

Objection Deadline: August 4, 2012 at 6:30 p.m. (Prevailing Eastern Time)

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

**In re:** )  
 )  
**ARCAPITA BANK B.S.C.(c), et al.,** ) **Chapter 11**  
 )  
 ) **Case No. 12-11076 (SHL)**  
 ) **(Jointly Administered)**  
**Debtors.** )

**SECOND STATEMENT SUBMITTED IN COMPLIANCE WITH ORDER PURSUANT TO 11  
U.S.C. §§ 105(a) AND 331 ESTABLISHING PROCEDURES FOR INTERIM MONTHLY  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS  
FOR THE PERIOD JUNE 1, 2012 THROUGH JUNE 30, 2012**

The statement (“Fee Statement”) of FTI Consulting, Inc. (“FTI”) as financial advisor to the Official Committee of Unsecured Creditors of Arcapita Bank B.S.C.(c), et al., debtors and debtors in possession, (collectively, the “Debtors”) 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] Pursuant to sections 105(a) and 331, of title 11, United States Code (the “Order”) entered by the Honorable Sean H. Lane, United States Bankruptcy Judge, of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY, on May 18, 2012, does respectfully represent and allege as follows:

1. The fees and disbursements billed during the period from June 1, 2012 through and including June 30, 2012 (the “Second Period”) and cumulative to date amount to:

	<b>Second Period</b> <b><u>(6/1/12 - 6/30/12)</u></b>	<b>Cumulative</b> <b><u>(4/12/12 - 6/30/12)</u></b>
Fees Incurred	\$ 164,268.25	\$ 551,993.50
Less: 20% Holdback	<u>(32,853.65)</u>	<u>(110,398.70)</u>
Fees Incurred at 80%	131,414.60	441,594.80
Disbursements	99.73	726.32
<b>TOTAL</b>	<b><u>\$ 131,514.33</u></b>	<b><u>\$ 442,321.12</u></b>

As stated in the FTI Retention Application, FTI has agreed to seek compensation on an hourly basis, plus reimbursement of actual and necessary expenses for the Second Period. Total fees for the Second Period based on our prevailing billing rates were \$164,268.25 for a total of 313.5 hours incurred. FTI seeks 80% of the requested fees in the amount of \$131,414.60 and 100% of expenses in the amount of \$99.73 for the Second Period.

2. The professionals providing services and the aggregate hours spent by each professional during the Second Period is set forth in the schedule annexed hereto as Exhibit "A".

3. A summary of time charges under each task code during the Second Period is set forth in the schedule annexed hereto as Exhibit "B".

4. Detailed time entry by task code during the Second Period is set forth in the schedule annexed hereto as Exhibit "C".

5. A summary of disbursements by task code is set forth in the schedule annexed hereto as Exhibit "D".

6. A detailed breakdown of the expenses is in the schedule annexed hereto as Exhibit "E".

7. The professionals at FTI record all of their time expended in connection with this engagement in increments of tenths (1/10) of an hour. The time recorded to matters is thereafter billed at the prevailing hourly rates. Disbursements, as they are recorded in FTI's computer records, are thereafter generally billed to each client as applicable. The disbursements in this Fee Statement conform with the limits set forth in Administrative Order M-389 of the United States Bankruptcy Court for the Southern District of New York, dated November 25, 2009.

Dated: New York, New York  
July 20, 2012

FTI CONSULTING, INC.  
Financial Advisors to the Official Committee of Unsecured  
Creditors of Arcapita Bank B.S.C.(c), Inc., *et al.*

By: Samuel Star (CS)  
Samuel Star  
Senior Managing Director  
Three Times Square  
New York, New York 10036  
(212) 841-9368

**\*\*The fees and disbursements requested in this Fee Statement shall be authorized to be paid to the requesting party by the Debtors without further Notice and without a hearing unless, within fourteen (14) days after service of this Fee Statement, an objection is filed with the Clerk of the Bankruptcy Court and served upon FTI Consulting Inc. and those parties identified in the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals**

**Please Remit Payment To:** FTI Consulting, Inc.  
P.O. Box 418178  
Boston, MA 02241-8178

**Wire Payment To:** Bank of America, NA  
Rockville, MD 20852  
Account #: 003939577164  
ABA #: 026009593

**ACH Payments To:** Bank of America, NA  
Rockville, MD 20852  
Account #: 003939577164  
ABA #: 052001633

## EXHIBIT A

**ARCAPITA BANK B.S.C.(c.), CASE NO. 12-11076  
SUMMARY OF HOURS BY PROFESSIONAL  
FOR THE PERIOD JUNE 1, 2012 TO JUNE 30, 2012**

<b>Professional</b>	<b>Position</b>	<b>Billing Rate</b>	<b>Total Hours</b>	<b>Total Fees</b>
Star, Samuel	Senior Managing Director	\$ 895.00	29.5	\$ 26,402.50
Balcom, James	Managing Director	745.00	99.2	73,904.00
Drazin, Richard	Consultant	365.00	9.1	3,321.50
Gregory, Lauren	Consultant	365.00	156.1	56,976.50
Hellmund-Mora, Marili	Associate	250.00	6.1	1,525.00
Bienenstock, Jarett	Intern	175.00	13.5	2,362.50
<b>SUBTOTAL</b>			<b>313.5</b>	<b>\$ 164,492.00</b>
Less: 50% discount for non-working travel time				(223.75)
<b>TOTAL</b>			<b>313.5</b>	<b>\$ 164,268.25</b>

**ARCAPITA BANK B.S.C.(c),, CASE NO. 12-11076**  
**SUMMARY OF HOURS BY TASK**  
**FOR THE PERIOD JUNE 1, 2012 TO JUNE 30, 2012**

<b>Task Code</b>	<b>Task Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
1	Analysis of Current Operating Results & Events	90.9	\$ 41,593.50
2	Analysis and Monitoring of the Company's Liquidity/ Treasury Cash Management	69.5	33,531.50
3	Financing Matters (DIP, Exit, Other)	8.7	6,516.50
4	Trade Vendor Issues	7.9	5,239.50
11	Prepare for and Attend Court Hearings	2.0	1,790.00
12	Analysis of SOFAs & SOALs	86.7	43,155.50
13	Analysis of Bankruptcy Motions/Orders	9.7	5,264.50
16	Analysis, Negotiate and Form of POR & DS	0.3	268.50
19	Case Management	3.4	2,574.00
20	General Mtgs with Debtor & Debtors' Prof	1.5	1,342.50
21	General Mtgs with UCC & UCC Counsel	23.0	18,530.00
23	Firm Retention	2.1	1,819.50
24	Preparation of Fee Application	7.3	2,419.00
25	Travel Time	0.5	447.50
<b>SUBTOTAL</b>		<b>313.5</b>	<b>\$ 164,492.00</b>
Less: 50% discount for non-working travel time			(223.75)
<b>TOTAL</b>		<b>313.5</b>	<b>\$ 164,268.25</b>

**ARCAPITA BANK B.S.C.(c)., CASE NO. 12-11076**  
**DETAIL OF TIME ENTRIES**  
**FOR THE PERIOD JUNE 1, 2012 TO JUNE 30, 2012**

<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
1	6/1/2012	Balcom, James	1.1	Review and analyze Budget vs. Actual report for two weeks ended 5/26/12.
1	6/4/2012	Balcom, James	1.2	Review Budget vs. Actual report for two weeks ended 5/26/12.
1	6/4/2012	Drazin, Richard	1.7	Review Budget vs. Actual results for the week ended 5/19/12.
1	6/4/2012	Gregory, Lauren	1.3	Analyze Budget vs. Actual for week ended 5/26/12.
1	6/4/2012	Gregory, Lauren	2.1	Prepare analysis of projected vs. actual cash flows for Budget vs. Actual report for week ended 5/26/12.
1	6/4/2012	Gregory, Lauren	0.9	Prepare bank balance section of Budget vs. Actual report for week ended 5/26/12.
1	6/4/2012	Gregory, Lauren	1.0	Prepare liquidity trend section of Budget vs. Actual report for week ended 5/26/12.
1	6/4/2012	Gregory, Lauren	1.3	Update consolidated Budget vs. Actual detail slide for Budget vs. Actual report for week ended 5/26/12.
1	6/5/2012	Balcom, James	1.1	Review and comment on FTI Budget vs. Actual report for the week ended 5/26/12.
1	6/5/2012	Gregory, Lauren	1.1	Prepare detail appendix slides related to Budget vs. Actual report for week ended 5/26/12.
1	6/5/2012	Gregory, Lauren	0.7	Prepare questions relating to outstanding issues for Budget vs. Actual file for week ended 5/26/12.
1	6/6/2012	Balcom, James	1.5	Review and comment on FTI's Budget vs. Actual report for two weeks ended 5/26/12.
1	6/6/2012	Drazin, Richard	1.7	Revise Budget vs. Actual report for the week ended 5/26/12.
1	6/6/2012	Gregory, Lauren	0.2	Clarify pension payment variances and other outstanding Budget vs. Actual questions with A&M.
1	6/6/2012	Gregory, Lauren	0.8	Incorporate A&M's answers to questions into Budget vs. Actual report for two weeks ended 5/26/12.
1	6/6/2012	Gregory, Lauren	0.8	Revise Budget vs. Actual report for two weeks ended 5/26/12 based on comments.
1	6/7/2012	Balcom, James	2.5	Review and comment on Budget vs. Actual report for week ended 5/26/12.
1	6/7/2012	Balcom, James	2.2	Review and comment on Budget vs. Actual report for the two weeks ended 5/26/12.
1	6/7/2012	Drazin, Richard	0.3	Participate in call with A&M re: the Budget vs. Actual report for the week ended 5/26/12.
1	6/7/2012	Drazin, Richard	2.3	Revise Budget vs. Actual report for the two weeks ended 5/26/12.
1	6/7/2012	Gregory, Lauren	1.4	Combine Budget vs. Actual reports for weeks ended 5/19/12 and 5/26/12.
1	6/7/2012	Gregory, Lauren	0.6	Quality check combined Budget vs. Actual report for weeks ended 5/19/12 and 5/26/12.
1	6/7/2012	Gregory, Lauren	0.7	Revise combined Budget vs. Actual report for weeks ended 5/19/12 and 5/26/12 based on comments.
1	6/8/2012	Balcom, James	1.0	Review and comment on Budget vs. Actual report for the two weeks ended 5/26/12.
1	6/8/2012	Drazin, Richard	0.6	Revise Budget vs. Actual report for the two weeks ended 5/26/12.
1	6/11/2012	Balcom, James	1.1	Review and comment on FTI's Budget vs. Actual report for the two weeks ended 5/26/12.
1	6/11/2012	Gregory, Lauren	1.1	Analyze Budget vs. Actual for week ended 6/2/12.
1	6/11/2012	Gregory, Lauren	0.8	Prepare bank balance section of Budget vs. Actual report for week ended 6/2/12.
1	6/11/2012	Gregory, Lauren	1.4	Prepare detail appendix slides related to Budget vs. Actual report for week ended 5/26/12.
1	6/11/2012	Gregory, Lauren	1.0	Prepare liquidity trend section of Budget vs. Actual report for week ended 6/2/12.

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**DETAIL OF TIME ENTRIES**  
**FOR THE PERIOD JUNE 1, 2012 TO JUNE 30, 2012**

