MOURANT OZANNES

Simon Dickson 94 Solaris Avenue, Camana Bay PO Box 1348, Grand Cayman KY1-1108, Cayman Islands Telephone: (345) 814-9110

UNITED STATES BANKRUPTCY COURT

Attorneys for the Debtors

SOUTHERN DISTRICT OF NEW YORK	X
IN RE:	: Chapter 11
ARCAPITA BANK B.S.C.(c), et al.,	: Case No. 12-11076 (SHL)
Debtors.	: Jointly Administered
	•

TWELFTH MONTHLY STATEMENT OF MOURANT OZANNES OF FEES FOR PROFESSIONAL SERVICES RENDERED AND DISBURSEMENTS INCURRED AS SPECIAL CAYMAN ISLANDS COUNSEL FOR THE DEBTORS FOR THE PERIOD OF JUNE 1, 2013 THROUGH JUNE 30, 2013

Mourant Ozannes, special Cayman Islands counsel for Arcapita Bank B.S.C. (c) and certain of its subsidiaries and affiliates, including Arcapita Investment Holdings Limited ("AIHL"), as debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the "Debtors" and each, a "Debtor"), hereby submits this statement of fees and disbursements (a "Monthly Statement") for the period of June 1, 2013 through June 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

¹ The Compensation Period includes certain time entries from May that were not included in the Eleventh Monthly Statement of Mourant Ozannes for the period of May 1, 2013 through May 31, 2013. As such, no payment has been received in connection with those services and payment is now sought by this Twelfth Monthly Statement.

Professionals and Committee Members [Docket No. 159] (the "Interim Compensation Order").² This is the twelfth monthly statement submitted by Mourant Ozannes.

FEES FOR SERVICES RENDERED DURING THE COMPENSATION PERIOD

1. Set forth below is a list of the positions of the Mourant Ozannes professionals and legal assistants who provided services to the Debtors during the Compensation Period, their respective billing rates, and the aggregate hours spent by each professional and legal assistant in providing services for the Debtors during the Compensation Period:

<u>NAME</u>	POSITION	YEAR ADMITTED AS A SOLICITOR/ BARRISTER/ ATTORNEY	DATE OF INITIAL EMPLOYMENT	HOURS	RATE (\$)	AMOUNT (\$)
Richard De Basto	Partner – Corp.	$UK^{3} - 1994$ $HK^{4} - 1997$ $KY^{5} - 2008$	06/02/2008	53.10	800	42,480.00
Simon Dickson	Partner - Lit.	UK - 1998 KY – 2002	06/01/2002	39.30	780	30,654.00
James Wauchope	Partner – Corp.	UK - 1988 KY – 1993	12/01/2009	43.70	750	32,775.00
Adam Bathgate	Senior Associate - Corp.	UK – 2006 KY – 2010	10/11/2010	25.70	600	15,420.00
Timothy Dawson	Senior Associate - Corp.	UK- 2003 KY-2011	09/24/2011	1.20	600	720.00
George Keightley	Senior Associate – Lit.	UK – 1997 KY – 2007	08/08/2007	0.30	650	195.00
Simon Thomas	Senior Associate - Corp.	UK – 2005 KY – 2012	11/07/2011	4.20	600	2,520.00
Alexandra Bethell	Associate – Lit.	UK – 2007 KY – 2013	08/07/2012	26.70	600	16,020.00
Fleur O'Driscoll	Associate - Lit.	$IRL^{6} - 2008$ $UK - 2010$ $KY - 2011$ $EC^{7} - 2013$	05/02/2011	42.80	600	25,680.00
Tracy Hylton	Associate – Corp.	KY - 2013	07/01/2011	55.90	350	19,565.00
Tracey Forbes	Articled Clerk - Lit.	N/A	05/28/2012	7.60	300	2,280.00

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Interim Compensation Order.

³ England and Wales.

⁴ Hong Kong.

⁵ Cayman Islands.

⁶ Ireland.

⁷ Eastern Caribbean – British Virgin Islands.

<u>NAME</u>	POSITION	YEAR ADMITTED AS A SOLICITOR/ BARRISTER/ ATTORNEY	DATE OF INITIAL EMPLOYMENT	HOURS	RATE (\$)	AMOUNT (\$)
Robin Gibb	Articled Clerk - Lit.	N/A	05/18/2011	11.60	300	3,480.00
Tisha Hobden	Paralegal – Lit.	N/A	08/13/2012	0.80	300	240.00
Claire Doyle	Paralegal – Lit.	N/A	12/03/2012	7.80	250	1,950.00
Rose Wanjiru	Paralegal – Lit.	N/A	09/02/2008	11.00	250	2,750.00
SUB TOTAL:						196,729.00
	TOTAL FEES REQUESTED					<u>196,729.00</u>

Corp. = Corporate Practice Group Lit. = Litigation Practice Group

2. The rates charged by Mourant Ozannes for services rendered to the Debtor are the same rates that it charges generally for professional services rendered to its non-bankruptcy clients. A complete itemization of tasks performed by these professionals and paraprofessionals for the Compensation Period is annexed hereto as **Exhibit A**.

EXPENSES INCURRED DURING THE COMPENSATION PERIOD

3. Set forth below is a summary list of the expenses incurred by Mourant Ozannes during the Compensation Period in the course of representing the Debtors:

DISBURSEMENT	AMOUNT (\$)
Printing	836.30
Telephone Costs	36.85
Court Search Fee	24.39
Court Fee	1,100.89
Courier Charges	22.20
Library Publications	63.62
Taxi Costs	34.76
TOTAL:	<u>2,119.01</u>

4. Mourant Ozannes customarily seeks reimbursement for in-house photocopies at the rate of \$0.61 per page. The Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases set forth in the Court's Administrative Order dated January 29, 2013 (General Order M-447) (the "*Guidelines*"),

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however, provides that photocopies shall be reimbursable at the lesser of \$0.10 per page or cost. Mourant Ozannes has reduced the amount sought as reimbursement of photocopying costs to the amount of \$0.10 per page and the sum of \$836.30 is requested as reimbursement of in-house printing and duplication. A complete itemization of expenses for which Mourant Ozannes seeks reimbursement is annexed hereto as **Exhibit B**.

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 (Attn: Michael A. Rosenthal, Esq., Janet M. Weiss, Esq. and Matthew K. Kelsey, Esq.); (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Richard Morrissey, Esq.); (iv) the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis Dunne, Esq. and Evan Fleck, Esq.); and (v) any other party the Court may designate. 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.

Dated: Grand Cayman, Cayman

Islands July 9, 2013 Respectfully submitted,

/s/ Simon Dickson

Simon Dickson

MOURANT OZANNES

94 Solaris Avenue, Camana Bay PO Box 1348, Grand Cayman KY1-1108, Cayman Islands

Telephone: (345) 814-9110

ATTORNEYS FOR THE DEBTORS

EXHIBIT A

Time Records for the Compensation Period

MOURANT OZANNES

94 Solaris Avenue Camana Bay PO Box 1348 Grand Cayman KY1-1108 Cayman Islands

T +1 345 949 4123 F +1 345 949 4647 mourantozannes.com

Arcapita Bank B.S.C. c/o Gibson Dunn & Crutcher LLP 200 Park Avenue New York NY 10166-0193 UNITED STATES OF AMERICA

For the Attention of: Mr. Brian J. Kim

Invoice Date:

8 July 2013

Invoice Number:

300-07079

Our Reference:

3042199

Arcapita Bank B.S.C. (c) - Scheme of Arrangement

To our professional services rendered with respect to the above named matter.

Should you require further information regarding the work undertaken please contact Mr Simon Dickson by email Simon.Dickson@mourantozannes.com or by telephone +1-345-949-4123.

	עפט
Professional services	196,729.00
Courier charges	22.20
Court Fees	1,100.89
Library Publications	63.62
Printing	836.30
Search Fees	24.39
Taxi Costs	34.76
Telephone Costs	36.85

Payment Terms

On Presentation

Total Due

198,848.01

Contact

Credit Control on +1 345 949 4123

(Please detach and return if paying by cheque)

Remittance Advice

Bank transfers should be made to the following account quoting the invoice number below:

Invoice Number:

300-07079

Total Due USD 198,848.01

Our Reference:

3042199

Direct Bank Payment

Bank of New York, 1 Wall Street, New York 10286, USA

ABA No.

0210-0001-8 **IRVTUS3N**

Bank of NY SWIFT For Credit to Account

803-326-5086

Butterfield Bank (Cayman) Limited

Bank of Butterfield SWIFT For Final Credit to

BNTBKYKY

Account Number

Mourant Ozannes 01101 032281

Cheques should be made payable to **Mourant Ozannes** and remitted to: 94 Solaris Avenue, Camana Bay, PO Box 1348, Grand Cayman, KY1-1108

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Client Name:

Arcapita Bank B.S.C.

Arrangement

Invoice Number:

300-07079

Matter Name:

Arcapita Bank B.S.C. (c) - Scheme of

Invoice Date:

8 July 2013

Time Summary

Fee Earner	Rate
Adam Bathgate	600.00
Alexandra Bethell	600.00
Claire Doyle	250.00
Fleur O'Driscoll	600.00
George Keightley	650.00
James Wauchope	750.00
Richard De Basto	800.00
Robin Gibb	300.00
Rose Wanjiru	250.00
Simon Dickson	780.00
Simon Thomas	600.00
Timothy Dawson	600.00
Tisha Hobden	300.00
Tracey Forbes	300.00
Tracy Hylton	350.00

Total

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Client Name:

Arcapita Bank B.S.C.

Arrangement

Invoice Number:

300-07079

Matter Name:

Arcapita Bank B.S.C. (c) - Scheme of

Invoice Date:

8 July 2013

Date	Fee Earner	Time Card Narrative	Hours	Amount
27/05/2013	Simon Dickson	Plan and Disclosure Statement: Continued preparation for hearing.	3.50	2,730.00
01/06/2013	Adam Bathgate	Plan and Disclosure Statement: Finalising overview of board resolutions required for Cayman companies (0.9) and related correspondence with GDC	1.00	600.00
01/06/2013	Simon Dickson	(0.1).Plan and Disclosure Statement: Email from Court re transcript.	0.10	78.00
02/06/2013	Richard De Basto	Plan and Disclosure Statement: Commenting on points of Topco Memorandum & Articles.	0.40	320.00
02/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft of Topco Memorandum & Articles received from Milbank.	2.00	1,500.00
02/06/2013	James Wauchope	Plan and Disclosure Statement: Email to GDC team providing comments on revised draft Topco Memorandum & Articles.	0.30	225.00
02/06/2013	James Wauchope	Plan and Disclosure Statement: Telecon with J O'Grady of GDC in relation to issues arising from revised draft Topco Memorandum & Articles.	1.50	1,125.00
02/06/2013	Simon Dickson	DIP Financing: Final review of sixth affidavit of Mohammed Chowdhury.	1.00	780.00
02/06/2013	Simon Dickson	DIP Financing: Email to GDC re execution of sixth affidavit of Mohammed Chowdhury.	0.30	234.00
02/06/2013	Simon Dickson	Plan and Disclosure Statement: Email to Court re transcript.	0.10	78.00
02/06/2013	Simon Dickson	Plan and Disclosure Statement: Email from Court re transcript.	0.10	78.00
03/06/2013	Claire Doyle	DIP Financing: Research Section 97(1) Companies Law (2012 Revision) and similar sections in previous Companies Law Revisions (0.4); search Cayman Islands Judicial website and review cases relating to this provision and relevance to Provisional Liquidations (0.8); email findings to F O'Driscoll (0.2).	1.40	350.00
03/06/2013	Claire Doyle	DIP Financing: Prepare bundles for Hearing on 6 June 2013.	1.50	375.00
03/06/2013	Robin Gibb	DIP Financing: Assisting with preparation of exhibit bundles to sixth affidavit of Mohammed Chowdhury.	0.50	150.00
03/06/2013	Timothy Dawson	Plan and Disclosure Statement: Conferences and emails to Cayman registrar of companies (0.3). Internal Conference with J Wauchope (0.1). Emails to GDC re submitting merger documents in draft to Cayman registry (0.1) attending to emails with GDC and Paget-Brown re incorporation of companies (0.2).	0.70	420.00

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Client Name:

Arcapita Bank B.S.C.

Arrangement

Invoice Number:

300-07079

Matter Name:

Arcapita Bank B.S.C. (c) - Scheme of

Invoice Date:

8 July 2013

Date	Fee Earner	Time Card Narrative	Hours	Amount
03/06/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of implementation term sheets (0.3). Considering issue of class consents (0.2). Reviewing forms of articles re pre-emption rights and transfer restrictions (0.4). Drafting comments on implementation term sheet sample (0.6). Conversations with J Wauchope re same (0.3). Drafting e-mail correspondence re same (0.4).	2.20	1,320.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft of Topco Memorandum & Articles received from Milbank.	1.50	1,125.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Telecon with GDC team, Milbank team and Walkers to discuss outstanding issues in respect of draft Topco Memorandum & Articles.	1.50	1,125.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Follow-up email correspondence with GDC team in relation to points arising from telecon.	0.30	225.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft Transaction Holdco amended articles received from Milbank.	0.50	375.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft Transaction Holdco shareholders' agreement received from Milbank.	0.50	375.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Providing to Milbank written advice as to the nature of special resolutions under Cayman law.	0.30	225.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Discussing with MO team Paget Brown's email as to their involvement in preparation of incorporation documents.	0.30	225.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft warrant instrument.	1.50	1,125.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Email to GDC and Milbank teams as to Cayman law comments on warrant instrument.	0.30	225.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft warrant instrument to reflect MO comments.	0.30	225.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Liaising with A Bathgate as regards provision to be included in Topco articles of association.	0.30	225.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing A Bathgate's draft overview of Cayman board approvals in relation to steps plan.	0.50	375.00
03/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised version of Topco Memorandum & Articles received from Milbank.	1.00	750.00

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Client Name:

Arcapita Bank B.S.C.

Invoice Number:

300-07079

Matter Name:

Arcapita Bank B.S.C. (c) - Scheme of Arrangement

Invoice Date:

8 July 2013

Date	Fee Earner	Time Card Narrative	Hours	Amount
03/06/2013	James Wauchope	Plan and Disclosure Statement: Discussing with J O'Grady of GDC the Cayman legal issues arising from the Milbank version of the Topco Memorandum & Articles.	0.50	375.00
03/06/2013	Adam Bathgate	Plan and Disclosure Statement: Discussions with J Wauchope re form of Topco articles (0.4) and follow-up correspondence with GDC, Milbank and Walkers re automatic repurchase mechanism (0.6). Discussion J Wauchope re outline board resolutions (0.3).	1.30	780.00
03/06/2013	Alexandra Bethell	DIP Financing: Reviewing and considering skeleton argument from hearing in December (0.8), reviewing sixth affidavit of Mohammed Chowdhury (0.8), researching cases under s97(1) (0.8), drafting skeleton argument (3.5).	5.90	3,540.00
03/06/2013	Fleur O'Driscoll	DIP Financing: Email to J Weisser regarding the DIP budget and its current status and review of his reply.	0.20	120.00
03/06/2013	Fleur O'Driscoll	DIP Financing: Email to Carlito Lobarbio regarding the sworn affidavit of Mohammed Chowdhury.	0.10	60.00
03/06/2013	Fleur O'Driscoll	Hearing: Organising bundle for the DIP financing hearing and liaising with support staff in this regard.	0.80	480.00
03/06/2013	Fleur O'Driscoll	DIP Financing: Review of the sworn affidavit of Mohammed Chowdhury (0.2) and arranging for same to be filed (0.3).	0.50	300.00
03/06/2013	Fleur O'Driscoll	DIP Financing: Email in from Amy Doshi regarding the swearing of the affidavit (0.1). Emails out in reply (0.1). Email to J Weisser in this regard (0.1).	0.30	180.00
03/06/2013	Fleur O'Driscoll	DIP Financing: Consideration of the moratorium issue and review of previous DIP Financing application/documentation (2.8). Note to S Dickson on issue prepared (0.7). Emails to and from S Dickson re same (0.2).	3.70	2,220.00
03/06/2013	Fleur O'Driscoll	Hearings: Research on moratorium issue and review of relevant case law (1.5). Brief note to S Dickson re same prepared (0.5).	2.00	1,200.00
03/06/2013	Fleur O'Driscoll	Hearings: Email from Walkers regarding the sealed order (0.1) and reply and following up with the Courts Office re same (0.2).	0.30	180.00
03/06/2013	Fleur O'Driscoll	Hearings: Amendments to the draft order (0.3) and letter to Christine Moore prepared (0.2). Bundles finalised and out to the Court Office (0.3).	0.80	480.00
03/06/2013	Fleur O'Driscoll	Hearings: Further email to Carlito Lobarbio regarding the sixth affidavit of Mohammed Chowdhury.	0.10	60.00
03/06/2013	Fieur O'Driscoll	Hearings: Letters to the five notice parties prepared (0.5). Review of final bundles and bundles out (0.2).	0.70	420.00

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Arcapita Bank B.S.C.

Arrangement

Invoice Number:

300-07079

Matter Name:

Arcapita Bank B.S.C. (c) - Scheme of

Invoice Date:

8 July 2013

Date	Fee Earner	Time Card Narrative	Hours	Amount
03/06/2013	Fleur O'Driscoll	Hearings: Emails to and from Campbells regarding the bundles for the hearing.	0.20	120.00
03/06/2013	Fleur O'Driscoll	Hearings: Emails to and from K Pearson	0.20	120.00
03/06/2013	Fleur O'Driscoll	regarding the bundles. Hearings: Emails to and from Maples	0.20	120.00
03/06/2013	Rose Wanjiru	regarding the sealed order. DIP Financing: Preparing hearing bundle (3.60), attending to Court to file the sixth affidavit of Mohammed Chowdhury (0.40).	4.00	1,000.00
03/06/2013	Tracy Hylton	DIP Financing: Collating and reviewing director certificate packs (1.0). Updating master schedule of Guarantors in respect to amendments /updates to corporate records of the guarantors (1.0). Emails to Paget-Brown requesting Certificate of Good Standing for each of the Guarantors (.5).	2.50	875.00
03/06/2013	Tracy Hylton	Fee Applications: Reviewing and	0.40	140.00
03/06/2013	George Keightley	amending narratives of May invoice. DIP Financing: Discussions with F	0.30	195.00
03/06/2013	Simon Dickson	O'Driscoll re lifting of statutory stay. Plan and Disclosure Statement: Various emails concerning order from Court for recognition.	0.50	390.00
03/06/2013	Simon Dickson	DIP Financing: Instructions to A Bethell re drafting of skeleton.	1.00	780.00
03/06/2013	Simon Dickson	DIP Financing: Consideration of event of default issue raised by F O'Driscoll and possible ways of resolving same.	1.00	780.00
03/06/2013	Simon Dickson	DIP Financing: Email from GDC re	0.10	78.00
03/06/2013	Simon Dickson	swearing of Chowdhury Affidavit. DIP Financing: Email to GDC re	0.10	78.00
03/06/2013	Simon Dickson	swearing of affidavit. DIP Financing: Emails from Bank re exhibits for affidavit.	0.10	78.00
03/06/2013	Simon Dickson	DIP Financing: Receive and review sworn affidavit.	0.10	78.00
03/06/2013	Simon Dickson	DIP Financing: Instructions to team re preparation and service of hearing bundle and overseeing preparation of same.	1.00	780.00
03/06/2013	Simon Dickson	DIP Financing: Drafting email to F O'Driscoll outlining issues arising with draft order and research required.	0.30	234.00
03/06/2013	Simon Dickson	Plan and Disclosure Statement: Email	0.10	78.00
03/06/2013	Simon Dickson	to transcription service. DIP Financing: Update from F O'Driscoll re issue with affidavit.	0.20	156.00
03/06/2013	Simon Dickson	DIP Financing: Email to and from JPLs	0.20	156.00
03/06/2013	Simon Dickson	re support for motion. DIP Financing: Review of research by F O'Driscoll in respect of power to modify stay.	0.80	624.00
03/06/2013	Simon Dickson	Plan and Disclosure Statement: Email to and from GDC re draft order.	0.10	78.00
03/06/2013	Simon Dickson	DIP Financing: Review of most recent list of conditions precedent for closing.	0.20	156.00

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Client Name:

Arcapita Bank B.S.C.

Arrangement

Invoice Number:

300-07079

Matter Name:

Arcapita Bank B.S.C. (c) - Scheme of

Invoice Date:

8 July 2013

Date	Fee Earner	Time Card Narrative	Hours	Amount
03/06/2013	Simon Dickson	Plan and Disclosure Statement: Email to F O'Driscoll in respect of approved but not sealed order and disclosure to SCB.	0.10	78.00
03/06/2013	Richard De Basto	Plan and Disclosure Statement: Review and comment on revised DIP Facility Agreement.	2.50	2,000.00
03/06/2013	Richard De Basto	Plan and Disclosure Statement: Sending revised declaration of trust received from Paget-Brown to GDC.	0.20	160.00
03/06/2013	Richard De Basto	Plan and Disclosure Statement: Review and comment on revised draft of Investment Agency Agreement.	1.10	880.00
04/06/2013	Claire Doyle	DIP Financing: Prepare Authorities Bundle (1.0) and 8 copies of same (1.2).	2.20	550.00
04/06/2013	Robin Gibb	DIP Financing: Attempted calls to Chief Justices's secretary and follow up emails with same (0.1) and arranging collection of signed order (0.1).	0.20	60.00
04/06/2013	James Wauchope	Plan and Disclosure Statement: Legal research as to enforceability of provision in draft Topco articles restricting exercise of certain statutory powers.	1.50	1,125.00
04/06/2013	Alexandra Bethell	DIP Financing: Proof reading skeleton argument and amending (1.7), incorporating GDC comments and amending (0.4), email to K Pearson at Appleby with the skeleton argument (0.2), discussing the skeleton with K Pearson on the phone (0.2), arranging for skeleton bundles to be prepared (0.7), arranging for skeleton argument and bundle to be taken to Court (0.3) and emailing the other parties with the skeleton argument (0.2).	3.70	2,220.00
04/06/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Discussion with S Dickson and email to J Graves regarding the initialled draft order.	0.20	120.00
04/06/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Liaising with R Gibb to obtain a sealed copy of the order dated 31 May 2013.	0.60	360.00
04/06/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Review of email in from Carlito Lobarbio regarding the sixth affidavit of M Chowdhury (0.2) and reply out (0.1).	0.30	180.00
04/06/2013	Fleur O'Driscoll	DIP Financing: Discussion with S Dickson regarding the Fortress DIP (0.1) Consideration of the documents (0.4) and email to J Weisser re same (0.3).	0.80	480.00
04/06/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Email out to J Graves regarding the sealed order.	0.10	60.00

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Client Name:

Arcapita Bank B.S.C.

Invoice Number:

300-07079

Matter Name:

Arcapita Bank B.S.C. (c) - Scheme of Arrangement

Invoice Date:

8 July 2013

Time Detail				
Date	Fee Earner	Time Card Narrative	Hours	Amount
04/06/2013	Fleur O'Driscoll	DIP Financing: Review of J Weisser's email re matter (0.2). Email to S Dickson (0.1) and discussion with him re same (0.1). Emails to R de Basto regarding the query (0.2) and discussion with R de Basto re same (0.2). Review of emails addressing issue (0.1). Draft email to K Pearson (Appleby) prepared (0.4). Amendments to email and email out (0.2). Discussion with S Dickson re matter (0.2).	1.70	1,020.00
04/06/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Email out to GDC regarding the sealed order (0.1) and email out to Campbells, Maples, Walkers, Samson & McGrath and Appleby re same (0.1).	0.20	120.00
04/06/2013	Fleur O'Driscoll	DIP Financing: Review of draft skeleton argument (0.5) and review of GDC comments (0.2).	0.70	420.00
04/06/2013	Fleur O'Driscoll	DIP Financing: Review of K Pearson's email and revised draft order (0.2). Discussion with S Dickson re same (0.1) Email out in reply (0.1).	0.40	240.00
04/06/2013	Fleur O'Driscoll	DIP Financing: Research regarding lifting the moratorium on litigation for the DIP hearing (5.4) and note to S Dickson re same prepared (0.8).	6.20	3,720.00
04/06/2013	Tracy Hylton	DIP Financing: Attending to emails from GDC in respect to updates to list of Guarantors (0.1). Reviewing list of DIP Guarantors as at 4 June (0.2) and updating legal opinion schedule of guarantors (0.3).	0.60	210.00
04/06/2013	Simon Dickson	DIP Financing: Drafting skeleton argument for hearing.	5.00	3,900.00
04/06/2013	Simon Dickson	DIP Financing: Considering issues arising in respect of event of default and amending order.	0.50	390.00
04/06/2013	Simon Dickson	DIP Financing: Various emails with GDC concerning potential event of default.	0.20	156.00
04/06/2013	Simon Dickson	DIP Financing: Discussion with F O'Driscoll re approach to Appleby as Counsel for Goldman Sachs re amendment to order.	0.20	156.00
04/06/2013	Simon Dickson	DIP Financing: Review of various authorities in respect of lifting of moratorium.	0.50	390.00
04/06/2013	Simon Dickson	DIP Financing: Email correspondence with JPLs re position in respect of application.	0.20	156.00
04/06/2013	Simon Dickson	Plan and Disclosure Statement: Various emails with GDC in respect of order from Cayman Court recognising the plan.	0.20	156.00
04/06/2013	Simon Dickson	Plan and Disclosure Statement: Appending and incorporating comments into skeleton.	0.80	624.00
04/06/2013	Simon Dickson	DIP Financing: Finalise and serve skeleton argument.	0.50	390.00
04/06/2013	Simon Dickson	DIP Financing: Review further research on lifting of moratorium.	0.50	390.00

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Client Name:

Arcapita Bank B.S.C.

Invoice Number:

300-07079

Matter Name:

Arcapita Bank B.S.C. (c) - Scheme of Arrangement

Invoice Date:

8 July 2013

Date	Fee Earner	Time Card Narrative	Hours	Amount
04/06/2013	Richard De Basto	Plan and Disclosure Statement: Discussion with F O'Driscoll about possible	0.60	480.00
04/06/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing and sending comments on security questionaire to GDC.	0.30	240.00
04/06/2013	Richard De Basto	Plan and Disclosure Statement: Finalising form of corporate conditions precedent to be provided under the DIP facility.	0.70	560.00
04/06/2013	Richard De Basto	Plan and Disclosure Statement: Liaising with Paget-Brown and GDC concerning the transfer of the registered office of the sukuk issuer to Paget-Brown.	0.50	400.00
05/06/2013	Tisha Hobden	Hearings: Preparing reference bundles for hearing.	0.80	240.00
05/06/2013	Claire Doyle	DIP Financing: Travel to and from Court to update the Skeleton Bundle.	0.40	100.00
05/06/2013	Claire Doyle	DIP Financing: Update the Skeleton Bundles with revised Index and Front cover.	0.80	200.00
05/06/2013	Claire Doyle	DIP Financing: Attendance with Judge's Secretary to update the Court's copy of the Skeleton Bundle.	0.20	50.00
05/06/2013	Claire Doyle	DIP Financing: Travel to court to re-deliver the Skeleton Bundle for hearing on 6 June 2013 and scan bundle to be emailed to Chief Justice's Secretary.	1.30	325.00
05/06/2013	Tracey Forbes	Fee Applications: Reviewing and amending draft May invoice.	2.00	600.00
05/06/2013	James Wauchope	Plan and Disclosure Statement: Considering proposed form of pre-emption rights for inclusion in Topco articles.	2.30	1,725.00
05/06/2013	James Wauchope	Plan and Disclosure Statement: Considering the mechanics of transferring AIHL's interests in various companies having regard to the recent Grand Court Order.	0.50	375.00
05/06/2013	Robin Gibb	Hearings: Preparing additional hearing bundles for Chief Justice (0.8) and delivering same to Court (0.7).	1.50	450.00
05/06/2013	Fleur O'Driscoll	Hearings: Review of emails to/from J Weisser regarding the DIP Cayman Hearing. (0.3). Preparing for the hearing and liaising with support staff regarding documents/bundles (0.9). Discussions with S Dickson re same (0.5). Preparation of revised, draft order incorporating Goldman Sachs' amendments and our amendments (0.3) Review of email from K Pearson (Appleby) regarding the draft order and reply (0.2). Email to S Dickson re same (0.1). Review of K Pearson's email and	2.90	1,740.00
		draft order (0.4). Email to S Dickson with comments re same (0.2).		

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Time Detail Date	Fee Earner	Time Card Narrative	Hours	Amount
05/06/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Emails to and from J Wauchope regarding note of hearing (0.2). Discussion with S Dickson re same and note prepared (0.2).	0.40	240.00
05/06/2013	Alexandra Bethell	DIP Financing: Arranging for the skeleton argument and bundles to be served on the other parties (0.5), arranging for C Doyle to attend Court to change front cover and index to bundle (0.4), arranging for copies of reference bundles to be made (0.2) R Gibb to attend Court to check whether the Hon. Chief Justice required the bundles from the previous hearing on 31 May (0.4), emailing C Moore re the same (0.3), attending Court to return skeleton argument and skeleton bundle (0.9), drafting letter to Court explaining that the bundle had been returned to MO (0.3), calls with C Moore arranging delivery of bundle the following morning (0.4), email to C Moore with a copy of the skeleton argument (0.2)	3.60	2,160.00
05/06/2013	Tracy Hylton	DIP Financing: Attention to emails from Appleby in respect to preparing special resolutions to amending the articles of the relevant entities (0.1). Attention to emails from Steven Lau in respect to preparing and finalising signature pages for Cayman security documents (0.1). Preparing, reviewing and amending special resolutions to amend articles of LT Caycos (1.1). Discussing same with R De Basto and emailing draft resolutions to Appleby for their comments and approval (0.1). Amending special resolutions incorporating Appleby's comments (0.2). Attention to email from GDC attaching list of guarantors as of 5 June 2013, reviewing against previously received list of guarantors (0.4). Reviewing original Certificate of Good Standing of 67 companies received from Paget-Brown (0.4) and updating master Guarantor Schedule (1.0). Preparing draft share transfer forms for each of the 213 companies listed in the debenture (1.0). Instructions to Tracey Forbes to assist with finalising DIP delieverables (0.1).	4.50	1,575.00
05/06/2013	Tracy Hylton	Fee Applications: Instructions to T Forbes to assist review of May invoice to date.	0.20	70.00
05/06/2013	Simon Dickson	DIP Financing: Discussions with A Bethell re logistics for Court application.	1.00	780.00
05/06/2013	Simon Dickson	DIP Financing: Review and consider amendments from the GSI to the order.	0.50	390.00

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Arcapita Bank B.S.C.

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Arcapita Bank B.S.C. (c) - Scheme of

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Date	Fee Earner	Time Card Narrative	Hours	Amount
05/06/2013	Simon Dickson	DIP Financing: Discussion with R de Basto re status of DIP transaction.	0.40	312.00
05/06/2013	Simon Dickson	DIP financing: Review of current DIP Transaction papers from Latham Watkins.	1.00	780.00
05/06/2013	Simon Dickson	Plan and Disclosure Statement: Considering query from GDC as to sale of assets in conjunction with order of Cayman Court.	1.00	780.00
05/06/2013	Simon Dickson	DIP Financing: Discussion with J Wauchope re in specie distribution of assets to AIHL.	0.50	390.00
05/06/2013	Simon Dickson	DIP Financing: Prep for DIP validation hearing.	2.00	1,560.00
05/06/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing revised drafts of the documentation for the sukuk issue and confirming no further comments to GDC.	1.90	1,520.00
05/06/2013	Richard De Basto	Plan and Disclosure Statement: Liaising with Paget-Brown concerning transfering the registered office of the sukuk issuer to Paget-Brown.	0.50	400.00
06/06/2013	Fleur O'Driscoll	Hearings: Preparation for hearing regarding the Goldman Sachs DIP (0.4) and discussions with S Dickson (0.4).	0.80	480.00
06/06/2013	Fleur O'Driscoll	Hearings: Review of emails in from M Rosenthal and J Weisser regarding the application for approval of the Goldman Sachs DIP.	0.20	120.00
06/06/2013	Fleur O'Driscoll	DIP Financing: Discussion with R de Basto regarding the Goldman Sachs order (0.1). Consideration of order (0.1) Emails to A Bethell and S Dickson re same (0.1).	0.30	180.00
06/06/2013	James Wauchope	Plan and Disclosure Statement: Further considering pre-emption rights term sheet in respect of Topco articles.	1.00	750.00
06/06/2013	James Wauchope	Plan and Disclosure Statement: Providing written advice to GDC team in respect of dilution and other Cayman legal issues arising from pre-emption rights term sheet.	0.80	600.00
06/06/2013	James Wauchope	Plan and Disclosure Statement: Considering Grand Court order recognising US proceedings.	0.30	225.00
06/06/2013	Alexandra Bethell	DIP Financing: Attending Court to re-deliver skeleton argument and bundle (0.5), preparing for (0.5) and travelling to and attending hearing (1.4). Emailing copy of order to GDC (0.1) and to other parties (0.1), arranging for order to be lodged at Court for sealing (0.2), email to C Moore confirming those in attendance at hearing (0.3), reviewing sealed copies of order and emailing the same to the team (0.2), email to GDC and A&M re DIP Budget to be filed in Cayman Court (0.1)	3.40	2,040.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
06/06/2013	Tracy Hylton	DIP Financing: Attention to heavy emails from GDC in respect to commenting on Cayman documents (1.4). Reviewing email and excel spreadsheet from Appleby in respect to preparing 3 types of special resolutions for each category of entity (0.2). Preparing, reviewing and amending special resolutions for the three categories of entities (1.0). Email to Paget-Brown requesting copies of the Memorandum & Articles of the 25 category b entities for review (0.1). Reviewing and considering transfer provisions of the before mentioned Memorandum & Articles (2.0). Considering comments from Appleby on special resolutions, amending and circulating revised drafts for comments (0.4).	5.10	1,785.00
06/06/2013	Simon Dickson	DIP Financing: Further Preparation for validation order hearing.	4.00	3,120.00
06/06/2013	Simon Dickson	DIP Financing: Attendance at Court and obtaining validation order.	3.00	2,340.00
06/06/2013	Richard De Basto	Plan and Disclosure Statement: Drafting our opinion, the board minutes and director's certificates for the sukuk issue and sending drafts to GDC for comment.	8.30	6,640.00
06/06/2013	Richard De Basto	Plan and Disclosure Statement: Sending manuscript comments on the draft deed or release of the existing DIP security and liaising with Appleby as to their comments on this document.	0.70	560.00
06/06/2013	Richard De Basto	Plan and Disclosure Statement: Emails to GDC and Lathams seeking comments or sign off on the Cayman corporate conditions precedent for the DIP facility.	0.40	320.00
07/06/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of issues raised by GDC regarding naming of Cayman companies (0.5). Discussion J Wauchope (0.2) and follow-up correspondence with GDC (0.4).	1.10	660.00
07/06/2013	Alexandra Bethell	DIP Financing: Drafting affidavit re DIP Budget (0.7), reviewing letter re preference demand from GDC (0.3) discussing letter with F O'Driscoll (0.1), call with S Dickson on the letter (0.1), emails with GDC re letter (0.1), drafting and sending letters serving sealed orders (0.7), drafting letter to JPLs re pre-petition costs (0.5), email to transcript company re parties in attendance at hearing on 31 May (0.3).	2.80	1,680.00
07/06/2013	Fleur O'Driscoll	DIP Financing: Discussion with R de Basto regarding the winding up petition (0.1). Review of file and email to him re same (0.3).	0.40	240.00

