



**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.

<b><u>Timekeeper Name</u></b>	<b><u>Position</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Salah, Isam	Partner	5.7	1025	5,842.50
Roche, Bill	Partner	8.3	895	7,428.50
Ferdinands, Paul	Partner	9.2	825	7,590.00
Johnston, Michael	Partner	0.8	785	628.00
Roman, Christopher	Partner	0.5	1150	575.00
Brown, Jaron	Partner	3.8	660	2,508.00
Kamin, Josh	Partner	1.6	720	1,152.00
Marooney, Richard	Partner	20.7	785	16,249.50
Metcalf, Andrew	Partner	1.2	895	1,074.00
Pressgrove, Wayne	Partner	4.6	975	4,485.00
Straus, Paul	Partner	4.4	775	3,410.00
Mario, Scott	Counsel	0.7	490	343.00
Albright, Alan	Counsel	1.6	765	1,224.00
Mihalik, Nathan	Associate	3.3	485	1,600.50
Sayegh, Elias	Associate	24.8	570	14,136.00
El Tahry, Mahynoor	Associate	0.8	570	456.00
Salo, Matt	Associate	2.5	440	1,100.00
Stainback, Jamie	Associate	5.5	535	2,942.50
Stockdale, Spencer	Associate	13.2	455	6,006.00
Marshall, Jenny	Associate	0.4	670	268.00
Mitchell, Lauren	Associate	3.0	565	1,695.00
Fallon, Archie	Associate	2.3	535	1,230.50
Harrison, Susan	Paralegal	1.5	295	442.50
Bellew, Evelyn	Paralegal	15.3	310	4,743.00
Hong, Yee	Paralegal	3.5	275	962.50
Heinz, Missy	Paralegal	4.2	295	1,239.00
McCullough, John	Paralegal	0.4	290	116.00
<b>TOTAL</b>		<b>143.0</b>		<b>\$89,447.00</b>

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.

<b><u>Cost Description</u></b>	<b><u>Total</u></b>
Cabfare -	\$41.32
Postage	0.90
Refunds (Filing Fees and CT Corporation)	(547.38)
Telephone/Conference Calls -	66.52
Reimbursement of Third Party Costs/Fees	1,900.00
<b>TOTAL</b>	<b><u>\$1,461.36</u></b>

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-1 and Exhibit A-2.

**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, 21<sup>st</sup> 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](http://www.gcginc.com/cases/arcapita).

Dated: Atlanta, Georgia  
March 26, 2013

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. 9836954  
Invoice Date 03/20/13  
Client No. 05241

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

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For Professional Services Rendered through 02/28/13:

Fees	\$	80,862.00
Expenses		91.46
<b>Total this Invoice</b>	<b>\$</b>	<b>80,953.46</b>

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Page 2**PROFESSIONAL SERVICES**

<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
02/08/13	M Heinz	B160	Review monthly fee statements	0.2
02/18/13	M Heinz	B160	Prepare monthly fee statement	2.0
02/18/13	P Ferdinands	B160	Prepare King & Spalding billing statement (.8); meetings with M. Heinz regarding K&S bill (.3); review memoranda from M. Heinz, R. Baltz, D. Levin regarding billing arrangements (.2)	1.3
02/19/13	M Heinz	B160	Prepare January fee statement and communications with P. Ferdinands regarding same	0.7
02/19/13	P Ferdinands	B160	Prepare King & Spalding billing statement (January)	0.9
02/20/13	M Heinz	B160	Prepare and file monthly fee statement	0.7
02/01/13	R Marooney	B190	Review and revise brief in support of subordination and document review and analysis regarding same (Alinda)	3.0
02/01/13	P Straus	B190	E-mail correspondence and office conferences regarding issues for supplemental brief (Alinda)	0.4
02/01/13	P Straus	B190	Review and revise draft supplemental brief (Alinda)	0.8
02/04/13	R Marooney	B190	Review Tide's reply brief (0.2); review and prepare correspondence regarding strategy (0.3); document review and legal analysis to prepare discovery strategy (1.0) (Alinda)	1.5
02/11/13	R Marooney	B190	Review proposed plan and prepare correspondence regarding same (Alinda)	1.5
02/11/13	P Straus	B190	E-mail correspondence regarding issues (Alinda)	0.1
02/19/13	R Marooney	B190	Document review and analysis to prepare for hearing (Alinda)	2.5
02/20/13	R Marooney	B190	Attend hearing at bankruptcy court and prepare correspondence regarding same (3.5); document review to prepare strategy for resumption of SDNY litigation (2.0) (Alinda)	5.5
02/21/13	R Marooney	B190	Review and prepare correspondence regarding escrow and interpleader issues and document review and legal analysis regarding same (1.0); document review and analysis to prepare strategy (2.0) (Alinda)	3.0
02/22/13	P Straus	B190	Meet with team regarding status, strategy and next steps (Alinda)	0.8
02/22/13	P Straus	B190	Review proposed order (Alinda)	0.1
02/22/13	P Straus	B190	E-mail correspondence regarding proposed order (Alinda)	0.2
02/22/13	P Straus	B190	Revise outline of tasks and next steps (Alinda)	1.3



