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*Financial Advisor and Investment Banker for Official Committee of Unsecured
Creditors of Arcapita Bank B.S.C.(c), et al.*

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

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In re:	:	Chapter 11
	:	
ARCAPITA BANK B.S.C.(c), <u>et al.</u>,	:	Case No. 12-11076 (SHL)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**THIRD FEE STATEMENT OF HOULIHAN LOKEY CAPITAL, INC. FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS FINANCIAL ADVISOR AND INVESTMENT
BANKER TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS
DURING PERIOD FROM
JUNE 1, 2012 THROUGH AND INCLUDING JUNE 30, 2012**

Name of applicant:	<u>Houlihan Lokey Capital, Inc.</u>
Authorized to provide professional services to:	<u>Official Committee of Unsecured Creditors</u>
Date of retention:	<u>Order entered on June 29, 2012, retaining Houlihan nunc pro tunc to April 12, 2012</u>
Period for which compensation and reimbursement is sought:	<u>June 1, 2012 – June 30, 2012</u>
Amount of compensation requested:	<u>\$200,000.00</u>
Amount of expense reimbursement requested:	<u>\$3,775.79</u>

Houlihan Lokey Capital, Inc. ("Houlihan Lokey"), financial advisor and investment banker to the Official Committee of Unsecured Creditors (the "Committee") of Arcapita Bank B.S.C.(c) and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors")¹, hereby submits this monthly fee statement (the "Fee Statement"), pursuant to this Court's Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals, dated May 18, 2012 (the "Interim Compensation Order"), seeking compensation and reimbursement of expenses for the period of June 1, 2012 through and including June 30, 2012 (the "Third Monthly Period"). By this Fee Statement, Houlihan Lokey seeks (i) payment of \$160,000.00, which is equal to eighty percent (80%) of the total amount of compensation sought for actual and necessary professional services rendered during the Third Monthly Period (i.e., \$200,000.00), and (ii) reimbursement of \$3,775.79, which is equal to one hundred percent (100%) of its actual and necessary expenses incurred in connection with such services.²

Attached hereto as Exhibit A are detailed (i) list of all Houlihan Lokey professionals who worked on this case during the Third Monthly Period, (ii) summary of hours by financial restructuring professionals and by category and (iii) time entry records for the Third Monthly Period that were recorded in half of an hour increments by project category, and that set forth a description of services performed by each of Houlihan Lokey's financial restructuring professional on behalf of the Committee.

¹ The Debtors in these chapter 11 cases are Arcapita Bank B.S.C.(c), Arcapita Investment Holdings Limited, Arcapita LT Holdings Limited, WindTurbine Holdings Limited, AEID II Holdings Limited, RailInvest Holdings Limited, and Falcon Gas Storage Company, Inc. The location of the Debtors' corporate headquarters is Arcapita Building, Bahrain Bay, P.O. Box 1406, Manama, Kingdom of Bahrain.

² The foregoing amounts reflect a voluntary reduction of certain amounts in expenses. However, Houlihan Lokey reserves the right to seek the allowance of all or a portion of such amounts at a later date.

Attached hereto as Exhibit B are (i) a summary of out of pocket expenses and (ii) itemized records of all out of pocket expenses for the Third Monthly Period incurred in connection with the performance of professional services.

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Notice

No trustee or examiner has been appointed in these chapter 11 cases. Pursuant to the Interim Compensation Order, notice of this Fee Statement has been served upon (i) Arcapita Bank B.S.C.(c), Arcapita Building, Bahrain Bay, P.O. Box 1406, Manama, Kingdom of Bahrain (Attn: Henry Thompson); (ii) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Michael A. Rosenthal, Esq., Janet M. Weiss, Esq., and Matthew K. Kelsey, Esq.); (iii) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, NY 10005 (Attn: Dennis F. Dunne, Esq. and Evan R. Fleck, Esq.); and (iv) 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.). Houlihan Lokey submits that, in light of the relief requested, no other or further notice need be provided.

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WHEREFORE, Houlihan Lokey respectfully requests (i) interim allowance of compensation for professional services rendered during the Third Monthly Period, in the amount of \$200,000.00, and reimbursement for expenses incurred in connection with such services, in the amount of \$3,775.79, and (ii) payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (i.e., payment of eighty percent (80%) of the compensation sought, in the amount of \$160,000.00, and reimbursement of one hundred percent (100%) of expenses incurred), in the total amount of \$163,775.79.

August 9, 2012

Houlihan Lokey Capital, Inc.

/s/ David R. Hilty

David R. Hilty
Managing Director
245 Park Avenue, 20th Floor
New York, NY 10167
Telephone: (212) 497-4133

Financial advisor and investment banker for Official
Committee of Unsecured Creditors of Arcapita Bank
B.S.C.(c), et al.

Exhibit A

Houlihan Lokey Employees
June 1, 2012 - June 30, 2012

<u>Individual</u>	<u>Position</u>	<u>Group</u>
David Hilty	Managing Director	Restructuring - New York
Brad Jordan	Managing Director	Restructuring - New York
Joseph Swanson	Managing Director	Restructuring - London
Joseph Julian	Director	Restructuring - New York / London
Arun Reddy	Senior Vice President	Restructuring - London
Jan Reichenbach	Senior Vice President	Financial Advisory - London
Anne Davey	Vice President	Restructuring - New York
Tom Hedus	Associate	Restructuring - New York
Laura Kimmel	Associate	Restructuring - London
Nitin Nowjee	Associate	Financial Advisory - London
Erez Vaida	Associate	Restructuring - London
Kseniya Demchenko	Financial Analyst	Restructuring - London
Ankit Dhir	Financial Analyst	Restructuring - New York
Uche Dimiri	Financial Analyst	Financial Advisory - London
Bryan Goudzwaard	Financial Analyst	Restructuring - London
Kaveh Malekian	Financial Analyst	Restructuring - London
William McDavid	Financial Analyst	Restructuring - New York
Vanessa Totah	Financial Analyst	Financial Advisory - London
Samuel Read	Summer Financial Analyst	Restructuring - New York
Jad Benabdelkhalek	Intern	Restructuring - London

Hours by Employee
 June 1, 2012 - June 30, 2012

<u>Individual</u>	<u>Position</u>	<u>Aggregate Hours</u>
David Hilty	Managing Director (New York)	38.0
Brad Jordan	Managing Director (New York)	64.5
Joseph Swanson	Managing Director (London)	14.0
Joseph Julian	Director (New York/London)	26.5
Arun Reddy	Senior Vice President (London)	40.5
Anne Davey	Vice President (New York)	134.5
Tom Hedus	Associate (New York)	101.5
Laura Kimmel	Associate (London)	51.5
Erez Vaida	Associate (London)	39.5
Ankit Dhir	Financial Analyst (New York)	116.5
William McDavid	Financial Analyst (New York)	62.5
Bryan Goudzwaard	Financial Analyst (London)	59.0
Kaveh Malekianian	Financial Analyst (London)	58.0
Samuel Read	Summer Financial Analyst (New York)	52.5
Jad Benabdelkhalek	Intern (London)	68.0
Total Hours		927.0

Hours by Task Code
 June 1, 2012 - June 30, 2012

<u>Task Code</u>	<u>Task Type</u>	<u>Aggregate Hours</u>
A	Case Administration	211.5
B	Plan of Reorganization	0.0
C	Docket Maintenance / Court Hearings	10.5
D	Corporate Issues	129.0
E	Communications with UCC & Advisors	166.0
F	Communications with Debtors & Advisors	64.5
G	Communications with non-UCC Creditors	1.0
H	Cash Management & DIP	96.0
I	Portfolio Analysis	124.5
J	Deal Funding	124.0
Total Hours		927.0

* Houlihan Lokey reserves the right to amend the hours in a following month or within a fee application.