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Time Detail				
Date	Fee Earner	Time Card Narrative	Hours	Amount
07/06/2013	Fleur O'Driscoll	Fee Applications: Discussion with A Bethell regarding GDC's letter dated 4 June 2013. Further discussion with A Bethell in this regard.	0.40	240.00
07/06/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Review of original affidavit arrived from Bahrain and discussion with support staff re filing of same.	0.20	120.00
07/06/2013	James Wauchope	Plan and Disclosure Statement: Considering Milbank name proposals for reorganised Arcapita entities and discussing with A Bathgate associated legal issues.	0.30	225.00
07/06/2013	James Wauchope	Plan and Disclosure Statement: Considering revised version of TopCo articles of association received from Milbank.	0.80	600.00
07/06/2013	Tracy Hylton	DIP Financing: Attention to heavy emails from GDC and Appleby in respect to comments on Cayman documents (0.3), updates to guarantors list (0.3), confirming shares to be charged under new share mortgage(0.2). Preparing and finalising special resolutions for each of the 44 companies in category A (2.0). Preparing special resolutions for each of the 25 companies in category B (1.2). Preparing and finalising special resolutions for each of the 38 companies in category C (1.4).	5.40	1,890.00
07/06/2013	Simon Dickson	DIP Financing: Update from J Wauchope as to the progress of financing.	0.50	390.00
07/06/2013	Simon Dickson	Plan and Disclosure Statement: Organizing transcription of plan hearing.	0.50	390.00
07/06/2013	Simon Dickson	Case Administration: Receive, review and consider letter of voidable preference from GDC.	0.30	234.00
07/06/2013	Simon Dickson	Case Administration: Call to A Bethell to give instructions on voidable preference letter.	0.10	78.00
07/06/2013	Richard De Basto	Plan and Disclosure Statement: Revising drafts of the Cayman corporate conditions precedent under the DIP facility and circulating to all parties for comments/sign-off.	0.80	640.00
07/06/2013	Richard De Basto	Plan and Disclosure Statement: Updating our opinion for the Goldman Sachs DIP facility and sending to all parties.	0.70	560.00
07/06/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing and sending comments on the mortgage of shares for the new DIP facility to lender's counsel.	0.40	320.00
08/06/2013	James Wauchope	Plan and Disclosure Statement: Providing detailed written advice to Milbank and GDC as to Cayman Islands legal issues arising from new TopCo articles.	1.00	750.00
08/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised version of TopCo articles received from Milbank.	1.50	1,125.00

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Time Detail				
Date	Fee Earner	Time Card Narrative	Hours	Amount
08/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft term sheet and, in particular, the provisions in respect of warrant holders.	0.30	225.00
08/06/2013	James Wauchope	Plan and Disclosure Statement: Considering email responses from Milbank and Walkers to our concerns about Special Resolution provisions in draft TopCo articles.	0.50	375.00
08/06/2013	James Wauchope	Plan and Disclosure Statement: Further consideration of statutory definition of Special Resolution.	0.50	375.00
08/06/2013	James Wauchope	Plan and Disclosure Statement: Sending detailed written response to Walkers and Milbank as to our concerns on current draft TopCo articles.	1.00	750.00
08/06/2013	James Wauchope	Plan and Disclosure Statement: Written advice to all parties suggesting variation of class rights mechanism to address Supermajority issue.	0.50	375.00
08/06/2013	James Wauchope	Plan and Disclosure Statement: Further consideration of Supermajority issue in relation to TopCo articles.	0.50	375.00
08/06/2013	Simon Dickson	Case Administration: Receive, review and consider letter from GDC re preference claim.	0.20	156.00
08/06/2013	Simon Dickson	DIP Financing: Email from R de Basto re documents for closing.	0.10	78.00
08/06/2013	Richard De Basto	Plan and Disclosure Statement: Call with GDC and Lathams to discuss outstanding issues for completion.	0.70	560.00
08/06/2013	Richard De Basto	Plan and Disclosure Statement: Liaising with Stew Ross concerning the form of amended articles for the transaction holdcos to take into account points raised by Lathams on the all party call.	0.90	720.00
09/06/2013	Fleur O'Driscoll	DIP Financing: Email in from R de Basto regarding the opinion (0.1). Review of file to deal with query (0.2) and email out in reply (0.1).	0.40	240.00
09/06/2013	Fleur O'Driscoll	DIP Financing: Email in from R Coppola (GDC) regarding the documentation (0.1). Review of query and file and email out in reply (0.1).	0.20	120.00
09/06/2013	Richard De Basto	Plan and Disclosure Statement: Revising the Cayman corporate conditions precedent documents and circulating to Lathams, Appleby and GDC for approval.	1.60	1,280.00
10/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft pre-emption rights for inclusion in TopCo articles.	0.80	600.00
10/06/2013	James Wauchope	Plan and Disclosure Statement: Emailing GDC team regarding pre-emption rights in TopCo articles.	0.30	225.00
10/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing proposed changes to TopCo articles suggested by Appleby to permit Goldman Sachs to enforce its security.	0.50	375.00

