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
	:
	Y

THIRTEENTH 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 JULY 1, 2013 THROUGH JULY 31, 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 July 1, 2013 through July 31, 2013 (the "Compensation Period") in accordance with the Order Granting Debtors' Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for

Professionals and Committee Members [Docket No. 159] (the "Interim Compensation Order"). This is the thirteenth 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.	$UK^{2} - 1994$ $HK^{3} - 1997$ $KY^{4} - 2008$	06/02/2008	10.40	800	8,320.00
Simon Dickson	Partner - Lit.	UK - 1998 KY – 2002	06/01/2002	2.60	780	2,028.00
James Wauchope	Partner – Corp.	UK - 1988 KY – 1993	12/01/2009	29.80	750	22,350.00
Peter Hayden	Partner – Lit.	UK – 1996 KY – 2008	03/03/2008	0.20	850	170
Adam Bathgate	Senior Associate – Corp.	UK – 2006 KY – 2010	10/11/2010	36.80	600	22,080.00
Simon Thomas	Senior Associate - Corp.	UK – 2005 KY – 2012	11/07/2011	27.50	600	16,500.00
Alexandra Bethell	Associate – Lit.	UK – 2007 KY – 2013	08/07/2012	2.20	600	1,320.00
Fleur O'Driscoll	Associate - Lit.	$IRL^{5} - 2008$ $UK - 2010$ $KY - 2011$ $EC^{6} - 2013$	05/02/2011	7.00	600	4,200.00
Thomas Berry	Associate – Corp.	UK - 2010	03/06/2013	1.20	425	510.00
Tracy Hylton	Associate – Corp.	KY - 2013	07/01/2011	21.10	350	7,385.00
Tracey Forbes	Articled Clerk - Lit.	N/A	05/28/2012	10.90	300	3,270.00

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

England and Wales.

Hong Kong.

Cayman Islands.

Ireland.

Eastern Caribbean – British Virgin Islands.

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<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	4.20	300	1,260.00
SUB TOTAL:						89,393.00
TOTAL FEES REQUESTED						89,393.00

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:

<u>DISBURSEMENT</u>	AMOUNT (\$)
Printing	30.10
Telephone Costs	27.05
TOTAL:	<u>57.15</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*"), 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 \$30.10 is requested as reimbursement of in-house

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printing and duplication. A complete itemization of expenses for which Mourant Ozannes seeks reimbursement is annexed hereto as $\underline{\textbf{Exhibit B}}$.

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

August 20, 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 Cayman Islands KY1-1108

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:

19 August 2013

Invoice Number:

300-07260

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

	USD
Professional services	89,393.00
Printing	30.10
Telephone Costs	27.05

Payment Terms

On Presentation

Total Due

89,450.15

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:

300-07260

Total Due USD

89,450.15

Our Reference:

3042199

Direct Bank Payment

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

0210-0001-8

Bank of NY SWIFT

IRVTUS3N

For Credit to Account

803-326-5086

Mourant Ozannes

01101 032281

ABA No.

Butterfield Bank (Cayman) Limited

Bank of Butterfield SWIFT

For Final Credit to Account Number

BNTBKYKY

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. Invoice Number: 300-07260 Matter Name: Arcapita Bank B.S.C. (c) - Scheme of Invoice Date: 19 August 2013 Arrangement **Time Summary** Fee Earner Rate Adam Bathgate 600.00 Alexandra Bethell 600.00 Fleur O'Driscoll 600.00 James Wauchope 750.00 Peter Hayden 850.00 Richard De Basto 800.00 Robin Gibb 300.00 Simon Dickson 780.00 Simon Thomas 600.00 Thomas Berry 425.00 Tracey Forbes 300.00

350.00

Tracy Hylton

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Client Name:

Arcapita Bank B.S.C.

Invoice Number:

300-07260

Matter Name:

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

Invoice Date:

19 August 2013

Date	Fee Earner	Time Card Narrative	Hours	Amount
01/07/2013	Richard De Basto	Plan and Disclosure Statement: Exchange of emails with S Ross of GDC about structural security issues.	0.40	320.00
02/07/2013	Robin Gibb	Fee Applications: Email in from D Levin (GDC) regarding next fee application.	0.10	30.00
02/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of e-mail correspondence re incorporation of Caycos (0.1). Attention to past emails re same (0.3). Follow up e-mails re same (0.1).	0.50	300.00
02/07/2013	Simon Dickson	Fee Applications: Consideration of fee forecast and discussion with F O'Driscoll re same.	0.50	390.00
02/07/2013	Tracy Hylton	DIP Financing: Continuing to liaise (via email) with registered office for copies of the register of members for 200 plus Arcapita entities (0.2). Four (4) emails to Appleby attaching copies of updated register of members received so far as well as marked-up Schedule I highlighting outstanding registers (1.0).	1.20	420.00
02/07/2013	Fleur O'Driscoll	Fee Applications: Review of email from D Levin regarding the upcoming fee application (0.2). Discussion with S Dickson re same (0.1). Email to J Wauchope and R de Basto re same (0.1).	0.40	240.00
03/07/2013	Simon Dickson	Fee Applications: Update re current fee position.	0.20	156.00
03/07/2013	Simon Dickson	Plan and Disclosure Statement: Review of plan and assistance to R de Basto as to proposed treatment of various Cayman companies.	1.00	780.00
03/07/2013	Richard De Basto	Plan and Disclosure Statement: Call with Appleby to discuss structural security issues.	0.60	480.00
03/07/2013	Richard De Basto	Plan and Disclosure Statement: Start drafting note addressing proposed security over certain assets.	2.30	1,840.00
03/07/2013	Fleur O'Driscoll	Fee Applications: Attempt to contact D Levin (GDC) and voice message left (0.1). Email to D Levin and review of reply (0.1).	0.20	120.00
03/07/2013	Fleur O'Driscoll	Fee Applications: Review of emails from J Wauchope and R de Basto regarding July fee estimates and reply out.	0.20	120.00
03/07/2013	Fleur O'Driscoll	Fee Applications: Email to accounts department regarding fees (0.1) and email to S Fuller (Alvarez and Marsal) re same (0.1). Discussion with S Dickson re same (0.1).	0.30	180.00
03/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to preliminary review of email from GDC (0.2).	0.20	120.00
04/07/2013	Robin Gibb	Case Administration: Reviewing emails between F O'Driscoll and S Fuller regarding invoice consolidation (0.1). Comparing Alvarez & Marsal's invoice spreadsheet against Mourant's (0.3). Discussion with F O'Driscoll on same (0.1).	0.50	150.00

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Client Name: Matter Name: Arcapita Bank B.S.C.

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

Invoice Number: Invoice Date:

300-07260

19 August 2013

Arrangement

Time Detail Date Fee Earner **Time Card Narrative** Hours Amount 04/07/2013 Simon Thomas 840.00 Plan Disclosure Statement: 1.40 and

04/07/2013	Simul Hiomas	Attention to email from K Medrano (GDC re new company resolutions (0.2). Conversations with T Forbes re same (0.3). Conversations with R de Basto re bank holdcos (0.2). Attention to review of draft email and resolutions prepared by T Forbes (0.3). Attention to drafting changes to same (0.1). Conversations with T Forbes and follow up re same (0.3).	1.40	840.00
04/07/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence from K Medrano and A Bathgate.	0.30	90.00
04/07/2013	Tracey Forbes	Plan and Disclosure Statement: Discussing subscriber and first board resolutions with S Thomas.	0.30	90.00
04/07/2013	Tracey Forbes	Plan and Disclosure Statement: Drafting response email to K Medrano responding to various questions about the subscriber and first board resolutions.	1.30	390.00
04/07/2013	Tracey Forbes	Plan and Disclosure Statement: Amending subscriber and first board resolutions for the new Cayman entities.	0.40	120.00
04/07/2013	Tracey Forbes	Plan and Disclosure Statement: Amending draft response email to K Medrano responding to various questions about the subscriber and first board resolutions (0.6). Sending same to K Medrano (0.2).	0.80	240.00
04/07/2013	Tracey Forbes	Plan and Disclosure Statement: Further amending the first board resolutions of the new Cayman entities.	0.80	240.00
04/07/2013	Tracey Forbes	Plan and Disclosure Statement: Discussing revised first board resolutions and subscriber resolutions with S Thomas.	0.10	30.00
04/07/2013	Tracey Forbes	Plan and Disclosure Statement: Amending the first board resolutions of the new Cayman entities.	0.70	210.00
04/07/2013	Richard De Basto	Plan and Disclosure Statement: Drafting memorandum on structuring security over certain assets.	1.70	1,360.00
04/07/2013	Tracy Hylton	DIP Financing: Attention to Schedule 1 and annotated register of members (1.0). Emails to registered office and Appleby in respect to remaining annotated register of members (0.1). Email to registered office in requesting memorandum and articles of the syndication companies (0.1). Attention to and reviewing the articles of syndication companies received from registered office (1.0).	2.20	770.00
04/07/2013	Fleur O'Driscoll	Fee Applications: Reviewing time entries (0.8) and liaising with support staff regarding same (0.3).	1.10	660.00
05/07/2013	Simon Thomas	Plan and Disclosure Statement:	0.20	120.00

Attention to e-mails from GDC (0.2).

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Client Name:

Arcapita Bank B.S.C.

Invoice Number:

300-07260

Matter Name:

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

Invoice Date:

19 August 2013

Time Detail				
Date	Fee Earner	Time Card Narrative	Hours	Amount
05/07/2013	Simon Dickson	Fee Applications: Review of fee position and approving invoice.	0.50	390.00
05/07/2013	Tracy Hylton	Plan and Disclosure Statement: Attention to transfer provisions of articles of syndication companies received from the registered office with respect to exit proposal.	1.00	350.00
05/07/2013	Fleur O'Driscoll	Fee Applications: Emails to/from accounts regarding outstanding fees (0.1) and emails to/from S Fuller (Alvarez and Marsal) re same (0.1).	0.20	120.00
08/07/2013	Robin Gibb	Fee Applications: Preparing 12th Monthly Statement (1.0). Discussion with F O'Driscoll on same (0.1). Further discussion with F O'Driscoll (0.1). Reviewing exhibited invoice to 12th Monthly Statement for potential redactions (0.7). Discussion with F O'Driscoll on redaction (0.1). Email to D Levin regarding redactions (0.4).	2.40	720.00
08/07/2013	Robin Gibb	Case Administration: Reviewing internal emails regarding fee estimates for effective date.	0.10	30.00
08/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing recent correspondence between Arcapita and GDC on AIM and other name change mechanics.	0.30	225.00
08/07/2013	James Wauchope	Plan and Disclosure Statement: Participating in GDC/Arcapita telecon to discuss legal and practical issues relating to changing names of Cayman companies.	0.50	375.00
08/07/2013	James Wauchope	Plan and Disclosure Statement: Discussion with S Thomas as to form of launch resolutions and subscriber resolutions for newly formed Arcapita entities.	0.30	225.00
08/07/2013	James Wauchope	Plan and Disclosure Statement: Internal team discussion regarding legal steps involved with restructuring transaction holdcos.	0.50	375.00
08/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing Mourant Ozannes' memo on	1.00	750.00
08/07/2013	Fleur O'Driscoll	Fee Applications: Emails to/from S Fuller and D Levin regarding fee estimates (0.5). Emails to/from J Wauchope and R de Basto re same (0.4) and call with J Wauchope re same (0.1).	1.00	600.00
08/07/2013	Fleur O'Driscoll	Fee Applications: Dealing with queries to finalise matters for the June monthly statement (0.3) and discussions with R Gibb re same (0.3).	0.60	360.00
08/07/2013	Simon Thomas	Plan and Disclosure Statement: Conversations with J Wauchope re status and outstanding issues (0.3).	0.30	180.00

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Client Name:

Arcapita Bank B.S.C.

Invoice Number:

300-07260

Matter Name:

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

Invoice Date:

19 August 2013

Date	Fee Earner	Time Card Narrative	Hours	Amount
09/07/2013	Robin Gibb	Fee Applications: Review email in from D Levin (0.1). Redacting June invoice for exhibiting to 12th monthly fee statement (0.3). Discussion with F O'Driscoll on same (0.1). Finalising fee statement (0.1) and email to D Levin (0.1).	0.70	210.00
09/07/2013	Robin Gibb	Case Administration: Updating schedule of invoice payments (0.1) and calculating time of expiry of objection period for May invoice (0.1).	0.20	60.00
09/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of e-mail correspondence with GDC re incorporated entities and tax ID numbers (0.2). Attention to follow up e-mail correspondence with GDC re license positions (0.3). Conversations with J. Wauchope re status and timing (0.2).	0.70	420.00
09/07/2013	James Wauchope	Plan and Disclosure Statement: Correspondence with GDC team regarding tax ID numbers of new RA entities.	0.10	75.00
09/07/2013	James Wauchope	Plan and Disclosure Statement: Further detailed review of revised versions of syndication company workaround document (1.0) and discussing same with R de Basto (0.5).	1.50	1,125.00
09/07/2013	James Wauchope	Plan and Disclosure Statement: Correspondence with GDC team regarding licensing issues pertaining to AIM and AIML.	0.30	225.00
09/07/2013	Tracy Hylton	DIP Financing: Follow-up email to GDC in respect to remaining closing Annexures.	0.10	35.00
09/07/2013	Tracy Hylton	DIP Financing: Reviewing emails from GDC in respect of remaining Annexures and responding to same.	0.30	105.00
09/07/2013	Richard De Basto	Plan and Disclosure Statement: Updating memorandum on structuring the security over certain assets.	0.60	480.00
09/07/2013	Fleur O'Driscoll	Fee Applications: Emails to and from S Fuller (Alvarez and Marsal) regarding fee estimates.	0.50	300.00
09/07/2013	Fleur O'Driscoll	Fee Applications: Reviewing draft monthly statement and amendments to same (0.4). Discussion with R Gibb re same (0.1).	0.50	300.00
09/07/2013	Fleur O'Driscoll	Fee Applications: Discussion with S Dickson regarding fee statement (0.1) and further review of draft statement (0.3).	0.40	240.00
10/07/2013	Robin Gibb	Fee Applications: Review email in from D Levin.	0.10	30.00
10/07/2013	Tracy Hylton	Plan and Disclosure Statement: Brief discussion with T Forbes regarding first board resolutions of the recently incorporated entities and financial year query.	0.20	70.00

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Client Name:

Arcapita Bank B.S.C.

