

**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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**SUMMARY SHEET FOR THIRD FEE APPLICATION OF KPMG LLP (US)
AS TAX CONSULTANTS TO THE DEBTORS AND DEBTORS IN POSSESSION,
FOR INTERIM ALLOWANCE AND COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL AND
NECESSARY EXPENSES INCURRED
FROM NOVEMBER 1, 2012 THROUGH MARCH 31, 2013**

NAME OF APPLICANT:	KPMG LLP (US)
TIME PERIOD:	November 1, 2012 through and including March 31, 2013
ROLE IN THIS CASE:	Tax Consultants to the Debtors and Debtors in Possession
CURRENT APPLICATION:	Total Fees Requested: (discounted) \$ 52,350.76 Total Expenses Requested: \$ 0.00
THIS APPLICATION IS AN:	<input checked="" type="checkbox"/> Interim <input type="checkbox"/> Final Application

COMPENSATION PREVIOUSLY REQUESTED

Compensation Period	Requested		Paid		Amount Outstanding
	Requested Fees	Requested Expenses	Fees Paid to Date	Expenses Paid to Date	
11-01-12 to 11-30-12	N/A				
12-01-12- to 12-31-12	N/A				
01-01-13 to 01-31-13	\$ 34,754.76	\$ -	\$ 27,803.81	\$ -	\$ 6,950.95
02-01-13 to 02-28-13	N/A				
03-01-13 to 03-31-13	\$ 17,596.00	\$ -	\$ -	\$ -	\$ 17,596.00
Total	\$ 52,350.76	\$ -	\$ 27,803.81	\$ -	\$ 24,546.95

TOTAL HOURS BILLED DURING COMPENSATION PERIOD

Professional (Partner)	Group	Current Hours Billed	Hourly Rate	Fees Billed
Grande, Mary C.	Real Estate	7.0	\$ 760	\$ 5,320.00
Maimin, Donna	Real Estate	1.5	\$ 760	\$ 1,140.00
Total		8.5		\$ 6,460.00

Professional (Sr. Manager)	Group	Current Hours Billed	Hourly Rate	Fees Billed
DeCairano, Jill M.	Fed Tax	18.0	\$ 620	\$ 11,160.00 ⁽¹⁾
DeCairano, Jill M.	Fed Tax	3.5	\$ 543	\$ 1,900.50
Total		21.5		\$ 13,060.50

Professional (Manager)	Group	Current Hours Billed	Hourly Rate	Fees Billed
Kim, Dale Y.	SALT	0.5	\$ 492	\$ 246.00
Plangman, Monica	R&B	7.3	\$ 492	\$ 3,591.60
Total		7.8		\$ 3,837.60

Professional (Sr. Associate)	Group	Current Hours Billed	Hourly Rate	Fees Billed
Beel, Ryan C.	Fed Tax	23.5	\$ 364	\$ 8,550.36
Beel, Ryan C.	Fed Tax	7.6	\$ 319	\$ 2,424.40 ⁽¹⁾
Tatum, Pamela R.	R&B	10.3	\$ 364	\$ 3,749.20
Total		41.4		\$ 14,723.96

Professional (Associate)	Group	Current Hours Billed	Hourly Rate	Fees Billed
Belmont, Lauren M.	Fed Tax	5.5	\$ 280	\$ 1,540.00
Chigurupati, Vijaya	Fed Tax	1.2	\$ 280	\$ 336.00 ⁽¹⁾
Chigurupati, Vijaya	Fed Tax	5.1	\$ 245	\$ 1,249.50
Garza, Juanita F.	R&B	3.4	\$ 220	\$ 748.00 ⁽²⁾
Kang, Brian S.	Fed Tax	6.0	\$ 280	\$ 1,680.00
LeDoux, Cori L.	Fed Tax	1.0	\$ 280	\$ 280.00
VanRossem, Michael C.	Fed Tax	25.9	\$ 280	\$ 7,252.00
Total		48.1		\$ 13,085.50

TOTAL HOURS BILLED DURING COMPENSATION PERIOD, continued

Professional (Paraprofessional)	Group	Current Hours Billed	Hourly Rate	Fees Billed
Garza, Juanita F.	R&B	8.7	\$ 136	\$ 1,183.20
Total		8.7		\$ 1,183.20

Professional	Current Hours Billed	Hourly Rate	Fees Billed
Partner/Principal	8.5	\$ 760	\$ 6,460.00
Sr. Manager	21.5	\$ 607	\$ 13,060.50
Manager	7.8	\$ 492	\$ 3,837.60
Sr. Associate	41.4	\$ 356	\$ 14,723.96
Associate	48.1	\$ 272	\$ 13,085.50
Paraprofessional	8.7	\$ 136	\$ 1,183.20
Total Discounted Fees	136.0		\$ 52,350.76

(1) This work relates to tax consulting services and as such the tax consulting rates apply.

(2) Rate change due to promotion.

COMPENSATION BY PROJECT CATEGORY

Category	Hours	Fees
Tax Compliance Services	16.2	\$ 5,574.40
Retention Preparation	4.8	\$ 2,361.60
Fee Application Preparation	24.9	\$ 6,910.40
Tax Consulting Services	6.2	\$ 2,132.36
IRS Exam	42.5	\$ 20,100.00
2012 Tax Compliance Services	41.4	\$ 15,272.00
Total	136.0	\$ 52,350.76

EXPENSE SUMMARY

<u>Category</u>	<u>Amount</u>
Airfare	\$ 0.00
Lodging	\$ 0.00
Meals	\$ 0.00
Ground Transportation	\$ 0.00
Miscellaneous	\$ 0.00
Total	\$ 0.00

**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.	:	
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**THIRD FEE APPLICATION OF KPMG LLP (US), AS TAX
CONSULTANTS TO THE DEBTORS AND DEBTORS IN POSSESSION, FOR
INTERIM ALLOWANCE AND COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL AND
NECESSARY EXPENSES INCURRED
FROM NOVEMBER 1, 2012 THROUGH MARCH 31, 2013**

TO: THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE:

KPMG LLP (“KPMG-US”), tax consultants to the above-captioned debtors and debtors in possession (the “Debtors”), in support of its Third Fee Application for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from November 1, 2012 through March 31, 2013 (the “Application”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Bankruptcy Rules”), respectfully states as follows:

JURISDICTION

1. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On March 19, 2012 (the “Petition Date”), each of the Debtors commenced cases (the “*Chapter 11 Cases*”) under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On April 5, 2012, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors (the “*Creditors’ Committee*”) pursuant to section 1102 of the Bankruptcy Code. No trustee or examiner has been appointed in this chapter 11 case.