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Time Detail Date	Fee Earner	Time Card Narrative	Hours	Amount
10/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft warrant incorporating pre-emption and other new provisions.	0.50	375.00
10/06/2013	Adam Bathgate	Plan and Disclosure Statement: Detailed consideration of further issues relating to Topco articles (0.5) and review of related correspondence (0.3). Discussion J Wauchope re remaining Cayman issues (0.4). Review of revised draft Topco articles (1.6) Telephone call Walkers regarding Cayman issues arising from latest draft articles (0.4). Telephone call GDC regarding status of articles and court filings etc (0.2).	3.40	2,040.00
10/06/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing proxies, share transfer forms and notices of mortgage for companies.	1.00	300.00
10/06/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing proxies, share transfer forms and notices of mortgage for companies.	1.00	300.00
10/06/2013	Tracey Forbes	Plan and Disclosure Statement: Organizing proxies, share transfers and notices of mortgage.	2.80	840.00
10/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft of TopCo articles received from Milbank/Walkers.	1.00	750.00
10/06/2013	James Wauchope	Plan and Disclosure Statement: Telecon with Bill Rustum of GDC regarding proposed changes to TopCo articles.	0.50	375.00
10/06/2013	James Wauchope	Plan and Disclosure Statement: Telecon with A Bathgate regarding revisions to TopCo articles in context of filing tonight.	0.50	375.00
10/06/2013	Robin Gibb	Fee Applications: Reviewing invoice payments and outstanding fees (0.4). Discussions with F O'Driscoll on same (0.4). Review of past fee applications and associated Orders (0.4).	1.20	360.00
10/06/2013	Alexandra Bethell	Plan and Disclosure Statement: Call with Pavider re transcript of hearing (0.2). Reviewing letter from GDC re costs (0.1).	0.30	180.00
10/06/2013	Tracy Hylton	DIP Financing: Finalising shareholders resolutions and board minutes in respect to entry into new security documents (4.0), and reviewing and finalising 200 plus deliverables (4.0).	8.00	2,800.00
10/06/2013	Simon Dickson	Plan and Disclosure Statement: Discussion with A Bathgate re letter to JPLs re liquidation expenses.	0.30	234.00
10/06/2013	Simon Dickson	Plan and Disclosure Statement: Update from J Wauchope as to restructuring issues.	0.40	312.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
10/06/2013	Fleur O'Driscoll	Fee Applications: Review of draft invoice for monthly statements and mark ups prepared (1.5). Liaising with support staff and further review of amendments (0.4).	1.90	1,140.00
10/06/2013	Simon Thomas	Plan and Disclosure Statement: Conversations with J Wauchope re status of article amendments (0.3). Follow up conversation with R De Basto re financing provisions, related amendments to articles and timing of same (0.4). Attention to review of e-mail correspondence re latest form of articles (0.2). Follow up e-mails re same (0.1).	1.00	600.00
10/06/2013	Richard De Basto	Plan and Disclosure Statement: Call with GDC and Latham to discuss outstanding issues	0.40	320.00
10/06/2013	Richard De Basto	Plan and Disclosure Statement: Updating our opinion and circulating it for approval.	0.50	400.00
10/06/2013	Richard De Basto	Plan and Disclosure Statement: Call with GDC and Paget-Brown to discuss what needs to be inserted in the security questionnaire.	0.40	320.00
10/06/2013	Richard De Basto	Plan and Disclosure Statement: Liaising with Latham and GDC to finalise list of obligors and entities whose shares are being secured.	3.60	2,880.00
10/06/2013	Richard De Basto	Plan and Disclosure Statement: Producing drafts of all Cayman corporate conditions precedent.	3.20	2,560.00
11/06/2013	James Wauchope	Plan and Disclosure Statement: Further review of revised draft of TopCo articles received from Milbank.	0.80	600.00
11/06/2013	James Wauchope	Plan and Disclosure Statement: Researching statutory provisions regarding redeemability of fractional shares under Cayman law.	0.30	225.00
11/06/2013	James Wauchope	Plan and Disclosure Statement: Providing detailed comments to A Bathgate in relation to Mourant Ozannes producing further revised draft of TopCo articles.	1.00	750.00
11/06/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with GDC team regarding TopCo Class A Shares redemption issue.	0.50	375.00
11/06/2013	James Wauchope	Plan and Disclosure Statement: Talking to A Bathgate regarding TopCo redemption issues to finalise revised provisions within articles.	0.50	375.00
11/06/2013	Robin Gibb	Fee Applications: Reviewing cost card entries in preparation of 11th Monthly Statement.	0.70	210.00

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Time Detail				
Date	Fee Earner	Time Card Narrative	Hours	Amount
11/06/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of Companies Act provisions re fractional shares (0.3). Discussion J Wauchope re latest draft Topco articles (1.0). Correspondence GDC regarding certain commercial aspects of latest draft (0.5). Substantial redrafting of Topco articles (3.0). Lengthy related correspondence with GDC, Milbank and Walkers (0.5).	5.30	3,180.00
11/06/2013	Alexandra Bethell	Plan and Disclosure Statement: Drafting letter to JPLs re costs (0.5) and arranging for same to be sent (0.2).	0.70	420.00
11/06/2013	Tracy Hylton	DIP Financing: Attention to heavy emails from GDC, Appleby, LW in respect to comments of minutes (0.5) and resolutions (0.5) and finalising Cayman documents (0.3). Further finalising board minutes for each of the 60 plus guarantors (4.0), and emailing same to GDC ahead of closing (2.0). Further finalising deliverables / annexures of the share mortgage and emailing to GDC for closing (1.0). Updating and finalising legal opinion (1.2).	9.50	3,325.00
11/06/2013	Simon Dickson	DIP Financing: Update as to progress of DIP and Exit facility with R de Basto.	0.50	390.00
11/06/2013	Simon Dickson	Plan and Disclosure Statement: Review and amend letter to JPLs re liquidation expenses.	0.20	156.00
11/06/2013	Richard De Basto	Plan and Disclosure Statement: Reviewing and commenting on US security agreement.	1.90	1,520.00
11/06/2013	Richard De Basto	Plan and Disclosure Statement: Preparing and circulating execution versions of Cayman corporate conditions precedent.	3.80	3,040.00
11/06/2013	Richard De Basto	Plan and Disclosure Statement: Liaising with S Ross concerning the drafting to release security priovided by Arcapita bank at exit.	0.40	320.00
11/06/2013	Richard De Basto	Plan and Disclosure Statement: Liaising with S Ross on form of articles for syndication copies to remove restrictions on enforcement.	1.30	1,040.00
11/06/2013	Richard De Basto	Plan and Disclosure Statement: Updating our opinion and circulating draft.	0.60	480.00
11/06/2013	Richard De Basto	Plan and Disclosure Statement: Further update to our opinion to incorporate new comments from Lathams.	1.70	1,360.00
12/06/2013	Adam Bathgate	Plan and Disclosure Statement: Amendment to articles following receipt of Walkers comments (0.1) and related correspondence with Milbank, GDC and Walkers (0.1).	0.20	120.00
12/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised form TopCo articles circulated by Mourant Ozannes.	0.30	225.00

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Invoice Date:

8 July 2013

Date	Fee Earner	Time Card Narrative	Hours	Amount
12/06/2013	Alexandra Bethell	DIP Financing: Finishing draft affidavit re DIP Budget (0.5) and emailing to S Dickson (0.1).	0.60	360.00
12/06/2013	Fleur O'Driscoll	DIP Financing: Emails to and from R de Basto regarding the certificates of good standing (0.5). Assisting R de Basto with queries regarding the certificates of good standing (1.7).	2.20	1,320.00
12/06/2013	Richard De Basto	Plan and Disclosure Statement: All party call to discuss last minute closing points.	0.50	400.00
12/06/2013	Richard De Basto	Plan and Disclosure Statement: Call with Appleby to discuss how to remove restrictions on security in constitutional documents for syndication companies.	0.40	320.00
12/06/2013	Richard De Basto	Plan and Disclosure Statement: Call with J Weisser to discuss Appleby's preferred method of removing restrictions on security in constitutional documents for syndication companies.	0.30	240.00
12/06/2013	Richard De Basto	Plan and Disclosure Statement: Various exchanges of e-mails with Appleby on the best way to remove restrictions on security in constitutional documents for syndication companies.	2.90	2,320.00
12/06/2013	Richard De Basto	Plan and Disclosure Statement: Amending documents to reflect the fact that there are now two additional Cayman obligors and producing Cayman corporate conditions precedent for these companies.	3.90	3,120.00
12/06/2013	Richard De Basto	Plan and Disclosure Statement: Ensuring all Cayman conditions precedent have been delivered.	0.90	720.00
13/06/2013	Alexandra Bethell	DIP Financing: Emailing the draft affidavit re the DIP Budget to J Weisser, GDC (0.2), call to Josh re the draft affidavit (0.1), arranging for the same to be sworn (0.3) and filed at Court (0.4).	1.00	600.00
13/06/2013	Tracy Hylton	Plan and Disclosure Statement: Finalising annotations for the register of members and register of mortgages and charges (3.0) and emailing same to Appleby for comment (0.1). Emails to Paget-Brown in respect to certificate of good standing of additional guarantors (0.1) and updating the register of members and register of mortgages and charges (0.2). Preparing special resolutions for three additional companies (0.5) and emailing to GDC to arrange execution (0.1).	4.00	1,400.00
13/06/2013	Tracy Hylton	Fee Applications: Reviewing and	1.30	455.00
13/06/2013	Simon Dickson	amending May bill. DIP Financing: Update as to progress of DIP financing.	0.10	78.00

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Client Name:

Arcapita Bank B.S.C.