<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
1	6/11/2012	Gregory, Lauren	0.9	Update consolidated Budget vs. Actual detail slide for Budget vs. Actual report for week ended 6/2/12.
1	6/11/2012	Gregory, Lauren	2.1	Revise Budget vs. Actual report for two weeks ended 5/26/12 based on comments.
1	6/12/2012	Balcom, James	1.2	Participate in call with A&M to discuss Budget vs. Actual reporting.
1	6/12/2012	Drazin, Richard	0.5	Participate in call with A&M to discuss the \$35MM in CDs.
1	6/14/2012	Gregory, Lauren	1.2	Analyze Budget vs. Actual for week ended 6/9/12.
1	6/14/2012	Gregory, Lauren	0.8	Prepare and revise bank balance section of Budget vs. Actual report for week ended 6/9/12.
1	6/14/2012	Gregory, Lauren	1.1	Prepare and revise liquidity trend section of Budget vs. Actual report for week ended 6/9/12.
1	6/14/2012	Bienenstock, Jarett	0.5	Review information relevant to Budget vs. Actual spreadsheet for two weeks ended 6/9/12.
1	6/14/2012	Bienenstock, Jarett	3.0	Update information for Budget vs. Actual spreadsheet for week ended 6/2/12.
1	6/14/2012	Bienenstock, Jarett	3.0	Input relevant information into Budget vs. Actual spreadsheet for week ended 6/9/12.
1	6/15/2012	Balcom, James	1.6	Review and analyze the Company's Budget vs. Actual results for the two weeks ended 6/2/12.
1	6/15/2012	Gregory, Lauren	2.1	Combine cash balance slides and Budget vs. Actual explanation slides for Budget vs. Actual report for two weeks ended 6/9/12.
1	6/15/2012	Gregory, Lauren	0.7	Investigate favorable Bahrain G&A expense variance for week ended 6/9/12.
1	6/15/2012	Bienenstock, Jarett	1.0	Edit information on the Budget vs. Actual spreadsheet for two weeks ended 6/9/12.
1	6/15/2012	Bienenstock, Jarett	3.0	Input relevant information into Budget vs. Actual spreadsheet for week ended 6/9/12.
1	6/15/2012	Bienenstock, Jarett	3.0	Update tables on Budget vs. Actual report for two weeks ended 6/9/12.
1	6/18/2012	Balcom, James	3.3	Review and comment on FTI Budget vs. Actual for two weeks ended 6/9/12.
1	6/18/2012	Gregory, Lauren	1.4	Continue to prepare Budget vs. Actual report for two weeks ended 6/9/12.
1	6/21/2012	Balcom, James	3.2	Review and comment on FTI's Budget vs. Actual report for two weeks ended 6/9/12.
1	6/22/2012	Star, Samuel	0.3	Review intercompany activity.
1	6/22/2012	Balcom, James	1.9	Review and comment on Budget vs. Actual report for two weeks ended 6/9/12.
1	6/25/2012	Gregory, Lauren	0.6	Revise Budget vs. Actual report for two weeks ended 6/9/12 based on comments.
1	6/26/2012	Star, Samuel	0.7	Review Actual vs. Budget analysis for two weeks ended 5/26/12.
1	6/26/2012	Balcom, James	1.1	Review and comment on Budget vs. Actual report for the two weeks ended 6/9/12.
1	6/26/2012	Gregory, Lauren	0.5	Revise Budget vs. Actual report for two weeks ended 6/9/12 based on final comments.
1	6/27/2012	Balcom, James	1.2	Review and comment on Budget vs. Actual FTI report for two weeks ended 6/9/12.
1	6/27/2012	Gregory, Lauren	1.4	Quality check Budget vs. Actual report for two weeks ended 6/9/12.
1	6/27/2012	Gregory, Lauren	0.6	Reconcile Actual reflected in Budget vs. Actual report for the two weeks ended 6/9/12.
1	6/28/2012	Balcom, James	0.8	Review and analyze Budget vs. Actual report for two weeks ended 6/23/12.
1	6/28/2012	Gregory, Lauren	0.7	Analyze Budget vs. Actual for week ended 6/16/12.

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<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
1	6/28/2012	Gregory, Lauren	0.8	Analyze Budget vs. Actual for week ended 6/23/12.
1	6/28/2012	Gregory, Lauren	0.8	Review large disbursement variances for two weeks ended 6/23/12.
1	6/28/2012	Gregory, Lauren	0.4	Review large receipt variances for two weeks ended 6/23/12.
1	6/28/2012	Gregory, Lauren	0.5	Revise Budget vs. Actual report for two weeks ended 6/9/12 with comments.
1	6/29/2012	Balcom, James	1.5	Review and analyze Budget vs. Actual report for two weeks ended 6/9/12.
1	6/29/2012	Gregory, Lauren	1.4	Add intercompany transfer details to relevant slides in Budget vs. Actual report for two weeks ended 6/23/12.
1	6/29/2012	Gregory, Lauren	2.5	Prepare analysis of projected vs. actual cash flows for Budget vs. Actual report for two weeks ended 6/23/12.
1	6/29/2012	Gregory, Lauren	0.9	Prepare bank balance section of Budget vs. Actual report for two weeks ended 6/23/12.
1	6/29/2012	Gregory, Lauren	1.1	Prepare liquidity trend section of Budget vs. Actual report for week ended 6/23/12.
1	6/29/2012	Gregory, Lauren	0.9	Split historical Actual slide into debtor and non debtor charts for Budget vs. Actual report for two weeks ended 6/23/12.
1	6/29/2012	Gregory, Lauren	1.2	Update consolidated Budget vs. Actual detail slide for Budget vs. Actual report for two weeks ended 6/23/12.
<b>1 Total</b>			<b>90.9</b>	
2	6/1/2012	Gregory, Lauren	2.4	Review Zolfo Cooper JPL document and reconcile to available information.
2	6/4/2012	Star, Samuel	0.8	Review JPL report.
2	6/4/2012	Gregory, Lauren	0.9	Prepare summary of important points of Zolfo Cooper JPL document for team.
2	6/4/2012	Gregory, Lauren	0.8	Review intercompany transfers related to AIHL - JPL bank account.
2	6/9/2012	Drazin, Richard	0.6	Create reconciliation of the bank's unsecured claims.
2	6/12/2012	Balcom, James	1.2	Investigate and respond to request re: \$45M of bank placements.
2	6/12/2012	Gregory, Lauren	0.7	Review available information related to intercompany transfers.
2	6/13/2012	Balcom, James	0.9	Participate in calls with Milbank re: placements.
2	6/18/2012	Balcom, James	0.1	Participate in call with A&M to discuss the 5 week budget through 8/4/12.
2	6/18/2012	Balcom, James	0.3	Review and comment email to A&M re: 5 week budget and report timing.
2	6/18/2012	Balcom, James	0.5	Review and comment emails with A&M re: the Company's 5 week budget through 8/4/12.
2	6/18/2012	Balcom, James	2.2	Review and analyze the Company's 5 week budget through 8/4/12.
2	6/18/2012	Gregory, Lauren	0.9	Reconcile certain items in proposed budget for 5 weeks ended 8/4/12 against approved budget for four weeks ended 6/30/12.
2	6/18/2012	Gregory, Lauren	2.1	Review G&A expenses for each location included in proposed budget for 5 weeks ended 8/4/12.
2	6/19/2012	Balcom, James	0.4	Participate in call with A&M to discuss 5 week budget through 8/4/12.
2	6/19/2012	Balcom, James	0.2	Investigate and respond to A&M request for estimated fees for Walkers.
2	6/19/2012	Balcom, James	2.5	Review and analyze 5 week projections through 8/4/12.
2	6/19/2012	Drazin, Richard	0.6	Review financial statements for various entities.



