

**Objection deadline: February 1, 2013**

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

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 IN RE: : Chapter 11  
 :  
 ARCAPITA BANK B.S.C.(c), *et al.*, : Case No. 12-11076 (SHL)  
 :  
 Debtors. : Jointly Administered  
 :  
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**SECOND MONTHLY FEE STATEMENT OF  
GCG, INC., AS ADMINISTRATIVE AGENT FOR THE DEBTORS,  
FOR THE PERIOD OF DECEMBER 1, 2012 THROUGH DECEMBER 31, 2012**

Craig Johnson  
as Senior Director, Business Reorganization  
GCG, Inc.

January 18, 2013

FOR PROFESSIONAL SERVICES AND DISBURSEMENTS

Re: Arcapita Bank, B.S.C. (c), *et al.*,  
Debtors and Debtors-in-Possession  
December 1, 2012 through December 31, 2012

Professional services rendered by GCG, Inc.  
as Administrative Agent for the Debtors and Debtors-in-Possession (the "Debtors").

Total Amount of Hourly Compensation for Professional Services	\$11,554.50
Holdback as per Order Granting Debtors Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members dated May 18, 2012 (20%)	(\$2,310.90)
Interim Compensation for Professional Services Excluding Holdback	\$9,243.60
<b>Total Requested Payment</b>	<b><u>\$9,243.60</u></b>

**MONTHLY FEE STATEMENT INDEX**

**Exhibit A Summary of Compensation by Billing Category**

**Exhibit B Summary of Compensation by Timekeeper**

**Exhibit C Detailed Time Entries**

**Exhibit A**

**Summary of Compensation by Billing Category**

**COMPENSATION BY BILLING CATEGORY**

Arcapita Bank B.S.C.(c), *et al.*  
(December 1, 2012 - December 31, 2012)

	BLEND ED RATE	TOTAL HOURS BILLED	TOTAL FEES
Claims Analysis/Advanced Reconciliation	\$295.00	<b>0.7</b>	<b>\$206.50</b>
Fee Application Preparation	\$175.00	<b>0.2</b>	<b>\$35.00</b>
Solicitation	\$210.28	<b>53.8</b>	<b>\$11,313.00</b>
<b>Total</b>	<b>\$211.23</b>	<b>54.7</b>	<b>\$11,554.50</b>

**Exhibit B**

**Summary of Compensation by Timekeeper**

**COMPENSATION BY TIMEKEEPER**

Arcapita Bank B.S.C.(c), *et al.*  
(December 1, 2012 - December 31, 2012)

**1. Claims Analysis/Advanced Reconciliation**

<b>NAME</b>	<b>SENIORITY</b>	<b>BILLING RATE</b>	<b>HOURS</b>	<b>TOTAL DOLLAR VALUE</b>
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	0.7	\$206.50
<b>Total Claims Analysis/Advanced Reconciliation</b>			<b>0.7</b>	<b>\$206.50</b>

**2. Fee Application Preparation**

<b>NAME</b>	<b>SENIORITY</b>	<b>BILLING RATE</b>	<b>HOURS</b>	<b>TOTAL DOLLAR VALUE</b>
Zeiser, Donna	Sr. Project Manager, Bankruptcy	\$175.00	0.2	\$35.00
<b>Total Fee Application Preparation</b>			<b>0.2</b>	<b>\$35.00</b>

**3. Solicitation**

<b>NAME</b>	<b>SENIORITY</b>	<b>BILLING RATE</b>	<b>HOURS</b>	<b>TOTAL DOLLAR VALUE</b>
Stein, Jeffrey	Vice President, Solicitation Services	\$310.00	8.5	\$2,635.00
Johnson, Craig	Sr. Director, Bankruptcy	\$295.00	9.4	\$2,773.00
Leathem, Patrick M.	Ass't Director, Bankruptcy	\$225.00	0.3	\$67.50
Petriano, Karen E.	Ass't Director, Bankruptcy	\$225.00	4.6	\$1,035.00
Hess, Joseph	Sr. Project Manager, Bankruptcy	\$175.00	8.0	\$1,400.00
Zeiser, Donna	Sr. Project Manager, Bankruptcy	\$175.00	0.8	\$140.00
Young, Emily	Bankruptcy Consultant II	\$150.00	19.5	\$2,925.00
Olney, Michael	Contract Attorney	\$125.00	2.7	\$337.50
<b>Total Solicitation</b>			<b>53.8</b>	<b>\$11,313.00</b>

