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*Special Counsel for the Debtors*

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

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<b>IN RE:</b>	: <b>Chapter 11</b>
<b>ARCAPITA BANK B.S.C.(c), et al.,</b>	:
<b>Debtors.</b>	: <b>Case No. 12-11076 (SHL)</b>
	:
	: <b>Jointly Administered</b>
	:
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**NINTH MONTHLY STATEMENT OF KING & SPALDING LLP  
AND KING & SPALDING INTERNATIONAL LLP FOR COMPENSATION FOR  
PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED DURING  
THE PERIOD FROM APRIL 1, 2013 THROUGH APRIL 30, 2013**

King & Spalding LLP and King & Spalding International LLP (collectively, "***K&S***"), special counsel for Arcapita Bank B.S.C.(c) ("***Arcapita***") and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession (collectively, the "***Debtors***"), hereby submit this statement of fees and disbursements (a "***Monthly Statement***") for the period from April 1, 2013 through April 30, 2013 (the "***Compensation Period***") 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] (the "***Interim Compensation Order***").

**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>
Baltz, Ray	Partner	3.5	815	2,852.50
Brown, Jaron	Partner	13.7	660	9,042.00
Cox, Anne	Partner	0.9	710	639.00
Ferdinands, Paul	Partner	90.3	825	74,497.50
Furman, Kathryn	Partner	0.2	755	151.00
Jowers, Austin	Partner	0.5	630	315.00
Kamin, Josh	Partner	0.9	720	648.00
Marooney, Richard	Partner	5.0	785	3,925.00
Metcalf, Andrew	Partner	12.5	895	11,187.50
Pressgrove, Wayne	Partner	1.1	975	1,072.50
Raskin, Kenneth	Partner	1.5	1,100	1,650.00
Robertson, Brannon	Partner	3.1	575	1,782.50
Salah, Isam	Partner	0.5	1,025	512.50
Straus, Paul	Partner	18.3	775	14,182.50
Albright, Alan	Counsel	1.6	765	1,224.00
Dutson, Jeff	Associate	4.5	500	2,250.00
Gokhale, Anu	Associate	106.0	495	52,470.00
Joffe, David	Associate	23.6	530	12,508.00
Marshall, Jenny	Associate	2.0	670	1,340.00
Meyer, Emily	Associate	4.6	675	3,105.00
Mitchell, Lauren	Associate	32.7	565	18,475.50
Sanders, Nava	Associate	34.5	530	18,285.00
Sayegh, Elias	Associate	11.8	570	6,726.00
von Sternberg, Gina	Associate	22.4	335	7,504.00
Bellew, Evelyn	Paralegal	4.6	310	1,426.00
Heinz, Missy	Paralegal	22.5	295	6,637.50
Hong, Yee	Paralegal	7.0	275	1,925.00
Trowbridge, Roberta	Paralegal	1.5	315	472.50

<u>Timekeeper Name</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Barnaby, Dan	Litigation Support	2.1	210	441.00
Clements, Ernest	Litigation Support	1.4	230	322.00
McCullough, John	Practice Support	0.7	290	203.00
Slavin, Elena	Project Assistant	<u>0.5</u>	225	<u>112.50</u>
<b>TOTALS</b>		<b><u>436.0</u></b>		<b><u>\$257,884.50</u></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.

<u>Cost Description</u>	<u>Total</u>
Business Meals	28.53
Cabfare	45.82
Computer Research - Lexis/Westlaw	72.74
Document Retrieval	26.80
Duplicating Costs	723.10
Good Standing Certificates	117.37
Telephone/Conference Calls	<u>40.67</u>
<b>TOTAL</b>	<b><u>\$1,055.03</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.); (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  
May 21, 2013

KING & SPALDING LLP

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and

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*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. 9848399  
Invoice Date 05/20/13  
Client No. 05241

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

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For Professional Services Rendered through 04/30/13:

Fees	\$	143,582.50
Expenses		902.23
<b>Total this Invoice</b>	<b>\$</b>	<b>144,484.73</b>

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**PROFESSIONAL SERVICES**

<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
04/04/13	K Furman	B110	Telephone conference with J. Marshall and R. James (Secondary Sale)	0.2
04/15/13	A Cox	B110	Review documents (resolutions, minutes) distributed at board meeting and review correspondence regarding same (Cypress)	0.9
04/18/13	J McCullough	B110	Download and circulate stipulation lifting stay	0.4
04/30/13	E Slavin	B110	Organize, prepare and distribute files to Records for storage (Secondary Sale)	0.5
04/16/13	M Heinz	B160	Prepare monthly fee statement	3.6
04/18/13	M Heinz	B160	Prepare interim fee application and communications with P. Ferdinands regarding same	5.5
04/18/13	P Ferdinands	B160	Prepare K&S fee application	2.8
04/19/13	M Heinz	B160	Prepare interim fee application and communications with P. Ferdinands regarding same	1.0
04/19/13	P Ferdinands	B160	Prepare K&S fee application (.9); prepare memoranda to A. Metcalf, M. Heinz regarding fee application (.2); review memoranda from M. Heinz regarding fee application (.1)	1.2
04/22/13	M Heinz	B160	Revise, file and serve monthly fee statement and third interim fee application	6.1
04/22/13	P Ferdinands	B160	Prepare K&S fee application (2.1); prepare memoranda to M. Heinz regarding fee application (0.2); review memoranda from M. Heinz, D. Levin regarding fee applications (0.4)	2.7
04/01/13	P Straus	B190	E-mail correspondence regarding scheduling (Alinda)	0.1
04/01/13	L Mitchell	B190	Review and analyze sample document statistics sent by Servient (.2); confer with D. Joffe regarding the same and next steps (.3) (Alinda)	0.5
04/01/13	D Joffe	B190	Analyze document review audit reports (.4) confer with L. Mitchell regarding same (.3); memorandum to J. Dizon (Servient) regarding outstanding questions on audit reports (1.0) (Alinda)	1.7
04/01/13	M Heinz	B190	Communications with P. Straus regarding administrative claims related to Alinda litigation	0.2
04/02/13	E Clements	B190	Review and analyze audit reports from Servient regarding coding of Alpha and Refinement Sets (Alinda)	1.4
04/02/13	P Straus	B190	E-mail correspondence and office conferences regarding case and scheduling (Alinda)	0.4
04/02/13	P Straus	B190	Revise draft proposed scheduling order and discovery plan (Alinda)	0.9