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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
02/22/13	P Straus	B190	Review discovery plan, schedule and witness outlines (Alinda)	0.3
02/22/13	L Mitchell	B190	Review draft discovery order and plan and confer with R. Marooney, P. Straus and D. Joffe concerning next steps (Alinda)	1.6
02/22/13	R Marooney	B190	Review and revise proposed order regarding lifting the automatic stay and review and prepare correspondence relating thereto (0.6); prepare for and attend team meeting regarding status and strategy and document review and analysis regarding same (2.2) (Alinda)	2.8
02/26/13	L Mitchell	B190	Review correspondence and proposed order lifting stay (Alinda)	0.1
02/26/13	P Straus	B190	Review revised proposed order and transcript of ruling (Alinda)	0.3
02/26/13	P Straus	B190	E-mail correspondence regarding proposed order (Alinda)	0.1
02/26/13	R Marooney	B190	Document review and analysis regarding proposed order (Alinda)	0.2
02/28/13	L Mitchell	B190	Confer with D. Joffe concerning document review and production (0.2); compile database information for D. Barnaby (0.5); correspond with D. Barnaby concerning resumption of discovery (0.2); review Arcapita responses to document requests (0.4) (Alinda)	1.3
02/04/13	B Roche	B210	Telephone conference with Ramsay Battin regarding possible sale (0.4); meeting with Jamie Stainback (0.4); document review (0.7)	1.5
02/04/13	J Stainback	B210	Telephone conference with B. Roche and review ROFR provisions	0.4
02/04/13	M El Tahry	B210	Meeting with A. Metcalf regarding Management Advisory Agreements and changes to same (0.4); telephone call with A. Metcalf and A. Kim regarding same (multiple) (0.2); review files in connection with same (0.2)	0.8
02/04/13	A Metcalf	B210	Calls with A. Kim regarding consulting agreement and change of control provisions	0.5
02/05/13	J Stainback	B210	Review ROFR provisions	2.5
02/05/13	B Roche	B210	Attention to proposed sale of portfolio	0.5
02/05/13	J Marshall	B210	Review quarterly action report and correspond with S. Buschmann (Secondary Sale)	0.4
02/06/13	E Bellew	B210	Review files and compose emails to A. Fallon regarding Delaware annual franchise tax reports due for Bospower entities	0.2
02/06/13	A Fallon	B210	Attention to questions from K. Keough related to	0.3

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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
			franchise tax payments in Delaware for BosPower Holding Company, Inc.	
02/06/13	C Roman	B210	Conference call regarding potential secondary sale of VC interests	0.5
02/06/13	B Roche	B210	Attention to possible sale of portfolio	1.0
02/06/13	J Stainback	B210	Review transfer restrictions in all portfolio investments	2.6
02/07/13	W Pressgrove	B210	Document review and telephone conference with B. Roche regarding structure of portfolio sale	0.9
02/08/13	S Mario	B210	Draft letter to T. Hawkins regarding unauthorized use of VentureSource subscription	0.6
02/11/13	M Johnston	B210	Review, finalize and send letter to T. Hawkins regarding unauthorized use of VentureSource subscription	0.3
02/12/13	E Bellew	B210	Compose follow-up emails to I. Salah and A. Fallon regarding annual report in Delaware for Bospower Holding Company	0.3
02/13/13	W Pressgrove	B210	Document review and conference call regarding Bosque Power	1.7
02/13/13	B Roche	B210	Document review and conference call with R. Battin regarding possible transaction	0.5
02/14/13	B Roche	B210	Review and revise engagement letter	1.3
02/14/13	E Bellew	B210	Discuss monies needed for franchise tax report in DE for BosPower Holding Company, Inc. with I. Salah (0.2); conference call and review email from A. Fallon regarding same (0.2); telephone call to A. Fallon and review emails from same and K. Keough (0.1); research taxes owed and telephone call to CSC regarding penalties and interest and compose email to K. Keough (0.2)	0.7
02/14/13	W Pressgrove	B210	Conference call regarding filing issues for Bosque Power	0.9
02/14/13	A Fallon	B210	Conference call with K. Keough and W. Pressgrove regarding tax issues	0.5
02/15/13	B Roche	B210	Telephone conference with John Huntz and Ramsay Battin (0.5); revisions to engagement letter (1.9); telephone conference with Chris Roman (0.1)	2.5
02/15/13	N Mihalik	B210	Draft and revise engagement letter between Credit Suisse Group AG and Arcapita Ventures I Ltd. (1.3); communicate with B. Roche regarding same (0.2)	1.5
02/19/13	M Johnston	B210	Exchange emails with client regarding T. Hawkins use of VentureSource	0.3
02/19/13	S Mario	B210	Review correspondence from T. Hawkins regarding unauthorized VentureSource usage	0.1