**Exhibit C**

**Detailed Time Entries**



GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
<b>Claims Analysis/Advanced Reconciliation</b>					
12/7/2012	0.7	Johnson, Craig	Claims Analysis/Advanced Reconciliation	\$206.50	Prepared for conference call with Alvarez re: claim objections (.3); participated in conference call with D. Zeiser (GCG) and S. Kotarba (Alvarez) re: claim objections (.4).
<b>Fee Application Preparation</b>					
12/4/2012	0.1	Zeiser, Donna	Fee Application Preparation	\$17.50	Reviewed Certification for hearing.
12/10/2012	0.1	Zeiser, Donna	Fee Application Preparation	\$17.50	Reviewed fee application email in preparation of hearing.
12/10/2012	3.1	Hess, Joseph	Solicitation	\$542.50	Reviewed draft solicitation motion/order (1.1); prepared suggested revisions to same (.8); reviewed case website/ docket re the same (.3); attended team meeting (J. Stein, E. Young and C. Johnson) re same (.9).
12/11/2012	2.1	Hess, Joseph	Solicitation	\$367.50	Attended phone conference with client (S. Kotarba) and Team (J. Stein, E. Young, C. Johnson, K. Petriano) re review of solicitation motion / order, logistics for solicitation process (.4); follow up meeting with Team re same (.2); reviewed ballot forms (.6); incorporated all team changes to ballot forms (.9).
12/12/2012	0.1	Hess, Joseph	Solicitation	\$17.50	Reviewed team email re updates on issues impacting solicitation.
12/18/2012	2.7	Hess, Joseph	Solicitation	\$472.50	Reviewed revised draft Solicitation Motion/Order (.7); reviewed all draft solicitation notices (.6); prepared comments re: suggested revisions to same (.4); reviewed Executory Contract Cure Notice/ Notice of Disclosure Statement Hearing (.4); prepared comments re: suggested revisions to same (.3); communications with Team (J. Stein and E. Young) re review of comments to client (.2); communications with Team (C. Johnson, J. Stein, K. Petriano) re update on solicitation and notice schedule (.1).
12/6/2012	0.4	Johnson, Craig	Solicitation	\$118.00	Gathered information pertaining to solicitation.
12/7/2012	1.7	Johnson, Craig	Solicitation	\$501.50	Gathered information pertaining to solicitation (.8); engaged in solicitation preparations (.9).
12/10/2012	2.6	Johnson, Craig	Solicitation	\$767.00	Edited draft order approving solicitation procedures (1.7); participated in meeting with J. Stein (GCG), J. Hess (GCG) and E. Young (GCG) to discuss changes (.9).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
12/11/2012	2.3	Johnson, Craig	Solicitation	\$678.50	Participated in teleconference with J. Stein (GCG), K. Petriano (GCG), D. Zeiser (GCG), J. Hess (GCG), E. Young (GCG) and Steve Kotarba (Alvarez) re: solicitation timeline/ documents (.4); engaged in follow up with J. Stein, K. Petriano, D. Zeiser, J. Hess, and E. Young re: same (.2); edited ballots (1.2); participated in teleconference with J. Stein (GCG), K. Petriano (GCG) and the Alvarez Team and Gibson Dunn team re: solicitation procedures/timetable (.5).
12/12/2012	0.4	Johnson, Craig	Solicitation	\$118.00	Reviewed GCG's comments to draft solicitation materials.
12/18/2012	1.7	Johnson, Craig	Solicitation	\$501.50	Reviewed drafts of solicitation materials circulated by A. Moskowitz on 12.17.12 (1.6); communications with J. Stein (GCG), K. Petriano (GCG), and J. Hess (GCG) re: timing of solicitation (.1).
12/21/2012	0.3	Johnson, Craig	Solicitation	\$88.50	Worked on solicitation timetable.
12/11/2012	0.3	Leathem, Patrick M.	Solicitation	\$67.50	Communications w/ C. Johnson re Solicitation Notices (.2); research re same (.1).
12/18/2012	2.7	Olney, Michael	Solicitation	\$337.50	Exchanged emails with J. Hess regarding solicitation (.1); revised confirmation hearing notice (1.6); revised notice of non-voting status (.3); revised cure notice (.4); prepared proofreading checklist (.3).
12/10/2012	0.5	Petriano, Karen E.	Solicitation	\$112.50	Communication with D.Zeiser re: draft solicitation procedures motion provided by A&M (.2); reviewed internal correspondence regarding Solicitation Team review (.2) internal correspondence regarding conference call with A&M (.1).
12/11/2012	2.5	Petriano, Karen E.	Solicitation	\$562.50	Reviewed draft solicitation procedures motion/ comments to same (.6); reviewed solicitation procedures checklist prepared by team (.3); call with S.Kotarba, C.Johnson and solicitation team re: same (.4); follow-up discussion with J.Stein, C.Johnson, E.Young and J. Hess (.2); reviewed draft ballots provided by client (.2) correspondence with Solicitation Team re: email address for ballot submission (.3); conference call with client, J. Stein and C.Johnson re: solicitation logistics (.5).
12/12/2012	0.5	Petriano, Karen E.	Solicitation	\$112.50	Call with R. Esposito at A&M regarding voting amounts for certain claims in certain voting classes (.3); prepared email to Solicitation/Case teams summarizing call (.2).
12/18/2012	0.8	Petriano, Karen E.	Solicitation	\$180.00	Reviewed solicitation team comments to draft documents (.3); communications with C.Johnson and J.Stein re: anticipated filing of exclusivity extension motion/ solicitation/ related follow-up (.5).