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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
04/02/13	L Mitchell	B190	Confer with D. Joffe regarding document review and scheduling call with Servient and E. Clements (Alinda)	0.1
04/03/13	P Straus	B190	Conference call with Alinda's counsel regarding scheduling, next steps (Alinda)	0.7
04/03/13	P Straus	B190	Revise proposed scheduling order and discovery plan (Alinda)	0.9
04/03/13	P Straus	B190	E-mail correspondence and office conferences regarding proposed schedule, document production, strategy (Alinda)	0.9
04/03/13	P Straus	B190	Attend meeting regarding status of discovery, scheduling, strategy (Alinda)	0.3
04/03/13	L Mitchell	B190	Confer with D. Joffe concerning document review (.3); confer with R. Marooney, P. Straus and D. Joffe concerning next steps (.3); call with plaintiffs' counsel concerning discovery plan and next steps (.9); review correspondence and notes concerning document review in preparation for call with Servient and Discovery Center (1.4); call with Servient, E. Clements, D. Joffe and D. Barnaby (.5); revise document review memorandum (.6); correspond with J. Miller regarding next steps (.1); confer with P. Straus concerning document review and next steps (.3) (Alinda)	4.4
04/03/13	A Gokhale	B190	Discuss case history with D. Joffe and review case time line (Alinda)	1.8
04/03/13	D Joffe	B190	Call with Bracewell regarding discovery and confer internally pre-call (.9); confer with L. Mitchell regarding discovery plan (.3) ; call with Servient regarding document review (.6) ; prepare materials for A. Gokhale (.5) ; discuss matter overview with A. Gokhale (.3) (Alinda)	2.6
04/03/13	R Marooney	B190	Prepare for and attend telephone conference with counsel for Alinda (Alinda)	0.8
04/03/13	D Barnaby	B190	Prepare for and participate in a conference call regarding revised review batches and practices	2.1
04/04/13	D Joffe	B190	Revise updated audit reports from Servient (.5) ; analyze SDNY precedent regarding e-discovery (.5) (Alinda)	1.0
04/04/13	P Straus	B190	E-mail correspondence regarding response to objection to plan (Alinda)	0.3
04/04/13	L Mitchell	B190	Confer with D. Joffe concerning document review and next steps (.3); review documents in alpha set for predictive coding (.4) (Alinda)	0.7
04/04/13	M Heinz	B190	Document review and communications with P. Straus regarding administrative claims related to	0.2

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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
			Alinda litigation	
04/05/13	A Gokhale	B190	Review and analyze background materials in connection with document review (Alinda)	2.5
04/08/13	P Straus	B190	Review and revise plaintiffs' proposed stipulation, amended scheduling order, stipulated discovery plan (Alinda)	1.2
04/09/13	A Gokhale	B190	Review and analyze background pleadings in preparation for document review (Alinda)	3.9
04/09/13	J McCullough	B190	Download, review and circulate Hopper motion to intervene (Alinda)	0.3
04/10/13	P Straus	B190	Draft update of litigation summary for insurers (Alinda)	1.4
04/10/13	A Gokhale	B190	Review background materials in preparation for document review and attend training for Servient document review system (Alinda)	4.0
04/10/13	L Mitchell	B190	Conference with P. Straus concerning Hopper motion to intervene and next steps (Alinda)	0.5
04/11/13	A Gokhale	B190	Review and analyze background materials in preparation for document review (Alinda)	5.7
04/11/13	P Straus	B190	Review and revise proposed joint status letter, discovery plan and scheduling order (Alinda)	0.7
04/11/13	P Straus	B190	E-mail correspondence regarding motion to intervene, joint status letter, discovery plan, scheduling order (Alinda)	0.2
04/11/13	P Straus	B190	Review motion to intervene (Alinda)	0.2
04/11/13	L Mitchell	B190	Review proposed letter to J. Wood by Bracewell (.1); calculate time to respond (.2); correspond with team concerning Hopper Motion to Intervene (.3) (Alinda)	0.6
04/12/13	B Robertson	B190	Review Hopper motion to intervene and research AAA waiver issues (Alinda)	0.4
04/12/13	L Mitchell	B190	Review and analyze Hopper parties' motion to intervene (.6); summarize the same and circulate (.6) (Alinda)	1.2
04/12/13	P Straus	B190	E-mail correspondence regarding motion to intervene, status (Alinda)	0.1
04/12/13	B Robertson	B190	Review file and provide case status update to client (Falcon)	0.2
04/14/13	P Straus	B190	E-mail correspondence regarding proposed schedule and stipulation and strategy (Alinda)	0.9
04/14/13	P Straus	B190	Review summary and discussion of motion to intervene (Alinda)	0.5
04/14/13	P Straus	B190	Review draft documents regarding scheduling and lifting stay (Alinda)	0.5

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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
04/15/13	R Marooney	B190	Review and revise draft discovery order, order lifting the automatic stay and joint letter to court (0.6); review and prepare correspondence regarding same (0.4); office conferences with P. Straus and L. Mitchell regarding same (0.4) (Alinda)	1.4
04/15/13	P Straus	B190	Office conferences and e-mail correspondence regarding schedule, joint status letter to Court (Alinda)	0.3
04/15/13	P Straus	B190	Review draft letter and scheduling documents (Alinda)	0.4
04/15/13	L Mitchell	B190	Review proposed joint discovery letter (.3); revise the same (.4); review revised discovery schedule and amended order (.2); circulate revisions to Bracewell (.3); correspond with E. Robb of Bracewell (.3); correspond with K. Si-Ahmed and B. Lundstrom concerning the same (.2); confer with E. Robb concerning proposed schedule (.4); confer with R. Marooney and P. Straus concerning further revised letter to court (.4); revise proposed schedule and send to R. Marooney and P. Straus (2.2) (Alinda)	4.7
04/16/13	R Marooney	B190	Telephone conference with C. Millet regarding status (.3); review and revise draft discovery schedules and court orders (.3) (Alinda)	0.6
04/16/13	P Straus	B190	Review revised proposed discovery schedule (0.2); e-mail correspondence and office conferences regarding discovery schedule, strategy (0.3) (Alinda)	0.7
04/16/13	B Robertson	B190	Review joint status letter to the district court regarding resumption of litigation (Alinda)	0.2
04/16/13	A Gokhale	B190	Review and analyze underlying pleadings in preparation for document review (Alinda)	4.5
04/16/13	L Mitchell	B190	Conference with P. Straus concerning proposed revised discovery schedule (.3); correspond with E. Robb at Bracewell with proposed revised schedule (.2) (Alinda)	0.5
04/17/13	P Straus	B190	E-mail correspondence and office conferences regarding Hopper motion to intervene and strategy (Alinda)	0.4
04/17/13	A Gokhale	B190	Review and analyze deposition transcripts, pleadings and chronology in preparation for document review (Alinda)	7.7
04/17/13	L Mitchell	B190	Correspond with K. Si-Ahmed and B. Lundstrom regarding Hopper Parties Motion to Intervene (Alinda)	0.4
04/18/13	R Marooney	B190	Review court orders regarding scheduling (.2);	0.9