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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
02/19/13	M Johnston	B210	Exchange emails with T. Hawkins regarding use of VentureSource	0.2
02/22/13	N Mihalik	B210	Review and revise engagement letter with Credit Suisse (0.8); communicate with B. Roche regarding same (0.2)	1.0
02/22/13	B Roche	B210	Review engagement letter (0.4); revise engagement letter (0.4); telephone conference with Ramsay Battin (0.2)	1.0
02/25/13	S Harrison	B210	Organization of Stock Records and Consent for MS Holding Company and Storapod Holding Company and send to Amy Kim	1.0
02/26/13	N Mihalik	B210	Review and revise engagement letter with Credit Suisse (0.7); communicate with B. Roche regarding same (0.1)	0.8
02/26/13	E Bellew	B210	Review emails from and compose emails and telephone call to CT regarding outstanding annual reports to be filed in Delaware	0.6
02/28/13	E Bellew	B210	Review email from A. Kim regarding ArcIndustrial managers (.1); compose emails and telephone call to GSS regarding same (.2); research files for consistency and compose email to A. Kim regarding same (.4); review email from A. Kim regarding signatures for POAs (.1); telephone call to A. Albright (.2); research LLC Agreements (.5); compose interim email to A. Kim (.1)	1.6
02/28/13	A Metcalf	B210	Follow up on request for Meridian documentation	0.3
02/28/13	E Sayegh	B210	Discuss dissolution of SLH Funding with A. Metcalf (0.5); review information for prior deal SPVs (1.2); communicate with GSS regarding dissolution of the SPV (0.7)	2.4
02/14/13	J Kamin	B250	Draft letter to Ampad regarding lease termination; email B. Lundson; email R. Maroney (Ampad)	0.2
02/15/13	P Ferdinands	B250	Review memoranda from J. Kamin, R. Baltz, B. Lundstrom et al regarding possible claim by WP Carey (.2); telephone call with J. Kamin regarding WP Carey claim (.3) (Ampad)	0.5
02/15/13	J Kamin	B250	Conference with R. Marooney; review letter (Ampad)	0.6
02/20/13	J Kamin	B250	Draft letter to Ampad regarding lease termination (Ampad)	0.4
02/21/13	R Marooney	B250	Review and revise letter to Ampad regarding lease termination agreement (Ampad)	0.7
02/22/13	J Kamin	B250	Draft letter to Ampad regarding lease termination (0.2); email B. Lundstrom regarding lease termination (0.2) (Ampad)	0.4