KPMG-US’s FEES AND EXPENSES

4. By application dated May 2, 2012, the Debtors sought entry of an order authorizing the retention of KPMG-US as tax consultants to the Debtors *nunc pro tunc* to the Petition Date (the “Retention Application”). By Order (the “Retention Order”) dated July 11, 2012, this Court approved the retention of KPMG-US as tax consultants to the Debtors. A copy of the Retention Order is attached hereto as Exhibit A.

5. This Application has been prepared in accordance with: (a) the Administrative Order Re: Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases approved by the Board of Judges on April 19, 1995 (the “Local Guidelines”), (b) the United States Trustee

Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the “UST Guidelines”), and (c) the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures Governing Interim Monthly Compensation of Professionals, dated May 18, 2010 (the “Interim Compensation Order,” and collectively with the Local Guidelines and the UST Guidelines, the “Guidelines”). Pursuant to the Guidelines, a certification regarding compliance with same is annexed as Exhibit F.

6. By this Application, KPMG-US respectfully requests (i) an interim allowance for professional services rendered to the Debtors during the period November 1, 2012 through March 31, 2013 (the “Compensation Period”), in the amount of \$52,350.76, and for reimbursement of expenses incurred in connection with the rendition of such services in the aggregate of \$0.00. KPMG-US’s request for compensation is broken down as follows:

Compensation Period	Requested		Paid		Amount Outstanding
	Requested Fees	Requested Expenses	Fees Paid to Date	Expenses Paid to Date	
11-01-12 to 11-30-12	N/A				
12-01-12- to 12-31-12	N/A				
01-01-13 to 01-31-13	\$ 34,754.76	\$ -	\$ 27,803.81	\$ -	\$ 6,950.95
02-01-13 to 02-28-13	N/A				
03-01-13 to 03-31-13	\$ 17,596.00	\$ -	\$ -	\$ -	\$ 17,596.00
Total	\$ 52,350.76	\$ -	\$ 27,803.81	\$ -	\$ 24,546.95

7. During the Compensation Period, other than pursuant to the Interim Compensation Order, KPMG-US has received no payment and no promises of payment from any source for services rendered or to be rendered in this case. There is no agreement or understanding between KPMG-US and any other entity, other than a

member, partner or regular associate of KPMG-US, for the sharing of compensation received or to be received for services rendered in connection with this case. KPMG-US did not receive a security retainer or advance payment for fees and expenses incurred in this case.

8. Pursuant to the UST Guidelines, annexed as Exhibit B is a schedule setting forth all KPMG-US professionals who have performed services in this chapter 11 case during the Compensation Period, the capacities in which each such individual is employed by KPMG-US, the hourly billing rate charged by KPMG-US for services performed by such individual, and the aggregate number of hours expended in this matter and fees billed therefore.

9. Pursuant to Section II.D of the UST Guidelines, annexed as Exhibit C is a summary of KPMG-US's time records billed during the Compensation Period by project category. Detailed records of hours expended and associated fees by professional during the Compensation Period are attached hereto as Exhibits E1 – E6.

10. During the Compensation Period, KPMG-US has not incurred expenses as reflected in Exhibit D.

SUMMARY OF SERVICES

11. KPMG-US has provided such services as were necessary and appropriate to the Debtors in the course of this chapter 11 case. The full scope and breadth of the services rendered are reflected in the monthly fee statements, which were filed and provided to the Notice Parties, as defined in the Interim Compensation Order, and incorporated herein. Set forth below is a summary of the services KPMG-US rendered

to the Debtors during the Compensation Period. During the Compensation Period,

KPMG-US provided the following services to the Debtors:

2011 Tax Compliance Services

- (i) Preparation and review of federal and state and local corporate tax returns and supporting schedules, including preliminary engagement planning activities related to the tax returns for the 2011 tax year;
- (ii) Determining the corporations' quarterly estimated tax payments for the 2012 tax year;
- (iii) Preparation and review of amended federal and state tax returns for U.S. Senior Living Funding, Inc. and USSLF Subco, Inc. for the year ended December 31, 2009; and

Retention Preparation

- (i) Retention services - included requesting additional information from Tax Partner to be able to address questions regarding the additional engagement letter filed in the Debtors' matter and resolving concerns regarding same.

Fee Application Preparation

- (i) Fee application preparation services - the billing procedures required by the Guidelines differ from KPMG-US's normal billing procedures, and as such, this case has required significant effort to (a) compile summary schedules of fees incurred; and (b) draft and finalize the exhibits included in the monthly fee statements.

2011 Tax Consulting Services

- (i) Consulting on tax matters that may arise for which the Debtors seek our advice, both written and oral

2010 IRS Exam

- (i) KPMG will represent Arcapita in its upcoming IRS income tax Examination;
- (ii) KPMG will work to resolve the examination in the most efficient and timely manner possible, and will work with Arcapita to develop an appropriate strategy for best handling the examination;

- (iii) KPMG will assist Arcapita in its dealings with the IRS examination team and will meet with team members as appropriate and necessary; and
- (iv) KPMG will assist Arcapita in preparing submissions in response to the IRS inquiries.

2012 Tax Compliance Services

- (i) Preparing federal, state and local tax returns and supporting schedules for the 2012 tax year;
- (ii) Determining the Debtors' quarterly estimated tax payments for the 2013 tax year; and
- (iii) Assisting the Debtors with tax issues related to the Additional Services that may arise for which the Debtors seek KPMG-US's advice, both written and oral, that do not require the issuance of a separate engagement letter as set forth in the Engagement Letter².

12. The professional services performed by KPMG-US were in the best interests of the Debtors, its estate and other parties in interest. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, or tasks involved. The professional services were performed expeditiously and in an efficient manner.

13. During the Compensation Period, KPMG-US billed the Debtors for time expended by professionals based on hourly rates ranging from \$136.00 to \$760.00 per hour. Of the aggregate time expended, 8.5 hours were expended by partners, 29.3 hours were expended by senior managers and managers, 41.4 hours were expended by senior associates, 48.1 hours were expended by associates, and 8.7 were expended by paraprofessionals. During the Compensation Period KPMG-US's blended hourly rate for services provided regarding its discounted fees is \$401.98.

ACTUAL AND NECESSARY DISBURSEMENTS OF KPMG-US

14. As set forth on Exhibit D and D1, KPMG-US is not aware of any expenses incurred by KPMG-US during the Compensation Period.

THE REQUESTED COMPENSATION SHOULD BE ALLOWED

15. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses." *Id.* § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded. . .the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

(F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

16. The services for which KPMG-US seeks compensation in this Application were necessary for and beneficial to the orderly administration of the Debtors' estate and its rehabilitation and reorganization effort. The Debtors retained KPMG-US as tax consultants to provide it with a variety of necessary services during the course of this case. These services were necessary to and in the best interests of the Debtors' estate and creditors.