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<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
2	6/19/2012	Gregory, Lauren	1.3	Analyze certain deal expenses in proposed budget for 5 week budget through 8/4/12. Reconcile to other sources.
2	6/19/2012	Gregory, Lauren	1.4	Continue to analyze large G&A disbursements included in proposed budget for 5 weeks ended 8/4/12.
2	6/19/2012	Gregory, Lauren	0.8	Continue to reconcile certain items in proposed budget for 5 weeks ended 8/4/12 against approved budget for four weeks ended 6/30/12.
2	6/19/2012	Gregory, Lauren	1.6	Prepare executive summary section of presentation to UCC on proposed budget for 5 weeks ended 8/4/12.
2	6/19/2012	Gregory, Lauren	1.1	Prepare summary of activity included in proposed budget for 5 weeks ended 8/4/12.
2	6/19/2012	Gregory, Lauren	0.7	Review A&M's forecast summary presentation for proposed budget for 5 weeks ended 8/4/12.
2	6/19/2012	Gregory, Lauren	1.2	Review payroll adjustments included in proposed budget for 5 weeks ended 8/4/12. Reconcile to other sources.
2	6/19/2012	Star, Samuel	0.4	Review cash budget for 5 weeks ended 8/4/12.
2	6/20/2012	Gregory, Lauren	0.6	Analyze characterization of intercompany transfers related to certain payments.
2	6/20/2012	Gregory, Lauren	1.2	Continue to prepare executive summary section of presentation to UCC on proposed budget for 5 weeks ended 8/4/12.
2	6/20/2012	Gregory, Lauren	0.9	Continue to review A&M's forecast summary presentation for proposed budget for 5 weeks ended 8/4/12.
2	6/20/2012	Gregory, Lauren	1.7	Prepare Debtor budget detail section of presentation to UCC on proposed budget for 5 weeks ended 8/4/12.
2	6/20/2012	Gregory, Lauren	1.1	Prepare G&A detail section of presentation to UCC on proposed budget for 5 weeks ended 8/4/12.
2	6/20/2012	Gregory, Lauren	1.3	Prepare liquidity summary for presentation to UCC on proposed budget for 5 weeks ended 8/4/12.
2	6/20/2012	Gregory, Lauren	1.0	Prepare Non-Debtor budget detail section of presentation to UCC on proposed budget for 5 weeks ended 8/4/12.
2	6/20/2012	Gregory, Lauren	2.9	Prepare slide of presentation to UCC on proposed budget for 5 weeks ended 8/4/12 describing significant activity.
2	6/20/2012	Gregory, Lauren	0.9	Prepare staff expense detail section of presentation to UCC on proposed budget for 5 weeks ended 8/4/12.
2	6/20/2012	Gregory, Lauren	0.8	Review business development expenses included in proposed budget for 5 weeks ended 8/4/12.
2	6/20/2012	Gregory, Lauren	0.3	Review tax expenses included in proposed budget for 5 weeks ended 8/4/12.
2	6/20/2012	Star, Samuel	0.2	Review proposed budget for 5 weeks through 8/4/12.
2	6/21/2012	Balcom, James	0.7	Review and comment on emails with A&M re: FTT's questions on the 5 week budget through 8/4/12.
2	6/21/2012	Balcom, James	0.6	Prepare list of questions for A&M re: 5 week budget through 8/4/12.
2	6/21/2012	Balcom, James	2.9	Review and analyze the Company's 5 week budget through 8/4/12.
2	6/21/2012	Gregory, Lauren	0.8	Analyze G&A and staff expenses for Hong Kong in context of reduction in force initiatives.
2	6/21/2012	Gregory, Lauren	0.5	Continue to review tax expenses included in proposed budget for 5 weeks ended 8/4/12.
2	6/21/2012	Gregory, Lauren	1.1	Prepare intercompany transfer section of presentation to UCC on proposed budget for 5 weeks ended 8/4/12.
2	6/21/2012	Gregory, Lauren	0.7	Prepare list of outstanding questions on proposed budget for 5 weeks ended 8/4/12 to be sent to A&M.
2	6/21/2012	Gregory, Lauren	1.0	Prepare recommendation section of executive summary for presentation to UCC on proposed budget for 5 weeks ended 8/4/12.
2	6/21/2012	Gregory, Lauren	0.8	Review A&M's updated model for proposed budget for 5 weeks ended 8/4/12.
2	6/21/2012	Gregory, Lauren	0.7	Revise consolidated budget slide of presentation to UCC on proposed budget for 5 weeks ended 8/4/12.

