

Objection Deadline: February 6, 2013 at 10:00 p.m. (Prevailing Eastern Time)

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

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

**EIGHTH STATEMENT SUBMITTED IN COMPLIANCE WITH ORDER PURSUANT TO 11
U.S.C. §§ 105(a) AND 331 ESTABLISHING PROCEDURES FOR INTERIM MONTHLY
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS
FOR THE PERIOD DECEMBER 1, 2012 THROUGH DECEMBER 31, 2012**

The statement (“Fee Statement”) of FTI Consulting, Inc. (“FTI”) as financial advisor to the Official Committee of Unsecured Creditors of Arcapita Bank B.S.C.(c), et al., debtors and debtors in possession, (collectively, the “Debtors”) in accordance with the Order Granting Debtors' Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members [Docket No. 159] Pursuant to sections 105(a) and 331, of title 11, United States Code (the “Order”) entered by the Honorable Sean H. Lane, United States Bankruptcy Judge, of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY, on May 18, 2012, does respectfully represent and allege as follows:

1. The fees and disbursements billed during the period from December 1, 2012 through and including December 31, 2012 (the “Eighth Period”) amount to:

	<u>Eighth Period</u> <u>(12/1/12-12/31/12)</u>
Fees	\$ 217,503.50
Less: 20% Holdback	(43,500.70)
Fees Incurred at 80%	174,002.80
Disbursements	3,776.47
TOTAL	<u>\$ 177,779.27</u>

As stated in the FTI Retention Application, FTI has agreed to seek compensation on an hourly basis, plus reimbursement of actual and necessary expenses for the Eighth Period. Total fees for the Eighth Period based on our prevailing billing rates were \$217,503.50 for a total of 353.6 hours. FTI seeks 80% of the requested fees in the amount of \$174,002.80 and 100% of expenses in the amount of \$3,776.47 for the Eighth Period.

2. The professionals providing services and the aggregate hours spent by each professional during the Eighth Period is set forth in the schedule annexed hereto as Exhibit "A".

3. A summary of time charges under each task code during the Eighth Period is set forth in the schedule annexed hereto as Exhibit "B".

4. Detailed time entry by task code during the Eighth Period is set forth in the schedule annexed hereto as Exhibit "C".

5. A summary of disbursements is set forth in the schedule annexed hereto as Exhibit "D".

6. A detailed breakdown of the expenses is in the schedule annexed hereto as Exhibit "E".

7. The professionals at FTI record all of their time expended in connection with this engagement in increments of tenths (1/10) of an hour. The time recorded to matters is thereafter billed at the prevailing hourly rates. Disbursements, as they are recorded in FTI's computer records, are thereafter generally billed to each client as applicable. The disbursements in this Fee Statement conform with the limits set forth in Administrative Order M-389 of the United States Bankruptcy Court for the Southern District of New York, dated November 25, 2009.

Dated: New York, New York
January 23, 2013

FTI CONSULTING, INC.
Financial Advisors to the Official Committee of Unsecured
Creditors of Arcapita Bank B.S.C.(c), Inc., et al.

By: /s/ Samuel Star
Samuel Star
Senior Managing Director
Three Times Square
New York, New York 10036
(212) 841-9368

****The fees and disbursements requested in this Fee Statement shall be authorized to be paid to the requesting party by the Debtors without further Notice and without a hearing unless, within fourteen (14) days after service of this Fee Statement, an objection is filed with the Clerk of the Bankruptcy Court and served upon FTI Consulting Inc. and those parties identified in the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals**

**Please Remit Payment To: FTI Consulting, Inc.
P.O. Box 418178
Boston, MA 02241-8178**

**Wire Payment To: Bank of America, NA
Rockville, MD 20852
Account #: 003939577164
ABA #: 026009593**

**ACH Payments To: Bank of America, NA
Rockville, MD 20852
Account #: 003939577164
ABA #: 052001633**

EXHIBIT A
ARCAPITA BANK B.S.C.(c), CASE NO. 12-11076
SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD DECEMBER 1, 2012 TO DECEMBER 31, 2012

Professional	Position	Billing Rate	Total Hours	Total Fees
Star, Samuel	Senior Managing Director	\$ 895.00	62.2	\$ 55,669.00
Balcom, James	Managing Director	745.00	75.3	56,098.50
Hain, Danielle	Managing Director	745.00	40.6	30,247.00
Dass, Premjit	Managing Director	675.00	2.1	1,417.50
Ng, William	Director	640.00	72.7	46,528.00
Topper, Patrick	Consultant	315.00	99.4	31,311.00
Moore, Teresa	Associate	200.00	1.3	260.00
SUBTOTAL			353.6	\$ 221,531.00
Less: 50% discount for non-working travel time				(4,027.50)
TOTAL			353.6	\$ 217,503.50

EXHIBIT B
ARCAPITA BANK B.S.C.(c), CASE NO. 12-11076
SUMMARY OF HOURS BY TASK
FOR THE PERIOD DECEMBER 1, 2012 TO DECEMBER 31, 2012

Task Code	Task Description	Total Hours	Total Fees
1	Analysis of Current Operating Results & Events	23.1	\$ 9,916.50
2	Analysis and Monitoring of the Company's Liquidity/ Treasury Cash Management	113.3	59,747.50
3	Financing Matters (DIP, Exit, Other)	0.3	223.50
11	Prepare for and Attend Court Hearings	2.1	1,879.50
13	Analysis of Bankruptcy Motions/Orders	3.4	1,071.00
15	Analysis/Review of Interco Claims, Accounting, RP, Trans, and Subcon	113.2	80,215.50
16	Analysis, Negotiate and Form of POR & DS	24.7	20,969.50
18	Potential Avoidance Actions & Litigation	7.6	5,397.00
19	Case Management	0.2	179.00
21	General Mtgs with UCC & UCC Counsel	35.5	25,144.50
22	Meetings with Other Parties	3.3	2,953.50
24	Preparation of Fee Application	17.9	5,779.00
25	Travel Time	9.0	8,055.00
SUBTOTAL		353.6	\$ 221,531.00
Less: 50% discount for non-working travel time			(4,027.50)
TOTAL		353.6	\$ 217,503.50

