. Bellew and J. Russo regarding officer and director replacements (0.7) (MoBay Corporate)	1.6
11/08/12	M Salo	Draft incumbency certificate for MoBay Storage Hub LLC (0.3); review Lots and Land Purchase Agreement and correspond with D. Allaire regarding same (1.0); review 3rd A&R LLC Agreement of MoBay Storage Hub LLC and correspond with A. Fallon regarding same (0.9) (MoBay Corporate)	2.2
11/09/12	M Salo	Review executed incumbency certificate for MoBay Storage Hub LLC; draft correspondence to D. Allaire of title company regarding same (MoBay Corporate)	0.3
11/12/12	P Ferdinands	Prepare memoranda to S. Buschmann, A. Metcalf, S. Croft, K. Keough regarding Bayshore engagement letter (.2); review memoranda from S. Buschmann regarding engagement letter (.2); prepare engagement letter (.7) (Bijoux)	1.1
11/12/12	M Salo	Create execution versions of resolutions related to officer and director resignations and appointments (1.3); conference with A. Fallon regarding Board of Managers resolution for MoBay Storage Holdings, LLC (0.2) (MoBay Corporate)	1.5
11/13/12	E Bellew	Review email from A. Fallon and A. Kim (0.1); research minute book and prepare .pdfs (0.3); compose responses regarding organizational documents for GSF II (0.2) (Falcon)	0.6
11/13/12	A Fallon	Attention to requests from A. Kim regarding share option agreements, certificates of incorporation and bylaws, istisna development agreements, debt facilities (2.1); conference with J. Russo regarding GSS services (0.3); correspondence with A. Albright related to corporate documents related to structure collapse; legal due diligence review of structure collapse documents (1.1) (MoBay Corporate)	3.5
11/13/12	P Ferdinands	Prepare Bayshore engagement letter (1.8); prepare memoranda to S. Croft, S. Buschmann, K. Keough, A. Metcalf regarding engagement letter (.3) (Bijoux)	2.1
11/15/12	P Ferdinands	Telephone call with S. Buschmann regarding Bayshore engagement letter (.3); review comments regarding engagement letter (.2); review memoranda from S. Buschmann, S. Zuckerman regarding engagement letter (.2) (Bijoux)	0.7
11/16/12	A Fallon	Conference call with B. Lundstrom, A&M and Gibson Dunn regarding MoBay distributions (0.5); preparation for conference call (0.3) (MoBay Corporate)	0.8

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Date	Timekeeper	Description	Hours
11/16/12	P Ferdinands	Telephone call with S. Buschmann regarding Bayshore engagement letter (.4); prepare Bayshore engagement letter (.9); prepare memoranda to S. Buschmann regarding Bayshore engagement letter (.2) (Bijoux)	1.5
11/16/12	B Robertson	Prepare for and participate in status call (MoBay Corporate)	0.8
11/19/12	P Ferdinands	Prepare memoranda to A. Jowers, S. Buschmann regarding engagement letter (.3); review memoranda from A. Jowers, S. Buschmann regarding engagement letter (.2) (Bijoux)	0.5
11/19/12	M Salo	Draft correspondence regarding and prepare executed resolutions for filing in company minute books (MoBay Corporate)	0.4
11/26/12	J Brown	Review and revise form confidentiality agreement (Bijoux)	2.0
11/26/12	P Ferdinands	Telephone calls with J. Brown, A. Metcalf regarding potential transaction (.3); review form of confidentiality agreement (.3); review memoranda from J. Brown, S. Zuckerman, A. Metcalf regarding potential transaction (.2) (Bijoux)	0.8
11/27/12	J Brown	Review and revise form confidentiality agreement (Bijoux)	1.5
11/27/12	A Fallon	Attention to questions from B. Lundstrom related to distributions (0.7); review balance sheet information (0.5) (MoBay Corporate)	1.2
11/27/12	A Jowers	Emails to and from and conferences with P. Ferdinands and S. Buschmann regarding Bayshore engagement letter (0.4); review and analyze same (0.4) (Bijoux)	0.8
11/27/12	B Robertson	Attention to wind-down distribution issues (MoBay Corporate)	0.3
11/27/12	M Salo	Review written consents appointing directors and officers to MoBay entities; office conference with A. Fallon regarding same (MoBay Corporate)	0.5
11/28/12	J Brown	Telephone conference with S. Zuckerman regarding confidentiality agreement (0.1); revise confidentiality agreement (0.3); review of marketing teaser to be sent to prospective investors (0.1) (Bijoux)	0.5
11/28/12	A Fallon	Attention to questions from B. Lundstrom and T. Nelson related to liabilities of MoBay and distribution issues (1.0); correspondence with A. Kim related to officer and manager appointments and structuring (0.7) (MoBay Corporate)	1.7
11/28/12	P Ferdinands	Review Teaser (.3); prepare memoranda to J. Brown, A. Metcalf regarding potential sale/investment (.2); review memoranda from J. Brown, C. Fultz regarding potential sale/investment (.2) (Bijoux)	0.7
11/28/12	B Robertson	Attention mechanics and effects of shareholder distribution (MoBay Corporate)	0.8
11/29/12	A Fallon	Attention to question from A. Kim regarding distribution and structure of MoBay (0.8); attention to questions regarding GSS services (0.3); review corporate governance documents of Mobay affiliates (0.2); correspondence with B. Lundstrom	1.8

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Date	Timekeeper	Description	Hours
		regarding distributions (0.5) (MoBay Corporate)	
11/29/12	M Salo	Update written consents regarding director and officer appointments (0.4); review original signature pages from H. Thompson (0.1); revise GSS (GASStorage Investments II LLC) Inc. and GASStorage Investments II LLC written consents (0.6) (MoBay Corporate)	1.1
11/30/12	B Robertson	Attention to asset distribution issues (MoBay Corporate)	0.4
11/30/12	M Salo	Revise GSS (GASStorage Investments II LLC) Inc. and GASStorage Investments II LLC resolutions appointing board of managers; correspond with A. Fallon and A. Kim regarding same (Falcon)	0.5
			53.4

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jaron Brown	Partner	4.0	625.00	2,500.00
Paul Ferdinands	Partner	9.5	785.00	7,457.50
Austin Jowers	Partner	0.8	600.00	480.00
Brannon Robertson	Partner	2.3	545.00	1,253.50
Isam Salah	Partner	0.4	975.00	390.00
Archie Fallon	Associate	11.8	490.00	5,782.00
Matt Salo	Associate	22.1	395.00	8,729.50
Evelyn Bellew	Paralegal	2.5	295.00	737.50
Total		53.4		27,330.00

Expenses Incurred

11/01/12	VENDOR: Lambert, Greg INVOICE#: 120201 DATE: 11/9/2012 Gregory Lambert 11/01/2012 - 11/09/2012 , Delaware: 05241-301001 - Delaware Corp Filing #121188201	154.00
11/02/12	VENDOR: Matt Salo INVOICE#: 120091 DATE: 11/27/2012 Matthew Salo 11/02/2012 - 11/02/2012 Houston, Texas: Document retrieval fee	22.03
Total Expenses		176.03