Detailed Hours by Task Code
 June 1, 2012 - June 30, 2012

Individual	Date	Hours	Description of Activities
A - Case Administration			
Jad Benabdelkhalek	6/1/2012	3.5	Company review and newsrun
Anne Davey	6/1/2012	6.5	Retention application (4.0); Review of JPL report (2.5)
Tom Hedus	6/1/2012	2.5	Retention application composition
Ankit Dhir	6/1/2012	3.0	Retention application composition
Jad Benabdelkhalek	6/2/2012	4.0	Company review and newsrun
Tom Hedus	6/4/2012	1.5	Retention application composition
Ankit Dhir	6/4/2012	2.0	Retention application composition
Anne Davey	6/4/2012	4.0	Reviewed/edited retention application
David Hilty	6/5/2012	0.5	Review draft retention application
Tom Hedus	6/5/2012	2.0	Heads up report creation
Ankit Dhir	6/5/2012	5.0	Heads up report creation
Anne Davey	6/5/2012	5.0	Reviewed/edited retention application (5.0)
Arun Reddy	6/6/2012	0.5	Coordination w/FAS re datasite/process
Laura Kimmel	6/6/2012	1.0	Coordination w/FAS re datasite/process
Tom Hedus	6/6/2012	3.0	Retention application composition
Ankit Dhir	6/6/2012	2.0	Retention application composition
Anne Davey	6/6/2012	4.0	Retention application issue resolution (4.0)
Anne Davey	6/7/2012	3.5	Retention application
Erez Vaida	6/8/2012	1.5	Filing and hours report
David Hilty	6/8/2012	1.0	Review conflicts check
Anne Davey	6/8/2012	4.5	Retention application
Tom Hedus	6/8/2012	1.5	Retention application composition
Ankit Dhir	6/8/2012	2.0	Retention application composition
Laura Kimmel	6/8/2012	1.0	Review/follow-up of London team to do's
Tom Hedus	6/10/2012	1.0	Data room organization
Ankit Dhir	6/10/2012	1.0	Data room organization
Tom Hedus	6/11/2012	3.5	Retention application composition
Ankit Dhir	6/11/2012	5.0	Retention application composition
Arun Reddy	6/12/2012	1.0	Review of news run
Tom Hedus	6/12/2012	1.5	Conflict check and retention application work
Ankit Dhir	6/12/2012	2.0	Conflict check and retention application work
Tom Hedus	6/12/2012	4.0	Data room organization
Ankit Dhir	6/12/2012	5.0	Data room organization
Tom Hedus	6/12/2012	3.0	Retention application composition
Ankit Dhir	6/12/2012	3.5	Retention application composition
Brad Jordan	6/12/2012	3.0	Worked to finalize retention application
Tom Hedus	6/13/2012	2.0	Professional fee analysis
Ankit Dhir	6/13/2012	3.0	Professional fee analysis
Anne Davey	6/13/2012	10.0	Review of conflicts check (1.0); Fee analysis (4.5); Review of KPMG engagement letters (2.0); Review of fee analysis for Rothschild (2.5)
Anne Davey	6/14/2012	1.0	Emails with Rothschild to set up call (1.0)
Tom Hedus	6/14/2012	3.0	Fee study analysis
Ankit Dhir	6/14/2012	4.0	Fee study analysis
Anne Davey	6/14/2012	7.5	Review of Rothschild's fee study (3.5); Review/edit of HL fee study (4.0)
William McDavid	6/14/2012	3.0	Set up news alerts, dataroom access, other procedures
Anne Davey	6/15/2012	1.5	Discussions with Milbank re: Rothschild's retention
Tom Hedus	6/15/2012	1.5	Fee study analysis
Ankit Dhir	6/15/2012	2.0	Fee study analysis
Anne Davey	6/15/2012	3.0	Review/edit of HL fee study
David Hilty	6/20/2012	0.5	Call with Milbank regarding Rothschild retention issues
Tom Hedus	6/20/2012	1.0	Fee Analysis (Advisor fee calculation including KPMG)
Ankit Dhir	6/20/2012	1.0	Fee Analysis (Advisor fee calculation including KPMG)
Tom Hedus	6/21/2012	2.0	Fee study analysis
Ankit Dhir	6/21/2012	3.0	Fee study analysis
Anne Davey	6/21/2012	4.5	Retention application review of objection (1.0); Research on other precedent retentions (3.5)
Laura Kimmel	6/21/2012	1.5	Review of schedules and SOFAs

Detailed Hours by Task Code
 June 1, 2012 - June 30, 2012

Individual	Date	Hours	Description of Activities
Tom Hedus	6/21/2012	1.5	Understanding HL retention application precedent
Ankit Dhir	6/21/2012	2.0	Understanding HL retention application precedent
Brad Jordan	6/22/2012	1.0	Discussion of Rothschild retention issues with UCC members, analysis of market comparables
Tom Hedus	6/22/2012	1.0	Fee study analysis
Ankit Dhir	6/22/2012	1.0	Fee study analysis
Arun Reddy	6/25/2012	2.5	Call with Milbank re: Rothschild fee proposal (0.5); Discussion with Milbank re: HL retention issues (2.0)
Anne Davey	6/25/2012	2.5	Call with Milbank re: Rothschild fee proposal (0.5); Discussion with Milbank re: HL retention issues (2.0)
Tom Hedus	6/25/2012	4.0	Fee study analysis
Ankit Dhir	6/25/2012	5.0	Fee study analysis
William McDavid	6/25/2012	3.0	Fee study analysis
Anne Davey	6/25/2012	2.0	Review and analysis of Rothschild fee proposal
Brad Jordan	6/25/2012	1.5	Review of Debtor side financial advisor fee comparables
Tom Hedus	6/26/2012	2.0	Data room organization
Ankit Dhir	6/26/2012	3.0	Data room organization
Anne Davey	6/26/2012	5.0	Research on HL retention issues (2.5); Analysis on Rothschild fee proposal (2.5)
Brad Jordan	6/26/2012	3.5	Worked to finalize open points on HL retention order
David Hilty	6/26/2012	1.0	Reviewed revised retention application
Anne Davey	6/27/2012	0.5	Call with Milbank re: KPMG hold harmless letter (0.5)
Tom Hedus	6/27/2012	3.0	Fee study analysis (review of debtor and creditor-side fees)
Ankit Dhir	6/27/2012	4.0	Fee study analysis (review of debtor and creditor-side fees)
William McDavid	6/27/2012	4.0	Fee study analysis (review of debtor and creditor-side fees)
Samuel Read	6/27/2012	3.0	Fee study analysis (review of debtor and creditor-side fees)
Anne Davey	6/28/2012	2.0	HL fee analysis (2.0)
Total		211.5	

B - Plan of Reorganization

Total		0.0	
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C - Docket Maintenance / Court Hearings

Joseph Julian	6/15/2012	1.5	Review various draft motions and court filings
Ankit Dhir	6/20/2012	8.0	Downloaded and labeled entire docket
Brad Jordan	6/26/2012	1.0	Attended omnibus hearing
Total		10.5	

D - Corporate Issues

Joseph Julian	6/2/2012	1.0	Call w/ Lawrence Hirsch re: RIF
Joseph Julian	6/4/2012	1.0	Advisors Call re: RIF
Joseph Julian	6/4/2012	1.0	Call w/ A&M and GD re: RIF
Brad Jordan	6/4/2012	2.0	Review/preparation of draft RIF update document for UCC call
Arun Reddy	6/4/2012	3.0	Preparation of RIF presentation
Laura Kimmel	6/4/2012	6.0	Preparation of RIF presentation
Joseph Julian	6/4/2012	1.5	Review of info and draft presentation to UCC re: RIF
Bryan Goudzwaard	6/4/2012	3.5	Review of materials provided by UCC legal counsel and employee analyses
Anne Davey	6/4/2012	2.0	Review of RIF proposal (2.0)
Kaveh Malekanian	6/4/2012	4.0	RIF Analysis
Bryan Goudzwaard	6/5/2012	4.0	Employee analyses and related internal discussions
David Hilty	6/5/2012	1.5	Review RIF materials and analysis
Arun Reddy	6/5/2012	2.0	Review of RIF motion + call Milbank
Laura Kimmel	6/5/2012	2.0	Review of RIF motion + call Milbank
Brad Jordan	6/5/2012	0.5	Review/comments provided on debtors' draft RIF motion
Kaveh Malekanian	6/5/2012	12.0	RIF Analysis
David Hilty	6/6/2012	1.0	Review of Debtors' RIF motion
Brad Jordan	6/6/2012	1.0	Review of Debtors' RIF motion
Joseph Julian	6/6/2012	1.0	Review of Debtors' RIF motion

