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Special Counsel for the Debtors

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

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

**SECOND MONTHLY STATEMENT OF KING & SPALDING LLP
AND KING & SPALDING INTERNATIONAL LLP FOR COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED DURING
THE PERIOD FROM SEPTEMBER 1, 2012 THROUGH SEPTEMBER 30, 2012**

King & Spalding LLP and King & Spalding International LLP (collectively, "**K&S**"), special counsel for Arcapita Bank B.S.C.(c) ("**Arcapita**") and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession (collectively, the "**Debtors**"), hereby submit this statement of fees and disbursements (a "**Monthly Statement**") for the period from September 1, 2012 through September 30, 2012 (the "**Compensation Period**") in accordance with the Order Granting Debtors' