

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

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: **Chapter 11**  
: **Case No. 12-11076 (SHL)**  
: **(Jointly Administered)**  
: **Debtors.**  
: **(Jointly Administered)**  
: **(Jointly Administered)**  
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**EIGHTH MONTHLY FEE STATEMENT OF KPMG LLP (US)  
AS TAX CONSULTANTS FOR ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD BEGINNING  
JUNE 1, 2013 THROUGH JUNE 30, 2013**

|   |   |
|---|---|
| Name of Applicant:  | KPMG LLP (US)   |
| Authorized to Provide Professional Services to:                       | Debtors and Debtors in Possession                       |
| Date of Retention:  | July 11, 2012 <i>nunc pro tunc</i> to<br>March 19, 2012 |
| Period for which Compensation and<br>Expense Reimbursement is sought: | June 1, 2013 through<br>June 30, 2013                   |
| Amount of Fees:   | \$ 19,415.20 <sup>1</sup>                               |
| Amount of Expense Reimbursement:                                      | \$ 0.00   |

This is an:  Monthly  Interim  Final Application

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<sup>1</sup> \$15,532.16 represents 80% of compensation sought as reimbursement for fees for the Eighth Monthly Fee Statement.

**EXHIBIT A**

Arcapita Bank B.S.C. (c)  
Summary Of Hours and Fees Incurred By Professional  
June 1, 2013 through June 30, 2013

| <u>Professional</u>                                    | <u>Position</u>  | <u>Current<br/>Hours Billed</u> | <u>Hourly Rate</u> | <u>Fees Billed</u>  |
|--|------------------|---------------------------------|--------------------|---------------------|
| Casa, Elissa N.  | Paraprofessional | 5.5                             | \$ 140             | \$ 770.00           |
| DeCairano, Jill M.                                     | Senior Manager   | 10.0                            | \$ 620             | \$ 6,200.00         |
| Garza, Juanita F.                                      | Associate        | 13.8                            | \$ 220             | \$ 3,036.00         |
| Grande, Mary C.  | Partner          | 1.0                             | \$ 760             | \$ 760.00           |
| Lewis, Harve   | Director         | 0.5                             | \$ 740             | \$ 370.00           |
| Plangman, Monica                                       | Manager          | 2.6                             | \$ 492             | \$ 1,279.20         |
| VanRossem, Michael C.                                  | Associate        | 25.0                            | \$ 280             | \$ 7,000.00         |
| <b>Total Hours and Fees</b>                            |                  | <b>58.4</b>                     |                    | <b>\$ 19,415.20</b> |
| <b>Total Fees</b>                                      |                  |                                 |                    | \$ 19,415.20        |
| Out of Pocket Expenses                                 |                  |                                 |                    | \$ -                |
| <b>Subtotal of Fees and Out of Pocket Expenses</b>     |                  |                                 |                    | <b>\$ 19,415.20</b> |
| less Holdback Adjustment (20% of Fees)                 |                  |                                 |                    | \$ (3,883.04)       |
| <b>Net Requested Fees &amp; Out of Pocket Expenses</b> |                  |                                 |                    | <b>\$ 15,532.16</b> |
| <b>Hourly Blended Rate</b>                             |                  | <b>\$ 352.46</b>                |                    |                     |

**EXHIBIT B**

Arcapita Bank B.S.C. (c)  
Summary of Hours and Fees Incurred by Category  
June 1, 2013 through June 30, 2013

| <u>Category</u>              | <u>Exhibit</u> | <u>Hours</u> | <u>Fees</u>         |
|------------------------------|----------------|--------------|---------------------|
| 2011 Tax Compliance Services | D1             | -            | \$ -                |
| Retention Preparation        | D2             | 0.5          | \$ 246.00           |
| Fee Application Preparation  | D3             | 17.9         | \$ 5,309.20         |
| 2011 Tax Consulting Services | D4             | 3.2          | \$ 1,126.00         |
| 2010 IRS Exam                | D5             | -            | \$ -                |
| 2012 Tax Compliance Services | D6             | 36.8         | \$ 12,734.00        |
| <b>Total</b>                 |                | <b>58.4</b>  | <b>\$ 19,415.20</b> |

**EXHIBIT C**

Arcapita Bank B.S.C. (c)  
Summary of Out of Pocket Expenses  
June 1, 2013 through June 30, 2013

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

**EXHIBIT C1**

Arcapita Bank B.S.C. (c)  
Detail of Out of Pocket Expenses  
June 1, 2013 through June 30, 2013