## EXHIBIT C

ARCAPITA BANK B.S.C.(c.), CASE NO. 12-11076  
 DETAIL OF TIME ENTRIES  
 FOR THE PERIOD JUNE 1, 2012 TO JUNE 30, 2012

Task Category	Date	Professional	Hours	Activity
2	6/21/2012	Gregory, Lauren	1.2	Update detail section of presentation to UCC to reflect A&M's updated model for proposed budget for 5 weeks ended 8/4/12.
2	6/21/2012	Gregory, Lauren	1.4	Update executive summary of presentation to UCC to reflect A&M's updated model for proposed budget for 5 weeks ended 8/4/12.
2	6/21/2012	Star, Samuel	1.0	Review analysis of proposed 5 week budget through 8/4/12.
2	6/22/2012	Balcom, James	0.4	Participate in call with A&M re: placements.
2	6/22/2012	Balcom, James	0.3	Review and comment on email to A&M re: placements balance.
2	6/22/2012	Balcom, James	1.0	Review and analyze updated 5 week budget through 8/4/12.
2	6/22/2012	Gregory, Lauren	0.6	Analyze available information related to CDs held at Bahrain banks.
2	6/22/2012	Gregory, Lauren	0.6	Revise recommendation section of executive summary for presentation to UCC on proposed budget for 5 weeks ended 8/4/12.
2	6/22/2012	Gregory, Lauren	2.3	Update presentation to UCC on proposed budget for 5 weeks ended 8/4/12 based on comments.
2	6/22/2012	Gregory, Lauren	1.1	Update presentation to UCC on proposed budget for 5 weeks ended 8/4/12 to include A&M's answers to questions.
2	6/23/2012	Gregory, Lauren	1.8	Update all charts in presentation to UCC on proposed budget for 5 weeks ended 8/4/12 based on revised model received from A&M.
2	6/23/2012	Gregory, Lauren	2.1	Update language and analysis in presentation to UCC on proposed budget for 5 weeks ended 8/4/12 based on revised model received from A&M.
2	6/23/2012	Star, Samuel	0.1	Review status of placements.
2	6/24/2012	Balcom, James	0.6	Review and analyze A&M response regarding \$35M of placement accrued values and follow up questions.
2	6/24/2012	Balcom, James	2.1	Review and comment on FTI budget report for 5 weeks through 8/4/12.
2	6/24/2012	Gregory, Lauren	1.2	Quality check final version of presentation to UCC on proposed budget for 5 weeks ended 8/4/12.
2	6/24/2012	Gregory, Lauren	0.8	Update presentation to UCC on proposed budget for 5 weeks ended 8/4/12 based on final round of comments.
2	6/25/2012	Star, Samuel	0.4	Review projected liquidity.
2	6/25/2012	Star, Samuel	0.1	Review status of placements.
2	6/28/2012	Gregory, Lauren	0.7	Review documentation related to CD placements.
2	6/29/2012	Balcom, James	0.1	Review Milbank email re: AGUD I funding.
2	6/28/2012	Balcom, James	0.3	Review and comment email to A&M re: \$10.7M of cash held in escrow.
<b>2 Total</b>			<b>69.5</b>	
3	6/12/2012	Balcom, James	0.4	Participate in call to discuss DIP projections and business plan.
3	6/22/2012	Star, Samuel	0.7	Review cash projection underlying DIP sizing.
3	6/22/2012	Balcom, James	1.7	Review and analyze DIP budget cash flow projections.
3	6/23/2012	Star, Samuel	0.3	Review cash projection underlying DIP sizing.
3	6/23/2012	Balcom, James	2.1	Review and analyze the Company's DIP cash flow projections and prepare a list of questions for call with A&M.
3	6/24/2012	Star, Samuel	0.5	Participate in conference call with Debtors re: cash projections underlying DIP sizing.
3	6/24/2012	Balcom, James	0.5	Participate in call with A&M and Rothchild to discuss DIP cash projections.

## EXHIBIT C

ARCAPITA BANK B.S.C.(c.), CASE NO. 12-11076  
 DETAIL OF TIME ENTRIES  
 FOR THE PERIOD JUNE 1, 2012 TO JUNE 30, 2012

Task Category	Date	Professional	Hours	Activity
3	6/24/2012	Balcom, James	0.8	Review A&M answers to our DIP cash questions.
3	6/24/2012	Gregory, Lauren	0.5	Participate in call to discuss DIP model.
3	6/25/2012	Balcom, James	1.2	Prepare DIP roll forward liquidity schedule.
<b>3 Total</b>			<b>8.7</b>	
4	6/1/2012	Balcom, James	1.2	Continue to prepare analysis of critical vendor expedited payment.
4	6/1/2012	Balcom, James	1.3	Prepare recommendations for process to make critical vendor payments.
4	6/26/2012	Balcom, James	1.2	Review and analyze Critical Vendor payment request and put together list of follow up questions.
4	6/28/2012	Gregory, Lauren	1.7	Review critical and foreign vendor payments.
4	6/29/2012	Balcom, James	1.4	Prepare summary of the Company's critical vendor payment request
4	6/29/2012	Balcom, James	1.1	Review and analyze critical vendor request.
<b>4 Total</b>			<b>7.9</b>	
11	6/26/2012	Star, Samuel	2.0	Attend Omnibus Hearing re: interim cash management, budget, professional retentions, etc.
<b>11 Total</b>			<b>2.0</b>	
12	6/11/2012	Balcom, James	0.8	Review and analyze SOFAs.
12	6/11/2012	Star, Samuel	0.1	Develop SOFA/SOAL report outline.
12	6/11/2012	Star, Samuel	0.8	Review analysis of cash activity through 5/26/12.
12	6/11/2012	Gregory, Lauren	0.6	Review schedule D of Schedules of Assets and Liabilities for Arcapita.
12	6/12/2012	Balcom, James	0.5	Prepare SOFA/SOAL report outline.
12	6/12/2012	Star, Samuel	0.3	Develop SOFA/SOAL template.
12	6/12/2012	Gregory, Lauren	1.6	Reconcile unsecured claims included in schedules to those included in the first day motion showing the 50 largest unsecured claims.
12	6/12/2012	Gregory, Lauren	0.8	Review Schedule B for information related to CD accounts currently held at Bahrain Banks.
12	6/12/2012	Gregory, Lauren	2.8	Review Schedule F for all Debtors.
12	6/12/2012	Gregory, Lauren	0.7	Review Schedule G for Arcapita.
12	6/13/2012	Balcom, James	0.3	Participate in call to discuss SOFAs/SOALS and \$1.1bn credit facility.
12	6/13/2012	Balcom, James	3.0	Review and analyze SOFA/SOAL.
12	6/13/2012	Star, Samuel	0.5	Review SOAL's Schedule F.
12	6/13/2012	Gregory, Lauren	1.2	Analyze information related to Profine investment contained in SOFAs and SOALS.
12	6/13/2012	Gregory, Lauren	1.6	Analyze outstanding issues related to Schedule F and prepare questions for A&M.
12	6/13/2012	Gregory, Lauren	0.9	Analyze unsecured claims for undetermined amounts.
12	6/13/2012	Gregory, Lauren	1.9	Continue to review Schedule F for all Debtors.