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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
			review and prepare correspondence regarding same (.5); conferences with L. Mitchell regarding same (.2) (Alinda)	
04/18/13	P Straus	B190	E-mail correspondence and office conferences regarding Alinda's revised proposed schedule, document review issues, strategy (Alinda)	0.6
04/18/13	A Gokhale	B190	Review and analyze deposition transcripts and mediation statements in preparation for document review (Alinda)	8.2
04/18/13	P Straus	B190	Review and analyze revised proposed schedule (Alinda)	0.8
04/18/13	L Mitchell	B190	Conference with P. Straus concerning discovery schedule (.3); correspond with E. Robb regarding the same (.2) (Alinda)	0.5
04/18/13	D Joffe	B190	Review documents in Alpha Set (Alinda)	1.5
04/19/13	A Gokhale	B190	Review and analyze production requests, document review memoranda and mediation statements in connection with document review (Alinda)	7.2
04/19/13	D Joffe	B190	Review documents in Alpha Set (1.6); draft memo on steps taken to date in document review (1.0) (Alinda)	2.6
04/20/13	D Joffe	B190	Review documents in Alpha Set (Alinda)	4.2
04/21/13	D Joffe	B190	Review documents in Alpha Set (Alinda)	5.1
04/22/13	P Straus	B190	Conference call with all parties regarding discovery schedule (Alinda)	0.8
04/22/13	P Straus	B190	Review revised proposed schedule (0.3); office conferences and e-mail correspondence regarding schedule, document production, strategy (0.5) (Alinda)	0.8
04/22/13	L Mitchell	B190	Conference with P. Straus concerning call with opposing counsel (.2); call with opposing counsel (.5); confer with R. Marooney, P. Straus and D. Joffe concerning next steps (.5); review proposed letter to Court drafted by Bracewell and revise the same (.5); confer with R. Marooney and P. Straus concerning revisions to letter (.4); correspond with Bracewell concerning proposed revisions (.3) (Alinda)	2.4
04/22/13	A Gokhale	B190	Discuss document review with D. Joffe and review documents in preparation for review (Alinda)	2.5
04/22/13	R Marooney	B190	Prepare for and attend telephone conference with plaintiff's counsel regarding status and scheduling matters (Alinda)	0.7
04/23/13	N Sanders	B190	Meeting with P. Straus regarding summary of the case; meeting with L. Mitchell regarding	4.9

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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
			background materials to review; attention to background materials (Alinda)	
04/23/13	P Straus	B190	Office conferences and e-mail correspondence regarding revised scheduling order, facts, case strategy (Alinda)	1.3
04/23/13	A Gokhale	B190	Review and analyze responsiveness tagging in refinement sets (Alinda)	11.8
04/23/13	L Mitchell	B190	Confer with N. Sanders regarding case background and document review (.2); correspond with Bracewell concerning letter to the court (.1) (Alinda)	0.3
04/24/13	N Sanders	B190	Attention to background materials (Alinda)	7.7
04/24/13	A Gokhale	B190	Review and analyze responsiveness tagging in refinement sets (Alinda)	10.1
04/25/13	N Sanders	B190	Attention to background materials; discussion with D. Joffe regarding document production (Alinda)	5.5
04/25/13	P Straus	B190	E-mail correspondence regarding letter, interrogatory answers (Alinda)	0.3
04/25/13	P Straus	B190	Review plaintiffs' letter regarding outstanding items (Alinda)	0.1
04/25/13	A Gokhale	B190	Review and analyze responsiveness tagging in refinement sets (Alinda)	8.3
04/25/13	L Mitchell	B190	Confer with D. Joffe regarding document review status and next steps (.2); review correspondence from Bracewell concerning interrogatory responses (.1); calculate response deadline (.1) (Alinda)	0.4
04/25/13	D Joffe	B190	Second-review refinement sets (Alinda)	1.2
04/26/13	N Sanders	B190	Attention to background materials (Alinda)	5.0
04/26/13	A Gokhale	B190	Review and analyze responsiveness tagging in refinement sets (Alinda)	8.1
04/26/13	L Mitchell	B190	Conference with P. Straus concerning interrogatories and next steps (.2); confer with D. Joffe concerning document review (.2); review discovery responses and prepare to review documents (1.0); review documents for production (.5) (Alinda)	1.9
04/26/13	B Robertson	B190	Attention to post-close real estate dispute with the Dangerfield's including review of file for information on negotiations with Dangerfield's; communicate with opposing counsel regarding same (Alinda)	0.8
04/26/13	D Joffe	B190	Second-review refinement sets (Alinda)	0.6
04/27/13	A Gokhale	B190	Review and analyze responsiveness tagging in refinement sets (Alinda)	10.6

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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
04/27/13	L Mitchell	B190	Review Arcapita documents alpha set (Alinda)	1.4
04/28/13	L Mitchell	B190	Review Arcapita documents alpha set (Alinda)	2.5
04/28/13	A Gokhale	B190	Review and analyze responsiveness tagging in refinement sets (Alinda)	9.1
04/29/13	P Straus	B190	Office conferences and e-mail correspondence regarding Hopper claims, documents to be produced, background facts (Alinda)	0.7
04/29/13	P Straus	B190	Review documents for production (Alinda)	0.1
04/29/13	R Marooney	B190	Review and prepare correspondence regarding Hopper parties and strategy (Alinda)	0.3
04/29/13	L Mitchell	B190	Review Arcapita alpha set documents (1.3); confer with D. Joffe regarding the same and document review (.5); confer with P. Straus regarding the same (.7); further review alpha set documents (2.0); confer with D. Joffe regarding document review and next steps (.5); plan call with J. Dizon of Servient (.2); review responsive document (.7) (Alinda)	5.9
04/29/13	D Joffe	B190	Organize re-running of predictive coding (Alinda)	0.5
04/29/13	D Joffe	B190	Meet with L. Mitchell regarding changes in Alpha Set coding (Alinda)	1.0
04/29/13	N Sanders	B190	Review and analyze to background case materials (Alinda)	3.8
04/30/13	R Marooney	B190	Office conference with L. Mitchell regarding status and strategy (.2); review court order regarding scheduling (.1) (Alinda)	0.3
04/30/13	P Straus	B190	Communications regarding document memo, order, scheduling (Alinda)	0.5
04/30/13	P Straus	B190	Review and revise document review memo (Alinda)	0.2
04/30/13	P Straus	B190	Review Court's order endorsing schedule (Alinda)	0.1
04/30/13	L Mitchell	B190	Confer with D. Joffe concerning document review planning and Servient (.5); correspond with team to plan meetings regarding document review and case status (.3); revise document review memo (1.5); transmit same to P. Straus and D. Joffe for review (.1); confer with D. Joffe regarding document review logistics (.5); correspond with team concerning scheduling order and case calendar (.2); review and revise case chronology (.2); review case calendar (.2); further revise document review memo (.3) (Alinda)	3.8
04/30/13	D Joffe	B190	Coordinate with L. Mitchell on revising review parameters and protocol (Alinda)	1.6
04/30/13	B Robertson	B190	Assist with document review issues (Alinda)	1.5
04/30/13	N Sanders	B190	Attention to Arcapita case calendar (Alinda)	2.0