EXHIBIT C
ARCAPITA BANK B.S.C.(c)., CASE NO. 12-11076
DETAIL OF TIME ENTRIES
FOR THE PERIOD DECEMBER 1, 2012 TO DECEMBER 31, 2012

Task Category	Date	Professional	Hours	Activity
1	12/3/2012	Topper, Patrick	0.6	Reconcile actual cash flows from 9/16/12 - 11/17/12 with original DIP budget.
1	12/4/2012	Balcom, James	1.5	Review FTI budget vs. actual report for the four weeks ended 11/10/12.
1	12/6/2012	Balcom, James	1.2	Comment on FTI budget vs. actual report for the four weeks ended 11/10/12.
1	12/6/2012	Balcom, James	0.3	Participate in meeting with P. Topper (FTI) to discuss FTI budget vs. actual report for the four weeks ended 11/10/12.
1	12/6/2012	Balcom, James	1.2	Review FTI budget vs. actual report for the four weeks ended 11/10/12.
1	12/6/2012	Topper, Patrick	0.3	Participate in meeting with J. Balcom (FTI) to discuss FTI budget vs. actual report for the four weeks ended 11/10/12.
1	12/6/2012	Topper, Patrick	0.8	Revise budget vs. actual report for the four week period ending 11/10/12.
1	12/7/2012	Star, Samuel	0.3	Review budget vs. actual results through 11/10/12.
1	12/10/2012	Topper, Patrick	0.2	Communicate with Milbank re: bank account balances as of petition date.
1	12/12/2012	Star, Samuel	0.1	Review latest budget to actual cash flow results.

1	12/12/2012	Topper, Patrick	0.4	Revise budget vs. actual report for the four week period ending 11/10/12.
1	12/18/2012	Topper, Patrick	2.3	Analyze professional fees paid to Debtor professionals through November 2012.
1	12/18/2012	Topper, Patrick	1.8	Continue to analyze professional fees paid to UCC professionals through November 2012.
1	12/19/2012	Balcom, James	1.4	Review FTI historical professional fees paid.
1	12/19/2012	Topper, Patrick	0.6	Analyze actual monthly run-rates by professional from petition date through 12/19/12.
1	12/19/2012	Topper, Patrick	2.3	Compare professional fees paid vs. those filed with the Court by professional.
1	12/20/2012	Topper, Patrick	2.1	Prepare charts detailing fees submitted by professional through 12/19/12.
1	12/28/2012	Topper, Patrick	2.1	Prepare analysis of actual weekly cash flows for budget vs. actual report for the four weeks ending 12/8/12.
1	12/28/2012	Topper, Patrick	1.2	Prepare liquidity analysis for budget vs. actual report for the four weeks ending 12/8/12.
1	12/28/2012	Topper, Patrick	2.4	Prepare variance analysis for budget vs. actual report for the four weeks ending 12/8/12.
1 Total			23.1	
2	12/3/2012	Balcom, James	0.5	Participate in call with A&M re: critical vendor request.

2	12/3/2012	Balcom, James	1.2	Participate in meeting with P. Topper (FTI) to discuss five week budget ended 1/19/13.
2	12/3/2012	Balcom, James	2.2	Review updated DIP budget.
2	12/3/2012	Topper, Patrick	0.4	Participate in call with A&M re: budget covering the period 12/16/12 - 1/19/12, cash management approval process, and critical vendor payments.
2	12/3/2012	Topper, Patrick	1.2	Participate in meeting with J. Balcom (FTI) to discuss five week budget ended 1/19/13.
2	12/3/2012	Topper, Patrick	0.3	Reconcile forecasted cash flows from 11/18/12 - 3/30/13 in latest DIP budget with original DIP budget.
2	12/4/2012	Balcom, James	0.4	Email with Milbank re: proposed critical vendor payment.
2	12/4/2012	Balcom, James	0.8	Email with Milbank re: proposed VAT payments.
2	12/4/2012	Balcom, James	0.3	Participate in call with J. Gordon (A&M) re: proposed VAT payment.
2	12/4/2012	Balcom, James	0.3	Participate in call with M. Craft (A&M) re: proposed VAT payment.
2	12/4/2012	Topper, Patrick	0.6	Begin preparation of budget report covering the period 12/16/12 - 1/19/13.
2	12/5/2012	Balcom, James	0.4	Participate in call with N. Kamphaus (Milbank) and P. Topper (FTI) re: proposed VAT tax payment.
2	12/5/2012	Topper, Patrick	1.7	Analyze budget covering 12/16/12 - 1/19/13 for significant activity.

2	12/5/2012	Topper, Patrick	0.6	Develop questions for A&M re: budget covering 12/16/12 - 1/19/13.
2	12/5/2012	Topper, Patrick	0.4	Participate in call with N. Kamphaus (Milbank) and J. Balcom (FTI) re: VAT tax payment.
2	12/5/2012	Topper, Patrick	0.9	Prepare analysis of budgeted Arcapita cash flows for the period 12/16/12 - 1/19/13 on a consolidated basis.
2	12/5/2012	Topper, Patrick	1.3	Prepare liquidity analysis for budget report covering 12/16/12 - 1/19/13.
2	12/6/2012	Balcom, James	0.3	Email with Milbank re: Arcsukuk entity liquidation.
2	12/6/2012	Topper, Patrick	0.5	Participate in call with A&M re: proceeds from exits in budget covering 12/16/12 - 1/19/13.
2	12/6/2012	Topper, Patrick	0.4	Prepare staff expenses analysis for budget report covering the period 12/16/12 - 1/19/13.
2	12/7/2012	Balcom, James	0.7	Participate in meeting with P. Topper (FTI) to discuss five week budget for the period beginning 12/16/12.
2	12/7/2012	Star, Samuel	0.5	Review status of budget covering the period 12/16/12 - 1/19/13.
2	12/7/2012	Topper, Patrick	0.4	Develop questions for A&M re: budget covering the period 12/16/12 - 1/19/13.
2	12/7/2012	Topper, Patrick	0.7	Participate in meeting with J. Balcom (FTI) to discuss five week budget for the period beginning 12/16/12.
2	12/7/2012	Topper, Patrick	0.4	Participate in call with Milbank re: SCB settlement and the latest DIP budget.