**ARCAPITA BANK B.S.C.(c.), CASE NO. 12-11076  
 DETAIL OF TIME ENTRIES  
 FOR THE PERIOD JUNE 1, 2012 TO JUNE 30, 2012**

<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
12	6/13/2012	Gregory, Lauren	0.6	Continue to review schedule G for Arcapita and other debtor entities.
12	6/13/2012	Gregory, Lauren	0.6	Review global notes included in SOFAs and SOALs.
12	6/13/2012	Gregory, Lauren	0.7	Review reports re: value, operations, and profitability of debtor entities and subsidiaries.
12	6/14/2012	Balcom, James	1.2	Formulate FTI SOFA/SOAL report.
12	6/14/2012	Balcom, James	1.9	Review and analyze SOFA/SOAL documents.
12	6/14/2012	Balcom, James	2.0	Review and analyze SOFA/SOAL Schedule F.
12	6/14/2012	Star, Samuel	0.1	Review and answer SOFA/SOAL questions.
12	6/14/2012	Gregory, Lauren	1.1	Continue to review reports re: value, operations, and profitability of debtor entities and subsidiaries.
12	6/14/2012	Gregory, Lauren	0.6	Review Arcapita Investment Holdings Limited SOAL.
12	6/14/2012	Gregory, Lauren	0.6	Review Arcapita Investment Holdings Limited SOFA.
12	6/14/2012	Gregory, Lauren	0.8	Review Falcon Gas SOAL.
12	6/14/2012	Gregory, Lauren	0.7	Review Falcon Gas SOFA.
12	6/14/2012	Gregory, Lauren	0.7	Review RailInvest Holdings SOAL.
12	6/14/2012	Gregory, Lauren	0.3	Review RailInvest Holdings SOFA.
12	6/15/2012	Balcom, James	2.0	Review and analyze SOFA/SOAL Schedule F.
12	6/15/2012	Balcom, James	1.1	Review and analyze top 50 creditors list in first day motions.
12	6/15/2012	Gregory, Lauren	1.1	Prepare shell of report for SOFA/SOAL summary.
12	6/15/2012	Gregory, Lauren	0.6	Review AEID II SOAL.
12	6/15/2012	Gregory, Lauren	0.4	Review AEID II SOFA.
12	6/15/2012	Gregory, Lauren	0.9	Review guarantee claims included in SOFAs.
12	6/15/2012	Gregory, Lauren	1.6	Review intercompany balances included in Arcapita SOFA and reconcile SOAL and against previously provided information.
12	6/18/2012	Gregory, Lauren	1.3	Analyze payments made to insiders within 90 days prior to filing for bankruptcy.
12	6/18/2012	Gregory, Lauren	1.8	Analyze payments made to vendors within 90 days prior to filing for bankruptcy.
12	6/19/2012	Balcom, James	0.3	Review Statements in Excel.
12	6/19/2012	Gregory, Lauren	1.6	Analyze reflection of claims of Committee members in the SOAL.
12	6/19/2012	Gregory, Lauren	1.2	Review certain significant claims included in the SOAL.
12	6/19/2012	Star, Samuel	0.8	Review SOAL analysis.
12	6/20/2012	Balcom, James	0.8	Participate in call with UCC lender re: SOFAs/SOALs.
12	6/20/2012	Balcom, James	0.3	Review and comment on list of questions for A&M re: SOFA/SOALs.
12	6/20/2012	Balcom, James	1.1	Review and comment on SOFA/SOAL summary.

## EXHIBIT C

**ARCAPITA BANK B.S.C.(c)., CASE NO. 12-11076**  
**DETAIL OF TIME ENTRIES**  
**FOR THE PERIOD JUNE 1, 2012 TO JUNE 30, 2012**

<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
12	6/20/2012	Gregory, Lauren	0.8	Analyze any payments made to Committee members within 90 days prior to filing.
12	6/20/2012	Gregory, Lauren	1.1	Analyze any payments made to Committee members within one year prior to filing.
12	6/20/2012	Gregory, Lauren	0.9	Analyze certain guarantee claims contained in SOAL.
12	6/20/2012	Gregory, Lauren	0.7	Prepare SOFA/SOAL summary to be sent to BNY.
12	6/20/2012	Star, Samuel	0.5	Participate in discussions with Committee member re: claims and other information reflected in SOAL/SOFA.
12	6/20/2012	Star, Samuel	0.8	Review SOFA/SOAL data for Committee members.
12	6/21/2012	Gregory, Lauren	1.1	Prepare SOFA/SOAL summary for all Committee members.
12	6/21/2012	Gregory, Lauren	0.4	Revise SOFA/SOAL summary for all Committee members based on comments.
12	6/22/2012	Gregory, Lauren	0.6	Prepare list of questions to send to A&M related to review of SOFAs/SOALs.
12	6/22/2012	Gregory, Lauren	0.7	Prepare summary email of representation in SOFAs/SOALs of banks where CDs were held, upon Milbank's request.
12	6/22/2012	Gregory, Lauren	1.0	Review claims for undetermined amounts contained in SOFAs/SOALs.
12	6/22/2012	Gregory, Lauren	0.8	Review employee claims for undisclosed amounts contained in SOFAs/SOALs.
12	6/25/2012	Balcom, James	1.0	Review and analyze SOFA/SOAL.
12	6/25/2012	Balcom, James	0.3	Review and comment on SOFA/SOAL questions.
12	6/25/2012	Gregory, Lauren	1.8	Prepare slide detailing top unsecured claims for SOFA/SOAL summary presentation to UCC.
12	6/25/2012	Gregory, Lauren	1.1	Prepare SOAL overview slide for SOFA/SOAL summary presentation to UCC.
12	6/25/2012	Gregory, Lauren	2.4	Prepare SOAL summary chart for SOFA/SOAL summary presentation to UCC.
12	6/25/2012	Gregory, Lauren	0.6	Prepare SOFA/SOAL summary to be sent to Commerzbank.
12	6/25/2012	Gregory, Lauren	1.8	Review characterization of assets within SOAL and prepare questions for A&M.
12	6/25/2012	Star, Samuel	0.8	Participate in discussions with Committee members re: SOFA/SOAL's.
12	6/25/2012	Star, Samuel	0.2	Review SOFA/SOAL analysis.
12	6/26/2012	Balcom, James	1.2	Participate in calls with Committee members to discuss SOFAs/SOALs.
12	6/26/2012	Gregory, Lauren	2.1	Prepare executive summary section of SOFA/SOAL summary presentation to UCC.
12	6/26/2012	Gregory, Lauren	2.0	Prepare payments to creditors section of SOFA/SOAL summary presentation to UCC.
12	6/26/2012	Gregory, Lauren	1.3	Prepare payments to insiders section of SOFA/SOAL summary presentation to UCC.
12	6/26/2012	Gregory, Lauren	0.4	Prepare SOFA/SOAL summary to be sent to Commerzbank.
12	6/26/2012	Gregory, Lauren	0.9	Reconcile Arcapita Schedule F and Arcapita Accounts Receivable to Arcapita Intercompany balances shown in SOAL.
12	6/26/2012	Gregory, Lauren	0.5	Summarize Bahrain bank placements in SOFA/SOAL summary presentation to UCC.
12	6/26/2012	Gregory, Lauren	1.1	Update draft of SOFA/SOAL summary presentation to UCC based on comments.
12	6/26/2012	Star, Samuel	0.4	Participate in discussions with Committee members re: SOFA/SOAL disclosures.