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

**EXHIBIT D1**

Arcapita Bank B.S.C. (c)  
2011 Tax Compliance Services  
June 1, 2013 through June 30, 2013

| <b>Name</b> | <b>Date</b> | <b>Description</b>                        | <b>Hours</b> | <b>Rate</b> | <b>Amount</b> |
|-------------|-------------|---|--------------|-------------|---------------|
|             |             | <b>Total 2011 Tax Compliance Services</b> | <b>0.0</b>   |             | <b>\$ -</b>   |

**EXHIBIT D2**

Arcapita Bank B.S.C. (c)  
Retention Preparation  
June 1, 2013 through June 30, 2013  
*(includes time not previously billed)*

| <b>Name</b>                        | <b>Date</b> | <b>Description</b>  | <b>Hours</b> | <b>Rate</b> | <b>Amount</b>    |
|------------------------------------|-------------|---|--------------|-------------|------------------|
| Plangman, Monica                   | 29-May-13   | Review new engagement letter for additional services.               | 0.1          | \$ 492.00   | \$ 49.20         |
| Plangman, Monica                   | 31-May-13   | Respond to J. DeCairano (KPMG) regarding new services for debtor.   | 0.1          | \$ 492.00   | \$ 49.20         |
| Plangman, Monica                   | 5-Jun-13    | Draft e-mail to debtor's counsel regarding new services for debtor. | 0.3          | \$ 492.00   | \$ 147.60        |
| <b>Total Retention Preparation</b> |             |   | <b>0.5</b>   |             | <b>\$ 246.00</b> |

**EXHIBIT D3**

Arcapita Bank B.S.C. (c)  
Fee Application Preparation  
June 1, 2013 through June 30, 2013  
*(includes time not previously billed)*

| <b>Name</b>       | <b>Date</b> | <b>Description</b>  | <b>Hours</b> | <b>Rate</b> | <b>Amount</b> |
|-------------------|-------------|---|--------------|-------------|---------------|
| Garza, Juanita F. | 1-Apr-13    | Provide response to partner and manager regarding upcoming interim hearing and status of holdbacks. | 0.2          | \$ 220.00   | \$ 44.00      |
| Garza, Juanita F. | 2-Apr-13    | Prepare exhibits for monthly fee statement.   | 0.2          | \$ 220.00   | \$ 44.00      |
| Garza, Juanita F. | 3-Apr-13    | Prepare tables for inclusion in interim fee application.  | 0.2          | \$ 220.00   | \$ 44.00      |
| Garza, Juanita F. | 4-Apr-13    | Continue to prepare exhibits for monthly fee statement.   | 0.8          | \$ 220.00   | \$ 176.00     |
| Garza, Juanita F. | 8-Apr-13    | Continue to prepare exhibits for monthly fee statement.   | 0.3          | \$ 220.00   | \$ 66.00      |
| Garza, Juanita F. | 11-Apr-13   | Prepare exhibits for interim fee application.   | 1.4          | \$ 220.00   | \$ 308.00     |
| Plangman, Monica  | 12-Apr-13   | Manager review of monthly fee statement.  | 0.5          | \$ 492.00   | \$ 246.00     |
| Garza, Juanita F. | 12-Apr-13   | Continue to prepare exhibits for monthly fee statement.   | 0.8          | \$ 220.00   | \$ 176.00     |
| Garza, Juanita F. | 12-Apr-13   | Prepare exhibits for interim fee application.   | 1.1          | \$ 220.00   | \$ 242.00     |
| Garza, Juanita F. | 12-Apr-13   | Prepare tables of professionals and payments for inclusion in interim fee application.              | 1.4          | \$ 220.00   | \$ 308.00     |
| Garza, Juanita F. | 15-Apr-13   | Prepare narrative and certification for inclusion in interim fee application.                       | 1.8          | \$ 220.00   | \$ 396.00     |
| Garza, Juanita F. | 16-Apr-13   | Continue to prepare exhibits for interim fee application.   | 1.2          | \$ 220.00   | \$ 264.00     |
| Garza, Juanita F. | 17-Apr-13   | Finalize Seventh monthly fee statement and forward to debtor's counsel for filing and service.      | 0.5          | \$ 220.00   | \$ 110.00     |
| Garza, Juanita F. | 17-Apr-13   | Revisions to narrative and certification for Arcapita Third Interim Fee Application.                | 0.5          | \$ 220.00   | \$ 110.00     |
| Plangman, Monica  | 17-Apr-13   | Manager review of seventh monthly fee statement and interim fee application.                        | 0.6          | \$ 492.00   | \$ 295.20     |
| Garza, Juanita F. | 17-Apr-13   | Verify cash payments to date and update tables for inclusion in interim fee application.            | 0.7          | \$ 220.00   | \$ 154.00     |
| Garza, Juanita F. | 19-Apr-13   | Finalize and forward third interim fee application to partner for review, comments and approval.    | 0.4          | \$ 220.00   | \$ 88.00      |
| Plangman, Monica  | 22-Apr-13   | Final review of Interim Fee Application prior to filing.  | 0.1          | \$ 492.00   | \$ 49.20      |
| Garza, Juanita F. | 22-Apr-13   | Finalize third interim fee application and forward to debtor's counsel for filing and service.      | 0.4          | \$ 220.00   | \$ 88.00      |



**EXHIBIT D3**

Arcapita Bank B.S.C. (c)  
Fee Application Preparation  
June 1, 2013 through June 30, 2013  
*(includes time not previously billed)*

| <b>Name</b>                                       | <b>Date</b> | <b>Description</b>   | <b>Hours</b> | <b>Rate</b> | <b>Amount</b>      |
|---|-------------|--|--------------|-------------|--------------------|
| Garza, Juanita F.                                 | 24-Apr-13   | Draft email to partner and manager regarding appearance for interim hearing.                                 | 0.3          | \$ 220.00   | \$ 66.00           |
| Garza, Juanita F.                                 | 25-Apr-13   | Respond to debtor's counsel's emails regarding telephonic attendance to interim hearing.                     | 0.3          | \$ 220.00   | \$ 66.00           |
| Plangman, Monica                                  | 10-May-13   | Prepare response to the US Trustee regarding request for voluntary reduction on the Interim Fee Application. | 0.9          | \$ 492.00   | \$ 442.80          |
| Garza, Juanita F.                                 | 14-May-13   | Draft email to debtor's counsel advising J. DeCairano (KPMG) will also be attending hearing on Wednesday.    | 0.3          | \$ 220.00   | \$ 66.00           |
| DeCairano, Jill M.                                | 15-May-13   | Attend telephonically to court hearing regarding interim fee application.                                    | 2.0          | \$ 620.00   | \$ 1,240.00        |
| Garza, Juanita F.                                 | 24-May-13   | Prepare exhibits for next monthly fee statement.   | 0.5          | \$ 220.00   | \$ 110.00          |
| Garza, Juanita F.                                 | 3-Jun-13    | Continue to prepare exhibits for next monthly fee statement.   | 0.1          | \$ 220.00   | \$ 22.00           |
| Garza, Juanita F.                                 | 24-Jun-13   | Continue to prepare exhibits for next monthly fee statement.   | 0.4          | \$ 220.00   | \$ 88.00           |
| <b>Total Fee Application Preparation Services</b> |             |  | <b>17.9</b>  |             | <b>\$ 5,309.20</b> |

**EXHIBIT D4**

Arcapita Bank B.S.C. (c)  
2011 Tax Consulting Services  
June 1, 2013 through June 30, 2013  
*(includes time not previously billed)*

| <b>Name</b>                          | <b>Date</b> | <b>Description</b>   | <b>Hours</b> | <b>Rate</b> | <b>Amount</b>      |
|--------------------------------------|-------------|--|--------------|-------------|--------------------|
| VanRossem,<br>Michael C.             | 11-Apr-13   | Respond to notice on behalf of US Senior Inc. and Subsidiaries from Illinois regarding missing EIN from schedule UB on 2009 return.                      | 0.6          | \$ 280.00   | \$ 168.00          |
| VanRossem,<br>Michael C.             | 11-Apr-13   | Contact Illinois Dept of Revenue regarding originally filed return and amended returns in question for US Senior Living.                                 | 0.7          | \$ 280.00   | \$ 196.00          |
| VanRossem,<br>Michael C.             | 12-Apr-13   | Changes per manager to notice response on behalf of US Senior Inc. and Subsidiaries from Illinois regarding missing EIN from schedule UB on 2009 return. | 1.4          | \$ 280.00   | \$ 392.00          |
| Lewis, Harve                         | 19-Jun-13   | Respond to question by M. Casey (Arcapita) regarding consolidating examinations by the IRS.  | 0.5          | \$ 740.00   | \$ 370.00          |
| <b>Total Tax Consulting Services</b> |             |  | <b>3.2</b>   |             | <b>\$ 1,126.00</b> |