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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
02/05/13	E Bellew	B260	Review email from A. Kim and A. Albright regarding change of officer/ director for M. Tan (0.3); compose various emails to both regarding same (0.4); draft resolution for USSLF (0.5); compose emails to A. Albright regarding same (0.1); discuss project with Y. Hong (0.2)	1.5
02/06/13	I Salah	B260	Telephone call with K. Si-Ahmed and A. Kim regarding board of directors control issues	0.3
02/06/13	J Brown	B260	Review of corporate governance documents of each US portfolio company and related holding company to determine the rights with respect to appointing the members of the board of directors or other similar governing body	2.1
02/06/13	J Brown	B260	Participated in telephone conference with K. Si-Ahmed and A. Kim to discuss project involving the review of corporate governance documents of each portfolio and holding company concerning the appointment of members of the board of directors	0.3
02/06/13	S Stockdale	B260	Review of portfolio company organizational documents	1.6
02/07/13	I Salah	B260	Meeting with E. Sayegh regarding board of directors control review	0.6
02/07/13	E Sayegh	B260	Meeting with I. Salah regarding board of directors control review (1.5); review request from Arcapita for appointment change of Board of Directors (0.5); begin review of documents for different transactions (1.5)	3.5
02/07/13	S Stockdale	B260	Review of portfolio company organizational documents	2.7
02/08/13	E Bellew	B260	Research organizational documents for E. Sayegh and A. Fallon and compose emails regarding same	1.9
02/08/13	A Albright	B260	Telephone conference with E. Sayegh regarding corporate governance matters and procedures for election of directors (0.6); telephone conference with I. Salah regarding same (0.1)	0.7
02/08/13	J Brown	B260	Review of corporate governance documents of each US portfolio company and related holding company to determine the rights with respect to appointing the members of the board of directors or other similar governing body	1.4
02/08/13	M Salo	B260	Research authority to appoint directors or managers of Mobay entities and draft correspondence to A. Fallon regarding same	1.8
02/08/13	I Salah	B260	Review changes of Board control	0.5
02/08/13	A Fallon	B260	Attention to questions from E. Sayegh regarding authority to replace directors and managers of	0.5

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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
			Mobay affiliates (.3); conference call with E. Sayegh and M. Salo regarding director replacement issues (0.2)	
02/08/13	S Stockdale	B260	Review of portfolio company organizational documents	3.1
02/08/13	E Sayegh	B260	Continue review of documents relating to the change in board of directors (4.1); discuss the same with I. Salah (0.4); discuss the MoBay transaction with A. Fallon and M Salo (0.7); prepare the deliverables and send the same to I. Salah for review (3.0)	8.2
02/09/13	I Salah	B260	Review and revise change of control summaries	1.3
02/10/13	I Salah	B260	Review and revise change of control summaries	2.1
02/11/13	S Stockdale	B260	Review of portfolio company organizational documents	3.1
02/11/13	E Bellew	B260	Finalize consents for Tan appointment (0.5); compose emails to A. Albright and GSS regarding same (0.3)	0.8
02/12/13	E Bellew	B260	Finalize resolutions and compose email to A. Albright and A. Kim regarding same (0.3); discuss resolutions for Fountains entities with Y. Hong (0.2); review email from A. Kim regarding articles and compose response (0.3)	0.8
02/12/13	E Sayegh	B260	Discuss MoBay Board of Directors appointment/change documents with I. Salah (0.4); review same and discuss with M. Salo (1.0); update table and send to A. Kim (0.6)	2.0
02/12/13	I Salah	B260	Review change of control summary for MoBay	0.7
02/12/13	M Salo	B260	Review closing sets and electronic files for copy of MoBay Storage Holdings, LLC Certificate of Formation and teleconference with E. Sayegh regarding same	0.7
02/13/13	E Bellew	B260	Review emails from GSS regarding consents for Orlando Residential and US Senior Living Investments; compose responses to GSS and A. Kim regarding same	0.4
02/14/13	E Bellew	B260	Compose email to A. Kim regarding signatures needed for Board consents	0.3
02/20/13	I Salah	B260	Review questions regarding Bainbridge holding company directors	0.2
02/21/13	S Stockdale	B260	Review and revise summary of portfolio company organizational documents	2.7
02/26/13	E Sayegh	B260	Review of Board Change Analysis in connection with the finance documents for Sunrise IV, Elysian, Palatine and Bainbridge	4.9

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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
02/27/13	A Metcalf	B260	Follow up on email from A. Khan regarding J. Jill and 3PD corporate documentation	0.2
02/27/13	E Sayegh	B260	Discuss the finance documents impact on the Board Change Analysis with I. Salah (0.3); prepare changes to the excel file and send the same to A. Kim (1.8)	2.1
02/27/13	E Sayegh	B260	Coordinate with E. Bellew and Y. Hong regarding collection and sending diligence and corporate documents for J. Jill, 3PD, Fountains and Elysian	1.7
02/27/13	Y Hong	B260	Collect and organize all organizational documents for J Jill/3PD entities for A. Kim (1.5); coordinate with E. Bellew, E. Sayegh and A. Metcalf regarding same (0.5)	2.0
02/04/13	A Metcalf	B320	Call with J. O'Grady regarding filing of disclosure statement	0.2
02/11/13	J McCullough	B320	Review article regarding Arcapita bankruptcy plan and memorandum to P. Straus regarding same (0.2); check docket sheets to determine if 2/20 conference scheduled (0.2)	0.4
02/21/13	P Ferdinands	B320	Review Plan, Disclosure Statement	2.1
				<hr/> 127.6