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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
04/30/13	N Sanders	B190	Review and analyze background case materials (Alinda)	5.6
04/03/13	J Marshall	B210	Review email and cooperation agreement from R. James and review HV documents in connection with same (1.2); discuss cooperation agreement with K. Furman (0.5) (Secondary Sale)	1.7
04/04/13	E Sayegh	B210	Follow up with A. Kim regarding dissolution of SLH Funding	0.2
04/04/13	J Marshall	B210	Conference call with R. James regarding HV documents (Secondary Sale)	0.3
04/17/13	E Sayegh	B210	Discuss status of SLH Funding stock certificate with Y. Hong	0.2
04/23/13	E Bellew	B210	Review emails from A. Fallon and A. Kim and order Delaware good standings (0.4); compose response to A. Fallon (0.2) (Falcon)	0.6
04/29/13	E Sayegh	B210	Follow up on locating stock certificate of SLH Funding Corp.	0.2
04/01/13	W Pressgrove	B240	Review e-mails regarding Bosque and prepare response regarding tax return filings	1.1
04/02/13	I Salah	B260	Meeting with E. Bellew and G. Gacevic to review Waverly company dissolutions (0.2); meeting with E. Bellew and G. Gacevic to review Bosque company dissolutions (0.3)	0.5
04/02/13	Y Hong	B260	Organize share registers and organizational documents of MS Holding Company and Meridian Surgical Partners (0.4); coordinate with S. Harrison regarding same (0.1)	0.5
04/02/13	E Bellew	B260	Research structure charts, DE database and correspondence for meeting with I. Salah regarding dissolution of Bosque entities (0.5); compose emails to GSS and A. Fallon regarding same (0.3); meeting with I. Salah (0.2); compose email to A. Kim regarding Cayman entity of Bosque (0.1)	1.1
04/04/13	A Albright	B260	Review corporate records of portfolio companies in response to questions posed by C. Babcock of Gibson Dunn and regarding election of directors and compliance with loan conditions (.8); preparation of email to A. Kim and attachments responding to questions raised by C. Babcock (.8)	1.6
04/05/13	E Bellew	B260	Assemble consents regarding M. Tan appointment for signatures received from H. Thompson	0.4
04/09/13	E Bellew	B260	Review email from A. Kim and research documents requested for ArcIndustrial and USSLF Subco (0.3); prepare .pdfs (0.1); compose emails to GSS regarding operating agreement for ArcIndustrial (0.2); compose response to A. Kim	0.7

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<b>Date</b>	<b>Timekeeper</b>	<b>Task</b>	<b>Description</b>	<b>Hours</b>
			(0.1)	
04/10/13	Y Hong	B260	Coordinate with A. Kim regarding JJIP formation documents and unit allocation	0.2
04/10/13	E Bellew	B260	Review email from A. Kim regarding certificates of incorporation/ formation, research files, and compose response	0.5
04/05/13	P Ferdinands	B320	Telephone call with I. Salah, R. Baltz et al regarding plan status	0.9
04/17/13	M Heinz	B320	Download and review amended plan and disclosure statement and communications with P. Ferdinands regarding same	0.6
04/18/13	P Ferdinands	B320	Review amended plan and disclosure statement	2.1
04/26/13	M Heinz	B320	Download and review revised plan and disclosure statement and communications with P. Ferdinands regarding same	0.5
04/29/13	P Ferdinands	B320	Review revised plan and disclosure statement	1.4
				<hr/> 267.6

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**TIMEKEEPER SUMMARY**

<b>Timekeeper</b>	<b>Status</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
Anne Cox	Partner	0.9	710.00	639.00
Paul Ferdinands	Partner	11.1	825.00	9,157.50
Kathryn Furman	Partner	0.2	755.00	151.00
Richard Marooney	Partner	5.0	785.00	3,925.00
Wayne Pressgrove	Partner	1.1	975.00	1,072.50
Brannon Robertson	Partner	3.1	575.00	1,782.50
Isam Salah	Partner	0.5	1025.00	512.50
Paul Straus	Partner	18.3	775.00	14,182.50
Alan Albright	Counsel	1.6	765.00	1,224.00
Anu Gokhale	Associate	106.0	495.00	52,470.00
David Joffe	Associate	23.6	530.00	12,508.00
Jenny Marshall	Associate	2.0	670.00	1,340.00
Lauren Mitchell	Associate	32.7	565.00	18,475.50
Nava Sanders	Associate	34.5	530.00	18,285.00
Elias Sayegh	Associate	0.6	570.00	342.00
Evelyn Bellew	Paralegal	3.3	310.00	1,023.00
Missy Heinz	Paralegal	17.7	295.00	5,221.50
Yee Hong	Paralegal	0.7	275.00	192.50
Elena Slavin	Project Assistant	0.5	225.00	112.50
John McCullough	Practice Support	0.7	290.00	203.00
Dan Barnaby	Litigation Support	2.1	210.00	441.00
Ernest Clements	Litigation Support	1.4	230.00	322.00
<b>Total</b>		<u>267.6</u>		<u>143,582.50</u>

**Expenses Incurred**

04/30/13	Color Copies -	252.00
04/30/13	Duplicating Costs	454.80
02/22/13	VENDOR: XYZ Two Way Radio Svc., Inc. INVOICE#: 1482623 DATE: 3/6/2013 2/22/2013 22:00;STRAUS;GARDEN CITY, NY;	25.82
03/20/13	VENDOR: Pacer Service Center (NYC) INVOICE#: KINGNY-Q2013 DATE: 4/4/2013 PACER Usage for 01/01/2013-03/31/2013	0.50
03/20/13	VENDOR: Pacer Service Center (NYC) INVOICE#: KINGNY-Q2013 DATE: 4/4/2013 PACER Usage for 01/01/2013-03/31/2013	4.10
04/04/13	VENDOR: Soundpath INVOICE#: 4045724600-040713 DATE: 4/7/2013 Readyconference Plus Audio;04/04/2013;Marshall	5.40
04/05/13	VENDOR: Soundpath INVOICE#: 4045724600-040713 DATE: 4/7/2013 Readyconference Plus Audio;04/05/2013;Salah	22.24