Invoice Number:

300-07260

Matter Name:

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

Invoice Date:

19 August 2013

Date	Fee Earner	Time Card Narrative	Hours	Amount
10/07/2013	Tracy Hylton	DIP Financing: Emails to Appleby circulating final remaining annotated registers and pack signed annexures.	0.20	70.00
10/07/2013	Tracy Hylton	Plan and Disclosure Statement: Brief discussion with T Forbes re registered office's query on director KYC.	0.10	35.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Discussing first board resolutions and subscriber resolutions with J Wauchope for the new Cayman entities.	0.40	120.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence from GDC re the new Cayman entities.	0.20	60.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Telephone call with K Medrano from GDC re first board resolutions for the new Cayman entities.	0.20	60.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Telephone call with Paget Brown re registered office agreements for the new Cayman entities.	0.20	60.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Amending first board resolutions for the new Cayman entities.	0.40	120.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Telephone call to P Tricarico of Paget Brown re board resolutions and subscriber resolutions for the new Cayman entities.	0.20	60.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Discussing board resolutions and subscriber resolutions for the new Cayman entities with T Hylton.	0.40	120.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Emailing GDC re amended first board resolutions.	0.40	120.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Further reviewing correspondence from GDC re board resolutions and subscriber resolutions for the new Cayman entities with T Hylton.	0.20	60.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Discussing correspondence and board resolutions for the new Cayman entities with T Hylton.	0.30	90.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Discussion with J Wauchope re fiscal year for the new Cayman entities.	0.40	120.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Further amending first board resolutions and subscriber resolutions for the new Cayman entities.	0.70	210.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Further amending subscriber resolutions for the new Cayman entities.	0.20	60.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Emailing Paget Brown re amended first board resolutions and subscriber resolutions for the new Cayman entities.	0.10	30.00

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Client Name: Matter Name: Arcapita Bank B.S.C.

Arrangement

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

Invoice Number: Invoice Date:

300-07260

19 August 2013

Time Detail				
Date	Fee Earner	Time Card Narrative	Hours	Amount
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Telephone call with Paget Brown re registered office agreements, execution of the subscriber resolutions and CDD.	0.30	90.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Reviewing correspondence re CDD.	0.20	60.00
10/07/2013	Tracey Forbes	Plan and Disclosure Statement: Emailing Paget Brown re CDD.	0.30	90.00
10/07/2013	James Wauchope	Plan and Disclosure Statement: Finalising first resolutions of new RA companies.	0.30	225.00
10/07/2013	James Wauchope	Plan and Disclosure Statement: Email correspondence with GDC team regarding merger question.	0.30	225.00
10/07/2013	Richard De Basto	Plan and Disclosure Statement: Updating memorandum on structuring the enforcement of security in constitutional documents of various companies, and sending to Appleby.	0.40	320.00
11/07/2013	Tracy Hylton	DIP Financing: Emails to Appleby and registered office in respect to closing deliverables acknowledging that all deliverables have been circulated.	0.30	105.00
11/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to preliminary review of e-mail correspondence from Milbank re term sheets (0.3).	0.30	180.00
12/07/2013	Tracy Hylton	DIP Financing: Emails to Appleby and GDC in respect to closing deliverables.	0.20	70.00
14/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft articles and shareholder agreement in respect of Transaction Holdco.	2.00	1,500.00
15/07/2013	Robin Gibb	Case Administration: Calculating monthly fee statement objection expiry date.	0.10	30.00
15/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of transaction holdco articles (revised version from HarbourVest's counsel and comments thereon) (0.3). Attention to review of syndication workaround proposal and correspondence relating to same (0.3).	0.60	360.00
15/07/2013	Simon Thomas	Plan and Disclosure Statement: Meeting with J Wauchope to discuss current status, HarbourVest comments on transaction holdco articles, implications for amendments to same, process for approving Articles and outstanding items with GDC.	0.50	300.00
15/07/2013	James Wauchope	Plan and Disclosure Statement: Providing detailed written comments on draft articles for the Transaction HoldCo.	0.50	375.00
15/07/2013	James Wauchope	Plan and Disclosure Statement: Discussion with S Thomas as to implementation steps regarding transaction holdcos.	0.50	375.00

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Client Name:

Arcapita Bank B.S.C.