2	12/7/2012	Topper, Patrick	1.7	Prepare analysis of budgeted Debtor cash flows for the period 12/16/12 - 1/19/13.
2	12/7/2012	Topper, Patrick	1.4	Prepare analysis of non-debtor budgeted cash flows for the period 12/16/12 - 1/19/13.
2	12/9/2012	Topper, Patrick	1.2	Continue to prepare budget report for the five week period ending 1/19/13.
2	12/9/2012	Topper, Patrick	2.4	Prepare budget report for the five week period ending 1/19/13.
2	12/10/2012	Balcom, James	3.3	Comment on FTI draft report on Arcapita's budget for the five weeks ended 1/19/13.
2	12/10/2012	Balcom, James	0.8	Participate in meeting with P. Topper (FTI) re: FTI draft budget report.
2	12/10/2012	Balcom, James	3.5	Review FTI draft report on Arcapita's budget for the five weeks ended 1/19/13.
2	12/10/2012	Topper, Patrick	1.4	Continue to make revisions to budget report covering the five week period ending 1/19/13.
2	12/10/2012	Topper, Patrick	1.2	Continue to revise budget report for the five week period ending 1/19/13 re: available liquidity.
2	12/10/2012	Topper, Patrick	0.8	Continue to revise budget report for the five week period ending 1/19/13 re: non-Debtor cash flows.
2	12/10/2012	Topper, Patrick	1.9	Continue to update budget report covering the five weeks ended 1/19/13 re: consolidated cash flows.
2	12/10/2012	Topper, Patrick	0.8	Participate in meeting with J. Balcom (FTI) re: FTI draft budget report.

2	12/10/2012	Topper, Patrick	1.4	Update exhibits pertaining to Debtors' cash flow for the budget report covering 12/16/12 - 1/19/13.
2	12/11/2012	Topper, Patrick	0.2	Participate in call with Milbank re: cash management protocols.
2	12/12/2012	Balcom, James	2.5	Continue to review draft version of Arcapita five week budget for the period ended 1/19/13.
2	12/12/2012	Balcom, James	3.2	Review draft version of Arcapita five week budget for the period ended 1/19/13.
2	12/12/2012	Balcom, James	0.9	Review professionals fees for the period ended 1/19/13.
2	12/12/2012	Topper, Patrick	0.4	Analyze payment to SCB included in the budget covering the five week period ending 1/19/13.
2	12/12/2012	Topper, Patrick	0.2	Participate in call with A&M to discuss requested cash disbursements in budget covering the five week period ending 1/19/13.
2	12/12/2012	Topper, Patrick	0.2	Participate in call with Milbank to discuss proposed disbursements in the budget covering the five week period ending 1/19/13.
2	12/13/2012	Balcom, James	0.3	Participate in call with Milbank re: proposed cash budget covering the five week period ending 1/19/13.
2	12/13/2012	Balcom, James	3.1	Review Arcapita's five week budget ended 1/19/13.
2	12/13/2012	Balcom, James	0.4	Review email from S. Fuller (A&M) re: changes to five week projections ended 1/19/13.
2	12/13/2012	Topper, Patrick	0.6	Participate in call with Milbank re: proposed cash budget covering the five week period ending 1/19/13.

2	12/14/2012	Balcom, James	0.3	Email with N. Kamphaus (Milbank) re: Arcapita five week budget ended 1/19/13 filed with the court.
2	12/14/2012	Balcom, James	0.3	Participate in call with J. Makuch (A&M) re: five week budget ended 1/19/13.
2	12/14/2012	Balcom, James	2.8	Review Arcapita budget for the five weeks ended 1/19/13.
2	12/14/2012	Balcom, James	0.8	Review deal fundings in five week budget ended 1/19/13.
2	12/14/2012	Balcom, James	1.6	Review updated budget from A&M for the five weeks ended 1/19/13 with reconciliation from the previous budget.
2	12/14/2012	Topper, Patrick	2.2	Review payments requested to be paid during three-day GAP period covering 12/16/12 - 12/18/12.
2	12/14/2012	Topper, Patrick	2.6	Update budget report for the five week period ending 1/19/13 to reflect changes made by A&M.
2	12/15/2012	Balcom, James	3.2	Comment on FTI draft budget report for the five weeks ended 1/19/13.
2	12/15/2012	Balcom, James	0.4	Emails with Milbank re: five week budget through 1/19/13.
2	12/15/2012	Balcom, James	1.4	Review Debtor budget model for the five weeks ended 1/19/13.
2	12/15/2012	Balcom, James	0.4	Review projected G&A expenses for the five weeks ended 1/19/13.
2	12/15/2012	Balcom, James	0.5	Review projected P3 cash flows for the five weeks ended 1/19/13.

2	12/15/2012	Balcom, James	0.9	Review projected staff expense payments for the five weeks ended 1/19/13.
2	12/15/2012	Balcom, James	0.4	Review projected VAT tax payments for the five weeks ended 1/19/13.
2	12/15/2012	Balcom, James	3.2	Review updated draft FTI budget report for the five weeks ended 1/19/13.
2	12/16/2012	Balcom, James	0.3	Participate in call with J. Makuch (A&M) re: five week budget ended 1/19/13.
2	12/16/2012	Balcom, James	0.5	Participate in call with N. Kamphaus (Milbank) re: five week budget ended 1/19/13.
2	12/16/2012	Balcom, James	3.5	Review updated draft of FTI report re: Arcapita five week budget for the period ended 1/19/13.
2	12/16/2012	Star, Samuel	0.5	Review report to Committee re: proposed budget for five weeks ending January 19.
2	12/16/2012	Topper, Patrick	0.9	Continue to review requests to make payments during the three-day budget gap covering the period 12/16 - 12/18.
2	12/16/2012	Topper, Patrick	1.8	Continue to revise budget report covering the five week period ending 1/19/13 re: DIP availability.
2	12/16/2012	Topper, Patrick	0.7	Review updated budget report covering the five week period ending 1/19/13.
2	12/16/2012	Topper, Patrick	2.3	Revise budget report covering the five week period ending 1/19/13 re: recommendations for the Committee.
2	12/17/2012	Topper, Patrick	0.8	Continue to revise budget report for the five weeks ending 1/19/13.

2	12/17/2012	Topper, Patrick	1.4	Prepare DIP portion of budget report for the five week period ending 1/19/13.
2	12/17/2012	Topper, Patrick	1.2	Review budget report for the five week period ending 1/19/13.
2	12/17/2012	Topper, Patrick	2.1	Revise budget report for the five weeks ending 1/19/13 to reflect Debtors' request to make additional disbursements.
2	12/18/2012	Balcom, James	0.9	Prepare presentation re: five week budget ended 1/19/13 for UCC call.
2	12/18/2012	Topper, Patrick	0.7	Analyze professional fees for upcoming Committee call.
2	12/18/2012	Topper, Patrick	1.1	Prepare professional fees analysis as requested by Committee.
2	12/18/2012	Topper, Patrick	0.9	Review treatment of 20% monthly fee holdback for each professional.
2	12/19/2012	Balcom, James	0.3	Prepare email to Milbank re: professional fee payments.
2	12/19/2012	Balcom, James	0.5	Participate in call with J. Makuch (A&M) re: professional fee payments.
2	12/19/2012	Balcom, James	1.0	Review Arcapita projected professional fees.
2	12/19/2012	Topper, Patrick	0.5	Analyze projected monthly run rates by professional from December 2012 through March 31, 2013.
2	12/19/2012	Topper, Patrick	0.7	Communicate with A&M re: preparation of professional fees summary.

2	12/19/2012	Topper, Patrick	1.4	Continue to prepare professional fees summary.
2	12/19/2012	Topper, Patrick	1.6	Review all professional fee payments made through 12/19/12.
2	12/20/2012	Balcom, James	1.3	Continue to review Arcapita professional fees.
2	12/20/2012	Balcom, James	0.7	Review FTI draft professional fees report.
2	12/20/2012	Balcom, James	0.9	Continue to review FTI draft report re: professional fees.
2	12/20/2012	Topper, Patrick	1.8	Prepare charts detailing projected professional fee payments through 3/31/13.
2	12/20/2012	Topper, Patrick	1.7	Reconcile A&M professional fee file with statements submitted to the Court.
2	12/20/2012	Topper, Patrick	1.2	Review professional fees summary prepared for Committee.
2	12/21/2012	Balcom, James	0.9	Comment on draft FTI Professional fee FTI report.
2	12/21/2012	Balcom, James	2.0	Review draft FTI Professional fee FTI report.
2	12/21/2012	Topper, Patrick	0.3	Communicate with Milbank re: professional fee report.
2	12/21/2012	Topper, Patrick	1.9	Continue to prepare professional fee report for the Committee.

2	12/21/2012	Topper, Patrick	1.6	Review professional fee report for Committee.
2	12/21/2012	Topper, Patrick	0.7	Revise professional fees report for submission to Committee.
2	12/24/2012	Balcom, James	0.2	Email to Milbank re: holdback payments.
2	12/24/2012	Balcom, James	0.3	Review email from A&M re: holdback payments.

2 Total **113.3**

3	12/9/2012	Balcom, James	0.3	Review email from E. Fleck (Milbank) re: SCB loan.
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3 Total **0.3**

11	12/18/2012	Star, Samuel	2.1	Attend hearing re: DIP financing exclusivity, cash budget, fee applications, etc.
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11 Total **2.1**

13	12/3/2012	Topper, Patrick	0.1	Prepare docket update email.
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13	12/3/2012	Topper, Patrick	0.3	Review court docket updates related to Arcapita case.
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13	12/5/2012	Topper, Patrick	0.1	Prepare docket update email.
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13	12/5/2012	Topper, Patrick	0.3	Review court docket updates related to Arcapita case.
13	12/11/2012	Topper, Patrick	0.1	Prepare docket update email.
13	12/11/2012	Topper, Patrick	0.4	Review court docket updates related to Arcapita case.
13	12/12/2012	Topper, Patrick	0.2	Prepare docket update email.
13	12/12/2012	Topper, Patrick	0.3	Review court docket updates related to Arcapita case.
13	12/13/2012	Topper, Patrick	0.1	Prepare docket update email.
13	12/13/2012	Topper, Patrick	0.3	Review court docket updates related to Arcapita case.
13	12/19/2012	Topper, Patrick	0.2	Prepare docket update email.
13	12/19/2012	Topper, Patrick	0.4	Review court docket updates related to Arcapita case.
13	12/21/2012	Topper, Patrick	0.2	Prepare docket update email.
13	12/21/2012	Topper, Patrick	0.4	Review court docket updates related to Arcapita case.

13 Total

3.4

15	12/1/2012	Hain, Danielle	0.4	Provide comments to recharacterization memo.
15	12/1/2012	Star, Samuel	0.4	Participate in discussions with Counsel re: intercompany activity accounting.
15	12/1/2012	Star, Samuel	1.5	Prepare for presentation to Committee re: intercompany account analysis.
15	12/1/2012	Star, Samuel	1.2	Review revised drafts of Counsel's intercompany memo.
15	12/1/2012	Star, Samuel	0.9	Review revised report re: intercompany balance analysis.
15	12/3/2012	Balcom, James	0.4	Review intercompany split analysis.
15	12/3/2012	Hain, Danielle	0.5	Review intercompany consolidated balances.
15	12/3/2012	Ng, William	0.8	Analyze impact on AIHL intercompany balance assuming ALTHL was not formed.
15	12/3/2012	Star, Samuel	0.5	Prepare for presentation for Committee re: intercompany analysis.
15	12/4/2012	Hain, Danielle	0.5	Participate in discussion with Counsel and Committee members re: intercompany dividends.
15	12/4/2012	Hain, Danielle	1.2	Review accounting for payables to WCF companies and alternative treatment.
15	12/4/2012	Ng, William	2.8	Analyze dividend activity to AIHL with respect to the working capital facility entities.

15	12/4/2012	Ng, William	0.6	Analyze variances in potential recharacterization with respect to different intercompany balances.
15	12/4/2012	Star, Samuel	0.7	Analyze potential impact on intercompany balance of adjustments to recorded transactions.
15	12/4/2012	Star, Samuel	1.2	Participate in discussions with Counsel re: intercompany account treatment.
15	12/4/2012	Star, Samuel	1.2	Participate in discussions with Counsel and Committee members re: intercompany dividends.
15	12/5/2012	Hain, Danielle	0.6	Participate in call with Counsel to discuss intercompany recharacterization analysis in advance of London meetings.
15	12/5/2012	Hain, Danielle	1.1	Review impact on intercompany of consolidating intercompany debt balances.
15	12/5/2012	Ng, William	0.6	Participate in call with Milbank to discuss intercompany balances with respect to the working capital facility entities.
15	12/5/2012	Star, Samuel	0.9	Review journal entries by entity for various intercompany activities.
15	12/6/2012	Hain, Danielle	0.7	Review consolidated financials for discussion on intercompany compliance with Shar'iah.
15	12/6/2012	Hain, Danielle	1.1	Review private placement memorandums for intercompany treatment.
15	12/6/2012	Ng, William	3.2	Review due diligence materials for treatment of intercompany transactions with respect to Shari'ah compliance.
15	12/6/2012	Ng, William	2.9	Review private placement memorandums with respect to treatment of intercompany transactions.

15	12/7/2012	Balcom, James	0.8	Participate in call with S. Star (FTI) and D. Hain (FTI) of debrief re: London UCC meeting.
15	12/7/2012	Hain, Danielle	0.8	Participate in call with S. Star (FTI) and J. Balcom (FTI) of debrief re: London UCC meeting.
15	12/7/2012	Hain, Danielle	0.5	Review accounting treatment for WCF dividends.
15	12/7/2012	Hain, Danielle	0.8	Review update on key intercompany issues re: meeting in London.
15	12/7/2012	Ng, William	1.2	Analyze muradaba structure with respect to private placements.
15	12/7/2012	Ng, William	2.6	Analyze treatment of intercompany claims with respect to Shari'ah compliance.
15	12/7/2012	Star, Samuel	0.7	Participate in call with D. Hain (FTI) and J. Balcom (FTI) of debrief re: London UCC meeting.
15	12/7/2012	Star, Samuel	0.2	Review Arcapita financial statements for AAOFII disclosures.
15	12/11/2012	Hain, Danielle	0.5	Participate in call with A&M re: AAOII impact on intercompany transaction accounting.
15	12/11/2012	Hain, Danielle	0.8	Review GDC subcon analysis.
15	12/11/2012	Hain, Danielle	1.9	Review private placement memorandums for significant deals for intercompany considerations.
15	12/11/2012	Ng, William	1.3	Analyze accounting considerations of intercompany transactions as debt.

15	12/11/2012	Ng, William	3.2	Review private placement memorandums from the Debtors' data site with respect to investment structures.
15	12/11/2012	Ng, William	0.7	Review substantive consolidation disclosure prepared by the Debtors.
15	12/11/2012	Star, Samuel	0.2	Develop work plan for addressing further queries on intercompany claims.
15	12/11/2012	Star, Samuel	0.3	Participate in call with A&M re: AAOII impact on intercompany transaction accounting.
15	12/11/2012	Star, Samuel	0.1	Research AAOII standards.
15	12/12/2012	Hain, Danielle	0.5	Participate in call with FTI office re: knowledge of AAOFI standards.
15	12/12/2012	Hain, Danielle	0.6	Review counsel request re: accounting treatment for Lusail transaction.
15	12/12/2012	Hain, Danielle	1.4	Review private placement memorandums for significant deals for intercompany considerations.
15	12/12/2012	Ng, William	0.6	Analyze Lusail investment per intercompany detail provided by the Debtors.
15	12/12/2012	Star, Samuel	0.4	Review sample PPM language re: investment structures.
15	12/13/2012	Hain, Danielle	0.4	Participate in call with A&M to discuss intercompany request and sub con.
15	12/13/2012	Hain, Danielle	0.3	Review response from A&M re: intercompany request related to accounting standards.

15	12/13/2012	Hain, Danielle	0.4	Review selections of deals to review intercompany accounting treatment.
15	12/13/2012	Ng, William	1.8	Analyze information provided by Debtors for disclosure on the impact of intercompany transactions on investor positions.
15	12/13/2012	Ng, William	0.4	Participate in call with A&M to discuss intercompany request and sub con.
15	12/13/2012	Ng, William	3.2	Prepare summary schedule of sample selection for intercompany diligence request.
15	12/13/2012	Star, Samuel	0.2	Develop approach to intercompany claim review.
15	12/13/2012	Star, Samuel	0.1	Investigate AAOII standards for intercompany accounting.
15	12/13/2012	Star, Samuel	0.2	Participate in call with Debtors re: intercompany claim review.
15	12/13/2012	Star, Samuel	0.2	Participate in discussions with Committee member re: documentation for intercompany transaction.
15	12/14/2012	Hain, Danielle	0.5	Participate in conference call with Debtors re: intercompany transaction documentation and treatment.
15	12/14/2012	Hain, Danielle	0.6	Review request list for Debtor re: intercompany transactions.
15	12/14/2012	Ng, William	1.1	Participate in call with the Company to discuss treatment of intercompany transactions with respect to investments.
15	12/14/2012	Ng, William	1.8	Prepare investment documentation diligence request list.

15	12/14/2012	Ng, William	0.4	Review intercompany update memo to the Committee.
15	12/14/2012	Star, Samuel	0.5	Participate in conference call with Debtors re: intercompany transaction documentation and treatment.
15	12/14/2012	Star, Samuel	0.5	Participate in discussions with Counsel re: intercompany transactions documentation and treatment.
15	12/14/2012	Star, Samuel	0.1	Prepare for call with Debtors re: intercompany transactions.
15	12/15/2012	Ng, William	1.4	Prepare intercompany claim review status update report for the Committee.
15	12/16/2012	Hain, Danielle	0.6	Review status update re: intercompany review to the Committee.
15	12/16/2012	Star, Samuel	0.1	Participate in discussions with Counsel re: intercompany investigation.
15	12/16/2012	Star, Samuel	0.2	Review status report to Committee re: intercompany investigation.
15	12/18/2012	Hain, Danielle	0.4	Participate in call with A&M re: intercompany accounts.
15	12/19/2012	Hain, Danielle	2.1	Review documents related to Dalkia transaction to review potential impact on intercompany treatment.
15	12/19/2012	Hain, Danielle	1.8	Review JV and shareholders agreement between Dalkia and Arcapita related to potential treatment of intercompany balances.
15	12/19/2012	Ng, William	2.9	Analyze treatment of intercompany transfers per documents on the Debtors' data site.