Detailed Hours by Task Code
 June 1, 2012 - June 30, 2012

Individual	Date	Hours	Description of Activities
Kaveh Malekianian	6/7/2012	2.0	RIF Analysis
Kaveh Malekianian	6/8/2012	4.0	RIF Analysis
Kaveh Malekianian	6/10/2012	8.0	RIF Analysis
David Hilty	6/11/2012	1.0	Review RIF Analysis and Company presentation on RIF
Bryan Goudzwaard	6/11/2012	1.0	RIF Analysis
Kaveh Malekianian	6/11/2012	4.0	RIF Analysis
Kaveh Malekianian	6/12/2012	2.0	RIF Analysis
William McDavid	6/16/2012	2.0	Review of corporate structure information
Brad Jordan	6/18/2012	1.5	Review of KEIP proposal
Arun Reddy	6/19/2012	1.0	Call with A&M re: KEIP/KERP
Anne Davey	6/19/2012	1.0	Call with A&M re: KEIP/KERP
Laura Kimmel	6/19/2012	1.0	Call with A&M re: KEIP/KERP
Brad Jordan	6/19/2012	2.0	Call with A&M re: KEIP/KERP (including prep.)
Bryan Goudzwaard	6/19/2012	1.5	Call with A&M re: KEIP/KERP (including prep.)
Jad Benabdelkhalek	6/19/2012	2.0	Call with A&M re: KEIP/KERP (including prep.)
Brad Jordan	6/20/2012	1.0	Call with A&M re: KEIP/KERP
Arun Reddy	6/20/2012	1.0	Call with A&M re: KEIP/KERP
Anne Davey	6/20/2012	1.0	Call with A&M re: KEIP/KERP
Laura Kimmel	6/20/2012	1.0	Call with A&M re: KEIP/KERP
Brad Jordan	6/20/2012	2.5	Reviewed new info provided on proposed July deal fundings, and on KEIP performance targets. Calls with Milbank on filings related to exclusivity extension, KEIP, etc.
Kaveh Malekianian	6/20/2012	2.0	RIF Analysis
Arun Reddy	6/21/2012	1.0	Review of updated RIF data
Laura Kimmel	6/21/2012	1.0	Review of updated RIF data
Joseph Julian	6/21/2012	1.0	RIF/KEIP/KERP Call
Bryan Goudzwaard	6/25/2012	5.0	RIF Analysis
Kaveh Malekianian	6/25/2012	6.0	RIF Analysis
Bryan Goudzwaard	6/26/2012	4.5	RIF Analysis and related internal discussions
Kaveh Malekianian	6/26/2012	7.0	RIF Analysis and related internal discussions
Bryan Goudzwaard	6/27/2012	4.0	RIF Analysis and related internal discussions
Kaveh Malekianian	6/27/2012	7.0	RIF Analysis and related internal discussions
Total		129.0	

E - Communications with UCC & Advisors

David Hilty	6/4/2012	1.0	Weekly UCC Chair Call (Status of Key Issues)
Brad Jordan	6/4/2012	1.0	Weekly UCC Chair Call (Status of Key Issues)
Joseph Swanson	6/4/2012	1.0	Weekly UCC Chair Call (Status of Key Issues)
Joseph Julian	6/4/2012	1.0	Weekly UCC Chair Call (Status of Key Issues)
Arun Reddy	6/4/2012	1.0	Weekly UCC Chair Call (Status of Key Issues)
Anne Davey	6/4/2012	1.0	Weekly UCC Chair Call (Status of Key Issues)
Erez Vaida	6/4/2012	1.0	Weekly UCC Chair Call (Status of Key Issues)
Laura Kimmel	6/4/2012	1.0	Weekly UCC Chair Call (Status of Key Issues)
Tom Hedus	6/4/2012	1.0	Weekly UCC Chair Call (Status of Key Issues)
Ankit Dhir	6/4/2012	1.0	Weekly UCC Chair Call (Status of Key Issues)
Samuel Read	6/4/2012	1.0	Weekly UCC Chair Call (Status of Key Issues)
David Hilty	6/4/2012	0.5	Call with UCC Chair (follow-up for Committee call)
David Hilty	6/5/2012	2.5	Weekly UCC Call (RIF, Professional Fees, JPLs, Administrative Matters)
Brad Jordan	6/5/2012	2.5	Weekly UCC Call (RIF, Professional Fees, JPLs, Administrative Matters)
Joseph Swanson	6/5/2012	2.5	Weekly UCC Call (RIF, Professional Fees, JPLs, Administrative Matters)
Joseph Julian	6/5/2012	2.0	Weekly UCC Call (RIF, Professional Fees, JPLs, Administrative Matters)
Arun Reddy	6/5/2012	2.5	Weekly UCC Call (RIF, Professional Fees, JPLs, Administrative Matters)
Anne Davey	6/5/2012	2.5	Weekly UCC Call (RIF, Professional Fees, JPLs, Administrative Matters)
Laura Kimmel	6/5/2012	2.5	Weekly UCC Call (RIF, Professional Fees, JPLs, Administrative Matters)
Tom Hedus	6/5/2012	2.5	Weekly UCC Call (RIF, Professional Fees, JPLs, Administrative Matters)
Ankit Dhir	6/5/2012	2.5	Weekly UCC Call (RIF, Professional Fees, JPLs, Administrative Matters)
Samuel Read	6/5/2012	2.5	Weekly UCC Call (RIF, Professional Fees, JPLs, Administrative Matters)
David Hilty	6/8/2012	0.5	Call with UCC Chair (DIP, case status, alternatives)

Detailed Hours by Task Code
 June 1, 2012 - June 30, 2012

Individual	Date	Hours	Description of Activities
Brad Jordan	6/11/2012	1.0	Call with UCC member regarding their concerns and views on certain case issues and potential solutions
David Hilty	6/11/2012	0.5	UCC Advisors Call
Joseph Julian	6/11/2012	0.5	UCC Advisors Call
Bryan Goudzwaard	6/11/2012	0.5	UCC Advisors Call
David Hilty	6/11/2012	2.0	Weekly UCC Chair Call (DIP Update, Exclusivity)
Brad Jordan	6/11/2012	2.0	Weekly UCC Chair Call (DIP Update, Exclusivity)
Joseph Swanson	6/11/2012	2.0	Weekly UCC Chair Call (DIP Update, Exclusivity)
Joseph Julian	6/11/2012	1.0	Weekly UCC Chair Call (DIP Update, Exclusivity)
Erez Vaida	6/11/2012	2.0	Weekly UCC Chair Call (DIP Update, Exclusivity)
Laura Kimmel	6/11/2012	2.0	Weekly UCC Chair Call (DIP Update, Exclusivity)
Tom Hedus	6/11/2012	2.0	Weekly UCC Chair Call (DIP Update, Exclusivity)
Ankit Dhir	6/11/2012	2.0	Weekly UCC Chair Call (DIP Update, Exclusivity)
Bryan Goudzwaard	6/11/2012	2.0	Weekly UCC Chair Call (DIP Update, Exclusivity)
Samuel Read	6/11/2012	2.0	Weekly UCC Chair Call (DIP Update, Exclusivity)
David Hilty	6/12/2012	2.0	Weekly UCC Call (DIP Update, Exclusivity)
Brad Jordan	6/12/2012	2.0	Weekly UCC Call (DIP Update, Exclusivity)
Joseph Julian	6/12/2012	1.0	Weekly UCC Call (DIP Update, Exclusivity)
Arun Reddy	6/12/2012	2.0	Weekly UCC Call (DIP Update, Exclusivity)
Erez Vaida	6/12/2012	2.0	Weekly UCC Call (DIP Update, Exclusivity)
Laura Kimmel	6/12/2012	2.0	Weekly UCC Call (DIP Update, Exclusivity)
Tom Hedus	6/12/2012	2.0	Weekly UCC Call (DIP Update, Exclusivity)
Ankit Dhir	6/12/2012	2.0	Weekly UCC Call (DIP Update, Exclusivity)
Samuel Read	6/12/2012	2.0	Weekly UCC Call (DIP Update, Exclusivity)
Joseph Swanson	6/12/2012	3.0	Weekly UCC Call (DIP Update, Exclusivity) (including prep.)
Erez Vaida	6/15/2012	3.0	Call with Milbank + Assets valuation
David Hilty	6/18/2012	0.5	Weekly Advisors Call (Milbank, FTI)
Joseph Swanson	6/18/2012	0.5	Weekly Advisors Call (Milbank, FTI)
Joseph Julian	6/18/2012	0.5	Weekly Advisors Call (Milbank, FTI)
Arun Reddy	6/18/2012	0.5	Weekly Advisors Call (Milbank, FTI)
Anne Davey	6/18/2012	0.5	Weekly Advisors Call (Milbank, FTI)
Laura Kimmel	6/18/2012	0.5	Weekly Advisors Call (Milbank, FTI)
Bryan Goudzwaard	6/18/2012	0.5	Weekly Advisors Call (Milbank, FTI)
David Hilty	6/18/2012	0.5	Weekly UCC Chair Call (Upcoming hearing, videoconference with Debtors)
Brad Jordan	6/18/2012	0.5	Weekly UCC Chair Call (Upcoming hearing, videoconference with Debtors)
Arun Reddy	6/18/2012	0.5	Weekly UCC Chair Call (Upcoming hearing, videoconference with Debtors)
Anne Davey	6/18/2012	0.5	Weekly UCC Chair Call (Upcoming hearing, videoconference with Debtors)
Laura Kimmel	6/18/2012	0.5	Weekly UCC Chair Call (Upcoming hearing, videoconference with Debtors)
Joseph Swanson	6/18/2012	2.0	Weekly UCC Chair Call (Upcoming hearing, videoconference with Debtors) (including prep.)
Laura Kimmel	6/18/2012	2.0	Weekly UCC Chair Call (Upcoming hearing, videoconference with Debtors) (including prep.)
Tom Hedus	6/18/2012	2.0	Weekly UCC Chair Call (Upcoming hearing, videoconference with Debtors) (including prep.)
Ankit Dhir	6/18/2012	2.0	Weekly UCC Chair Call (Upcoming hearing, videoconference with Debtors) (including prep.)
Bryan Goudzwaard	6/18/2012	2.0	Weekly UCC Chair Call (Upcoming hearing, videoconference with Debtors) (including prep.)
William McDavid	6/18/2012	2.0	Weekly UCC Chair Call (Upcoming hearing, videoconference with Debtors) (including prep.)
Samuel Read	6/18/2012	2.0	Weekly UCC Chair Call (Upcoming hearing, videoconference with Debtors) (including prep.)
David Hilty	6/20/2012	1.5	Weekly UCC Call (Omnibus hearing, videoconference follow-up)
Brad Jordan	6/20/2012	1.5	Weekly UCC Call (Omnibus hearing, videoconference follow-up)
Joseph Julian	6/20/2012	1.5	Weekly UCC Call (Omnibus hearing, videoconference follow-up)
Arun Reddy	6/20/2012	1.5	Weekly UCC Call (Omnibus hearing, videoconference follow-up)
Anne Davey	6/20/2012	1.5	Weekly UCC Call (Omnibus hearing, videoconference follow-up)
Erez Vaida	6/20/2012	1.5	Weekly UCC Call (Omnibus hearing, videoconference follow-up)
Laura Kimmel	6/20/2012	1.5	Weekly UCC Call (Omnibus hearing, videoconference follow-up)

Detailed Hours by Task Code
 June 1, 2012 - June 30, 2012

Individual	Date	Hours	Description of Activities
Tom Hedus	6/20/2012	1.5	Weekly UCC Call (Omnibus hearing, videoconference follow-up)
Bryan Goudzwaard	6/20/2012	1.5	Weekly UCC Call (Omnibus hearing, videoconference follow-up)
William McDavide	6/20/2012	1.5	Weekly UCC Call (Omnibus hearing, videoconference follow-up)
Samuel Read	6/20/2012	1.5	Weekly UCC Call (Omnibus hearing, videoconference follow-up)
Brad Jordan	6/21/2012	0.5	Call with UCC member re: items covered on 6/20 committee call
Brad Jordan	6/23/2012	3.0	Review and analysis of potential deal funding needs for July and prep of materials for the UCC
Brad Jordan	6/23/2012	1.0	Special UCC Call (Exclusivity)
Arun Reddy	6/23/2012	1.0	Special UCC Call (Exclusivity)
Anne Davey	6/23/2012	1.0	Special UCC Call (Exclusivity)
Laura Kimmel	6/23/2012	1.0	Special UCC Call (Exclusivity)
David Hilty	6/23/2012	1.5	Special UCC Call (Exclusivity) (including prep.)
Tom Hedus	6/23/2012	1.5	Special UCC Call (Exclusivity) (including prep.)
Bryan Goudzwaard	6/23/2012	1.5	Special UCC Call (Exclusivity) (including prep.)
William McDavide	6/23/2012	1.5	Special UCC Call (Exclusivity) (including prep.)
Jad Benabdelkhalek	6/23/2012	1.0	Special UCC Call (Exclusivity) (including prep.)
Laura Kimmel	6/25/2012	2.5	Call with Milbank re: Rothschild fee proposal and HL retention issues
David Hilty	6/25/2012	0.5	Weekly Advisors Call (Milbank, FTI)
Joseph Swanson	6/25/2012	0.5	Weekly Advisors Call (Milbank, FTI)
Joseph Julian	6/25/2012	0.5	Weekly Advisors Call (Milbank, FTI)
Arun Reddy	6/25/2012	0.5	Weekly Advisors Call (Milbank, FTI)
Anne Davey	6/25/2012	0.5	Weekly Advisors Call (Milbank, FTI)
Laura Kimmel	6/25/2012	0.5	Weekly Advisors Call (Milbank, FTI)
Bryan Goudzwaard	6/25/2012	0.5	Weekly Advisors Call (Milbank, FTI)
Jad Benabdelkhalek	6/25/2012	0.5	Weekly Advisors Call (Milbank, FTI)
David Hilty	6/25/2012	0.5	Weekly UCC Chair Call
Joseph Swanson	6/25/2012	0.5	Weekly UCC Chair Call
Joseph Julian	6/25/2012	0.5	Weekly UCC Chair Call
Arun Reddy	6/25/2012	0.5	Weekly UCC Chair Call
Anne Davey	6/25/2012	0.5	Weekly UCC Chair Call
Erez Vaida	6/25/2012	0.5	Weekly UCC Chair Call
Laura Kimmel	6/25/2012	0.5	Weekly UCC Chair Call
Tom Hedus	6/25/2012	0.5	Weekly UCC Chair Call
Bryan Goudzwaard	6/25/2012	0.5	Weekly UCC Chair Call
William McDavide	6/25/2012	0.5	Weekly UCC Chair Call
Samuel Read	6/25/2012	0.5	Weekly UCC Chair Call
Jad Benabdelkhalek	6/25/2012	0.5	Weekly UCC Chair Call
David Hilty	6/26/2012	1.0	Weekly UCC Call (Hearing Update, Funding Requests, Rothschild Retention)
Joseph Julian	6/26/2012	1.0	Weekly UCC Call (Hearing Update, Funding Requests, Rothschild Retention)
Joseph Swanson	6/26/2012	2.0	Weekly UCC Call (Hearing Update, Funding Requests, Rothschild Retention) (including prep.)
Arun Reddy	6/26/2012	2.0	Weekly UCC Call (Hearing Update, Funding Requests, Rothschild Retention) (including prep.)
Anne Davey	6/26/2012	1.5	Weekly UCC Call (Hearing Update, Funding Requests, Rothschild Retention) (including prep.)
Erez Vaida	6/26/2012	2.0	Weekly UCC Call (Hearing Update, Funding Requests, Rothschild Retention) (including prep.)
Laura Kimmel	6/26/2012	2.0	Weekly UCC Call (Hearing Update, Funding Requests, Rothschild Retention) (including prep.)
Tom Hedus	6/26/2012	2.0	Weekly UCC Call (Hearing Update, Funding Requests, Rothschild Retention) (including prep.)
Ankit Dhir	6/26/2012	2.0	Weekly UCC Call (Hearing Update, Funding Requests, Rothschild Retention) (including prep.)
William McDavide	6/26/2012	2.0	Weekly UCC Call (Hearing Update, Funding Requests, Rothschild Retention) (including prep.)
Samuel Read	6/26/2012	2.0	Weekly UCC Call (Hearing Update, Funding Requests, Rothschild Retention) (including prep.)
Erez Vaida	6/27/2012	1.0	Call with Milbank re HH letter
Brad Jordan	6/27/2012	1.0	Discussed with UCC chair potential solution to Rothschild fee structure