## EXHIBIT C

**ARCAPITA BANK B.S.C.(c), CASE NO. 12-11076  
 DETAIL OF TIME ENTRIES  
 FOR THE PERIOD JUNE 1, 2012 TO JUNE 30, 2012**

<b>Task Category</b>	<b>Date</b>	<b>Professional</b>	<b>Hours</b>	<b>Activity</b>
12	6/26/2012	Star, Samuel	0.5	Review status of SOFA/SOFA analysis.
12	6/27/2012	Balcom, James	1.0	Review and comment email to A&M re: SOFA/SOAL open questions.
12	6/27/2012	Balcom, James	2.8	Review and comment on SOFA/SOAL report.
12	6/27/2012	Gregory, Lauren	0.7	Continue to update draft of SOFA/SOAL summary presentation to UCC based on comments.
12	6/27/2012	Gregory, Lauren	1.4	Prepare appendix section of SOFA/SOAL summary presentation to UCC.
12	6/27/2012	Gregory, Lauren	0.9	Review intercompany claims against Arcapita Bank that arise from debtors vs. non-debtors.
12	6/28/2012	Balcom, James	0.6	Review and comment email to A&M re: open SOFA/SOAL questions.
12	6/28/2012	Gregory, Lauren	1.2	Analyze insider payments as they relate to deposit of Lusail proceeds.
12	6/28/2012	Gregory, Lauren	1.1	Prepare compiled list of outstanding questions related to SOFA/SOAL review.
<b>12 Total</b>			<b>86.7</b>	
13	6/1/2012	Gregory, Lauren	0.4	Review court docket updates related to Arcapita case.
13	6/5/2012	Gregory, Lauren	0.5	Review court docket updates related to Arcapita case and prepare docket update email for team.
13	6/6/2012	Gregory, Lauren	0.3	Review court docket updates related to Arcapita case and prepare docket update email for team.
13	6/8/2012	Gregory, Lauren	0.7	Review court docket updates related to Arcapita case and prepare docket update email for team.
13	6/11/2012	Gregory, Lauren	0.6	Review court docket updates related to Arcapita case and prepare docket update email for team.
13	6/13/2012	Balcom, James	0.4	Review docket filings.
13	6/13/2012	Gregory, Lauren	0.8	Review court docket updates related to Arcapita case and prepare docket update email for team.
13	6/14/2012	Gregory, Lauren	0.2	Review court docket updates related to Arcapita case and prepare docket update email for team.
13	6/15/2012	Gregory, Lauren	0.2	Review court docket updates related to Arcapita case and prepare docket update email for team.
13	6/18/2012	Gregory, Lauren	0.6	Review court docket updates related to Arcapita case and prepare docket update email for team.
13	6/19/2012	Balcom, James	1.1	Review and comment on milestones in exclusivity objection.
13	6/19/2012	Star, Samuel	0.1	Participate in discussions with Counsel re: E&Y retention.
13	6/19/2012	Star, Samuel	0.4	Research propriety of proposed E&Y services at request of Counsel.
13	6/20/2012	Balcom, James	1.8	Review and analyze EY retention order.
13	6/20/2012	Gregory, Lauren	0.5	Review court docket updates related to Arcapita case and prepare docket update email for team.
13	6/22/2012	Gregory, Lauren	0.4	Review court docket updates related to Arcapita case and prepare docket update email for team.
13	6/25/2012	Star, Samuel	0.1	Review docket update.
13	6/27/2012	Gregory, Lauren	0.2	Review court docket updates related to Arcapita case and prepare docket update email for team.
13	6/28/2012	Balcom, James	0.4	Review Milbank court hearing summary of 6/26/12 Omnibus hearing.
<b>13 Total</b>			<b>9.7</b>	