15	12/19/2012	Ng, William	2.4	Prepare indices of diligence documents provided by the Debtors with respect to the review of the treatment of intercompany transactions per investment documentation.
15	12/19/2012	Ng, William	3.3	Review agreement documents provided by the Debtors with respect to the Dalkia investment.
15	12/19/2012	Star, Samuel	0.4	Review status of deal document review.
15	12/20/2012	Hain, Danielle	1.0	Continue review of documents related to Dalkia transaction to review potential impact on intercompany treatment.
15	12/20/2012	Hain, Danielle	0.6	Participate in conference call with Counsel re: review of deal documents for intercompany treatment.
15	12/20/2012	Hain, Danielle	1.1	Review documents related to Honiton transaction to review potential impact on intercompany treatment.
15	12/20/2012	Hain, Danielle	1.5	Review documents related to Venture Capital transaction to review potential impact on intercompany treatment.
15	12/20/2012	Ng, William	2.6	Analyze shareholder agreement documents with respect to the Dalkia investment.
15	12/20/2012	Ng, William	0.8	Participate in call with Milbank to discuss review of sample investment documents provided by the Debtors.
15	12/20/2012	Ng, William	1.4	Review intercompany request responses provided by the Debtors.
15	12/20/2012	Ng, William	3.2	Review sample investment documents provided by the Debtors for disclosure on the treatment of intercompany transactions.
15	12/20/2012	Ng, William	0.3	Revise intercompany presentation for the Ad Hoc creditor group.

15	12/20/2012	Ng, William	1.1	Update intercompany document review tracking schedule.
15	12/20/2012	Star, Samuel	0.3	Participate in conference call with Counsel re: review of deal documents for intercompany treatment.
15	12/20/2012	Star, Samuel	0.2	Review status of deal document review.
15	12/20/2012	Topper, Patrick	0.4	Communicate with Milbank re: proposed treatment of future intercompany funding.
15	12/21/2012	Hain, Danielle	0.3	Participate in call with A&M re: request for AIHL journal entries.
15	12/21/2012	Hain, Danielle	1.0	Participate in call with Committee member re: intercompany accounting.
15	12/21/2012	Hain, Danielle	0.5	Participate in call with Counsel re: document review related to investments.
15	12/21/2012	Hain, Danielle	0.7	Participate in call with Ad Hoc creditors re: intercompany accounting.
15	12/21/2012	Ng, William	2.3	Participate in call with Ad Hoc creditor group to discuss intercompany balances.
15	12/21/2012	Ng, William	1.9	Participate in call with AIHL creditor to discuss intercompany characterization.
15	12/21/2012	Ng, William	0.6	Participate in call with Milbank to discuss intercompany transaction detail provided by the Debtors.
15	12/21/2012	Ng, William	0.7	Prepare intercompany diligence request to the Debtors.

15	12/21/2012	Ng, William	2.4	Review agreement documents per the Debtors' data site with respect to treatment of intercompany flows.
15	12/21/2012	Ng, William	0.2	Revise intercompany claims update presentation for the AIHL Ad Hoc creditor group.
15	12/21/2012	Star, Samuel	1.5	Participate in discussions with Committee member and Counsel re: intercompany claim characterization.
15	12/21/2012	Star, Samuel	0.4	Participate in discussions with Counsel re: intercompany claim characterization.
15	12/23/2012	Ng, William	0.3	Review Milbank's summary of ALTHL intercompany detail.
15	12/24/2012	Star, Samuel	0.3	Participate in discussions with Committee members re: intercompany accounting.
15	12/24/2012	Star, Samuel	0.5	Review questions from Committee member re: intercompany accounting.
15	12/26/2012	Ng, William	0.4	Analyze financial statements per the JPL's AIHL report.
15	12/26/2012	Ng, William	0.8	Analyze intercompany transactions with respect to ALTHL.
15	12/26/2012	Ng, William	3.3	Prepare summary schedule of AIHL intercompany activity with respect to the initial capitalization of ALTHL.
15	12/26/2012	Ng, William	2.8	Review sample Honiton documents with respect to the treatment of intercompany transfers.
15	12/26/2012	Star, Samuel	0.2	Draft email to Committee members re: presentation of intercompany balance on financial statements of AITHL.

15	12/26/2012	Star, Samuel	1.2	Participate in conference call with Committee members re: intercompany balance characterization.
15	12/26/2012	Star, Samuel	0.4	Review balance sheets by entity for intercompany balance.
15	12/27/2012	Hain, Danielle	0.9	Review AIHL journal entries received from A&M re: initial capitalization of ALTHL.
15	12/27/2012	Star, Samuel	0.4	Review AIHL journal entities with respect to ALTHL capitalization.
15	12/28/2012	Star, Samuel	0.4	Review journal entries related to ALTHL capitalization and transfer of investments.

15 Total			113.2	
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16	12/4/2012	Star, Samuel	1.6	Participate in conference call with Committee members re: POR issues, intercompany balance characterization, etc.
16	12/5/2012	Hain, Danielle	1.3	Review draft POR for intercompany treatment.
16	12/5/2012	Star, Samuel	0.7	Prepare for Committee meeting re: POR development.
16	12/5/2012	Star, Samuel	0.6	Review Debtors' draft stand alone POR.
16	12/6/2012	Hain, Danielle	0.6	Review updated recovery model output.
16	12/6/2012	Star, Samuel	6.1	Attend meetings with Committee re: CBB positions, POR issues, intercompany account characterization, value allocation, etc.

16	12/6/2012	Star, Samuel	0.3	Participate in discussions with Counsel re: POR issues.
16	12/6/2012	Star, Samuel	0.2	Participate in meeting with Committee member re: POR issues.
16	12/11/2012	Hain, Danielle	0.8	Review updated recovery model case requested by AIHL creditors.
16	12/11/2012	Star, Samuel	0.3	Review Debtors discussions with Counsel re: Debtor's motion to extend exclusivity.
16	12/12/2012	Star, Samuel	0.4	Participate in discussions with Counsel re: draft response to Debtor's exclusivity request.
16	12/12/2012	Star, Samuel	0.6	Review draft response to Debtor's exclusivity request.
16	12/13/2012	Hain, Danielle	0.5	Review POR summary re: proposed intercompany claim treatment.
16	12/13/2012	Star, Samuel	0.7	Review revised response to Debtor's exclusivity request.
16	12/18/2012	Star, Samuel	0.2	Participate in discussions with Counsel re: Ad Hoc group positions re: POR.
16	12/19/2012	Balcom, James	0.4	Comment on UCC plan documents draft list.
16	12/19/2012	Balcom, James	0.4	Review UCC plan documents draft list.
16	12/19/2012	Star, Samuel	0.2	Participate in discussions with Counsel re: document and analysis list for Committee POR.