17. Accordingly, the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, its estate, and all parties in interest.

18. All of KPMG-US's professionals that rendered services in these proceedings made a deliberate effort to avoid unnecessary duplication of work and time expended. In certain instances, however, conferences and/or collaboration were necessary among KPMG-US's professionals.

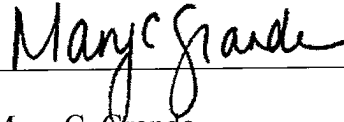
19. In sum, the services rendered by KPMG-US were necessary and beneficial to the Debtors' estate and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved, and approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

20. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the preparation of this Application, KPMG-US reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application. Furthermore, KPMG-US reserves the right to seek final approval of the fees and expenses requested herein.

CONCLUSION

WHEREFORE, KPMG-US respectfully requests that the Court enter an order (i) approving the interim allowance for professional services rendered to the Debtors during the Compensation Period, in the amount of \$52,350.76 and reimbursement for actual and necessary expenses incurred in connection with the rendition of such services in the aggregate of \$0.00; ii) holding that the allowance of such interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to KPMG-US's right to seek additional compensation for services performed and expenses incurred during the Compensation Period which were not processed at the time of this Application; (iii) authorizing and directing the Debtors to pay the fees awarded; (iv) authorizing and directing the Debtors to pay KPMG the outstanding holdback amount for the second compensation period in the amount of \$19,728.04; and (v) granting KPMG-US such other and further relief as is just.

Dated: April 19, 2013
Stamford, Connecticut

A handwritten signature in black ink that reads "Mary C. Grande". The signature is written in a cursive style and is positioned above a solid horizontal line.

Mary C. Grande
Partner
KPMG LLP (US)
Stamford Square
3001 Summer St
Stamford, CT 06905-4317
Tel: (203) 406-8054
Fax: (203) 643-2135

EXHIBIT A

**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
	:
	:
-----	X

**ORDER AUTHORIZING THE DEBTORS AND DEBTORS-IN-POSSESSION
TO RETAIN AND EMPLOY KPMG LLP (US) AS TAX CONSULTANTS
NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “*Application*”) of the above-captioned Debtors and Debtors-in-possession (collectively, the “*Debtors*”), for the entry of an order pursuant to section 327(a) and of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “*Bankruptcy Code*”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York (the “*Local Rules*”), authorizing them to employ and retain KPMG LLP (“*KPMG-US*”) as tax consultants to the Debtors in the above-captioned chapter 11 cases *nunc pro tunc* to the Petition Date;¹ and upon the Declaration of Mary C. Grande, a CPA and partner at KPMG-US (the “*Declaration*”) in support thereof; and the Court being satisfied based on the representations made in the Application and in the Declaration that KPMG-US represents no interest adverse to the Debtors’ estates with respect to the matters upon which they are to be engaged, that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy

¹ Capitalized terms not otherwise defined herein shall have the definitions ascribed to them in the Application.

Code, and that their employment is necessary and in the best interests of the Debtors' estates; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided; and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefore, it is hereby:

ORDERED that the Application is granted to the extent set forth herein; and it is further

ORDERED that in accordance with section 327(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014, the Debtors are authorized to employ and retain KPMG-US as tax consultants to the Debtors on the terms set forth in the Application and the Engagement Letter, as modified by this Order; and it is further

ORDERED that all requests of KPMG-US for payment of indemnity pursuant to the Engagement Letter shall be made by means of an application and shall be subject to review by the Court to ensure that the payment of such indemnity conforms to the terms of the Engagement Letter and is reasonable based upon the circumstances of the litigation or settlement in respect of which indemnity is sought; and it is further

ORDERED that KPMG-US shall be compensated in accordance with the Engagement Letter, sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, this Order and any other applicable orders of this Court; and it is further

ORDERED that the terms and conditions of the Engagement Letters, as modified by this Order, are approved and subject to the procedures set forth in the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines and any other applicable orders of this Court; and it is further

ORDERED that to the extent the Debtors make payments to KPMG-US on account of fees and expenses incurred in the performance of services pursuant to the Engagement Letter and this Order for the benefit of AIHL or any subsidiary of AIHL, nothing herein shall be construed to affect any claims among the members of the Arcapita Group on account of such payments to KPMG-US; and it is further

ORDERED that notice shall be provided by KPMG-US to the Debtors, the U.S. Trustee and the Committee prior to any increases in the rates set forth in the Application and such notice must be filed with the Court; and it is further

ORDERED that to the extent the Debtors and KPMG-US enter into any additional engagement letter(s), the Debtors will file such engagement letter(s) with the Bankruptcy Court and serve such engagement letter(s) upon the United States Trustee and counsel to the Official Committee of Unsecured Creditors. To the extent any of such parties object, within 14 days of such new engagement letter(s) being served, to the additional services to be provided by KPMG-US, the Debtors will promptly schedule a hearing before the Court. All additional services will be subject to the provisions of this Order; and it is further

ORDERED that the following terms apply during the pendency of the Debtors' Chapter 11 Cases:

- (a) KPMG-US shall not be entitled to indemnification, contribution or reimbursement for services other than those described in the Engagement Letters and the Application, unless such services and indemnification therefor are approved by the Court; provided, that to the extent additional engagement letter(s) are filed with the Court and no parties object to such engagement letter(s) in accordance with the procedures described in the immediately preceding Ordered paragraph, such engagement letter(s) shall be deemed approved by the Court;
- (b) The Debtors shall have no obligation to indemnify KPMG-US, or provide contribution or reimbursement to KPMG-US, for any claim or expense

that is either: (i) judicially determined (the determination having become final) to have arisen from KPMG-US's bad faith, self-dealing, breach of fiduciary duty (if any such duty exists), gross negligence or willful misconduct; or (ii) judicially determined (the determination having become final), based on a breach of KPMG-US's contractual obligations to the Debtor; or (iii) settled prior to a judicial determination as to the exclusions set forth in clauses (i) and (ii) immediately above, but determined by the Court, after notice and a hearing to be a claim or expense for which KPMG-US should not receive indemnity, contribution or reimbursement under the terms of KPMG-US's retention by the Debtors pursuant to the terms of the Engagement Letters and Application, as modified by this Order; and

- (c) If, before the earlier of: (i) the entry of an order confirming a chapter 11 plan in this case (that order having become a final order no longer subject to appeal); and (ii) the entry of an order closing these chapter 11 cases, KPMG-US believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution and/or reimbursement obligations under the Engagement Letter (as modified by this Order) and Application, including without limitation the advancement of defense costs, KPMG-US must file an application therefor in this Court. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by KPMG-US for indemnification, contribution or reimbursement, and not a provision limiting the duration of the Debtors' obligation to indemnify KPMG-US. All parties in interest shall retain the right to object to any demand by KPMG-US for indemnification, contribution or reimbursement; and it is further

ORDERED that the Debtors shall comply with the notice requirement set forth in paragraph 4(c) of KPMG-US's Standard Terms and Conditions for Advisory and Tax Services (the "*Standard Terms and Conditions*"), including providing written notice to KPMG-US prior to disseminating or advancing any of KPMG-US's advice, recommendations, information, or work product to third parties; and it is further

ORDERED that during the pendency of the Chapter 11 Cases, paragraph 6 of the Standard Terms and Conditions is deleted; and it is further

ORDERED that notwithstanding anything in the Application or the Engagement Letter to the contrary, prior to the earlier of (i) entry of an order confirming a chapter 11 plan in this case (that order having become a final order no longer subject to appeal); and (ii) the entry of an order closing these chapter 11 cases, this Court shall retain exclusive jurisdiction over all matters arising out of and/or pertaining to KPMG-US's engagement; and it is further

ORDERED that during the pendency of the Chapter 11 Cases, this Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Order.

Dated: July 11, 2012
New York, New York

/s/ Sean H. Lane
THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Arcapita Bank B.S.C. (c)
Summary Of Hours and Fees Incurred By Professional
November 1, 2012 through March 31, 2013

<u>Professional</u>	<u>Position</u>	<u>Current Hours Billed</u>	<u>Hourly Rate</u>	<u>Fees Billed</u>
Beel, Ryan C.	Senior Associate	23.5	\$ 364	\$ 8,550.36
Beel, Ryan C.	Senior Associate	7.6	\$ 319	\$ 2,424.40 ⁽¹⁾
Belmont, Lauren M.	Associate	5.5	\$ 280	\$ 1,540.00
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Garza, Juanita F.	Associate	3.4	\$ 220	\$ 748.00 ⁽²⁾
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Grande, Mary C.	Partner	7.0	\$ 760	\$ 5,320.00
Kang, Brian S.	Associate	6.0	\$ 280	\$ 1,680.00
Kim, Dale Y.	Manager	0.5	\$ 492	\$ 246.00
LeDoux, Cori L.	Associate	1.0	\$ 280	\$ 280.00
Maimin, Donna	Partner	1.5	\$ 760	\$ 1,140.00
Plangman, Monica	Manager	7.3	\$ 492	\$ 3,591.60
Tatum, Pamela R.	Senior Associate	10.3	\$ 364	\$ 3,749.20
VanRossem, Michael C.	Associate	25.9	\$ 280	\$ 7,252.00
Total Hours and Fees		136.0		\$ 52,350.76
Total Discounted Fees				\$ 52,350.76
Out of Pocket Expenses				\$ -
Net Requested Fees & Out of Pocket Expenses				\$ 52,350.76
Hourly Blended Rate			\$ 401.98	

⁽¹⁾ This work relates to tax consulting services and as such the tax consulting rates apply.

⁽²⁾ Rate change due to promotion.

EXHIBIT C

Arcapita Bank B.S.C. (c)
Summary of Hours and Fees Incurred by Category
November 1, 2012 through March 31, 2013

<u>Category</u>	<u>Exhibit</u>	<u>Hours</u>	<u>Fees</u>
2011 Tax Compliance Services	E1	16.2	\$ 5,574.40
Retention Preparation	E2	4.8	\$ 2,361.60
Fee Application Preparation	E3	24.9	\$ 6,910.40
2011 Tax Consulting Services	E4	6.2	\$ 2,132.36
2010 IRS Exam	E5	42.5	\$ 20,100.00
2012 Tax Compliance Services	E6	41.4	\$ 15,272.00
	Total	136.0	\$ 52,350.76

EXHIBIT D

Arcapita Bank B.S.C. (c)
Summary of Out of Pocket Expenses
November 1, 2012 through March 31, 2013

<u>Category</u>	<u>Amount</u>
Airfare	\$ -
Lodging	\$ -
Meals	\$ -
Ground Transportation	\$ -
Miscellaneous	\$ -
Total	\$ -

EXHIBIT C1

Arcapita Bank B.S.C. (c)
Detail of Out of Pocket Expenses
November 1, 2012 through March 31, 2013

Name	Date	Description	Amount
		Air Fare Subtotal	<u>\$ -</u>
		Lodging Subtotal	<u>\$ -</u>
		Meals Subtotal	<u>\$ -</u>
		Ground Transportation Subtotal	<u>\$ -</u>
		Miscellaneous Subtotal	<u>\$ -</u>
		Total Out of Pocket Expenses	<u><u>\$ -</u></u>

EXHIBIT E1

Arcapita Bank B.S.C. (c)
2011 Tax Compliance Services
November 1, 2012 through March 31, 2013

Name	Date	Description	Hours	Rate	Amount
Beel, Ryan C.	5-Nov-12	Requesting information from client in order to prepare the 2012 fourth quarter estimates for all entities	1.6	\$319.00	\$ 510.40
Beel, Ryan C.	6-Nov-12	Review of Aspen Valley Ranch fourth quarter activity. Confirm the deed in lieu conforms to 108(a)	1.0	\$319.00	\$ 319.00
Beel, Ryan C.	7-Nov-12	Prepare Arcapita 2012 Fourth Quarter Estimate Summary workpapers for all entities	2.0	\$319.00	\$ 638.00
DeCairano, Jill M.	15-Nov-12	Senior Manager review of the Arcapita fourth quarter estimates for all entities	2.0	\$543.00	\$ 1,086.00
DeCairano, Jill M.	26-Nov-12	Senior Manager review of the US Senior Living fourth quarter estimate calculation.	1.5	\$543.00	\$ 814.50
Chigurupati, Vijaya	26-Nov-12	Associate preparation of the US Senior Living fourth quarter estimate calculation.	3.5	\$245.00	\$ 857.50
Chigurupati, Vijaya	27-Nov-12	Revisions performed to US Senior Living fourth quarter estimate calculation.	0.3	\$245.00	\$ 73.50
Chigurupati, Vijaya	28-Nov-12	Additional revisions performed to US Senior Living fourth quarter estimate calculation.	0.8	\$245.00	\$ 196.00
Beel, Ryan C.	28-Nov-12	Senior Associate review of the US Senior Living fourth quarter estimate calculation.	3.0	\$319.00	\$ 957.00
Chigurupati, Vijaya	6-Dec-12	Prepare document related to the fourth quarter estimate calculation for retention in Orion for client's future retrieval.	0.5	\$245.00	\$ 122.50
Total 2011 Tax Compliance Services			16.2		\$ 5,574.40

EXHIBIT E2

Arcapita Bank B.S.C. (c)
Retention Preparation
November 1, 2012 through March 31, 2013

Name	Date	Description	Hours	Rate	Amount
Plangman, Monica	4-Jan-13	Prepare spreadsheet of rates to be charged in new engagement letter and transmit email to J. DeCairano (KPMG) regarding specifics of new services.	0.2	\$ 492.00	\$ 98.40
Plangman, Monica	4-Jan-13	Draft supplemental declaration regarding specifics of new services.	0.7	\$ 492.00	\$ 344.40
Plangman, Monica	4-Jan-13	Transmit communication to S. Carlin (KPMG) regarding supplemental required in bankruptcy matter along with specifics.	1.2	\$ 492.00	\$ 590.40
Plangman, Monica	7-Jan-13	Continue to create supplemental declaration, pulling data from previous filings and incorporating details from engagement letter.	0.6	\$ 492.00	\$ 295.20
Plangman, Monica	15-Jan-13	Finalize supplemental draft and provide to Sr. Manager for review.	0.3	\$ 492.00	\$ 147.60
Plangman, Monica	18-Jan-13	Revise supplemental declaration and transmit to S. Carlin (KPMG) for comments.	0.4	\$ 492.00	\$ 196.80
Plangman, Monica	23-Jan-13	Revise supplemental email and transmit to OGC for review and comments.	0.7	\$ 492.00	\$ 344.40
Plangman, Monica	1-Feb-13	Revise supplemental and order and send to OGC for approval.	0.2	\$ 492.00	\$ 98.40
Plangman, Monica	1-Feb-13	Email Gibson Dunn and Sr. Manager regarding supplemental.	0.1	\$ 492.00	\$ 49.20
Plangman, Monica	4-Feb-13	Draft emails to S. Carlin (KPMG) and D. Levin (GD&C) regarding supplemental.	0.2	\$ 492.00	\$ 98.40
Plangman, Monica	5-Feb-13	Review comments to supplemental provided by D Levin (GD&C) and send to Partner and S. Carlin (both KPMG) for review and approval.	0.1	\$ 492.00	\$ 49.20
Plangman, Monica	20-Mar-13	Finalize approved supplemental documents and send to D. Levin (GD&C) for filing purposes.	0.1	\$ 492.00	\$ 49.20
Total Retention Preparation			4.8		\$ 2,361.60

EXHIBIT E3

Arcapita Bank B.S.C. (c)
Fee Application Preparation
November 1, 2012 through March 31, 2013

Name	Date	Description	Hours	Rate	Amount
Tatum, Pamela R.	5-Nov-12	Pull voluntary petition from the docket and forward to Manager as requested.	0.1	\$364.00	\$ 36.40
Tatum, Pamela R.	5-Nov-12	Compile the October detail and incorporate into the fee statement exhibits.	0.4	\$364.00	\$ 145.60
Tatum, Pamela R.	5-Nov-12	Prepare fee analysis as requested by Manager.	0.5	\$364.00	\$ 182.00
Tatum, Pamela R.	6-Nov-12	Prepare information regarding the 2nd interim hearing and provide to engagement team.	0.2	\$364.00	\$ 72.80
Tatum, Pamela R.	8-Nov-12	Compile the October task descriptions and incorporate into the fee statement.	1.3	\$364.00	\$ 473.20
Tatum, Pamela R.	9-Nov-12	Prepare Consolidated Exhibits for the period of August 1, 2012 through October 31, 2012.	0.5	\$364.00	\$ 182.00
Tatum, Pamela R.	9-Nov-12	Prepare the September invoice allocation and reconciliation.	0.5	\$364.00	\$ 182.00
Tatum, Pamela R.	9-Nov-12	Compile the October task descriptions and incorporate into the fee statement.	0.9	\$364.00	\$ 327.60
Plangman, Monica	14-Nov-12	Manager review of fee application prior to finalization.	0.3	\$492.00	\$ 147.60
Tatum, Pamela R.	15-Nov-12	Prepare the narrative related to the Second Interim fee application for the period of August 1, 2012 through October 31, 2012.	1.4	\$364.00	\$ 509.60
Tatum, Pamela R.	15-Nov-12	Continue to incorporate information received into the October fee statement exhibits and forward to Manager for final review.	1.6	\$364.00	\$ 582.40
Plangman, Monica	16-Nov-12	Address question regarding billing rates for October fee statement.	0.1	\$492.00	\$ 49.20
Tatum, Pamela R.	16-Nov-12	Finalize the October fee statement and forward to Debtor's Counsel to file and serve.	0.2	\$364.00	\$ 72.80
Plangman, Monica	16-Nov-12	Incorporate most recently received details into interim fee application.	0.5	\$492.00	\$ 246.00
Tatum, Pamela R.	16-Nov-12	Incorporate additional information received into the Second Interim Narrative for the period of August 1, 2012 through October 31, 2012.	1.2	\$364.00	\$ 436.80

EXHIBIT E3

Arcapita Bank B.S.C. (c)
Fee Application Preparation
November 1, 2012 through March 31, 2013

Name	Date	Description	Hours	Rate	Amount
Tatum, Pamela R.	19-Nov-12	Continue to incorporate additional information received into the Second Interim Narrative, application and certification for the period of August 1, 2012 through October 31, 2012.	0.8	\$364.00	\$ 291.20
Tatum, Pamela R.	21-Nov-12	Finalize the Second Interim Application and forward to Debtor's Counsel to file and serve.	0.2	\$364.00	\$ 72.80
Tatum, Pamela R.	21-Nov-12	Continue to incorporate additional information received into the Second Interim Narrative, application and certification for the period of August 1, 2012 through October 31, 2012.	0.5	\$364.00	\$ 182.00
Garza, Juanita F.	2-Dec-12	Pull internal system's time details to incorporate in month's fee statement.	0.1	\$136.00	\$ 13.60
Garza, Juanita F.	7-Dec-12	Prepare exhibits to incorporate into 6th fee statement.	0.3	\$136.00	\$ 40.80
Garza, Juanita F.	13-Dec-12	Continue to prepare exhibits for inclusion in 6th fee statement.	0.1	\$136.00	\$ 13.60
Garza, Juanita F.	18-Dec-12	Discussion with M. Plangman (KPMG) regarding US Trustee request for reduction of fees, review fee statement details regarding requested reduction.	0.4	\$136.00	\$ 54.40
Garza, Juanita F.	19-Dec-12	Review cash payments for inclusion in interim fee application.	0.2	\$136.00	\$ 27.20
Garza, Juanita F.	19-Dec-12	Review email from debtor's counsel regarding future payment.	0.2	\$136.00	\$ 27.20
Plangman, Monica	20-Dec-12	Transmit communication to UST regarding KPMG's fees in second interim that were questioned, providing additional details and support for specific professionals.	0.5	\$492.00	\$ 246.00
Plangman, Monica	21-Dec-12	Finalize agreement with US Trustee regarding reduction for second interim fee application.	0.2	\$492.00	\$ 98.40
Garza, Juanita F.	7-Jan-13	Continue to prepare exhibits for 6th fee statement.	0.9	\$136.00	\$ 122.40
Garza, Juanita F.	8-Jan-13	Continue to prepare exhibits for 6th fee statement.	0.2	\$136.00	\$ 27.20

EXHIBIT E3

Arcapita Bank B.S.C. (c)
Fee Application Preparation
November 1, 2012 through March 31, 2013

Name	Date	Description	Hours	Rate	Amount
Garza, Juanita F.	29-Jan-13	Continue to prepare exhibits for 6th fee statement.	0.2	\$136.00	\$ 27.20
Garza, Juanita F.	31-Jan-13	Continue to prepare exhibits for 6th fee statement.	0.3	\$136.00	\$ 40.80
Garza, Juanita F.	12-Feb-13	Prepare exhibits for inclusion in monthly fee statement.	0.4	\$136.00	\$ 54.40
Garza, Juanita F.	13-Feb-13	Prepare exhibits for inclusion in monthly fee statement.	3.3	\$136.00	\$ 448.80
Garza, Juanita F.	19-Feb-13	Finalize documents and forward to senior manager for review.	0.4	\$136.00	\$ 54.40
Plangman, Monica	19-Feb-13	Manager review of fee application documents prior to finalization.	0.6	\$492.00	\$ 295.20
Garza, Juanita F.	20-Feb-13	Finalize fee application and forward for final review and approval.	0.5	\$136.00	\$ 68.00
Garza, Juanita F.	20-Feb-13	Forward finalized documents to debtor's counsel for filing and service.	0.3	\$136.00	\$ 40.80
Plangman, Monica	20-Feb-13	Manager review of fee application documents prior to finalization.	0.2	\$492.00	\$ 98.40
Garza, Juanita F.	21-Feb-13	Draft emails and respond to debtor's counsel request regarding forecasted fees.	0.4	\$136.00	\$ 54.40
Garza, Juanita F.	22-Feb-13	Draft and respond to emails regarding cash payments for inclusion in interim fee application.	0.5	\$136.00	\$ 68.00
Garza, Juanita F.	4-Mar-13	Request information on new projects to be included in monthly fee statements going forward.	0.2	\$220.00	\$ 44.00
Garza, Juanita F.	5-Mar-13	Prepare exhibits for inclusion in monthly fee statement.	0.1	\$220.00	\$ 22.00
Garza, Juanita F.	7-Mar-13	Draft email regarding go-forward for upcoming fee application filing.	0.1	\$220.00	\$ 22.00
Garza, Juanita F.	14-Mar-13	Draft email to manager and partner regarding upcoming interim fee application.	0.2	\$220.00	\$ 44.00
Garza, Juanita F.	21-Mar-13	Review cash payments to prepare tables and inclusion in interim fee application	0.4	\$220.00	\$ 88.00
Garza, Juanita F.	26-Mar-13	Preparation of exhibits for inclusion in monthly fee statement.	0.3	\$220.00	\$ 66.00

EXHIBIT E3

Arcapita Bank B.S.C. (c)
Fee Application Preparation
November 1, 2012 through March 31, 2013

Name	Date	Description	Hours	Rate	Amount
Garza, Juanita F.	26-Mar-13	Prepare exhibits for inclusion in interim fee application.	0.3	\$220.00	\$ 66.00
Garza, Juanita F.	27-Mar-13	Preparation of exhibits for inclusion in monthly fee statement.	0.9	\$220.00	\$ 198.00
Garza, Juanita F.	28-Mar-13	Prepare exhibits for inclusion in interim fee application.	0.9	\$220.00	\$ 198.00
Plangman, Monica	29-Mar-13	Review payments received to include in interim fee application documents.	0.1	\$492.00	\$ 49.20
Total Fee Application Preparation			24.9		\$ 6,910.40

EXHIBIT E4

Arcapita Bank B.S.C. (c)
2011 Tax Consulting Services
November 1, 2012 through March 31, 2013

Name	Date	Description	Hours	Rate	Amount
Kim, Dale Y.	5-Nov-12	Research current status of Illinois NOL (Net Operating Loss) suspension relief for dissolved taxpayers.	0.5	\$492.00	\$ 246.00
LeDoux, Cori L.	6-Nov-12	Preparation of NOL schedules for Oklahoma notice response for US Senior Living Inc. and Subsidiaries.	1.0	\$280.00	\$ 280.00
Beel, Ryan C.	28-Nov-12	Prepare response to Missouri notice for Outlet Center.	0.8	\$364.00	\$ 302.12
Beel, Ryan C.	28-Nov-12	Prepare response to Missouri notice for US Senior Living.	0.8	\$364.00	\$ 302.12
Beel, Ryan C.	28-Nov-12	Prepare response to Missouri notice for USSLF Subco.	0.8	\$364.00	\$ 302.12
Chigurupati, Vijaya	30-Nov-12	Compile tax return information from workpapers to prepare response to Missouri notices.	0.5	\$280.00	\$ 140.00
Chigurupati, Vijaya	17-Dec-12	Compile tax return information from workpapers to prepare response to Missouri notices.	0.4	\$280.00	\$ 112.00
Chigurupati, Vijaya	18-Dec-12	Call State of Oklahoma regarding response for notice received.	0.3	\$280.00	\$ 84.00
Beel, Ryan C.	18-Dec-12	Prepare response letter to Oklahoma notice for US Senior Living Inc. and subsidiaries.	1.0	\$364.00	\$ 364.00
Total 2011 Tax Consulting Services			6.2		\$ 2,132.36

EXHIBIT E5

Arcapita Bank B.S.C. (c)
2010 IRS Exam
November 1, 2012 through March 31, 2013
(includes time not previously billed)

Name	Date	Description	Hours	Rate	Amount
Kang, Brian S.	17-Oct-12	Continue to prepare a response package for the IRS' request for more information for the Chicago Condo 2010.	2.0	280.0	\$ 560.00
Beel, Ryan C.	18-Oct-12	Prepare IRS binder with requested documentation regarding the Chicago Condo 2010.	1.0	364.0	\$ 364.00
Beel, Ryan C.	22-Oct-12	Continue to prepare IRS binder with requested documentation regarding the Chicago Condo 2010.	1.4	364.0	\$ 509.60
Kang, Brian S.	18-Oct-12	Prepare a response package for the IRS' request for more information for the Chicago Condo 2010.	2.0	280.0	\$ 560.00
Beel, Ryan C.	22-Oct-12	Continue to prepare IRS binder with requested documentation regarding the Chicago Condo 2010.	2.6	364.0	\$ 946.40
Kang, Brian S.	26-Oct-12	Continue to prepare a response package for the IRS' request for more information for the Chicago Condo 2010.	1.0	280.0	\$ 280.00
DeCairano, Jill M.	5-Nov-12	Senior Manager review of the IDR deliverable to the IRS.	3.0	620.0	\$ 1,860.00
Kang, Brian S.	6-Nov-12	Prepare the IDR deliverable to the IRS.	0.5	280.0	\$ 140.00
Beel, Ryan C.	6-Nov-12	Preparation of the FP-1 and TC-02 IRS response letters for Chicago Condo.	3.0	364.0	\$ 1,092.00
Kang, Brian S.	7-Nov-12	Update IDR for Senior Manager's comments.	0.5	280.0	\$ 140.00
Beel, Ryan C.	7-Nov-12	Review the Murabaha agreements to draft a response letter to IRS request letter.	0.3	364.0	\$ 109.20
Beel, Ryan C.	7-Nov-12	Compile requested documentation required by IRS.	0.3	364.0	\$ 109.20
Beel, Ryan C.	7-Nov-12	Draft a response letter to IRS request letter.	3.4	364.0	\$ 1,237.60
Beel, Ryan C.	12-Nov-12	Update the IRS response binder with new information that will be sent to the IRS agent.	1.0	364.0	\$ 364.00
DeCairano, Jill M.	13-Nov-12	Conference call with IRS agent to discuss status of audit as well as answer questions for the IRS agent.	1.0	620.0	\$ 620.00
Grande, Mary C.	16-Nov-12	Partner review of the Murabaha payable relating to the IDR deliverable to the IRS.	1.0	760.0	\$ 760.00
Grande, Mary C.	19-Nov-12	Partner review of the IDR deliverable to the IRS.	1.0	760.0	\$ 760.00

EXHIBIT E5

Arcapita Bank B.S.C. (c)
2010 IRS Exam
November 1, 2012 through March 31, 2013
(includes time not previously billed)

Name	Date	Description	Hours	Rate	Amount
Grande, Mary C.	26-Nov-12	Continue Partner review of the IDR deliverable to the IRS.	1.0	760.0	\$ 760.00
DeCairano, Jill M.	26-Nov-12	Review of drafted IDR responses and subsequent changes made for delivery to the IRS agent.	4.0	620.0	\$ 2,480.00
Beel, Ryan C.	26-Nov-12	Senior associate preparation of Chicago Condo loan roll forward schedule per IRS agent's request.	4.0	364.0	\$ 1,456.00
Grande, Mary C.	27-Nov-12	Partner review of the IDR deliverable to the IRS.	1.0	760.0	\$ 760.00
Maimin, Donna	29-Nov-12	Review of PBC information in order to properly prepare the IDR deliverable to the IRS.	1.5	760.0	\$ 1,140.00
Beel, Ryan C.	11-Dec-12	Senior Associate preparation of the IDR deliverable to the IRS.	2.0	364.0	\$ 728.00
Grande, Mary C.	14-Dec-12	Partner review of the attorney's comments for the Murabaha payable. This was used to prepare the IDR deliverable to the IRS.	1.0	760.0	\$ 760.00
DeCairano, Jill M.	17-Dec-12	Senior Manager review of the IDR deliverable to the IRS.	2.0	620.0	\$ 1,240.00
Beel, Ryan C.	19-Dec-12	Senior Associate preparation of the IDR deliverable to the IRS.	1.0	364.0	\$ 364.00
Total 2010 IRS Exam			42.5		\$ 20,100.00

EXHIBIT E6

Arcapita Bank B.S.C. (c)
2012 Tax Compliance Services
March 1, 2013 through March 31, 2013
(includes time not previously billed)

Name	Date	Description	Hours	Rate	Amount
VanRossem, Michael C.	21-Feb-13	Prepare and send request to tax preparers and client to gather information for 2012 extensions and 2013 1Q estimates.	3.0	\$ 280.00	\$ 840.00
VanRossem, Michael C.	26-Feb-13	Reviewing prior year workpapers to prepare current workpapers.	1.4	\$ 280.00	\$ 392.00
VanRossem, Michael C.	26-Feb-13	Contact client regarding outstanding information for all entities.	2.1	\$ 280.00	\$ 588.00
Belmont, Lauren M.	26-Feb-13	Staff preparation of 2012 tax extensions for various entities (Orlando Conversion, Orlando Development, Orlando Residential, Longwood, Chicago, OSP, Aspen, and Pond Bay).	3.5	\$ 280.00	\$ 980.00
VanRossem, Michael C.	27-Feb-13	Review of information provided by tax advisors for US Senior Living to prepare returns and estimates.	1.0	\$ 280.00	\$ 280.00
Belmont, Lauren M.	27-Feb-13	Staff preparation of 2012 tax extensions for various entities (US Senior Living Funding Inc. and Subsidiaries., Outlet, Waverly, Palatine).	2.0	\$ 280.00	\$ 560.00
DeCairano, Jill M.	28-Feb-13	Senior Manager Review of 2012 tax extensions for all entities (Orlando Conversion, Orlando Development, Orlando Residential, Longwood, Chicago, OSP, Aspen, Pond Bay, US Senior Living Funding Inc. and Subsidiaries., Outlet, Waverly, and Palatine)	1.8	\$ 620.00	\$ 1,116.00
DeCairano, Jill M.	28-Feb-13	Continue Senior Manager Review of 2012 tax extensions for all entities (Orlando Conversion, Orlando Development, Orlando Residential, Longwood, Chicago, OSP, Aspen, Pond Bay, US Senior Living Funding Inc. and Subsidiaries., Outlet, Waverly, and Palatine)	2.2	\$ 620.00	\$ 1,364.00
VanRossem, Michael C.	5-Mar-13	Prepare US Senior entities' extension workpapers.	3.0	\$ 280.00	\$ 840.00
DeCairano, Jill M.	7-Mar-13	Senior Manager Review of changes made by senior/staff to Form 1042 prepared for Orlando Conversion.	0.4	\$ 620.00	\$ 248.00

EXHIBIT E6

Arcapita Bank B.S.C. (c)
2012 Tax Compliance Services
March 1, 2013 through March 31, 2013
(includes time not previously billed)