Detailed Hours by Task Code
 June 1, 2012 - June 30, 2012

Individual	Date	Hours	Description of Activities
Total		166.0	

F - Communications with Debtors & Advisors

Arun Reddy	6/14/2012	1.0	Call with Debtor advisors to discuss KPMG role
Laura Kimmel	6/14/2012	1.0	Call with Debtor advisors to discuss KPMG role
Tom Hedus	6/14/2012	1.0	Call with Debtor advisors to discuss KPMG role
Ankit Dhir	6/14/2012	1.0	Call with Debtor advisors to discuss KPMG role
William McDavid	6/14/2012	1.0	Call with Debtor advisors to discuss KPMG role
Samuel Read	6/14/2012	1.0	Call with Debtor advisors to discuss KPMG role
David Hilty	6/18/2012	1.5	Call with KPMG (Review of Asset Valuation Process)
Joseph Julian	6/18/2012	1.5	Call with KPMG (Review of Asset Valuation Process)
Arun Reddy	6/18/2012	1.5	Call with KPMG (Review of Asset Valuation Process)
Anne Davey	6/18/2012	1.5	Call with KPMG (Review of Asset Valuation Process)
Erez Vaida	6/18/2012	1.5	Call with KPMG (Review of Asset Valuation Process)
Laura Kimmel	6/18/2012	1.5	Call with KPMG (Review of Asset Valuation Process)
Tom Hedus	6/18/2012	1.5	Call with KPMG (Review of Asset Valuation Process)
Tom Hedus	6/18/2012	1.5	Call with KPMG (Review of Asset Valuation Process)
Ankit Dhir	6/18/2012	1.5	Call with KPMG (Review of Asset Valuation Process)
William McDavid	6/18/2012	1.5	Call with KPMG (Review of Asset Valuation Process)
Samuel Read	6/18/2012	1.5	Call with KPMG (Review of Asset Valuation Process)
Brad Jordan	6/19/2012	3.0	Review of objection to exclusivity extension request. Review of potential DIP lenders contacted by Debtors. Call with Debtors advisors on proposed KEIP targets. Follow up discussion with Milbank on plans for UCC discussion.
David Hilty	6/19/2012	3.0	Videoconference with UCC, Debtors & Advisors
Brad Jordan	6/19/2012	3.0	Videoconference with UCC, Debtors & Advisors
Arun Reddy	6/19/2012	3.0	Videoconference with UCC, Debtors & Advisors
Anne Davey	6/19/2012	3.0	Videoconference with UCC, Debtors & Advisors
Laura Kimmel	6/19/2012	3.0	Videoconference with UCC, Debtors & Advisors
Tom Hedus	6/19/2012	3.0	Videoconference with UCC, Debtors & Advisors
Ankit Dhir	6/19/2012	3.0	Videoconference with UCC, Debtors & Advisors
William McDavid	6/19/2012	3.0	Videoconference with UCC, Debtors & Advisors
Samuel Read	6/19/2012	3.0	Videoconference with UCC, Debtors & Advisors
Erez Vaida	6/19/2012	7.0	Videoconference with UCC, Debtors & Advisors (including prep.)
David Hilty	6/27/2012	2.5	Meeting with Debtor advisors, Milbank, and UCC Chair on Rothschild retention
Brad Jordan	6/27/2012	2.5	Meeting with Debtor advisors, Milbank, and UCC Chair on Rothschild retention
Total		64.5	

G - Communications with Non-UCC Creditors

Anne Davey	6/20/2012	0.5	Call with non-UCC creditor regarding questions on recent hearings
Brad Jordan	6/20/2012	0.5	Call with non-UCC creditor regarding questions on recent hearings
Total		1.0	

H - Cash Management & DIP

David Hilty	6/6/2012	1.0	Call w Rothschild re: DIP
Brad Jordan	6/6/2012	1.0	Call w Rothschild re: DIP
Joseph Julian	6/6/2012	1.0	Call w Rothschild re: DIP
Anne Davey	6/6/2012	1.0	Call w Rothschild re: DIP
Tom Hedus	6/6/2012	4.0	DIP study update
Ankit Dhir	6/6/2012	8.0	DIP study update
Samuel Read	6/6/2012	4.0	DIP study update
Anne Davey	6/7/2012	3.0	Review of internal DIP study
Ankit Dhir	6/8/2012	4.0	DIP study update
Samuel Read	6/8/2012	1.5	DIP study update
Anne Davey	6/8/2012	1.5	Review of internal DIP study
Tom Hedus	6/13/2012	1.5	DIP study update
Ankit Dhir	6/13/2012	2.0	DIP study update

Detailed Hours by Task Code
 June 1, 2012 - June 30, 2012

Individual	Date	Hours	Description of Activities
Samuel Read	6/13/2012	2.0	DIP study update
Brad Jordan	6/19/2012	1.0	Review of potential DIP lenders contacted by debtors, DIP process
Brad Jordan	6/21/2012	1.0	Call with Rothschild re: DIP budget
Anne Davey	6/21/2012	1.0	Call with Rothschild re: DIP budget
Anne Davey	6/24/2012	1.0	Call with Rothschild re: DIP budget
Tom Hedus	6/24/2012	1.0	Call with Rothschild re: DIP budget
William McDavid	6/24/2012	1.0	Call with Rothschild re: DIP budget
Brad Jordan	6/24/2012	1.5	Call with Rothschild re: DIP budget (including prep.)
Bryan Goudzwaard	6/24/2012	1.5	Call with Rothschild re: DIP budget (including prep.)
Joseph Julian	6/24/2012	2.0	Review of DIP budget materials and related information
Anne Davey	6/24/2012	1.5	Review of DIP budget materials.
William McDavid	6/24/2012	1.0	Review of DIP budget materials.
Jad Benabdelkhalek	6/24/2012	2.0	Review of DIP budget materials.
Tom Hedus	6/26/2012	1.0	DIP term sheet presentation
Ankit Dhir	6/26/2012	1.0	DIP term sheet presentation
Anne Davey	6/27/2012	4.5	Presentation on DIP budget (4.5)
Brad Jordan	6/27/2012	2.0	Reviewed DIP forecast and structure. Diligence on portfolio assets.
Anne Davey	6/28/2012	4.0	Presentation on DIP budget
Tom Hedus	6/28/2012	8.0	Presentation on DIP budget
Ankit Dhir	6/28/2012	10.0	Presentation on DIP budget
Samuel Read	6/28/2012	4.0	Presentation on DIP budget
David Hilty	6/28/2012	2.0	Review presentation on DIP budget
Anne Davey	6/29/2012	4.5	Presentation on DIP budget (3.5); Compilation of infrastructure deal presentations (1.0)
Samuel Read	6/29/2012	4.0	Presentation on DIP budget
Total		96.0	

I - Portfolio Analysis

Brad Jordan	6/1/2012	3.0	Due diligence/analysis of portfolio assets. Review of JPLs first report to Cayman Court
Jad Benabdelkhalek	6/3/2012	2.5	Review of portfolio materials
David Hilty	6/4/2012	2.5	Review of portfolio positions
Jad Benabdelkhalek	6/4/2012	3.5	Review of materials
Jad Benabdelkhalek	6/5/2012	2.0	Review of materials
Anne Davey	6/6/2012	3.0	Review of portfolio information
Jad Benabdelkhalek	6/6/2012	2.0	Review of portfolio information
Jad Benabdelkhalek	6/7/2012	2.0	Analysis and related internal discussions
Jad Benabdelkhalek	6/8/2012	3.0	Review of portfolio information
Jad Benabdelkhalek	6/9/2012	1.0	Review of portfolio information
Laura Kimmel	6/10/2012	1.5	Asset diligence request lists
Tom Hedus	6/10/2012	1.5	Asset diligence request lists
Ankit Dhir	6/10/2012	2.0	Asset diligence request lists
Jad Benabdelkhalek	6/10/2012	1.0	Review of materials provided by UCC legal counsel
Laura Kimmel	6/10/2012	1.0	Review of news run
Laura Kimmel	6/11/2012	1.5	Review of regional background materials
Jad Benabdelkhalek	6/11/2012	4.0	RIF Analysis
Arun Reddy	6/12/2012	2.0	Review of asset diligence request lists
Jad Benabdelkhalek	6/12/2012	3.0	Asset analysis
Bryan Goudzwaard	6/12/2012	2.5	Individual asset analyses and review of materials
Bryan Goudzwaard	6/12/2012	1.5	Review of portfolio information
Jad Benabdelkhalek	6/13/2012	3.0	Asset analysis and review of materials
Arun Reddy	6/14/2012	2.0	Preliminary recovery model analysis
Jad Benabdelkhalek	6/14/2012	2.0	Review of materials
William McDavid	6/14/2012	7.0	Review of portfolio information
Bryan Goudzwaard	6/15/2012	3.0	Individual asset analyses and review of materials
Jad Benabdelkhalek	6/15/2012	3.5	Review of materials
William McDavid	6/15/2012	3.0	Review of portfolio information
Anne Davey	6/15/2012	1.0	Review/edit of due diligence request for several investments
Jad Benabdelkhalek	6/16/2012	1.0	Review of materials

Detailed Hours by Task Code
 June 1, 2012 - June 30, 2012

Individual	Date	Hours	Description of Activities
Anne Davey	6/17/2012	1.0	Follow up emails with A&M re: [REDACTED]
Jad Benabdelkhalek	6/17/2012	1.5	Review of portfolio information
Jad Benabdelkhalek	6/18/2012	2.5	Individual asset analysis and review of materials
Erez Vaida	6/18/2012	2.5	Review of portfolio information
Jad Benabdelkhalek	6/20/2012	2.0	Asset Analysis
Bryan Goudzwaard	6/20/2012	8.0	Individual asset analyses and correspondence with UCC legal counsel
Anne Davey	6/20/2012	1.5	Review of schedules and SOFAs
Jad Benabdelkhalek	6/21/2012	2.0	Asset Analysis
Anne Davey	6/21/2012	1.0	Call with KPMG (Asset Valuation Process)
Laura Kimmel	6/21/2012	1.0	Call with KPMG (Asset Valuation Process)
Bryan Goudzwaard	6/21/2012	4.0	Individual asset analyses and correspondence with UCC legal counsel
Arun Reddy	6/21/2012	1.5	Review of schedules and SOFAs
Jad Benabdelkhalek	6/22/2012	2.0	Review of materials
Arun Reddy	6/22/2012	1.0	Review of portfolio background materials
Laura Kimmel	6/22/2012	2.5	Review of portfolio background materials
Jad Benabdelkhalek	6/26/2012	3.0	Individual asset analysis and correspondence with UCC legal counsel
Joseph Julian	6/26/2012	1.0	Meeting with interested ME investor
Jad Benabdelkhalek	6/27/2012	4.0	Individual asset analysis
Brad Jordan	6/28/2012	2.0	Review of asset values and potential sensitivities. Identified key follow up diligence areas
Joseph Julian	6/28/2012	1.0	Follow-up meeting with interested ME investor
Jad Benabdelkhalek	6/28/2012	1.0	Individual asset analysis
Arun Reddy	6/28/2012	1.0	Review of loan forgiveness update
Laura Kimmel	6/28/2012	1.0	Review of loan forgiveness update
Bryan Goudzwaard	6/29/2012	2.0	Review of materials provided by UCC and Debtors' advisors
Jad Benabdelkhalek	6/29/2012	1.0	Review of materials provided by UCC and Debtors' advisors
Jad Benabdelkhalek	6/30/2012	2.0	Review of materials
Total		124.5	

J - Deal Funding

Anne Davey	6/7/2012	1.0	Call with A&M (Deal funding update)
Laura Kimmel	6/7/2012	1.0	Call with A&M (Deal funding update)
Tom Hedus	6/7/2012	1.0	Call with A&M (Deal funding update)
Ankit Dhir	6/7/2012	1.0	Call with A&M (Deal funding update)
Bryan Goudzwaard	6/7/2012	1.0	Call with A&M (Deal funding update)
Samuel Read	6/7/2012	1.0	Call with A&M (Deal funding update)
Brad Jordan	6/7/2012	1.5	Call with A&M (Deal funding update) (including prep.)
Erez Vaida	6/7/2012	2.0	Call with A&M (Deal funding update) (including prep.)
Brad Jordan	6/8/2012	1.5	Review of updated deal funding requests. Review/preparation of UCC discussion materials on deal funding request
Brad Jordan	6/13/2012	1.0	Review of deal funding issues and DIP/liquidity outlook
David Hilty	6/15/2012	1.0	Call with A&M (July Deal Funding)
Brad Jordan	6/15/2012	1.0	Call with A&M (July Deal Funding)
Joseph Julian	6/15/2012	1.0	Call with A&M (July Deal Funding)
Arun Reddy	6/15/2012	1.0	Call with A&M (July Deal Funding)
Anne Davey	6/15/2012	1.0	Call with A&M (July Deal Funding)
Laura Kimmel	6/15/2012	1.0	Call with A&M (July Deal Funding)
Tom Hedus	6/15/2012	1.0	Call with A&M (July Deal Funding)
Ankit Dhir	6/15/2012	1.0	Call with A&M (July Deal Funding)
William McDavid	6/15/2012	1.0	Call with A&M (July Deal Funding)
Samuel Read	6/15/2012	1.0	Call with A&M (July Deal Funding)
Tom Hedus	6/19/2012	2.0	Calls with A&M on deal funding ([REDACTED])
Anne Davey	6/19/2012	1.0	Calls with A&M re: [REDACTED] funding (1.0)
Arun Reddy	6/19/2012	1.5	Review of deal funding requests
Laura Kimmel	6/19/2012	1.5	Review of deal funding requests
Tom Hedus	6/19/2012	3.0	Review of deal funding requests
William McDavid	6/19/2012	5.0	Review of deal funding requests
Anne Davey	6/19/2012	3.0	Review of deal fundings (1.5); Internal discussion re: UCC approval process (1.5)

Detailed Hours by Task Code
 June 1, 2012 - June 30, 2012

Individual	Date	Hours	Description of Activities
Joseph Julian	6/19/2012	1.0	Review of UCC Presentation (from Rothschild)
Bryan Goudzwaard	6/19/2012	2.0	Review of UCC Presentation (from Rothschild)
Tom Hedus	6/20/2012	1.0	Internal discussion re: deal funding presentation
Anne Davey	6/20/2012	3.0	Review of [REDACTED] deal funding request (2.0); Discussion with internal team re: deal funding presentation (1.0)
William McDavid	6/20/2012	4.5	Review of [REDACTED] deal funding request (3.5); Discussion re: deal funding presentation (1.0)
Samuel Read	6/20/2012	2.0	Deal funding presentation (1.0); Discussion re: deal funding presentation (1.0)
Brad Jordan	6/21/2012	1.0	Call with A&M (July Deal Funding)
Arun Reddy	6/21/2012	1.0	Call with A&M (July Deal Funding)
Anne Davey	6/21/2012	1.0	Call with A&M (July Deal Funding)
Laura Kimmel	6/21/2012	1.0	Call with A&M (July Deal Funding)
Bryan Goudzwaard	6/21/2012	1.0	Call with A&M (July Deal Funding)
William McDavid	6/21/2012	1.0	Call with A&M (July Deal Funding)
Samuel Read	6/21/2012	1.0	Call with A&M (July Deal Funding)
Anne Davey	6/21/2012	3.0	July deal funding presentation
Erez Vaida	6/21/2012	3.0	July deal funding presentation
Tom Hedus	6/21/2012	3.0	July deal funding presentation
William McDavid	6/21/2012	6.0	July deal funding presentation
Samuel Read	6/21/2012	3.0	July deal funding presentation
Erez Vaida	6/22/2012	6.0	July deal funding presentation
Tom Hedus	6/22/2012	3.0	July deal funding presentation
Ankit Dhir	6/22/2012	4.0	July deal funding presentation
William McDavid	6/22/2012	5.0	July deal funding presentation
Samuel Read	6/22/2012	4.0	July deal funding presentation
David Hilty	6/22/2012	1.5	Review July deal funding presentation
Joseph Julian	6/23/2012	0.5	July Deal Funding Call
Erez Vaida	6/23/2012	3.0	July deal funding presentation
Anne Davey	6/25/2012	1.5	Calls with A&M re: infrastructure deal funding ([REDACTED])
Anne Davey	6/25/2012	4.0	Review and analysis of [REDACTED] deal funding
Tom Hedus	6/25/2012	3.0	Review and analysis of [REDACTED] deal funding
William McDavid	6/25/2012	3.0	Review and analysis of [REDACTED] deal funding
Samuel Read	6/25/2012	2.0	Review and analysis of [REDACTED] deal funding
Brad Jordan	6/25/2012	1.5	Review of potential deal fundings
David Hilty	6/27/2012	1.5	Review latest deal fundings
Anne Davey	6/28/2012	1.0	Prep & Call with A&M re: DIP budget deal fundings
Tom Hedus	6/28/2012	1.0	Prep & Call with A&M re: DIP budget deal fundings
Samuel Read	6/28/2012	1.0	Prep & Call with A&M re: DIP budget deal fundings
Total		124.0	

Exhibit B

Out-of-Pocket Expenses Summary
June 1, 2012 - June 30, 2012

Meals	\$	1,587.99
Ground Transportation	\$	1,947.63
Other Miscellaneous (Telecom and Research)	\$	240.17
Total Out-of-Pocket Expenses	\$	3,775.79