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**Expenses Incurred**

04/15/13	VENDOR: Lauren Mitchell INVOICE#: 130058 DATE: 4/25/2013 Lauren Mitchell 04/11/2013 - 04/23/2013 New York City, New York: Review and revise documents (worked late)	10.00
04/23/13	VENDOR: CSC INVOICE#: 81100735402 DATE: 4/23/2013 DOCUMENT RETRIEVAL - CERTIFICATE OF GOOD STANDING - DESERT SOUTHWEST STORAGE HUB LLC	117.37
04/29/13	VENDOR: Lauren Mitchell INVOICE#: 130059 DATE: 5/2/2013 Lauren Mitchell 04/29/2013 - 04/29/2013 New York City, New York: Document review (worked late)	10.00
Total Expenses		902.23

**Task Summary**

<b>Task</b>	<b>Hours</b>	<b>Value</b>
B110 Case Administration	2.0	1,018.50
B160 Fee/Employment Applications	22.9	10,306.50
B190 Other Contested Matters (excluding assumption/rejection motions)	227.4	122,596.50
B210 Business Operations	3.2	1,868.00
B240 Tax Issues	1.1	1,072.50
B260 Board of Directors Matters	5.5	2,766.00
B320 Plan and Disclosure Statement (including Business Plan)	5.5	3,954.50
Total	267.6	143,582.50

**Task Summary - Disbursements**

E101 Copying	454.80
E102 Outside Printing	252.00
E110 Out-of-Town Travel	45.82
E112 Court Fees	117.37
E124 Other	32.24
Expenses	902.23

**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. 9848400  
Invoice Date 05/20/13  
Client No. 05241

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

For Professional Services Rendered through 04/30/13:

Fees	\$	114,302.00
Expenses		152.80
<b>Total this Invoice</b>	<b>\$</b>	<b>114,454.80</b>

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**PROFESSIONAL SERVICES**

<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
01/04/13	R Baltz	Attention to Lease termination and dissolution issues (Ampad)	1.0
01/10/13	E Bellew	Upload murabaha amendments to files (Ampad)	0.4
01/15/13	R Baltz	Attention to Murabahas, creditors claims and real estate lease (Ampad)	2.5
04/01/13	J Brown	Participate in telephone conferences with the Company to discuss preparation of disclosure schedules to asset purchase agreement and other due diligence matters (Bijoux)	2.2
04/01/13	P Ferdinands	Telephone calls with S. Buschmann regarding sale of BT (0.6); prepare memoranda to S. Buschmann, J. Brown regarding sale of BT (0.4); review form APA (0.8); review memoranda from J. Brown, S. Buschmann, C. Ragsdale regarding sale of BT (0.5); review loan documents (1.1) (Bijoux)	3.4
04/01/13	E Meyer	Review employee benefits documents (1.3); conference with K. Raskin regarding same (0.2); phone conference with C. Ragsdale and Z. Garay regarding benefit arrangements (0.3) (Bijoux)	1.8
04/01/13	K Raskin	Review and discuss due diligence and documents with E. Meyer, J. Brown and client (Bijoux)	0.9
04/01/13	G von Sternberg	Review additional leases provided (4.8); send client list of questions regarding leases and list of missing leases (0.6); participate in telephone conferences with the Company to discuss preparation of disclosure schedules to asset purchase agreement and other due diligence matters (2.2); join J. Brown in meeting with client to discuss employee benefit matters (0.5); review insurance policies for change of control and assignment provisions and summarize results (0.7); update disclosure schedules based upon material received from client (3.1) (Bijoux)	11.9
04/02/13	E Bellew	Review email from T. Nelson regarding LLC tax notices for MoBay entities and compose emails to CT regarding same (0.4); telephone call to GSS and compose responses to T. Nelson (0.2) (MoBay)	0.6
04/02/13	J Brown	Review Kitaro litigation matter documents (Bijoux)	2.8
04/02/13	P Ferdinands	Telephone calls with H. Thompson, S. Croft, S. Buschmann, J. Brown regarding sale of BT (1.1); prepare memoranda to J. Brown, S. Buschmann, S. Croft regarding sale of BT (0.5); review memoranda from S. Buschmann, J. Brown regarding sale of BT (.2); review Gibson Dunn memorandum regarding BT sale (.3); review BT loan documents (1.4) (Bijoux)	3.5
04/02/13	P Ferdinands	Review bankruptcy pleadings (Forba)	0.7
04/02/13	Y Hong	Organize list of transaction documents that Bijoux Turner is a party to per E. Sayegh's instructions (0.3); review documents from closing sets regarding same (0.7) (Bijoux)	1.0

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<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
04/02/13	K Raskin	Discuss transaction with J. Brown and review emails (Bijoux)	0.2
04/02/13	R Trowbridge	Prepare audit letter (Bijoux)	1.5
04/02/13	G von Sternberg	Update disclosure schedules to Asset Purchase Agreement (0.6); review insurance policies (4.0); join J. Brown on call to discuss pending litigation (0.5) (Bijoux)	5.1
04/03/13	P Ferdinands	Review loan documents (Bijoux)	2.3
04/03/13	Y Hong	Search for subordinated security documents in closing sets per E. Sayegh's instructions (0.8); follow up with same (0.1); coordinate with G. Sternberg regarding list of Bijoux Turner documents (0.1) (Bijoux)	1.0
04/03/13	J Kamin	Telephone conference with B. Lundstrom regarding wind-down (Ampad)	0.1
04/03/13	E Meyer	Review new employee benefits documents (0.7); conference with K. Raskin regarding same (0.2); draft list of follow-up questions to benefit documents (0.5) (Bijoux)	1.4
04/03/13	K Raskin	Discuss due diligence with E. Meyer (Bijoux)	0.2
04/03/13	E Sayegh	Discuss email and documentation with G. Sternberg and send email with relevant attachments (Bijoux)	1.6
04/03/13	G von Sternberg	Update disclosure schedules to Asset Purchase Agreement (Bijoux)	3.9
04/04/13	J Brown	Draft disclosure schedules to Asset Purchase Agreement (Bijoux)	1.0
04/04/13	E Meyer	Prepare Schedule 3.16(a) and mark-up of Section 3.16 of purchase agreement (Bijoux)	1.4
04/04/13	K Raskin	Review and discuss disclosure schedule with E. Meyer (Bijoux)	0.2
04/04/13	G von Sternberg	Update disclosure schedules with comments from J. Brown (0.4); update disclosure schedules with information from E. Sayegh (0.3) (Bijoux)	0.7
04/05/13	J Brown	Prepare draft disclosure schedules to asset purchase agreement (Bijoux)	1.0
04/05/13	P Ferdinands	Review memoranda from J. Brown, S. Zuckerman, S. Buschmann regarding BT sale (.5); review Roynat letter (.3); review loan documents (.9); telephone call with J. Brown regarding BT sale (.4) (Bijoux)	2.1
04/05/13	P Ferdinands	Review bankruptcy pleadings (Forba)	0.7
04/05/13	G von Sternberg	Update disclosure schedules with information from Emily Meyer (0.5); update with comments from J. Brown (0.3) (Bijoux)	0.8
04/08/13	J Brown	Telephone conferences with S. Buschmann, P. Ferdinands and A. Metcalf to discuss Black Street proposal (Bijoux)	1.8
04/08/13	P Ferdinands	Telephone calls with J. Brown, A. Metcalf, S. Buschmann regarding sale of BT (1.8); prepare memoranda to S. Buschmann, J. Brown, S. Zuckerman, A. Metcalf, S. Croft regarding sale of BT (0.5); review revised Blackstreet offer	3.5