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Page 9**TIMEKEEPER SUMMARY**

<b>Timekeeper</b>	<b>Status</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
Jaron Brown	Partner	3.8	660.00	2,508.00
Paul Ferdinands	Partner	4.8	825.00	3,960.00
Michael Johnston	Partner	0.8	785.00	628.00
Josh Kamin	Partner	1.6	720.00	1,152.00
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Scott Mario	Counsel	0.7	490.00	343.00
Mahynoor El Tahry	Associate	0.8	570.00	456.00
Archie Fallon	Associate	1.3	535.00	695.50
Jenny Marshall	Associate	0.4	670.00	268.00
Nathan Mihalik	Associate	3.3	485.00	1,600.50
Lauren Mitchell	Associate	3.0	565.00	1,695.00
Matt Salo	Associate	2.5	440.00	1,100.00
Elias Sayegh	Associate	24.8	570.00	14,136.00
Jamie Stainback	Associate	5.5	535.00	2,942.50
Spencer Stockdale	Associate	13.2	455.00	6,006.00
Evelyn Bellew	Paralegal	9.1	310.00	2,821.00
Susan Harrison	Paralegal	1.0	295.00	295.00
Missy Heinz	Paralegal	3.6	295.00	1,062.00
Yee Hong	Paralegal	2.0	275.00	550.00
John McCullough	Practice Support	0.4	290.00	116.00
Total		127.6		80,862.00

**Expenses Incurred**

02/28/13	Postage/Express Mail -	0.90
12/18/12	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1475718 DATE: 12/26/2012 12/18/2012 23:16;STRAUS;GARDEN CITY, NY;	41.32
01/17/13	VENDOR: Soundpath INVOICE#: 4045724600-012013 DATE: 1/20/2013 Readyconference Plus Audio;01/17/2013;Marooney	16.38
01/23/13	VENDOR: Soundpath INVOICE#: 4045724600-012713 DATE: 1/27/2013 Readyconference Plus Audio;01/23/2013;Brown	22.25
02/14/13	VENDOR: Soundpath INVOICE#: 4045724600-021713 DATE: 2/17/2013 Readyconference Plus Audio;02/14/2013;A. Fallon BosquePower	10.61

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Total Expenses

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91.46**Task Summary**

<b>Task</b>		<b>Hours</b>	<b>Value</b>
B160	Fee/Employment Applications	5.8	2,877.00
B190	Other Contested Matters (excluding assumption/rejection motions)	27.4	20,805.00
B210	Business Operations	32.2	21,515.00
B250	Real Estate	2.8	2,114.00
B260	Board of Directors Matters	56.7	31,523.50
B320	Plan and Disclosure Statement (including Business Plan)	2.7	2,027.50
Total		<hr/> 127.6	<hr/> 80,862.00

**Task Summary - Disbursements**

E108 Postage	0.90
E110 Travel	41.32
E124 Other - Telephone Conference Calls	49.24
Expenses	<hr/> 91.46



**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. 9836955  
Invoice Date 03/19/13  
Client No. 05241

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

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For Professional Services Rendered through 02/28/13:

Fees	\$	8,585.00
Expenses		1,369.90
<b>Total this Invoice</b>	<b>\$</b>	<b>9,954.90</b>