## EXHIBIT C

ARCAPITA BANK B.S.C.(c), CASE NO. 12-11076  
 DETAIL OF TIME ENTRIES  
 FOR THE PERIOD JUNE 1, 2012 TO JUNE 30, 2012

Task Category	Date	Professional	Hours	Activity
16	6/19/2012	Star, Samuel	0.1	Review potential exclusivity extension milestones.
16	6/26/2012	Star, Samuel	0.2	Participate in discussions with Committee members re: liquidity and exit strategy.
<b>16 Total</b>			<b>0.3</b>	
19	6/12/2012	Star, Samuel	0.3	Participate in meeting with J. Balcom (FTI) re: project status.
19	6/12/2012	Balcom, James	0.3	Participate in meeting with S. Star (FTI) re: project status.
19	6/19/2012	Star, Samuel	0.6	Outline report to Committee re: July budget.
19	6/20/2012	Drazin, Richard	0.8	Review FTI fee estimate.
19	6/22/2012	Star, Samuel	1.0	Review revised report to Committee re: July budget.
19	6/23/2012	Star, Samuel	0.4	Review revised report to Committee re: July budget.
<b>19 Total</b>			<b>3.4</b>	
20	6/19/2012	Star, Samuel	1.5	Participate in meeting with Debtors and Committee re: restructuring timeline, exit financing, liquidity management, etc.
<b>20 Total</b>			<b>1.5</b>	
21	6/4/2012	Balcom, James	1.6	Participate in weekly chair call with Milbank.
21	6/4/2012	Star, Samuel	1.2	Participate in conference calls with Chair re: RIF proposal, subcon analysis and agenda for Committee call, critical vender review.
21	6/5/2012	Star, Samuel	0.8	Participate in conference call with Committee re: RIF, subcon analysis, pended motions, report on omnibus hearing.
21	6/9/2012	Star, Samuel	0.1	Review proposed Committee call agenda.
21	6/11/2012	Balcom, James	0.6	Participate in Advisors call re: case status.
21	6/11/2012	Balcom, James	0.7	Participate in Chair call with Milbank.
21	6/11/2012	Star, Samuel	0.5	Participate in conference call with Chair re: agenda for Committee call.
21	6/11/2012	Star, Samuel	0.5	Participate in conference call with Counsel re: agenda for Committee call.

ARCAPITA BANK B.S.C.(c.), CASE NO. 12-11076  
 DETAIL OF TIME ENTRIES  
 FOR THE PERIOD JUNE 1, 2012 TO JUNE 30, 2012

Task Category	Date	Professional	Hours	Activity
21	6/12/2012	Balcom, James	1.1	Participate in weekly UCC call re: case status.
21	6/12/2012	Star, Samuel	1.6	Participate in conference call with Committee re: DIP financing, exclusivity, SOFA/SOAL's, liquidity, HQ rent, etc.
21	6/18/2012	Balcom, James	0.6	Participate in weekly advisors call re: status.
21	6/18/2012	Balcom, James	0.4	Participate in call with Chair re: agenda for Committee call.
21	6/19/2012	Balcom, James	2.1	Participate in meeting and presentation to UCC at Gibson Dunn's office.
21	6/20/2012	Balcom, James	0.5	Prepare for weekly UCC call re: case status.
21	6/20/2012	Balcom, James	1.7	Prepare for weekly Committee call re: agenda.
21	6/20/2012	Star, Samuel	1.7	Participate in conference call with Committee re: Company presentation, proposed RIF and KEIP, July budget pended motions, etc.
21	6/23/2012	Balcom, James	1.1	Participate in with UCC call re: discussion of various matters.
21	6/23/2012	Star, Samuel	1.1	Participate in conference call with Committee re: exclusivity, deal funding, status of placement, etc.
21	6/25/2012	Balcom, James	0.4	Participate in weekly advisors call to prepare for chair call.
21	6/25/2012	Balcom, James	0.5	Participate in weekly chair call.
21	6/25/2012	Star, Samuel	0.5	Participate in conference call with Chair re: DIP financing, exit strategy, Rothschild retention, etc.
21	6/26/2012	Balcom, James	1.7	Participate in weekly UCC call re: case status.
21	6/26/2012	Star, Samuel	1.3	Participate in conference call with Committee re: pended motions, exclusivity, budget, exit strategy, etc.
21	6/29/2012	Balcom, James	0.7	Review and comment on Milbank's critical dates calendar schedule.
<b>21 Total</b>			<b>23.0</b>	
23	6/21/2012	Star, Samuel	0.7	Participate in discussions with Counsel and UST re: retention application.
23	6/21/2012	Star, Samuel	0.4	Review objection to retention application.
23	6/22/2012	Balcom, James	0.4	Review updated language for retention order.
23	6/25/2012	Star, Samuel	0.6	Review UST comments to retention order.
<b>23 Total</b>			<b>2.1</b>	
24	6/13/2012	Hellmund-Mora, Marili	2.0	Prepare May fee application.
24	6/14/2012	Hellmund-Mora, Marili	1.3	Prepare May fee application.
24	6/15/2012	Hellmund-Mora, Marili	1.6	Prepare May fee application.
24	6/29/2012	Balcom, James	1.2	Prepare May fee application
24	6/29/2012	Hellmund-Mora, Marili	1.2	Incorporate updates to the fee application.
<b>24 Total</b>			<b>7.3</b>	
25	6/26/2012	Star, Samuel	0.5	Travel from office to hearing.
<b>25 Total</b>			<b>0.5</b>	



**EXHIBIT D**  
**ARCAPITA BANK B.S.C.(c), CASE NO. 12-11076**  
**SUMMARY OF EXPENSES BY CATEGORY**  
***FOR THE PERIOD JUNE 1, 2012 TO JUNE 30, 2012***

<b>Expense Category</b>	<b>Expense Total</b>
Transportation	\$ 9.80
Business Meals	80.48
Other	9.45
<b>Total Out-of-Pocket Expenses</b>	<b>\$ 99.73</b>

**EXHIBIT E**  
**ARCAPITA BANK B.S.C.(c)., CASE NO. 12-11076**  
**EXPENSE DETAIL**  
**FOR THE PERIOD JUNE 1, 2012 TO JUNE 30, 2012**

<b>Date</b>	<b>Professional</b>	<b>Expense Type</b>	<b>Expense Detail</b>	<b>Amount</b>
6/24/2012	Gregory, Lauren	Other	Printing and binding of presentation to present to client.	\$ 9.45
<b>Other Total</b>				<b>\$ 9.45</b>
6/20/2012	Gregory, Lauren	Transportation	Taxi from office to home after working late.	9.80
<b>Transportation Total</b>				<b>\$ 9.80</b>
6/19/2012	Balcom, James	Working Meals	Dinner working late in the office.	20.00
6/19/2012	Gregory, Lauren	Working Meals	Dinner working late in the office.	13.20
6/20/2012	Gregory, Lauren	Working Meals	Dinner working late in the office.	12.90
6/24/2012	Balcom, James	Working Meals	Dinner working late in the office.	20.00
6/24/2012	Gregory, Lauren	Working Meals	Lunch working on the weekend.	14.38
<b>Working Meals Total</b>				<b>\$ 80.48</b>
<b>Grand Total</b>				<b>\$ 99.73</b>

Note: Overtime meals over \$20.00 have been reduced to \$20.00 to comply with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (November 25, 2009).