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<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
		(0.4); review memoranda from J. Brown, S. Zuckerman, S. Buschmann regarding sale of BT, revised Blackstreet offer (0.3); review loan documents (0.5) (Bijoux)	
04/09/13	J Brown	Participate in telephone conference with Black Street to discuss letter of intent (Bijoux)	1.9
04/09/13	J Dutson	Legal research regarding Article 9 Sales and draft outline regarding same (Bijoux)	3.0
04/09/13	P Ferdinands	Telephone calls with S. Buschmann, J. Brown, A. Metcalf, S. Zuckerman, G. Bottazzi, A. Donchev, A. Noskow, R. Hammon regarding sale of BT, Blackstreet proposal (1.9); prepare memoranda to A. Metcalf, S. Buschmann, J. Brown, J. Dutson, A. Donchev, S. Zuckerman, A. Noskow, R. Hammon regarding sale of BT, Blackstreet proposal (0.9); review loan documents (3.1); review memoranda from A. Metcalf, J. Dutson, A. Donchev, J. Brown, S. Zuckerman, S. Buschmann regarding sale of BT, Blackstreet proposal (0.8); meetings with J. Dutson regarding sale of BT (0.4) (Bijoux)	6.3
04/09/13	Y Hong	Organize all security documents from previous transactions for E. Sayegh (0.5); create binder regarding same (0.5); organize Murabaha and intercreditor documents from previous transactions and coordinate with E. Sayegh regarding same (0.5) (Bijoux)	1.5
04/09/13	E Sayegh	Discuss Bijoux call with Black Street with A. Metcalf; prepare and send documents requested to A. Metcalf (Bijoux)	0.5
04/10/13	J Brown	Participate in telephone conference with counsel for Black Street; review of revised Black Street proposal (Bijoux)	0.6
04/10/13	J Dutson	Legal research regarding Article 9 Sales and draft outline regarding same (Bijoux)	1.5
04/10/13	P Ferdinands	Prepare memoranda to S. Buschmann, S. Zuckerman, J. Brown, A. Metcalf, G. Bottazzi, A. Donchev, A. Noskow, R. Hammon, J. Dutson regarding Blackstreet transaction, sale of BT (1.1); telephone calls with S. Buschmann, S. Zuckerman, J. Brown, A. Metcalf, G. Bottazzi, A. Donchev, A. Noskow regarding Blackstreet transaction, sale of BT (0.9); review loan documents (1.7); prepare Blackstreet LOI (1.4); review private sale memorandum (0.4); review memoranda from A. Metcalf, S. Zuckerman, G. Bottazzi, J. Brown, S. Buschmann, J. Dutson regarding Blackstreet transaction, sale of BT (0.6) (Bijoux)	6.1
04/10/13	P Ferdinands	Telephone calls with J. Kamin regarding wind-down issues (Ampad)	0.4
04/10/13	Y Hong	Coordinate with S. Harrison regarding BT Holding Company's share register and review said share register (Bijoux)	0.3
04/10/13	A Jowers	Conferences with P. Ferdinands and J. Dutson regarding foreclosure strategy (Bijoux)	0.5
04/10/13	J Kamin	Telephone conference with B. Lundstrom regarding wind-down (Ampad)	0.2

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<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
04/11/13	P Ferdinands	Prepare Blackstreet LOI (1.9); prepare Arcapita side letter (1.1); prepare memoranda to S. Buschmann, A. Metcalf, J. Brown, S. Zuckerman, G. Bottazzi, A. Donchev, A. Noskow, R. Hammon regarding Blackstreet transaction, sale of BT (1.4); review memoranda from A. Donchev, A. Noskow, S. Buschmann, G. Bottazzi, J. Brown, A. Metcalf, S. Zuckerman regarding Blackstreet transaction, sale of BT (0.9); telephone calls with A. Metcalf, S. Buschmann regarding sale of BT (0.7) (Bijoux)	6.0
04/11/13	E Sayegh	Communication with Bijoux CFO regarding waiver documents needed (Bijoux)	0.2
04/12/13	E Bellew	Compose follow-up email to T. Nelson regarding Delaware LLC Tax reports for MoBay entities (MoBay)	0.3
04/12/13	P Ferdinands	Telephone call with S. Buschmann regarding sale of BT (0.5); prepare memoranda to S. Buschmann, G. Bottazzi, S. Zuckerman, A. Metcalf, J. Brown regarding sale of BT (0.3); review revised draft of Blackstreet LOI (0.4); review memoranda from G. Bottazzi, S. Buschmann regarding sale of BT (0.4) (Bijoux)	1.6
04/15/13	J Brown	Participate in telephone conferences with Wells Fargo and its counsel to discuss potential transaction structure (Bijoux)	1.4
04/15/13	P Ferdinands	Prepare memoranda to S. Buschmann, G. Bottazzi, S. Zuckerman, J. Brown, A. Metcalf regarding sale of BT (0.9); review memoranda from S. Zuckerman, J. Brown, S. Buschmann, A. Metcalf, G. Bottazzi regarding sale of BT (0.7); review stock pledge (0.5); review Blackstreet NDA (0.4); telephone calls with S. Zuckerman, G. Bottazzi, S. Buschmann, J. Brown, G. Dixon, D. Fiorillo et al regarding sale of BT, transaction structures (2.4) (Bijoux)	4.9
04/15/13	A Metcalf	Forward pledge information to P. Ferdinands (Bijoux)	0.4
04/15/13	E Sayegh	Discuss Bijoux amendments with A. Metcalf (0.3); call with A. Elkhoully regarding 2012 amendments for Arcapita (0.3); review of question by S. Buschmann regarding the same (0.5) (Bijoux)	1.1
04/16/13	J Brown	Participate in telephone conference with P. Ferdinands, S. Zuckerman, and Blackstreet representatives to discuss structure for potential debt purchase transaction (0.5); participate in telephone conference with P. Ferdinands, S. Zuckerman, A. Metcalf and S. Buschmann to discuss potential deal structure with Wells Fargo and Black Street (0.5) (Bijoux)	1.0
04/16/13	P Ferdinands	Prepare memoranda to S. Zuckerman, J. Brown, A. Metcalf, S. Buschmann, G. Bottazzi regarding sale of BT (1.1); telephone calls with J. Brown, A. Metcalf, S. Zuckerman, S. Buschmann, G. Bottazzi, A. Noskov, A. Donchev regarding sale of BT (1.3); review memoranda from S. Zuckerman, A. Metcalf, J. Brown, S. Buschmann regarding sale of BT (.8); review correspondence from counsel to subordinated noteholders (.4) (Bijoux)	3.6
04/16/13	Y Hong	Search for BT WCF-BT Holding Murabaha and Bijoux Holdings preferred equity documentation in closing sets and	1.5