Name	Date	Description	Hours	Rate	Amount
DeCairano, Jill M.	7-Mar-13	Continue Senior Manager Review of 2012 tax extensions for all entities (Orlando Conversion, Orlando Development, Orlando Residential, Longwood, Chicago, OSP, Aspen, Pond Bay, US Senior Living Funding Inc. and Subsidiaries, Outlet, Waverly, and Palatine)	3.6	\$ 620.00	\$ 2,232.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for Chicago Condo.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for Longwood.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for Orlando Conversion.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for OSP	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for Palatine.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for Pond Bay.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for Waverly.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for Aspen Valley	0.5	\$ 280.00	\$ 140.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for USSLF Sub consolidated.	1.0	\$ 280.00	\$ 280.00
VanRossem, Michael C.	11-Mar-13	Revision to 2012 extension after manager review and comments for Palatine.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	11-Mar-13	Senior review of 2012 tax extension for Orlando Development and Orlando Residential.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	11-Mar-13	Continue senior review of 2012 tax extension for US Senior Living Funding Inc. and Subsidiaries.	0.5	\$ 280.00	\$ 140.00
VanRossem, Michael C.	11-Mar-13	Make changes to 2012 extension per manager review for OSP	0.5	\$ 280.00	\$ 140.00
VanRossem, Michael C.	11-Mar-13	Revisions to 2012 extension after manager review and comments for Pond Bay.	0.5	\$ 280.00	\$ 140.00

EXHIBIT E6

Arcapita Bank B.S.C. (c)
2012 Tax Compliance Services
March 1, 2013 through March 31, 2013
(includes time not previously billed)

Name	Date	Description	Hours	Rate	Amount
VanRossem, Michael C.	11-Mar-13	Revisions to Chicago Condo 2012 extensions after manager review and comments for Chicago.	0.5	\$ 280.00	\$ 140.00
VanRossem, Michael C.	11-Mar-13	Revisions to Longwood 2012 extensions after manager review and comments.	0.5	\$ 280.00	\$ 140.00
VanRossem, Michael C.	11-Mar-13	Senior review of 2012 tax extension for Outlet Funding.	0.5	\$ 280.00	\$ 140.00
Grande, Mary C.	11-Mar-13	Partner review of 2012 tax extensions for all entities.	2.0	\$ 760.00	\$ 1,520.00
VanRossem, Michael C.	12-Mar-13	Preparation of 2012 tax extension for US Senior Living.	1.0	\$ 280.00	\$ 280.00
VanRossem, Michael C.	12-Mar-13	Preparation of 2012 Form 1042, 1042-S, 1042-T for Orlando Conversion.	2.0	\$ 280.00	\$ 560.00
VanRossem, Michael C.	14-Mar-13	Preparation of 2012 tax extension for US Senior Living Inc. and Subsidiaries.	1.0	\$ 280.00	\$ 280.00
VanRossem, Michael C.	14-Mar-13	Revision to 2012 extensions after manager review and comments for Waverly e-file form.	1.0	\$ 280.00	\$ 280.00
VanRossem, Michael C.	15-Mar-13	Prepare E-file 2012 tax extension for Orlando.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	15-Mar-13	Prepare E-file 2012 tax extension for OSP.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	15-Mar-13	Prepare E-file 2012 tax extension for Outlet.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	15-Mar-13	Prepare E-file 2012 tax extension for Palatine.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	15-Mar-13	Process E-file 2012 tax extension for Aspen Valley.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	15-Mar-13	Process E-file 2012 tax extension for Chicago Condo.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	15-Mar-13	Process E-file 2012 tax extension for Longwood.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	15-Mar-13	Process E-file 2012 tax extension for Pond Bay.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	15-Mar-13	Process E-file 2012 tax extension for Waverly.	0.3	\$ 280.00	\$ 84.00

EXHIBIT E6

Arcapita Bank B.S.C. (c)
2012 Tax Compliance Services
March 1, 2013 through March 31, 2013
(includes time not previously billed)

Name	Date	Description	Hours	Rate	Amount
VanRossem, Michael C.	15-Mar-13	Process E-file 2012 tax extension for US Senior Living Inc. and Subsidiaries and USSLF Sub consolidated.	0.5	\$ 280.00	\$ 140.00
		Total 2012 Tax Compliance Services	41.4		\$ 15,272.00

EXHIBIT F

**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
-----		x

**CERTIFICATION PURSUANT TO
ADMINISTRATIVE ORDER RE: GUIDELINES
FOR FEES AND DISBURSEMENTS FOR PROFESSIONALS
IN SOUTHERN DISTRICT OF NEW YORK BANKRUPTCY CASES**

I, Mary C. Grande, certify as follows:

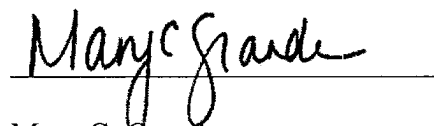
1. I am a Certified Public Accountant and a partner of KPMG LLP (US) (“KPMG-US”), a professional services firm.
2. By Order dated July 11, 2012, KPMG-US was retained as tax consultants to the debtors and debtors in possession (the “Debtors”).
3. I submit this certification in conjunction with KPMG-US’s application, dated April 19, 2013 (the “Application”), for KPMG-US’s third interim allowance of fees for professional services and reimbursement of expenses in this case for the period from November 1, 2012 through March 31, 2012, inclusive (the “Compensation Period”).
4. I am the professional designated by KPMG-US with the responsibility for KPMG-US’s compliance in this case with the administrative order regarding guidelines for fees and disbursements for professionals in Southern District of New York bankruptcy cases (the “Amended Guidelines”).
5. I have read KPMG-US’s Application and, to the best of my knowledge, information and belief formed after reasonable inquiry, except as stated herein or in the

Application: (i) the fees and disbursements sought in the Application fall within the Amended Guidelines and the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. §330 promulgated by the Office of the United States Trustee (61 Fed. Reg. 24890 (May 17, 1996); 28 C.F.R. Part 58, appendix A) (the “UST Guidelines” and together with the Amended Guidelines the “Guidelines”); (ii) the fees and disbursements sought are billed at rates in accordance with those customarily charged by KPMG-US and generally accepted by KPMG-US’s clients for the types of services rendered to the Debtors; and (iii) in providing a reimbursable disbursement, KPMG-US does not make a profit on the service, whether the service is performed by KPMG-US in-house or through a third party.

6. A copy of the Application is being provided to the United States Trustee, any official statutory committees appointed in this case and the Debtors, contemporaneously with the filing hereof.

7. To the extent that the Application is not in compliance with the Guidelines, KPMG-US requests a waiver of any such requirements.

Dated: April 19, 2013



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