Invoice Number:

300-07260

Matter Name:

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

Invoice Date:

19 August 2013

Date	Fee Earner	Time Card Narrative	Hours	Amount
15/07/2013	Tracy Hylton	Plan and Disclosure Statement: Attending to email from Appleby in respect to memorandum and articles for and email to registered office in respect to same (0.1).	0.20	70.00
16/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to e-mail correspondence with GDC re status (0.2).	0.20	120.00
16/07/2013	James Wauchope	Plan and Disclosure Statement: Telecon with K Medrano of GDC in relation to the Steps Plan.	0.30	225.00
17/07/2013	Simon Thomas	Plan and Disclosure Statement: Preparation for call with GDC to discuss latest Steps Plan and structure chart including reviewing revised reorganisation steps paper (0.4) and structure chart document (0.5). Reviewing and considering note on proposed security workaround structuring (0.4). Attending call with GDC and Paget Brown (1.0) and follow up conversations with J Wauchope re issues raised on call (0.2). Attention to review of implementation terms sheets in light of security workaround issues (0.4) and conversations with R de Basto and J Wauchope re same (0.3). Attention to note summarising status call and setting out next steps (0.6), conversations with J Wauchope and further edits to same (0.2). Attention to review of correspondence re board resolutions and corporate governance issues (0.7). Voicemails to J O'Grady (GDC) re same (0.1).	4.80	2,880.00
17/07/2013	Thomas Berry	Plan and Disclosure Statement: Reading S Thomas' email regarding update call with GDC and GDC proposals re timings and replying re availability for meeting tomorrow.	0.10	42.50
17/07/2013	James Wauchope	Plan and Disclosure Statement: Telecon with GDC team and Paget Brown in relation to restructuring Steps Plan.	1.00	750.00
17/07/2013	James Wauchope	Plan and Disclosure Statement: Subsequent review of Steps Plan (0.5) and internal discussions with MO team	1.00	750.00
17/07/2013	James Wauchope	(0.5). Plan and Disclosure Statement: Reviewing draft asset purchase agreement pursuant to which Topco will acquire AIHL assets.	1.30	975.00
18/07/2013	Thomas Berry	Plan and Disclosure Statement: Reading S Thomas' email and attachments (checklist and structure chart) in detail (0.8); attending internal meeting regarding checklist and structure chart and direction of the team until the effective date (0.3).	1.10	467.50

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Client Name:

Arcapita Bank B.S.C.

Invoice Number:

300-07260

Matter Name:

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

Invoice Date:

19 August 2013

Date	Fee Earner	Time Card Narrative	Hours	Amount
18/07/2013	Adam Bathgate	Plan and Disclosure Statement: Team meeting with R de Basto, J Wauchope, S Thomas, T Berry, T Forbes and T Hylton to discuss restructuring timetable (1.1). Follow-up discussion J Wauchope (0.9).	2.00	1,200.00
18/07/2013	Tracey Forbes	Plan and Disclosure Statement: Team meeting re reorganisation checklist and structure chart.	1.10	330.00
18/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to review of standard articles for class consent rights (0.3). Attention to drafting e-mail to GDC re class consent rights and resolutions (0.4). Attending meeting to discuss outstanding issues, next steps, allocation of responsibility and board resolution process and follow up re same (1.1). Attention to e-mail correspondence in follow up to same (0.4).	2.20	1,320.00
18/07/2013	Tracy Hylton	Plan and Disclosure Statement: Review of updated structure chart and reorganisation plan (1.2). Attending team meeting in respect to restructuring and Steps Plan, transaction holdco and exit finance (1.1).	2.30	805.00
18/07/2013	James Wauchope	Plan and Disclosure Statement: Detailed consideration of revised Steps Plan in anticipation of documenting same.	3.30	2,475.00
18/07/2013	James Wauchope	Plan and Disclosure Statement: Further review of draft asset purchase agreement between AIHL and Topco.	0.80	600.00
18/07/2013	James Wauchope	Plan and Disclosure Statement: Providing written comments to GDC team in relation to draft asset purchase	0.30	225.00
18/07/2013	James Wauchope	agreement. Plan and Disclosure Statement: Meeting with S Thomas to discuss implementation steps.	0.30	225.00
18/07/2013	James Wauchope	Plan and Disclosure Statement: Separate meeting with A Bathgate to discuss implementation steps.	0.30	225.00
18/07/2013	James Wauchope	Plan and Disclosure Statement: MO meeting to discuss implementation steps.	1.10	825.00
18/07/2013	Richard De Basto	Plan and Disclosure Statement: Internal meeting with team to discuss revised structure paper.	1.10	880.00
19/07/2013	Adam Bathgate	Plan and Disclosure Statement: Conference call with K Medrano and J O'Grady of GDC discussing various open issues re restructuring (1.5). Follow-up discussions with J Wauchope and S Thomas (0.5). Discussions A Bethell re asset purchase agreement and transfer of assets to distribution agent (0.8).	2.80	1,680.00
19/07/2013	Richard De Basto	Plan and Disclosure Statement: Call with Appleby to discuss structure memo.	0.30	240.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
19/07/2013	Simon Thomas	Plan and Disclosure Statement: Preparation for call with GDC (0.4). Attending call with GDC (1.6). Follow up conversations with A Bathgate and J Wauchope (0.5).	2.50	1,500.00
19/07/2013	Tracy Hylton	Fee Applications: Reviewing and amending time entries of July bill (1.0) and liaising with T Forbes in respect of amendments to entries (0.3).	1.30	455.00
19/07/2013	Tracy Hylton	DIP Financing: Reviewing DIP agreement in respect to exit particulars.	1.00	350.00
19/07/2013	Alexandra Bethell	Plan and Disclosure Statement: Call with A Bathgate re terms of Order and a disbursing agent (0.1). Reviewing the terms of the Order and Affidavit of H Thompson re the same (0.3) and email to A Bathgate (0.1). Reviewing terms of draft sale agreement and discussing the same with A Bathgate (0.3).	0.80	480.00
19/07/2013	James Wauchope	Plan and Disclosure Statement: Considering various Cayman legal issues raised by GDC in advance of today's telecon.	1.00	750.00
19/07/2013	James Wauchope	Plan and Disclosure Statement: Telecon with MO team and GDC team to discuss miscellaneous Cayman issues pertaining to restructuring steps and transaction holdcos.	2.00	1,500.00
19/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing form of proxy and power of attorney in favour of AIML in context of change of control issue.	1.00	750.00
19/07/2013	James Wauchope	Plan and Disclosure Statement: Written advice to GDC team as to change of control issues in respect of AIML proxy and power of attorney.	1.00	750.00
19/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft implementation term sheets in respect of miscellaneous transaction holdcos incorporating Milbank comments.	1.00	750.00
20/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to drafting board resolution template in respect of Transaction Holdcos to approve shareholders' agreement and amended articles (0.9). Considering class consent issue in Articles and drafting note to Walkers re same (0.5).	1.40	840.00
22/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to e-mail correspondence received from GDC (0.2). Considering issues arising in respect of a transaction holdco (0.6). Attention to e-mail follow up re same (0.1).	0.90	540.00
22/07/2013	Adam Bathgate	Plan and Disclosure Statement: Review of revised draft Topco articles.	1.00	600.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
22/07/2013	Alexandra Bethell	Plan and Disclosure Statement: Considering sale purchase agreement (0.5) and starting draft to PH (0.2).	0.70	420.00
23/07/2013	Adam Bathgate	Plan and Disclosure Statement: Review of winding up provisions in Topco articles (0.5). Discussion J Wauchope re winding up provisions (0.3) and marking up draft (0.2). Email to GDC with comments on winding up provisions (0.3). Research on powers of substitution and revocability thereof in connection with powers of attorney (2.3).	3.60	2,160.00
23/07/2013	Peter Hayden	Plan and Disclosure Statement: Reviewing email from A Bethell and warranties in draft agreement.	0.20	170.00
23/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft disposition committee bye-laws.	1.00	750.00
23/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing revised draft new Topco articles of association.	0.50	375.00
23/07/2013	James Wauchope	Plan and Disclosure Statement: Telecon with A Bathgate regarding new Topco articles.	0.30	225.00
23/07/2013	James Wauchope	Plan and Disclosure Statement: Considering issues relating to a Transaction Holdco and discussing with S Thomas.	0.50	375.00
23/07/2013	James Wauchope	Plan and Disclosure Statement: Drafting operative provisions for proposed contribution agreements to implement restructuring plan.	1.00	750.00
23/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft Transaction Holdco template board resolutions prepared by MO team,	0.50	375.00
23/07/2013	James Wauchope	Plan and Disclosure Statement: Liaising with A Bathgate regarding the appointment of a substitute in respect of AIML in its role as proxy/attorney/administrator for change of control purposes.	0.30	225.00
23/07/2013	Alexandra Bethell	Plan and Disclosure Statement: Email to PH re warranties in sale and purchase agreement following query from Corporate.	0.40	240.00
23/07/2013	Richard De Basto	Plan and Disclosure Statement: Call and exchange of e-mails with Appleby as to what corporate authorisations are required.	0.40	320.00