**EXHIBIT D5**

Arcapita Bank B.S.C. (c)  
2010 IRS Exam  
June 1, 2013 through June 30, 2013

| <u>Name</u> | <u>Date</u> | <u>Description</u>         | <u>Hours</u>      | <u>Rate</u> | <u>Amount</u>      |
|-------------|-------------|----------------------------|-------------------|-------------|--------------------|
|             |             | <b>Total 2010 IRS Exam</b> | <u><b>0.0</b></u> |             | <u><b>\$ -</b></u> |

**EXHIBIT D6**

Arcapita Bank B.S.C. (c)  
2012 Tax Compliance Services  
June 1, 2013 through June 30, 2013  
*(includes time not previously billed)*

| <b>Name</b>           | <b>Date</b> | <b>Description</b>   | <b>Hours</b> | <b>Rate</b> | <b>Amount</b> |
|-----------------------|-------------|--|--------------|-------------|---------------|
| VanRossem, Michael C. | 9-May-13    | Prepare Power of Attorney and engagement letter for Waverly Properties 2010 & 2011 IRS audit.  | 2.0          | \$ 280.00   | \$ 560.00     |
| VanRossem, Michael C. | 15-May-13   | Correspondence with M. Casey (Arcapita) regarding information gathering to prepare 2012 tax returns (i.e. K-1s and trial balances).        | 1.0          | \$ 280.00   | \$ 280.00     |
| DeCairano, Jill M.    | 22-May-13   | Review of 2nd quarter estimates for US Senior Living and USSLF.  | 3.0          | \$ 620.00   | \$ 1,860.00   |
| VanRossem, Michael C. | 28-May-13   | Correspondence with M. Casey (Arcapita) regarding information gathering to prepare 2012 tax returns (i.e. K-1s and trial balances).        | 0.3          | \$ 280.00   | \$ 84.00      |
| VanRossem, Michael C. | 28-May-13   | Correspondence with client M. Casey (Arcapita) regarding information gathering to prepare 2012 tax returns (i.e. K-1s and trial balances). | 0.7          | \$ 280.00   | \$ 196.00     |
| DeCairano, Jill M.    | 28-May-13   | Review of 2nd quarter estimates for all entities.  | 2.0          | \$ 620.00   | \$ 1,240.00   |
| VanRossem, Michael C. | 30-May-13   | Prepare Q2 estimates for US Senior Living.   | 1.0          | \$ 280.00   | \$ 280.00     |
| VanRossem, Michael C. | 7-Jun-13    | Prepare Q2 estimate calculations for US Senior Living entities.  | 0.3          | \$ 280.00   | \$ 84.00      |
| VanRossem, Michael C. | 10-Jun-13   | Prepare consolidated Oklahoma Business Activity Tax (Form BT 190) for US Senior Living Inc. and subsidiaries.                              | 2.0          | \$ 280.00   | \$ 560.00     |
| VanRossem, Michael C. | 10-Jun-13   | Prepare Q2 estimate calculations for US Senior entities.   | 5.5          | \$ 280.00   | \$ 1,540.00   |
| VanRossem, Michael C. | 11-Jun-13   | Prepare Q2 estimate vouchers per manager review for US senior living.  | 1.0          | \$ 280.00   | \$ 280.00     |
| Grande, Mary C.       | 11-Jun-13   | Review Q2 estimate calculations for all entities.  | 1.0          | \$ 760.00   | \$ 760.00     |
| VanRossem, Michael C. | 11-Jun-13   | Revisions to Q2 estimate calculations for US Senior entities per manager review.   | 1.0          | \$ 280.00   | \$ 280.00     |
| DeCairano, Jill M.    | 14-Jun-13   | Review Q2 estimate calculations for US senior and USSLF sub consolidated Oklahoma form BT-190.   | 3.0          | \$ 620.00   | \$ 1,860.00   |

**EXHIBIT D6**

Arcapita Bank B.S.C. (c)  
2012 Tax Compliance Services  
June 1, 2013 through June 30, 2013  
*(includes time not previously billed)*