Transaction Date	GL Account Code	Invoice Number	Original Amount (USD)	Reduction (USD)	Net Amount (USD)	Employee/Vendor Name	Merchant	Explanation -Remark-
5/28/2012	6715	1187782	31.17	11.17	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/6/2012	6715	1187782	26.43	6.43	20.00	Erez Vaida	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/2/2012	6715	1187782	26.34	6.34	20.00	Erez Vaida	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/2/2012	6715	1187782	26.34	6.34	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
5/29/2012	6715	1187782	26.43	6.43	20.00	Arun Reddy	SeamlessWeb UK Llimited	Overtime meal, 1 guest
5/29/2012	6715	1187782	26.43	6.43	20.00	Erez Vaida	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/3/2012	6715	1187782	26.21	6.21	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/4/2012	6715	1187782	26.37	6.37	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/4/2012	6715	1187782	26.34	6.34	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/6/2012	6715	1187782	27.50	7.50	20.00	Kaveh Malekianian	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/6/2012	6715	1187782	29.46	9.46	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
5/28/2012	6715	1187782	31.41	11.41	20.00	Kaveh Malekianian	SeamlessWeb UK Llimited	Overtime meal, 1 guest
5/28/2012	6715	1187782	26.21	6.21	20.00	Erez Vaida	SeamlessWeb UK Llimited	Overtime meal, 1 guest
5/28/2012	6715	1187782	26.20	6.20	20.00	Laura Kimmel	SeamlessWeb UK Llimited	Overtime meal, 1 guest
5/29/2012	6715	1187782	26.30	6.30	20.00	Kaveh Malekianian	SeamlessWeb UK Llimited	Overtime meal, 1 guest
5/29/2012	6715	1187782	26.43	6.43	20.00	Laura Kimmel	SeamlessWeb UK Llimited	Overtime meal, 1 guest
5/29/2012	6715	1187782	30.13	10.13	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/7/2012	6715	1187782	31.14	11.14	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/7/2012	6715	1187782	31.14	11.14	20.00	Erez Vaida	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/8/2012	6715	1187782	30.85	10.85	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/9/2012	6715	1187782	26.71	6.71	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/10/2012	6715	1187782	31.89	11.89	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/10/2012	6715	1187782	26.43	6.43	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
5/30/2012	6715	1187782	26.51	6.51	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
5/30/2012	6715	1187782	26.51	6.51	20.00	Erez Vaida	SeamlessWeb UK Llimited	Overtime meal, 1 guest
5/30/2012	6715	1187782	24.03	4.03	20.00	Kaveh Malekianian	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/1/2012	6715	1187782	30.05	10.05	20.00	Kaveh Malekianian	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/1/2012	6715	1187782	23.91	3.91	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/2/2012	6715	1187782	26.71	6.71	20.00	Erez Vaida	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/2/2012	6715	1187782	26.02	6.02	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
5/30/2012	6715	1187782	28.59	8.59	20.00	Laura Kimmel	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/3/2012	6715	1187782	25.29	5.29	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/3/2012	6715	1187782	25.28	5.28	20.00	Erez Vaida	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/18/2012	6715	1193583	27.29	7.29	20.00	Kaveh Malekianian	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/11/2012	6715	1193583	26.97	6.97	20.00	Kaveh Malekianian	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/12/2012	6715	1193583	26.59	6.59	20.00	Kaveh Malekianian	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/15/2012	6715	1193583	26.16	6.16	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/15/2012	6715	1193583	17.79	-	17.79	Uche Dimiri	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/18/2012	6715	1193583	26.72	6.72	20.00	Uche Dimiri	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/11/2012	6715	1193583	23.89	3.89	20.00	Nitin Nowjee	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/17/2012	6715	1193583	25.91	5.91	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/18/2012	6715	1193583	21.93	1.93	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/20/2012	6715	1193583	25.15	5.15	20.00	Bryan Goudzwaard	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/20/2012	6715	1193583	31.42	11.42	20.00	Erez Vaida	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/20/2012	6715	1193583	29.50	9.50	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/21/2012	6715	1193583	25.36	5.36	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/21/2012	6715	1193583	27.11	7.11	20.00	Erez Vaida	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/23/2012	6715	1193583	25.36	5.36	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/24/2012	6715	1193583	24.96	4.96	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/12/2012	6715	1193583	29.08	9.08	20.00	Erez Vaida	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/12/2012	6715	1193583	25.36	5.36	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/13/2012	6715	1193583	26.56	6.56	20.00	Erez Vaida	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/13/2012	6715	1193583	26.56	6.56	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/14/2012	6715	1193583	31.23	11.23	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/11/2012	6715	1193583	26.44	6.44	20.00	Jad Benabdelkhalek	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/13/2012	6715	1193583	26.52	6.52	20.00	Uche Dimiri	SeamlessWeb UK Llimited	Overtime meal, 1 guest
6/22/2012	6715	ER00096855	25.75	5.75	20.00	Erez Vaida	Wheeler's	Overtime meal, 1 guest
6/19/2012	6715	ER00096849	13.70	-	13.70	Jad Benabdelkhalek	Chipotle	Overtime meal, 1 guest
6/30/2012	6715	ER00096834	16.50	-	16.50	Samuel Read	royal thai	Overtime meal, 1 guest
6/4/2012	6715		24.31	4.31	20.00	Samuel Read	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/7/2012	6715		32.49	12.49	20.00	Samuel Read	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/6/2012	6715		39.39	19.39	20.00	Samuel Read	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/5/2012	6715		32.84	12.84	20.00	Samuel Read	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/20/2012	6715		26.04	6.04	20.00	Bradley J Jordan	Seamlessweb Professional Solut	Overtime meal, 1 guest