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
12/21/2012	0.3	Petriano, Karen E.	Solicitation	\$67.50	Reviewed C.Johnson and D.Zeiser emails re: updated time frame for filing of disclosure statement/related motion for approval.
12/10/2012	3.2	Stein, Jeffrey	Solicitation	\$992.00	Suggested revisions to draft of disclosure statement approval motion/proposed order (2.0); conference with C. Johnson, J. Hess and E. Young re same (.9); revised the draft by E. Young of said documents (.3).
12/11/2012	2.3	Stein, Jeffrey	Solicitation	\$713.00	Conference call with K. Petriano, D. Zeiser, solicitation team and K. Kotarba re solicitation issues (.4); conference thereafter with K. Petriano, D. Zeiser and solicitation team re tasks to be performed as follow-up to call (.2); noted suggested revisions to draft of ballots (.6); noted comments to draft by E. Young of solicitation procedures checklist (.6); conference call with C. Johnson, K. Petriano, Gibson Dunn reps and S. Kotarba re solicitation issues (.5).
12/18/2012	3.0	Stein, Jeffrey	Solicitation	\$930.00	Reviewed revised disclosure statement approval motion, proposed order, ballots, notices (2.2); communication with E. Young re disclosure statement approval motion/ order (.1); communications with J. Hess re disclosure statement approval motion/ order (.2); reviewed revised draft by E. Young of disclosure statement approval motion/ order (.1); email to E. Young with comment thereto (.1); communication with J. Hess and E. Young re comments to ballots/ notices (.2); communication with C. Johnson, J. Hess and K. Petriano re exclusivity status/ logistics re mailing of notice of disclosure statement hearing (.1).
12/7/2012	0.3	Young, Emily	Solicitation	\$45.00	Reviewed communications in preparation for solicitation.
12/10/2012	7.2	Young, Emily	Solicitation	\$1,080.00	Reviewed draft motion to approve solicitation procedures/ related order for purpose of preparing for upcoming solicitation (2.4); drafted internal checklist for purpose of preparing for upcoming solicitation (1.9); meeting with J. Stein, C. Johnson & J. Hess regarding comments to draft motion and order (.9); revised draft motion/order (1.7); communicated with S. Kotarba re same (.3).
12/11/2012	2.5	Young, Emily	Solicitation	\$375.00	Participated in call with S. Kotarba & case team re solicitation (.4); participated in meeting with case team re same (.2); communicated with S. Kotarba re solicitation timeframe (.3); reviewed draft ballots (.6); revised solicitation procedures checklist for purpose of preparing for solicitation (1.0).
12/12/2012	0.3	Young, Emily	Solicitation	\$45.00	Reviewed motion to extend exclusivity re solicitation timeframe.

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
12/17/2012	1.0	Young, Emily	Solicitation	\$150.00	Communications with counsel and team re disclosure statement mailing / deadlines (.3); communications with counsel regarding draft solicitation documents (.3); begin preliminary review of draft documents (.4).
12/18/2012	4.4	Young, Emily	Solicitation	\$660.00	Reviewed draft disclosure statement approval motion / order (.9); reviewed draft ballot forms (1.2); revised draft motion/ order (1.5); revised draft notices (.4); communicated with counsel re revisions to draft solicitation documents (.3); communicated with C. Johnson re timing of disclosure statement filing/related services (.1).
12/19/2012	3.6	Young, Emily	Solicitation	\$540.00	Updated internal solicitation checklist/protocol.
12/20/2012	0.2	Young, Emily	Solicitation	\$30.00	Updated solicitation procedures checklist.
12/11/2012	0.8	Zeiser, Donna	Solicitation	\$140.00	Attended conference call with S. Kotarba, J. Stein, C. Johnson, K. Petriano, E. Young and J. Hess regarding preparation for solicitation (.4); conferred with GCG group regarding details of timeframes (.2); communications with C. Johnson and K. Petriano regarding details of hearing notice mailings/ translated versions for same (.2).

**Total Billing Amount: \$11,554.50**