Arrangement

Invoice Number:

300-07079

Matter Name:

Arcapita Bank B.S.C. (c) - Scheme of

Invoice Date:

8 July 2013

Time Detail				
Date	Fee Earner	Time Card Narrative	Hours	Amount
13/06/2013	Fleur O'Driscoll	Fee Applications: Review of draft invoice and amendments (1.0). Liaising with support staff regarding amendments and timing (0.3). Emails to and from T Hylton regarding points (0.2).	1.50	900.00
13/06/2013	Richard De Basto	Plan and Disclosure Statement: Review of execution versions of document we will be opining on.	0.70	560.00
13/06/2013	Richard De Basto	Plan and Disclosure Statement: Producing final Cayman conditions precedent documents.	2.20	1,760.00
14/06/2013	James Wauchope	Plan and Disclosure Statement: Follow-up correspondence and conversations with members of Mourant Ozannes team in relation to the Goldman Sachs financing closing.	0.30	225.00
14/06/2013	Tracy Hylton	DIP Financing: Continuing to liaise with Paget-Bown in respect to updating the register of members and the register of mortgages and charges (0.2) and emailing those received to Appleby (1.0).	1.20	420.00
14/06/2013	Simon Dickson	Plan and Disclosure Statement: Update from J Wauchope as to progress of plan and effective date.	0.50	390.00
14/06/2013	Fleur O'Driscoll	Fee Applications: Further review of the narratives in the monthly invoice (0.9). Emails to fee earners with narrative queries (0.3).	1.20	720.00
14/06/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of email correspondence from GDC and attached implementation term sheets.	0.30	180.00
16/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft reimbursement agreement between Arcapita Bank and others and commenting on authorising resolutions of the Cayman Obligors.	0.50	375.00
16/06/2013	James Wauchope	Plan and Disclosure Statement: Providing comments on draft authorised resolutions approving the reimbursement agreement to GDC team.	0.30	225.00
17/06/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with R de Basto regarding	0.30	225.00
17/06/2013	Fleur O'Driscoll	Fee Applications: Emails to and from R	0.50	300.00
18/06/2013	James Wauchope	de Basto regarding narratives. Plan and Disclosure Statement: Email correspondence with GDC team regarding exit security over syndication companies.	0.30	225.00
18/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft of TopCo Memorandum & Articles provided by Milbank.	1.00	750.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
18/06/2013	Alexandra Bethell	Plan and Disclosure Statement: Reviewing and considering the transcript of the hearing on 31 May (2.2) and emailing the transcibing service with amendments to the transcript (0.3).	2.50	1,500.00
18/06/2013	Simon Dickson	Plan and Disclosure Statement: Further review of transcript and instructions to A Bethell.	1.00	780.00
18/06/2013	Fleur O'Driscoll	Fee Applications: Review of current draft invoice (0.3). Liaising with support staff regarding next steps (0.2).	0.50	300.00
18/06/2013	Tracy Hylton	Plan and Disclosure Statement: Emails to Paget-Brown with respect to updated register of members and mortgages and charges (1.0); continue to email updated registers to Appleby for 300 plus companies (3.0).	4.00	1,400.00
19/06/2013	Alexandra Bethell	Plan and Disclosure Statement: Reviewing the amended transcript and replying to the transcriber service with a correction (0.2). Email to J Weisser with a copy of the order of 19 March 2012 (0.2).	0.40	240.00
19/06/2013	Robin Gibb	Fee Applications: Preparation of 11th Monthly Statement (1.5) and email to D Levin (GDC) regarding same (0.1).	1.60	480.00
19/06/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion with J Wauchope re status of steps plan and restructuring documentation.	0.30	180.00
19/06/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft warrant provided by Milbank.	0.50	375.00
19/06/2013	James Wauchope	Plan and Disclosure Statement: Telecon with J O'Grady of GDC regarding suggested amendments to TopCo articles.	0.80	600.00
19/06/2013	James Wauchope	Plan and Disclosure Statement: Providing detailed amendments to revised draft TopCo articles provided by	1.00	750.00
19/06/2013	James Wauchope	Milbank. Plan and Disclosure Statement: Telecon with J O'Grady of GDC regarding proposed formation of new Cayman entities.	0.30	225.00
19/06/2013	Fleur O'Driscoll	Fee Applications: Liaising with support staff regarding narratives for invoice/monthly statement (0.7). Call with K Godel (Jersey) re same (0.2). Liaising with R Gibb regarding the monthly statement (0.5). Review of emails between R Gibb and D Levin regarding disbursements (0.2). Email to D Levin and review of reply (0.2). Discussion with R Gibb re next steps (0.1).	1.90	1,140.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
20/06/2013	Robin Gibb	Fee Applications: Amendments to 11th Monthly Fee Statement (0.6) and discussion on same with F O'Driscoll (0.1). Email to D Levin (GDC) with draft 11th Monthly Fee Statement (0.1).	0.80	240.00
20/06/2013	Robin Gibb	Fee Applications: Adding time card entries between 1 May and 31 May 2013 into spreadsheet in preparation of next fee application (0.7) and running matter category calculations to obtain monthly total hours and fees (1.4).	2.10	630.00
20/06/2013	Adam Bathgate	Plan and Disclosure Statement: Various correspondence with GDC regarding company formation timing and procedures (0.5). Discussion J Wauchope regarding status of matter and next steps (0.5).	1.00	600.00
20/06/2013	Alexandra Bethell	Plan and Disclosure Statement: Reviewing the amended transcript of hearing on 31 May 2013 (0.4), arranging for the same to be emailed to GDC, A Zacaroli, QC and the other parties for comments (0.3), reviewing email and responding to J Weisser in relation to DIP order (0.2).	0.90	540.00
20/06/2013	Timothy Dawson	Plan and Disclosure Statement: Attending emails from GDC to Mourant Ozannes (0.1). Attending email from A Bathgate to GDC (0.1).	0.20	120.00
20/06/2013	James Wauchope	Plan and Disclosure Statement: Telecon with Walkers regarding latest draft of Topco Memorandum and Articles of association.	0.50	375.00
20/06/2013	Simon Dickson	Plan and Disclosure Statement: Final review of Plan hearing transcript.	1.00	780.00
20/06/2013	Simon Dickson	Plan and Disclosure Statement: Query	0.10	78.00
20/06/2013	Fleur O'Driscoll	from GDC re use of order. Fee Application: Meetings with S Dickson regarding the monthly statement (0.3). Meeting with J Wauchope regarding the monthly statement (0.2). Liaising with support staff regarding finalisation of narratives (0.7). Review of first draft of monthly statement (0.2). Discussion with R Gibb re same (0.1). Further discussion with R Gibb re same (0.1) and review of emails out and from D Levin (GDC) regarding matter (0.2).	1.80	1,080.00
20/06/2013	Tracy Hylton	Plan and Disclosure Statement: Liaising with Paget-Brown in respect to updated register of members (0.2); emailing updated registers to Appleby (0.2).	0.40	140.00

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Time	Deta	i	
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Date	Fee Earner	Time Card Narrative	Hours	Amount
21/06/2013	Robin Gibb	Fee Applications: Email in from D Levin regarding redactions (0.1). Email in from F O'Driscoll regarding same (0.1) and reviewing invoice for redactions for submission with 11th Monthly Fee Statement (0.7). Email to and from D Levin regarding potential redactions (0.2). Redacting invoice (0.1). Email in from D Levin with filed monthly fee statement and responding (0.1).	1.30	390.00
21/06/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion with J Wauchope re company formation timing and process (0.3). Telephone call Paget Brown discussing process and next steps (0.3).	0.60	360.00
21/06/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call K Medrano of GDC regarding company formation issues and procedure and next steps generally.	0.60	360.00
21/06/2013	Adam Bathgate	Plan and Disclosure Statement: Revising draft memoranda & articles of Cayman companies per instructions from GDC (0.4). Correspondence with K Medrano of GDC setting out certain issues for consideration before incorporation (0.6).	1.00	600.00
21/06/2013	Fleur O'Driscoll	Fee Applications: Review of invoice in respect of redactions (0.2). Discussions with R Gibb re same (0.3). Further review of invoice (0.2) and further discussion with R Gibb re matter (0.1).	0.80	480.00
21/06/2013	Timothy Dawson	Plan and Disclosure Statement: Internal conferences regarding timetable and progressing merger (0.1). Reviewing file and circulating registrar details (0.1). Email GDC requesting update (0.1).	0.30	180.00
21/06/2013	James Wauchope	Plan and Disclosure Statement: Providing further comments on revised draft Topco articles circulated by GDC.	0.50	375.00
21/06/2013	James Wauchope	Plan and Disclosure Statement: Providing comments on revised draft warrant circulated by GDC.	0.50	375.00
21/06/2013	James Wauchope	Plan and Disclosure Statement: Telecon with Paget Brown & Co to discuss proposed formation of new RA entities.	0.50	375.00
21/06/2013	James Wauchope	Plan and Disclosure Statement: Internal discussion with MO team regarding timing and next steps in relation to restructuring.	0.30	225.00
21/06/2013	Rose Wanjiru	Case Administration: Updating pleadings bundles.	4.00	1,000.00
23/06/2013	Fleur O'Driscoll	DIP Financing: Review of email in from M Goodman (Campbells) regarding the sealed order (0.1). Email to A Bethell and S Dickson re same (0.1).	0.20	120.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
23/06/2013	Alexandra Bethell	DIP Financing: Reviewing email from M Goodman and Campbells and responding, providing him with a copy of the sealed order of 6 June.	0.20	120.00
23/06/2013	Simon Dickson	DIP Financing: Email from JPLs re validation order. Instructions to F O'Driscoll.	0.10	78.00
24/06/2013	Adam Bathgate	Plan and Disclosure Statement: Considering and responding to query from K Medrano (GDC) regarding company formation timing and procedures.	0.30	180.00
24/06/2013	Adam Bathgate	Plan and Disclosure Statement: Considering and responding to query from J O'Grady (GDC) regarding level of authorised share capital and annual Registry fees.	0.30	180.00
24/06/2013	Rose Wanjiru	Case Administration: Updating Pleadings files.	3.00	750.00
24/06/2013	Tracy Hylton	Plan and Disclosure Statement: Emails to registered office in respect of remaining register of members (0.2) and continuing to email Appleby copies of registers as they are received (2.0).	2.20	770.00
24/06/2013	Fleur O'Driscoll	Fee Applications: Liaising with support staff regarding the draft invoice (0.5). Review of draft invoice and amendments to same (1.2). Email to Tracy Hylton (0.1).	1.80	1,080.00
25/06/2013	Robin Gibb	Fee Applications: Discussion with F O'Driscoll regarding redactions in June invoice (0.1). Reviewing same invoice for potential redactions (0.4). Email to D Levin (GDC) with possible redactions (0.4). Review email in from D Levin and responding (0.1). Discussions with F O'Driscoll on same (0.2). Email to J Wauchope with invoice amendments (0.2).	1.40	420.00
25/06/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of and response to query from K Medrano (GDC) regarding governance provisions of Topco articles.	0.20	120.00
25/06/2013	Adam Bathgate	Plan and Disclosure Statement: Drafting first board resolutions for new Cayman vehicles.	1.40	840.00
25/06/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call J Wauchope regarding desirability of forming Topco with standard articles and adopting specialised amended and restated articles on the Effective Date (0.4). Correspondence with GDC re same issue (0.1). Drafting standard form articles for (0.6).	1.10	660.00
25/06/2013	James Wauchope	Plan and Disclosure Statement: Considering and discussing with A Bathgate the form of Memorandum & Articles to use to incorporate Topco.	0.50	375.00