16	12/19/2012	Star, Samuel	0.2	Review document and analysis list for Committee POR.
16	12/23/2012	Star, Samuel	1.2	Participate in conference call with Bank Committee members re: POR considerations.
16	12/24/2012	Star, Samuel	0.8	Participate in conference call with AIHL Committee members re: POR issues.
16	12/26/2012	Star, Samuel	1.2	Participate in conference call with Counsel re: POR scenarios developed by AIHL vs. Bank Creditor.
16	12/27/2012	Ng, William	1.4	Participate in conference call with Bank Committee members re: POR issues settlement scenarios.
16	12/27/2012	Star, Samuel	0.8	Participate in conference call with Bank Committee members re: POR issues settlement scenarios.
16	12/27/2012	Star, Samuel	0.4	Review proposed expenses allocations for POR settlement.
16	12/28/2012	Star, Samuel	0.7	Participate in conference call with AIHTHL Committee members re: POR settlement issues.
16	12/28/2012	Star, Samuel	0.2	Review revised value split scenarios.
16	12/30/2012	Star, Samuel	0.7	Participate in conference call with AIHL Committee members re: POR settlement.
16	12/31/2012	Hain, Danielle	1.2	Review presentation re: POR considerations for AIHL creditors.

16 Total

24.7

18	11/17/2012	Hain, Danielle	0.8	Review exit memos related to deals exited in the last two years.
18	11/17/2012	Hain, Danielle	1.1	Review schedule for Counsel of investment amount and exit proceeds related to deals exited in the last two years.
18	12/4/2012	Balcom, James	0.5	Participate in call with J. Makuch (A&M), S. Kortoba (A&M), and P. Topper (FTI) re: insider reconciliation to the cash book.
18	12/4/2012	Hain, Danielle	0.3	Participate in call with Counsel re: next steps related to avoidance actions.
18	12/4/2012	Ng, William	0.4	Participate in call with Milbank to discuss solvency with respect to AIHL.
18	12/4/2012	Star, Samuel	0.9	Review WCF dividend activity.
18	12/4/2012	Topper, Patrick	0.7	Participate in call with J. Makuch (A&M), S. Kortoba (A&M), and J. Balcom (FTI) re: insider reconciliation to the cash book.
18	12/5/2012	Star, Samuel	0.6	Review analysis of potential avoidance actions.
18	12/7/2012	Balcom, James	0.2	Correspond to Milbank re: Arcsukuk liquidation request.
18	12/11/2012	Dass, Premjit	2.1	Verify cashbook entries to bank statements to ensure completeness and accuracy of data provided.

18 Total **7.6**

19	12/3/2012	Star, Samuel	0.2	Review updated work plan.
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19 Total			0.2	
21	12/3/2012	Balcom, James	0.6	Participate in weekly advisors' call re: future budgets, case administration, and committee meeting.
21	12/3/2012	Hain, Danielle	1.6	Participate in conference call with Committee re: intercompany analysis, DIP status, Ad Hoc requests, etc.
21	12/3/2012	Hain, Danielle	0.6	Prepare for participation in Committee call re: intercompany recharacterization, DIP budget and other issues.
21	12/3/2012	Star, Samuel	1.1	Participate in conference call with Counsel re: Ad Hoc requests, Committee member position, next steps, etc.
21	12/3/2012	Star, Samuel	1.4	Participate in conference call with Committee re: intercompany analysis, DIP status, Ad Hoc requests, etc.
21	12/4/2012	Balcom, James	2.0	Participate in call with advisors and Chair re: case administration, budget, intercompany claims, etc.
21	12/4/2012	Topper, Patrick	1.8	Participate in call with advisors and Chair re: case administration, budget, intercompany claims, etc.
21	12/6/2012	Balcom, James	3.1	Participate in weekly UCC call (based in London).
21	12/10/2012	Balcom, James	0.8	Participate in conference call with Chair re: AIHL POR positions.
21	12/10/2012	Ng, William	0.6	Participate in weekly Advisors' call to discuss plan timeline.
21	12/10/2012	Star, Samuel	0.5	Participate in conference call with Chair re: AIHL POR positions.

21	12/10/2012	Star, Samuel	0.5	Participate in conference call with Counsel re: POR issues, budget request, intercompany investigation, etc.
21	12/11/2012	Balcom, James	1.8	Participate in conference call with Committee re: budget for December and January, POR issues, potential securities to be issued, etc.
21	12/11/2012	Star, Samuel	1.3	Participate in conference call with Committee re: budget for December and January, POR issues, potential securities to be issued, etc.
21	12/14/2012	Star, Samuel	0.7	Draft email to Committee re: intercompany transaction documentation requests.
21	12/17/2012	Balcom, James	0.5	Participate in conference call with Chair re: POR status, cash budget exclusivity, etc.
21	12/17/2012	Balcom, James	0.4	Participate in weekly advisors' call to discuss status of plan development.
21	12/17/2012	Ng, William	0.6	Participate in weekly advisors' call to discuss status of plan development.
21	12/17/2012	Star, Samuel	0.4	Participate in conference call with Chair re: POR status, cash budget exclusivity, etc.
21	12/18/2012	Balcom, James	1.5	Participate in weekly UCC call with Committee re: POR issues, intercompany claim documentation request status, cash budget, etc.
21	12/18/2012	Star, Samuel	1.4	Participate in conference call with Committee re: POR issues, intercompany claim documentation request status, cash budget, etc.
21	12/20/2012	Balcom, James	1.4	Participate in weekly Committee call to discuss Bank creditors' plan proposal.
21	12/20/2012	Ng, William	1.3	Participate in weekly Committee call to discuss Bank creditors' plan proposal.