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Date	Timekeeper	Description	Hours
		email correspondence per E. Sayegh's request (1.2); follow up with E. Sayegh regarding same (0.3) (Bijoux)	
04/16/13	A Metcalf	Email from S. Zuckerman regarding enforcement structure (0.2); meet with E. Sayegh regarding BT WCF Murabaha and preferred equity (1.0); review collateral agency assignment and acceptance (0.2); conference call with S. Zuckerman, S. Buschmann, P. Ferdinands, J. Brown regarding next steps (0.6) (Bijoux)	2.0
04/16/13	E Sayegh	Call and emails with A. Kim regarding the BTWCF Murabaha Amendments (0.2); email with S. Buschmann about the same (0.2) call with J. Brown about the equity Murabaha terms (0.2); review the preferred equity terms and call with S. Buschmann about the same (1.2); review of the collateral agency agreement (0.4) (Bijoux)	2.2
04/17/13	P Ferdinands	Prepare memoranda to S. Zuckerman, A. Metcalf, J. Brown regarding sale of BT (.5); telephone call with A. Metcalf regarding sale of BT (.2); review memoranda from S. Zuckerman, S. Buschmann, J. Brown, A. Metcalf regarding sale of BT (.3) (Bijoux)	1.0
04/17/13	P Ferdinands	Review memoranda from B. Lundstrom, J. Kamin (0.2); review structure chart, GDC memorandum regarding Ampad winddown (0.5) (Ampad)	0.7
04/17/13	M Heinz	Conference with J. Kamin regarding Ampad resolution and document review regarding same (Ampad)	0.6
04/17/13	J Kamin	Review emails and telephone conferences with B. Lundstrom (0.5); telephone conference with P. Ferdinands (0.1) (Ampad)	0.6
04/17/13	A Metcalf	Call with P. Ferdinands regarding status (0.5); review intercreditor agreements, security agreements, related documents regarding enforcement of security (1.0); follow up with E. Sayegh regarding the same (0.3) (Bijoux)	1.8
04/17/13	E Sayegh	Review of Bijoux documents for intercreditor provisions and other document provision that would affect enforcement against collateral (Bijoux)	3.4
04/18/13	P Ferdinands	Prepare memoranda to S. Zuckerman regarding sale of BT (.4); telephone calls with D. Fiorillo, S. Buschmann, S. Zuckerman regarding sale of BT (.9); review memoranda from D. Fiorillo, S. Zuckerman regarding sale of BT (.2) (Bijoux)	1.5
04/18/13	M Heinz	Review Ampad memorandum and closing documents (Ampad)	0.7
04/18/13	A Metcalf	Follow up with E. Sayegh regarding enforcement mechanics (Bijoux)	0.3
04/18/13	E Sayegh	Review of notice of default send by the junior lenders and discuss issues of enforcement on the collateral with A. Metcalf (Bijoux)	2.2
04/19/13	P Ferdinands	Telephone calls with D. Fiorillo, S. Zuckerman, A. Metcalf regarding sale of BT (1.7); prepare memoranda to S. Zuckerman regarding sale of BT (.3); review memoranda from D. Fiorillo,	2.2

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<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
		S. Zuckerman regarding sale of BT (.2) (Bijoux)	
04/19/13	P Ferdinands	Review memoranda from M. Heinz, J. Kamin regarding Ampad Holdings board resolutions (Ampad)	0.4
04/19/13	M Heinz	Review draft board resolution and memorandum to J. Kamin regarding same (Ampad)	0.5
04/19/13	M Heinz	Review Ampad sale documents and corporate structure chart (0.5); communications with P. Ferdinands and B. Lundstrom regarding same (0.5); and prepare draft resolution for disbursement of funds and distribute resolutions for review (2.0) (Ampad)	3.0
04/22/13	P Ferdinands	Review memoranda from M. Heinz, B. Lundstrom regarding winddown of Ampad Holdings (0.3); review corporate structure chart, assignment documents, GDC memorandum, Ampad purchase agreement (1.8) (Ampad)	2.1
04/22/13	P Ferdinands	Prepare memoranda to A. Metcalf, J. Brown, S. Zuckerman, S. Buschmann, G. Bottazzi regarding sale of BT (0.9); review memoranda from S. Buschmann, S. Zuckerman, A. Metcalf, J. Brown, A. Donchev, G. Bottazzi regarding sale of BT (0.7) (Bijoux)	1.6
04/23/13	P Ferdinands	Telephone calls with S. Zuckerman, S. Buschmann, G. Bottazzi, D. Fiorillo, A. Metcalf regarding sale of BT (1.1); prepare memoranda to D. Fiorillo, A. Noskow, A. Metcalf, S. Buschmann, S. Zuckerman, G. Bottazzi regarding sale of BT (0.8); review memoranda from S. Zuckerman, D. Fiorillo, A. Metcalf, A. Noskow, G. Bottazzi, S. Buschmann regarding sale of BT (0.5); review loan documents (1.3) (Bijoux)	3.7
04/23/13	P Ferdinands	Prepare Board consent (Ampad Holdings) (2.9); prepare memoranda to J. Kamin, B. Lundstrom, M. Heinz regarding Board consent (0.2); review memoranda from B. Lundstrom, J. Kamin regarding Board consent, MEDI murabahas (0.8) (Ampad)	3.9
04/23/13	Y Hong	File review regarding Bijoux equity and formation documents (Bijoux)	1.0
04/23/13	A Metcalf	Conference call with S. Zuckerman, S. Buschmann regarding public sale of debt (0.5); forward credit documents to Patton Boggs (0.2) (Bijoux)	0.7
04/24/13	P Ferdinands	Prepare memoranda to S. Zuckerman regarding sale of BT (0.4); review memoranda from A. Noskow, S. Zuckerman, G. Bottazzi, D. Fiorillo regarding sale of BT (0.6); review initial draft of assignment agreement (Wells Fargo debt) (1.1) (Bijoux)	2.1
04/25/13	P Ferdinands	Review revised transaction proposal from Blackstreet (1.1); telephone calls with S. Zuckerman, S. Buschmann, G. Bottazzi regarding sale of BT (0.2); prepare memoranda to A. Metcalf, S. Zuckerman, G. Bottazzi, S. Buschmann regarding sale of BT (0.4); review memoranda from G. Bottazzi, S. Buschmann, S. Zuckerman, A. Metcalf regarding sale of BT (0.2) (Bijoux)	1.9