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Time	Detail

Date	Fee Earner	Time Card Narrative	Hours	Amount
25/06/2013	James Wauchope	Plan and Disclosure Statement: Considering clause to be included in management services agreement with AIM to	0.80	600.00
25/06/2013	Alexandra Bethell	Plan and Disclosure Statement: Emails with Janine Lee to check that invoice for transcript service had been paid (0.1) Drafting letter to secretary to Chief Justice re transcript (0.2).	0.30	180.00
25/06/2013	Tracy Hylton	Plan and Disclosure Statement: Further attention to emails from registered office in respect of updated register of members (0.4) and continuing to email Appleby copies of the updated registers as they are received (2.4).	2.80	980.00
25/06/2013	Fleur O'Driscoll	Fee Applications: Discussion with R Gibb regarding time entries (0.1). Review of time entries and amendments (0.5). Review of emails with GDC regarding issue (0.2).	0.80	480.00
26/06/2013	Robin Gibb	Fee Applications: Reviewing email in from D Levin regarding next fee application (0.1) and responding. Email out to F O'Driscoll regarding same (0.1). Email to J Wauchope and R de Basto on same (0.1).	0.30	90.00
26/06/2013	Adam Bathgate	Plan and Disclosure Statement: Review of draft amended and restated Topco articles (0.5). Telephone call J Wauchope discussing class meeting issue (0.1). Telephone call GDC explaining error re class meeting issue (0.2).	0.90	540.00
26/06/2013	Adam Bathgate	Plan and Disclosure Statement: Finalising incorporation Memorandum & Articles for Topco (0.4). Related correspondence with GDC (0.3).	0.70	420.00
26/06/2013	Alexandra Bethell	Plan and Disclosure Statement: Arranging for letter and transcript to be sent to Patricia Palmer for the Chief Justice. (0.4)	0.40	240.00
26/06/2013	Simon Dickson	DIP Financing: Update from R de Basto	0.40	312.00
26/06/2013	James Wauchope	in respect of financing. Plan and Disclosure Statement: Reviewing further revised draft of Topco new articles of association.	0.30	225.00
26/06/2013	Tracy Hylton	Plan and Disclosure Statement: Continuing to liaise with the registered office (0.3) and continuing to receive updated register of members and emailing same to Appleby (2.0).	2.30	805.00
26/06/2013	Fleur O'Driscoll	Fee Applications: Emails to and from R Gibb and S Dickson regarding the next fee application.	0.20	120.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
27/06/2013	Adam Bathgate	Plan and Disclosure Statement: Finalising Topco articles in advance of incorporation (0.2). Various correspondence with K Medrano and J O'Grady of GDC re company incorporations and resolutions for Cayman entities (0.6).	0.80	480.00
27/06/2013	Tracy Hylton	Plan and Disclosure Statement: Continuing to liaise with registered office in respect to updated registers (0.1) and continuing to email received registers to Appleby(1.4).	1.50	525.00
28/06/2013	Simon Thomas	Plan and Disclosure Statement: Conversations with A Bathgate re incorporation process and attention to email correspondence re same.	0.30	180.00
28/06/2013	Simon Thomas	Plan and Disclosure Statement: Further conversations with A Bathgate re incorporation process and outstanding matters (0.2). Attention to emails from Paget-Brown (0.2).	0.40	240.00
28/06/2013	Adam Bathgate	Plan and Disclosure Statement: Consideration of email from Paget-Brown regarding company formation (0.2) and discussion J Wauchope (0.2). Telephone call Paget-Brown regarding procedure and next steps (0.2). Telephone call K Medrano (GDC) regarding open issues (0.3). Discussion S Thomas re steps to be taken next week (0.2). Email to Paget-Brown answering formation queries (0.2).	1.30	780.00
28/06/2013	Adam Bathgate	Plan and Disclosure Statement: Instructing T Forbes re subscriber resolutions appointing first director of new Cayman vehicles (0.2). Reviewing and revising subscriber resolutions (0.3) Further drafting and revision of first board resolutions for new Cayman vehicles (1.8). Telephone call GDC regarding next steps (0.3). Further discussion S Thomas regarding action to be taken re draft resolutions next week (0.3).	2.90	1,740.00
28/06/2013	James Wauchope	Plan and Disclosure Statement: Telecon with Sydney Coleman regarding	0.30	225.00
28/06/2013	James Wauchope	company formation issues. Plan and Disclosure Statement: Liaising with A Bathgate regarding company formation mechanics and related documents.	0.30	225.00
28/06/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing email from A Bathgate regarding the incorporation documents for the new Cayman entities.	0.10	30.00
28/06/2013	Tracey Forbes	DIP Financing: Drafting subscriber resolutions for	0.20	60.00
28/06/2013	Tracey Forbes	DIP Financing: Drafting subscriber resolutions for	0.10	30.00

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rime Detail				
Date	Fee Earner	Time Card Narrative	Hours	Amount
28/06/2013	Tracey Forbes	DIP Financing: Drafting subscriber resolutions for	0.10	30.00
28/06/2013	Tracey Forbes	DIP Financing: Drafting subscriber resolutions for	0.10	30.00
28/06/2013	Tracey Forbes	DIP Financing: Discussing subscriber resolutions with A Bathgate.	0.20	60.00
28/06/2013	Richard De Basto	Plan and Disclosure Statement: Call with S Ross (GDC) concerning security over shares in syndication companies.	0.30	240.00
Total			331.70	196,729.00

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Summary of Outstanding Debtor Balances

Invoice Date	Invoice Number	Original Amount	Outstanding Amount
17 Dec 2012	300-05849	86,977.34	17,279.70
18 Jan 2013	300-06000	274,071.52	54,521.20
31 Jan 2013	300-06225	116,908.39	23,335.60
12 Mar 2013	300-06357	20,992.64	4,196.40
16 Apr 2013	300-06469	29,218.40	19,686.80
22 May 2013	300-06756	147,052.37	147,052.37
19 Jun 2013	300-06925	348,033.39	348,033.39

EXHIBIT B

Expenses Incurred During the Compensation Period

DISBURSEMENT TYPE	<u>DETAILS</u>	AMOUNT (\$)	
In-house Printing and Duplication	Between 1 June 2013 and 30 June	836.30	
	2013		
Telephone Costs	3 June 2013	0.30	
	3 June 2013	21.77	
	10 June 2013	8.09	
	11 June 2013	0.09	
	11 June 2013	2.03	
	20 June 2013	0.49	
	28 June 2013	4.08	
Court Search Fee	13 June 2013 – Search of Grand	24.39	
	Court Originating Process folders		
Court Fee	24 June 2013 – Payment for	1,100.89	
	transcription services for hearing		
	on 31 May 2013		
Courier Charges	13 June 2013	10.00	
	30 June 2013	12.20	
Taxi Costs	14 June 2013	34.76	
Library Publications ⁸	10 June 2013	63.62	
TOTAL: <u>2,119.01</u>			

⁸ Library publication costs cover the fees charged by third party service providers in locating and providing copies of cases relevant to this matter.