21	12/20/2012	Star, Samuel	0.1	Follow up with Jim Balcom (FTI) re: Committee information requests.
21	12/23/2012	Ng, William	0.9	Participate in call with AIHL creditors to discuss plan proposal.
21	12/23/2012	Ng, William	0.6	Participate in call with Arcapita Bank creditors to discuss plan proposal.
21	12/24/2012	Hain, Danielle	1.0	Participate in Committee call with AIHL creditors re: AIHL model output.
21	12/24/2012	Topper, Patrick	0.7	Participate in Creditor call re: POR, splits, etc.
21	12/27/2012	Topper, Patrick	1.5	Participate in Committee call re: plan issues, recoveries, subcon, etc.
21	12/28/2012	Hain, Danielle	0.9	Participate in Committee call with AIHL creditors re: AIHL model output.
21	12/28/2012	Ng, William	0.8	Participate in Committee call with AIHL creditors re: AIHL model output.
21	12/29/2012	Hain, Danielle	1.3	Participate in Committee call with AIHL creditors re: AIHL model output.
21	12/29/2012	Ng, William	1.1	Participate in call with Committee to discuss plan development.
21	12/30/2012	Ng, William	0.7	Participate in conference call with AIHL Committee members re: POR settlement.

21 Total

35.5

22	12/12/2012	Star, Samuel	0.1	Respond to Ad Hoc group request re: intercompany claims.
22	12/19/2012	Star, Samuel	0.2	Review information for Ad Hoc group.
22	12/20/2012	Star, Samuel	0.8	Identify information to be shared with Ad Hoc group.
22	12/20/2012	Star, Samuel	0.6	Participate in discussions with Counsel re: meeting with Ad Hoc group and information sharing agreement.
22	12/20/2012	Star, Samuel	0.2	Review NDA for meeting with Ad Hoc group.
22	12/21/2012	Star, Samuel	1.0	Participate in conference call with Ad Hoc group re: POR issues, including intercompany claims.
22	12/21/2012	Star, Samuel	0.4	Prepare for call with Ad Hoc group re: POR issues.

22 Total **3.3**

24	12/5/2012	Moore, Teresa	1.3	Prepare October fee application.
24	12/12/2012	Topper, Patrick	2.8	Prepare exhibits for November monthly fee statement.
24	12/13/2012	Topper, Patrick	2.6	Continue to prepare November monthly fee statement.
24	12/13/2012	Topper, Patrick	1.4	Continue to prepare November monthly fee statement.

24	12/13/2012	Topper, Patrick	3.0	Prepare November monthly fee statement.
24	12/16/2012	Star, Samuel	0.2	Review UST comments to fee application.
24	12/17/2012	Star, Samuel	0.3	Discussions with UST re: questions on second interim fee application.
24	12/17/2012	Topper, Patrick	0.9	Prepare exhibits for November fee statement re: billings per professional.
24	12/17/2012	Topper, Patrick	1.3	Prepare exhibits for November fee statement re: billings per task code.
24	12/18/2012	Topper, Patrick	1.4	Continue to prepare November fee statement re: necessary write-offs.
24	12/27/2012	Topper, Patrick	2.7	Prepare detailed list of time entries for November monthly fee statement.

24 Total **17.9**

25	12/5/2012	Star, Samuel	4.0	Travel time to London for Committee meeting.
25	12/6/2012	Star, Samuel	5.0	Travel time to NY after Committee meeting.

25 Total **9.0**

Grand Total	353.6
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EXHIBIT D
ARCAPITA BANK B.S.C.(c), CASE NO. 12-11076
SUMMARY OF EXPENSES BY CATEGORY
FOR THE PERIOD DECEMBER 1, 2012 TO DECEMBER 31, 2012

Expense Category	Expense Total
Airfare Total	\$ 2,549.40
Lodging Total	744.10
Transportation Total	373.21
Traveling Meals Total	30.00
Working Meals Total	79.76
Total Out-of-Pocket Expenses	\$ 3,776.47

EXHIBIT E
ARCAPITA BANK B.S.C.(c), CASE NO. 12-11076
EXPENSE DETAIL
FOR THE PERIOD DECEMBER 1, 2012 TO DECEMBER 31, 2012

Date	Professional	Expense Type	Expense Detail	Amount
11/20/2012	Star, Samuel	Airfare	Round-trip coach airfare from New York, NY to London Heathrow.	\$ 2,549.40
		Airfare Total		2,549.40
12/6/2012	Star, Samuel	Lodging	Hotel 1 Night in London (12/18/2012).	\$ 744.10
		Lodging Total		744.10
12/1/2012	Star, Samuel	Other	Printing and binding of presentation to present to client.	\$ 6.95
12/6/2012	Star, Samuel	Transportation	Taxi from residence to airport.	\$ 92.08
12/6/2012	Star, Samuel	Transportation	Rail coach/economy from London Tube to Heathrow airport.	\$ 8.75
12/7/2012	Star, Samuel	Transportation	Taxi from airport to residence.	\$ 98.79
12/13/2012	Star, Samuel	Transportation	Taxi from Heathrow airport to hotel.	\$ 114.64
12/15/2012	Balcom, James	Transportation	Taxi from residence to office (worked weekend).	\$ 13.00
12/15/2012	Balcom, James	Transportation	Taxi from office to residence (worked weekend).	\$ 12.00
12/16/2012	Balcom, James	Transportation	Taxi from residence to office (worked weekend).	\$ 13.00
12/16/2012	Balcom, James	Transportation	Taxi from office to residence (worked weekend).	\$ 14.00
		Transportation Total		373.21
12/6/2012	Star, Samuel	Traveling Meals	Dinner Traveling.	\$ 30.00
		Traveling Meals Total		30.00
12/15/2012	Balcom, James	Working Meals	Dinner working late in the office.	\$ 20.00
12/16/2012	Balcom, James	Working Meals	Dinner working late in the office.	\$ 20.00
12/16/2012	Topper, Patrick	Working Meals	Lunch working late in the office on weekend.	\$ 10.17
12/16/2012	Topper, Patrick	Working Meals	Dinner working late in the office.	\$ 16.97
12/17/2012	Topper, Patrick	Working Meals	Dinner working late in the office.	\$ 12.62
		Working Meals Total		79.76
		Grand Total		\$ 3,776.47

Note: Overtime meals over \$20.00 have been reduced to \$20.00 to comply with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (November 25, 2009).