| <b>Name</b>              | <b>Date</b> | <b>Description</b>   | <b>Hours</b> | <b>Rate</b> | <b>Amount</b> |
|--------------------------|-------------|--|--------------|-------------|---------------|
| VanRossem,<br>Michael C. | 19-Jun-13   | Prepare tax return workpapers for Orlando Residential Holding Company LLC.   | 1.1          | \$ 280.00   | \$ 308.00     |
| VanRossem,<br>Michael C. | 20-Jun-13   | Preparation of Power Of Attorney for Pond Bay  | 0.5          | \$ 280.00   | \$ 140.00     |
| VanRossem,<br>Michael C. | 25-Jun-13   | Begin preparation of tax return workpapers for Pond Bay.   | 0.5          | \$ 280.00   | \$ 140.00     |
| VanRossem,<br>Michael C. | 26-Jun-13   | Prepare tax return workpapers for Orlando Residential Holding Company LLC.   | 1.0          | \$ 280.00   | \$ 280.00     |
| VanRossem,<br>Michael C. | 27-Jun-13   | Continue to review workpapers to create open items list and request documents needed to prepare tax returns from tax preparers and administrators for Chicago Condo. | 0.5          | \$ 280.00   | \$ 140.00     |
| VanRossem,<br>Michael C. | 27-Jun-13   | Continue to review workpapers to create open items list and request documents needed to prepare tax returns from tax preparers and administrators for Longwood.      | 0.5          | \$ 280.00   | \$ 140.00     |
| VanRossem,<br>Michael C. | 27-Jun-13   | Continue to review workpapers to create open items list and request documents needed to prepare tax returns from tax preparers and administrators for OSP Holding.   | 0.5          | \$ 280.00   | \$ 140.00     |
| VanRossem,<br>Michael C. | 27-Jun-13   | Continue to review workpapers to create open items list and request documents needed to prepare tax returns from tax preparers and administrators Aspen Valley.      | 0.5          | \$ 280.00   | \$ 140.00     |
| VanRossem,<br>Michael C. | 27-Jun-13   | Continue to review workpapers to create open items list and request documents needed to prepare tax returns from tax preparers and administrators for Palantine.     | 0.5          | \$ 280.00   | \$ 140.00     |
| VanRossem,<br>Michael C. | 27-Jun-13   | Continue to review workpapers to create open items list and request documents needed to prepare tax returns from the tax preparers and administrators for Pond Bay.  | 0.5          | \$ 280.00   | \$ 140.00     |

**EXHIBIT D6**

Arcapita Bank B.S.C. (c)  
2012 Tax Compliance Services  
June 1, 2013 through June 30, 2013  
*(includes time not previously billed)*

| <b>Name</b>                               | <b>Date</b> | <b>Description</b>  | <b>Hours</b> | <b>Rate</b> | <b>Amount</b>       |
|---|-------------|---|--------------|-------------|---------------------|
| VanRossem,<br>Michael C.                  | 27-Jun-13   | Continue to review workpapers to create open items list and request documents needed to prepare tax returns from the tax preparers and administrators US Senior Living Inc. and subsidiaries. | 0.5          | \$ 280.00   | \$ 140.00           |
| VanRossem,<br>Michael C.                  | 27-Jun-13   | Review workpapers to create open items list and request documents needed to prepare tax returns from tax preparers and administrators for Residential Holding Co.                             | 0.5          | \$ 280.00   | \$ 140.00           |
| VanRossem,<br>Michael C.                  | 28-Jun-13   | Prepare tax return workpapers for Aspen Valley.   | 0.2          | \$ 280.00   | \$ 56.00            |
| VanRossem,<br>Michael C.                  | 28-Jun-13   | Prepare tax return workpapers for Waverly Properties.   | 0.2          | \$ 280.00   | \$ 56.00            |
| Casa, Elissa N.                           | 28-Jun-13   | Prepare tax return workpapers for Chicago condo.  | 0.5          | \$ 140.00   | \$ 70.00            |
| Casa, Elissa N.                           | 28-Jun-13   | Prepare tax return workpapers for Outlet funding.   | 0.5          | \$ 140.00   | \$ 70.00            |
| Casa, Elissa N.                           | 28-Jun-13   | Prepare tax return workpapers for Palatine.   | 0.5          | \$ 140.00   | \$ 70.00            |
| Casa, Elissa N.                           | 28-Jun-13   | Prepare tax return workpapers for Pond Bay.   | 0.5          | \$ 140.00   | \$ 70.00            |
| Casa, Elissa N.                           | 28-Jun-13   | Prepare tax return workpapers for Waverly Properties.   | 0.5          | \$ 140.00   | \$ 70.00            |
| Casa, Elissa N.                           | 28-Jun-13   | Prepare tax return workpapers for Aspen Valley.   | 1.5          | \$ 140.00   | \$ 210.00           |
| Casa, Elissa N.                           | 28-Jun-13   | Prepare tax return workpapers for Palatine.   | 1.5          | \$ 140.00   | \$ 210.00           |
| <b>Total 2012 Tax Compliance Services</b> |             |   | <b>36.8</b>  |             | <b>\$ 12,734.00</b> |