Transaction Date	GL Account Code	Invoice Number	Original Amount (USD)	Reduction (USD)	Net Amount (USD)	Employee/Vendor Name	Merchant	Explanation -Remark-
6/20/2012	6715		31.86	11.86	20.00	Ankit Dhir	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/21/2012	6715		26.35	6.35	20.00	Anne Davey	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/21/2012	6715		31.01	11.01	20.00	Ankit Dhir	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/19/2012	6715		33.21	13.21	20.00	Ankit Dhir	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/20/2012	6715		32.71	12.71	20.00	Samuel Read	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/21/2012	6715		31.43	11.43	20.00	Samuel Read	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/18/2012	6715		40.97	20.97	20.00	Samuel Read	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/19/2012	6715		34.69	14.69	20.00	Samuel Read	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/12/2012	6715		40.90	20.90	20.00	Ankit Dhir	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/13/2012	6715		23.37	3.37	20.00	Anne Davey	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/13/2012	6715		23.26	3.26	20.00	Ankit Dhir	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/11/2012	6715		28.97	8.97	20.00	Ankit Dhir	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/12/2012	6715		31.92	11.92	20.00	Samuel Read	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/11/2012	6715		30.77	10.77	20.00	Samuel Read	Seamlessweb Professional Solut	Overtime meal, 1 guest
6/14/2012	6715		28.26	8.26	20.00	Samuel Read	Seamlessweb Professional Solut	Overtime meal, 1 guest
5/31/2012	6715		40.67	20.67	20.00	Ankit Dhir	Seamlessweb Professional Solut	Overtime meal, 1 guest
Overtime Meals Total			\$2,231.96	\$643.97	\$1,587.99			
6/1/2012	6820	ER00096104	6.50	-	6.50	Ankit Dhir	NYC ~ Taxi	Overtime taxi from office to home, after 9pm
6/2/2012	6820	ER00096104	10.50	-	10.50	Ankit Dhir	NYC ~ Taxi	Overtime taxi from office to home, after 9pm
6/4/2012	6820	ER00096104	7.00	-	7.00	Ankit Dhir	NYC ~ Taxi	Overtime taxi from office to home, after 9pm
6/5/2012	6820	ER00096104	12.74	-	12.74	Ankit Dhir	NYC ~ Taxi	Overtime taxi from office to home, after 9pm
6/6/2012	6820	ER00096104	6.50	-	6.50	Ankit Dhir	NYC ~ Taxi	Overtime taxi from office to home, after 9pm
6/10/2012	6820	ER00096104	9.70	-	9.70	Ankit Dhir	NYC ~ Taxi	Overtime taxi from office to home, after 9pm
6/11/2012	6820	ER00096104	8.00	-	8.00	Ankit Dhir	NYC ~ Taxi	Overtime taxi from office to home, after 9pm
6/12/2012	6820	ER00096104	6.50	-	6.50	Ankit Dhir	NYC ~ Taxi	Overtime taxi from office to home, after 9pm
6/15/2012	6820	ER00096104	8.10	-	8.10	Ankit Dhir	NYC ~ Taxi	Overtime taxi from office to home, after 9pm
6/18/2012	6820	ER00096104	9.00	-	9.00	Ankit Dhir	NYC ~ Taxi	Overtime taxi from office to home, after 9pm
6/19/2012	6820	ER00096104	10.90	-	10.90	Ankit Dhir	NYC ~ Taxi	Overtime taxi from office to home, after 9pm
6/25/2012	6820	ER00096104	9.50	-	9.50	Ankit Dhir	NYC ~ Taxi	Overtime taxi from office to home, after 9pm
6/27/2012	6820	ER00096104	8.50	-	8.50	Ankit Dhir	NYC ~ Taxi	Overtime taxi from office to home, after 9pm
6/29/2012	6820	ER00096104	6.50	-	6.50	Ankit Dhir	NYC ~ Taxi	Overtime taxi from office to home, after 9pm
6/18/2012	6820	ER00094578	21.72	-	21.72	Arun Reddy	London Taxi	Overtime taxi from office to home, after 9pm
6/19/2012	6820	ER00094578	23.27	-	23.27	Arun Reddy	London Taxi	Overtime taxi from office to home, after 9pm
6/30/2012	6820	ER00096990	36.58	-	36.58	Arun Reddy	Xeta	Overtime taxi from office to home, after 9pm
5/31/2012	6820	ER00095655	56.17	-	56.17	Jad Benabdelkhalek	Xeta	Overtime taxi from office to home, after 9pm
6/6/2012	6820	ER00095655	50.16	-	50.16	Jad Benabdelkhalek	Xeta	Overtime taxi from office to home, after 9pm
6/7/2012	6820	ER00095655	51.29	-	51.29	Jad Benabdelkhalek	Xeta	Overtime taxi from office to home, after 9pm
6/4/2012	6820	ER00095304	21.38	-	21.38	Samuel Read	Taxi	Overtime taxi from office to home, after 9pm
6/7/2012	6820	ER00095905	9.38	-	9.38	Samuel Read	Taxi	Overtime taxi from office to home, after 9pm
6/11/2012	6820	ER00095493	9.90	-	9.90	Samuel Read	Taxi	Overtime taxi from office to home, after 9pm
6/12/2012	6820	ER00095493	7.95	-	7.95	Samuel Read	Taxi	Overtime taxi from office to home, after 9pm
6/14/2012	6820	ER00095493	9.00	-	9.00	Samuel Read	Taxi	Overtime taxi from office to home, after 9pm
6/19/2012	6820	ER00095905	8.50	-	8.50	Samuel Read	Taxi	Overtime taxi from office to home, after 9pm
6/20/2012	6820	ER00095905	9.70	-	9.70	Samuel Read	Taxi	Overtime taxi from office to home, after 9pm
6/21/2012	6820	ER00095905	7.70	-	7.70	Samuel Read	Taxi	Overtime taxi from office to home, after 9pm
6/25/2012	6820	ER00096834	9.70	-	9.70	Samuel Read	Taxi	Overtime taxi from office to home, after 9pm
6/28/2012	6820	ER00096834	8.90	-	8.90	Samuel Read	Taxi	Overtime taxi from office to home, after 9pm
6/26/2012	6820	ER00096501	165.00	-	165.00	Tom Hedus	silver star	Overtime taxi from office to home, after 9pm
6/14/2012	6826	ER00096990	26.59	-	26.59	Arun Reddy	London Taxi	Overtime taxi from office to home, after 9pm
6/20/2012	6826	ER00096990	20.33	-	20.33	Arun Reddy	London Taxi	Overtime taxi from office to home, after 9pm
6/22/2012	6826	ER00096990	9.38	-	9.38	Arun Reddy	London Taxi	Overtime taxi from office to home, after 9pm
6/25/2012	6826	ER00096990	23.46	-	23.46	Arun Reddy	London Taxi	Overtime taxi from office to home, after 9pm
6/27/2012	6826	ER00096990	23.46	-	23.46	Arun Reddy	London Taxi	Overtime taxi from office to home, after 9pm
6/27/2012	6826	ER00096429	28.70	-	28.70	Bryan Goudzwaard	Xeta	Overtime taxi from office to home, after 9pm
6/2/2012	6826	ER00096855	61.54	-	61.54	Erez Vaida	Xeta	Overtime taxi from office to home, after 9pm
6/8/2012	6826	ER00096855	46.21	-	46.21	Erez Vaida	Xeta	Overtime taxi from office to home, after 9pm
6/9/2012	6826	ER00096855	40.98	-	40.98	Erez Vaida	Xeta	Overtime taxi from office to home, after 9pm
6/12/2012	6826	ER00096855	55.56	-	55.56	Erez Vaida	Xeta	Overtime taxi from office to home, after 9pm
6/12/2012	6826	ER00096855	47.71	-	47.71	Erez Vaida	Xeta	Overtime taxi from office to home, after 9pm
6/18/2012	6826	ER00096855	61.54	-	61.54	Erez Vaida	Xeta	Overtime taxi from office to home, after 9pm
6/20/2012	6826	ER00096855	47.71	-	47.71	Erez Vaida	Xeta	Overtime taxi from office to home, after 9pm
6/26/2012	6826	ER00096855	47.71	-	47.71	Erez Vaida	Xeta	Overtime taxi from office to home, after 9pm
6/27/2012	6826	ER00096855	47.71	-	47.71	Erez Vaida	Xeta	Overtime taxi from office to home, after 9pm
6/9/2012	6826	ER00096849	48.08	-	48.08	Jad Benabdelkhalek	Xeta	Overtime taxi from office to home, after 9pm

Transaction Date	GL Account Code	Invoice Number	Original Amount (USD)	Reduction (USD)	Net Amount (USD)	Employee/Vendor Name	Merchant	Explanation -Remark-
6/11/2012	6826	ER00096849	38.37	-	38.37	Jad Benabdelkhalek	Xeta	Overtime taxi from office to home, after 9pm
6/12/2012	6826	ER00096849	51.08	-	51.08	Jad Benabdelkhalek	Xeta	Overtime taxi from office to home, after 9pm
6/12/2012	6826	ER00096849	47.71	-	47.71	Jad Benabdelkhalek	Xeta	Overtime taxi from office to home, after 9pm
6/13/2012	6826	ER00096849	53.69	-	53.69	Jad Benabdelkhalek	Xeta	Overtime taxi from office to home, after 9pm
6/14/2012	6826	ER00096849	45.47	-	45.47	Jad Benabdelkhalek	Xeta	Overtime taxi from office to home, after 9pm
6/18/2012	6826	ER00096849	64.53	-	64.53	Jad Benabdelkhalek	Xeta	Overtime taxi from office to home, after 9pm
6/20/2012	6826	ER00096849	51.08	-	51.08	Jad Benabdelkhalek	Xeta	Overtime taxi from office to home, after 9pm
6/22/2012	6826	ER00096849	54.06	-	54.06	Jad Benabdelkhalek	London Taxi	Overtime taxi from office to home, after 9pm
6/24/2012	6826	ER00096849	50.32	-	50.32	Jad Benabdelkhalek	Xeta	Overtime taxi from office to home, after 9pm
6/25/2012	6826	ER00096849	38.37	-	38.37	Jad Benabdelkhalek	Xeta	Overtime taxi from office to home, after 9pm
6/26/2012	6826	ER00096849	49.95	-	49.95	Jad Benabdelkhalek	Xeta	Overtime taxi from office to home, after 9pm
6/28/2012	6826	ER00096849	43.22	-	43.22	Jad Benabdelkhalek	Xeta	Overtime taxi from office to home, after 9pm
6/8/2012	6826	ER00096366	50.58	-	50.58	Uche Dimiri	Addison Lee	Overtime taxi from office to home, after 9pm
6/11/2012	6826	ER00096366	46.29	-	46.29	Uche Dimiri	Addison Lee	Overtime taxi from office to home, after 9pm
Ground Transportation Total			\$1,947.63	-	\$1,947.63			
6/30/2012	7965		20.19	-	20.19	Factiva - NY 0612	Factiva - NY 0612	Research
5/31/2012	7965		101.12	-	101.12	Factiva - UK 0512	Factiva - UK 0512	Research
Online Subscr Info Total			\$121.31	-	\$121.31			
6/2/2012	8125		76.16	-	76.16	MeetingZone Ltd		Conference calls on various case topics
6/10/2012	8125		42.70	-	42.70	O2		Conference calls on various case topics
Telecommunications Total			\$118.86	-	\$118.86			
Total Out of Pocket Expenses			\$4,419.76	\$643.97	\$3,775.79			