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Date	Fee Earner	Time Card Narrative	Hours	Amount
23/07/2013	Simon Thomas	Plan and Disclosure Statement: Call with J Wauchope and follow up re issue in respect of transaction holdco, consideration of solutions and analysis of overpayment (0.6). Attention to review of latest forms of transaction holdco documents and e-mail correspondence with J Wauchope re same (0.4). Attention to e-mail correspondence from GDC re substitution agreement (0.1) and transaction holdco resolutions including preliminary review of comments thereon (0.3). Attention to drafting e-mail of advice in respect of authorised share capital breach (0.9).	2.30	1,380.00
23/07/2013	Fleur O'Driscoll	Plan and Disclosure Statement: Discussion with R de Basto regarding AIHL (0.1). Email to S Thomas re same (0.1).	0.20	120.00
24/07/2013	Adam Bathgate	Plan and Disclosure Statement: Drafting deed of substitution in relation to proxy and appointment of attorney in fact given in relation to transaction holdcos (1.0). Consideration of disposition committee bye-laws and providing comments to GDC (1.0). Further consideration of winding up provisions in Topco articles (0.7) and related correspondence with GDC (0.3). Consideration of query from GDC (0.3), discussion J Wauchope (0.2) and response to GDC (0.2).	3.70	2,220.00
24/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to e-mails from GDC re LTCo and Transaction Holdco resolutions and reviewing previous correspondence re same (0.4). Attention to e-mails with J Wauchope re issues arising from same (0.3). Call and follow up with J Van Name (GDC) re investor rights agreement, LTCayCos and matrix of board resolutions (0.4). Drafting changes to transaction holdco precedent board resolutions (0.5). Attention to e-mail correspondence re same (0.2).	1.80	1,080.00
24/07/2013	James Wauchope	Plan and Disclosure Statement: Reviewing draft deed of substitution prepared by MO team and commenting thereon.	0.50	375.00
24/07/2013	James Wauchope	Plan and Disclosure Statement: Discussing with A Bathgate the form of winding-up provision inserted in the latest draft of the Topco new articles.	0.30	225.00
24/07/2013	James Wauchope	Plan and Disclosure Statement: Discussing with A Bathgate the need for a shareholder resolution to establish the disposition committee.	0.30	225.00

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Invoice Date:

19 August 2013

Date	Fee Earner	Time Card Narrative	Hours	Amount
24/07/2013	Alexandra Bethell	Plan and Disclosure Statement: Email to A Bathgate re the sale purchase agreement.	0.30	180.00
25/07/2013	Adam Bathgate	Plan and Disclosure Statement: Various correspondence GDC re valuation issues and register of members (0.5). Consideration of lists of Cayman companies and existing agreements provided by GDC (0.5).	1.00	600.00
25/07/2013	Simon Thomas	Plan and disclosure statement: Attention to e-mails from GDC re resolutions (0.3).	0.30	180.00
26/07/2013	Adam Bathgate	Plan and Disclosure Statement: Conference call GDC and Paget-Brown re amending of share registers (0.6). Follow up discussions S Thomas (0.4).	1.00	600.00
26/07/2013	Adam Bathgate	Plan and Disclosure Statement: Drafting form of power of attorney and proxy for use re LT Cayco holdings (2.0). Related research (1.0).	3.00	1,800.00
26/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to preparation for call with GDC and Paget-Brown (0.4). Attending call (0.5). Attention to e-mail correspondence with GDC (0.2). Conversations with A Bathgate re proxies (0.3). Attention to preliminary review of resolutions overview matrix sent by GDC (0.3).	1.70	1,020.00
26/07/2013	Fleur O'Driscoll	DIP Financing: Discussion with R Cecero regarding Appleby call (0.1). Call with J Walton (Appleby) (0.2). Notes prepared re same and consideration of matter (0.3). Discussion with R de Basto regarding DIP financing query (0.1). Email to M Rosenthal regarding same (0.2). Review of his reply and follow up email to S Dickson (0.1).	1.00	600.00
29/07/2013	Adam Bathgate	Plan and Disclosure Statement: Review and consideration of revised steps plan and resolutions overview.	1.60	960.00
29/07/2013	Adam Bathgate	Plan and Disclosure Statement: Conference call GDC and Rothschild re valuation issues.	0.70	420.00
29/07/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call K Medrano of GDC re timing for review of draft agreements.	0.10	60.00
29/07/2013	Adam Bathgate	Plan and Disclosure Statement: Review of draft contribution agreements and asset purchase agreement.	5.00	3,000.00
29/07/2013	Tracy Hylton	DIP Financing: Brief discussion with R de Basto regarding exit preparation and documentation.	0.10	35.00
29/07/2013	Tracy Hylton	DIP Financing: Attention to email from GDC in respect to register annotations pursuant to the Cayman Debenture (0.1 and email to GDC confirming registers had been annotated (0.1).	0.20	70.00

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Invoice Date:

19 August 2013

Date	Fee Earner	Time Card Narrative	Hours	Amount
29/07/2013	Tracy Hylton	Fee Applications: Reviewing time narratives of draft July invoice.	1.00	350.00
29/07/2013	Tracy Hylton	DIP Financing: Reviewing the articles of new exit guarantors in respect to transfer provisions.	1.00	350.00
29/07/2013	Simon Thomas	Plan and Disclosure Statement: Preparation for and attending call with GDC, Alvarez and Marsal and Rothschild to discuss valuations (0.5). Conversations with R de Basto and A Bathgate re same (0.2). Attention to preliminary review of share register documentation (0.3). Attention to preliminary review of resolutions overview circulated by GDC (0.5). Conversations with A Bathgate re same (0.4).	1.90	1,140.00
29/07/2013	Richard De Basto	Plan and Disclosure Statement: Call with GDC and Rothschilds on valuation of assets being transferred.	0.60	480.00
29/07/2013	Simon Dickson	DIP Financing: Update from F O'Driscoll as to current issues.	0.30	234.00
30/07/2013	Adam Bathgate	Plan and Disclosure Statement: Review of draft contribution agreement for steps 9-12 of implementation memorandum.	2.90	1,740.00
30/07/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call to client discussing timing for contribution agreements and next steps.	0.10	60.00
30/07/2013	Adam Bathgate	Plan and Disclosure Statement: Discussion S Thomas re resolutions overview (0.5). Telephone call J Wauchope re status of contribution agreements and timing issues (1.0).	1.50	900.00
30/07/2013	Tracy Hylton	DIP Financing: Attention to Latham's exit conversion checklist (0.2). Attention to Arcapita security over shares in syndication companies memo (0.4). Updating master guarantor schedule in respect of new exit guarantors (1.0) and further reviewing transfer provisions of the articles of the new exit guarantors (1.0). Attention to email from Appleby in respect to exit and corporate records of new guarantors, reinstatement query & issuer query(0.3) and emails to Appleby attaching records of new guarantors and responding to the request in relation to new Arcapita entities (0.5). Preparing email to Paget Brown requesting remaining corporate records of new guarantors (0.2). Preparing email to GDC querying the position of struck off entities (0.3). Considering and working out the names of Issuers whose shares are owned by new exit guarantors (1.0).	4.90	1,715.00

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Arrangement

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Matter Name:

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

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Date	Fee Earner	Time Card Narrative	Hours	Amount
30/07/2013	Fleur O'Driscoll	Fee Applications: Emails to and from S Fuller (Alvarez and Marsal) regarding fees.	0.10	60.00
30/07/2013	James Wauchope	Plan and Disclosure Statement: Discussion with MO team regarding form of asset purchase and contribution agreements and form of authorising board resolutions.	0.80	600.00
30/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to further review of resolution matrix (0.4) and conversations with A Bathgate re same (0.3). Attention to review of email correspondence, drafts and comments on contribution agreements (0.5). Call with J Wauchope and A Bathgate re comments and resolution matrix (0.9). Follow up conversations with A Bathgate re same (0.3).	2.40	1,440.00
30/07/2013	Simon Dickson	Plan and Disclosure Statement: Email from JOLs re potential voluntary liquidations.	0.10	78.00
31/07/2013	Simon Thomas	Plan and Disclosure Statement: Attention to e-mail correspondence re registers(0.1). Conversations with A Bathgate re status and outstanding documents (0.3).	0.40	240.00
31/07/2013	Richard De Basto	Plan and Disclosure Statement: Drafting structure memo and precedent board minutes for the existing and new guarantors of the DIP facility.	1.80	1,440.00
31/07/2013	Richard De Basto	Plan and Disclosure Statement: Call with GDC (S Ross) on structure for exit structuring of the DIP facility.	0.20	160.00
31/07/2013	Tracy Hylton	DIP Financing: Discussion with R de Basto in respect to new issuers, status new exit guarantors (0.2). Attention to email from GDC in respect to struck off entities (0.2) and discussion with R de Basto re same (0.1). Email to GDC requesting confirmation for new exit guarantors (0.1). Attention to email from GDC in respect to updated implementation memo (1.0). Further reviewing Goldman finance documents in respect to exit particulars and chargors (1.3).	2.90	1,015.00
31/07/2013	Tracy Hylton	Fee Applications: Further reviewing narrative of July invoice.	0.20	70.00
31/07/2013	Adam Bathgate	Plan and Disclosure Statement: Revising resolutions overview in accordance with revised steps plan (2.0). Drafting board resolutions for implementation of restructuring (4.0).	6.00	3,600.00
31/07/2013	Adam Bathgate	Plan and Disclosure Statement: Telephone call K Medrano and J. O'Grady of GDC regarding mechanics of transfer of bank shares to Bank Holdco (0.3). Drafting rider dealing with issue (0.3). Correspondence GDC on same issue (0.2).	0.80	480.00
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Date	Fee Earner	Time Card Narrative	Hours	Amount
31/07/2013	Fleur O'Driscoll	Fee Applications: Email in from D Levin regarding estimates and reply out (0.1). Emails to R de Basto and J Wauchope re same (0.1) and discussion with S Dickson re same (0.1).	0.30	180.00
Total			153.90	89,393.00

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Summary of Outstanding Debtor Balances

Arrangement .

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	29,232.00
19 Jun 2013	300-06925	348,033.39	68,294.60
08 Jul 2013	300-07079	198,848.01	39,345.80

EXHIBIT B

Expenses Incurred During the Compensation Period

DISBURSEMENT TYPE	<u>DETAILS</u>	AMOUNT (\$)
In-house Printing and Duplication	Between 1 July 2013 and 31 July	30.10
	2013	
Telephone Costs	8 July 2013	8.99
	16 July 2013	4.34
	17 July 2013	13.49
	19 July 2013	0.23
	TOTAL:	57.15