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<b>Date</b>	<b>Timekeeper</b>	<b>Description</b>	<b>Hours</b>
04/25/13	A Metcalf	Review letter from Blackstreet regarding revised offer (0.2); follow up with P. Ferdinands regarding the same (0.2) (Bijoux)	0.4
04/26/13	P Ferdinands	Preparation for and participation in Board call (1.1); telephone calls with S. Buschmann, G. Bottazzi, S. Zuckerman regarding sale of BT (1.4); prepare memoranda to S. Zuckerman, S. Buschmann regarding sale of BT (0.8); review memoranda from G. Bottazzi, S. Zuckerman, A. Donchev, S. Buschmann, H. Agadi, S. Croft, J. Bursztyn, K. Keough regarding sale of BT (0.7); review liquidation analysis / appraisal, recent financial information (0.9) (Bijoux)	4.9
04/26/13	A Metcalf	Review default notice from senior lenders and forward to working group (Bijoux)	0.3
04/28/13	P Ferdinands	Prepare memoranda to A. Metcalf, G. Bottazzi, S. Buschmann, H. Agadi, S. Croft, K. Keough, S. Zuckerman regarding sale of BT (0.8); review memoranda from S. Buschmann, S. Zuckerman, A. Metcalf, G. Bottazzi regarding sale of BT, board meeting (0.5) (Bijoux)	1.3
04/29/13	P Ferdinands	Preparation for and participation in Board meeting (0.9); prepare memoranda to G. Bottazzi, S. Zuckerman, S. Buschmann, A. Metcalf, A. Noskow, S. Ratliff regarding sale of BT (0.5); review memoranda from A. Noskow, S. Zuckerman, A. Donchev, S. Buschmann regarding sale of BT (0.4) (Bijoux)	1.8
04/29/13	A Metcalf	Review assignment agreement (2.3); call with P. Ferdinands regarding the same (0.3) (Bijoux)	2.6
04/30/13	P Ferdinands	Telephone calls with S. Buschmann, S. Zuckerman, A. Metcalf, A. Donchev, A. Noskow, S. Ratliff regarding sale of BT (1.1); prepare memoranda to S. Zuckerman, A. Noskow, A. Donchev, S. Ratliff, A. Metcalf, G. Bottazzi, S. Buschmann regarding sale of BT (0.8); review memoranda from A. Metcalf, S. Zuckerman, S. Ratliff, C. Ragsdale, A. Donchev, A. Noskow, G. Bottazzi regarding sale of BT (0.6) (Bijoux)	2.5
04/30/13	P Ferdinands	Prepare memoranda to H. Thompson, B. Lundstrom, C. Millet, J. Spano, J. Kamin regarding wind-down of Ampad Holdings (0.7); review draft complaint (W.P. Carey) (0.4); review memoranda from H. Thompson, B. Lundstrom, C. Millet, J. Kamin, P. Bates regarding wind-down of Ampad Holdings (0.5); telephone call with B. Lundstrom regarding wind-down of Ampad Holdings (0.3); review MEDI loan assignment documents (0.6) (Ampad)	2.5
04/30/13	A Metcalf	Call with P. Ferdinands regarding assignment agreement (0.2); conference call regarding the same and related documents (1.0); markup assignment agreement and forward to P. Ferdinands with email (2.8) (Bijoux)	4.0

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168.4

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**TIMEKEEPER SUMMARY**

<b>Timekeeper</b>	<b>Status</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
Ray Baltz	Partner	3.5	815.00	2,852.50
Jaron Brown	Partner	13.7	660.00	9,042.00
Paul Ferdinands	Partner	79.2	825.00	65,340.00
Austin Jowers	Partner	0.5	630.00	315.00
Josh Kamin	Partner	0.9	720.00	648.00
Andrew Metcalf	Partner	12.5	895.00	11,187.50
Kenneth Raskin	Partner	1.5	1100.00	1,650.00
Jeff Dutson	Associate	4.5	500.00	2,250.00
Emily Meyer	Associate	4.6	675.00	3,105.00
Elias Sayegh	Associate	11.2	570.00	6,384.00
Gina von Sternberg	Associate	22.4	335.00	7,504.00
Evelyn Bellew	Paralegal	1.3	310.00	403.00
Missy Heinz	Paralegal	4.8	295.00	1,416.00
Yee Hong	Paralegal	6.3	275.00	1,732.50
Roberta Trowbridge	Paralegal	1.5	315.00	472.50
<b>Total</b>		<b>168.4</b>		<b>114,302.00</b>

**Expenses Incurred**

04/30/13	Computer Research - Lexis/Westlaw	72.74
04/30/13	Duplicating Costs	16.30
02/20/13	VENDOR: Seamless INVOICE#: 1365885 DATE: 2/24/2013 Aru Sushi-2/24/2013---Hong Yee	15.14
03/20/13	VENDOR: Pacer Service Center (ATL) INVOICE#: KINGSP-Q12013 DATE: 4/4/2013 Pacer Jan-Mar 2013	5.10
03/20/13	VENDOR: Pacer Service Center (ATL) INVOICE#: KINGSP-Q12013 DATE: 4/4/2013 Pacer Jan-Mar 2013	17.10
04/01/13	Zifty.com, Inc.; Inv. No. 1277; Inv. Date 4/1/2013 / Business Meals -	13.39
04/01/13	VENDOR: Soundpath INVOICE#: 4045724600-040713 DATE: 4/7/2013 Readyconference Plus Audio;04/01/2013;Brown	5.29
04/01/13	VENDOR: Soundpath INVOICE#: 4045724600-040713 DATE: 4/7/2013 Readyconference Plus Audio;04/01/2013;Brown	7.74
<b>Total Expenses</b>		<b>152.80</b>