**PROFESSIONAL SERVICES**

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
02/01/13	P Ferdinands	Telephone call with S. Buschmann, K. Keough, W. Pressgrove, J. Makuch, J. Weisser et al regarding SS Holding (Forba)	0.4
02/01/13	W Pressgrove	Conference call regarding tax filing issues (Forba)	1.1
02/04/13	E Bellew	File Delaware annual reports for Orlando Conversion and Orlando Development (Bainbridge)	0.7
02/04/13	E Bellew	File annual franchise tax report in Delaware for Palatine Properties Holding Company (Palatine)	0.3
02/04/13	A Fallon	Attention to questions from T. Nelson related to payment of franchise taxes to Delaware Secretary of State (Falcon)	0.4
02/04/13	P Ferdinands	Telephone call with S. Buschmann regarding status of efforts to raise new capital (Bijoux)	0.3
02/06/13	E Bellew	Review files and compose emails to A. Fallon regarding Delaware annual franchise tax reports due for Falcon entities (Falcon)	0.3
02/06/13	E Bellew	File annual reports in Delaware for Maitland Center and Maitland Crossing in Florida (Bainbridge)	0.6
02/06/13	E Bellew	Review files and compose emails to A. Fallon regarding Delaware annual franchise tax reports due for MoBay entities	0.2
02/07/13	E Bellew	Review emails from A. Fallon and K. Keough regarding annual franchise tax reports (0.3); compose responses, telephone calls to A. Fallon and CSC regarding same and email to I. Salah regarding payment of taxes (0.9) (Falcon)	1.2
02/07/13	P Ferdinands	Telephone call with S. Buschmann regarding fundraising process (Bijoux)	0.3
02/13/13	E Bellew	Review email from A. Kim (0.1); research documents requested and compose responses (0.7) (Crescent Euro)	0.8
02/15/13	M Heinz	Download and review amended plan and memorandum to P. Ferdinands regarding same (Forba)	0.3
02/18/13	A Albright	Review, organize and complete dissolution documents for Timber Holdings, Inc., Southland Holding Corp. and Southland Log Homes Inc. (0.3); related email correspondence with K. Keough transmitting copies of dissolution documents for accountants (0.1); email correspondence with J. Brown and S. Harrison regarding additional resolutions required by accountants (0.1) (Southland)	0.5
02/19/13	P Ferdinands	Review plan supplement (Forba)	1.1
02/19/13	M Heinz	Download and review plan supplement and memorandum to P. Ferdinands regarding same (Forba)	0.3
02/20/13	S Harrison	Update Minute Book (Southland)	0.5
02/20/13	Y Hong	Review minute book of Orlando Residential Holding Company LLC per request for list of officers/directors from A. Kim (0.9); coordinate with GSS regarding same (0.3); review for Orlando	1.5

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03/19/13Invoice No. 9836955  
Page 3

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
		lease agreements in closing set per request from A. Kim (0.3) (Bainbridge)	
02/25/13	P Ferdinands	Review final versions of plan, disclosure statement (confirmation objection issues) (Forba)	1.8
02/26/13	P Ferdinands	Prepare memoranda to B. Guy regarding confirmation issues (.3); review memoranda from B. Guy regarding confirmation issues (.2) (Forba)	0.5
02/27/13	E Bellew	Review email from A. Kim and telephone call to A. Kim regarding Crescent managers (0.6); compose emails and telephone call to GSS regarding same (0.3); research files for consistency and compose email to A. Kim regarding same (0.4) (Crescent Euro)	1.3
02/27/13	E Bellew	Review emails from A. Kim and A. Fallon regarding organizational documents needed for Falcon Gas (0.1); research documents, prepare .pdfs and compose response (0.7) (Falcon)	0.8
02/27/13	A Fallon	Attention to document requests from A. Kim (Falcon)	0.3
02/28/13	A Albright	Review Operating Agreements of Crescent Euro Industrial Investment III LLC, Crescent Euro Industrial II LLC and Crescent Euro Industrial Investments LLC; email correspondence with A. Kim regarding authority to sign powers of attorney (Crescent Euro)	0.4
02/28/13	A Fallon	Conference call with K. Keough and T. Nelson regarding franchise tax payments (Falcon)	0.3
			16.2

**TIMEKEEPER SUMMARY**

<b>Timekeeper</b>	<b>Status</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
Paul Ferdinands	Partner	4.4	825.00	3,630.00
Wayne Pressgrove	Partner	1.1	975.00	1,072.50
Alan Albright	Counsel	0.9	765.00	688.50
Archie Fallon	Associate	1.0	535.00	535.00
Evelyn Bellew	Paralegal	6.2	310.00	1,922.00
Susan Harrison	Paralegal	0.5	295.00	147.50
Missy Heinz	Paralegal	0.6	295.00	177.00
Yee Hong	Paralegal	1.5	275.00	412.50
Total		16.2		8,585.00

**Expenses Incurred**

01/17/13	Refund from CT Corporation for credit balance	(264.10)
01/23/13	Frost Brown; Inv. No. 10801942; Inv. Date 1/23/2013	1,600.00
01/28/13	VENDOR: Soundpath INVOICE#: 4045724600-020313 DATE: 2/3/2013	17.28

**Expenses Incurred**

	Readyconference Plus Audio;01/28/2013;Ferdinands	
02/13/13	Frost Brown; Inv. No. 10805349; Inv. Date 2/13/2013	300.00
02/13/13	Marilyn E Wood Revenue Commissioner Ad V-Mobay Storage Hub Ltd refund	(283.28)
	Total Expenses	<hr/> 1,369.90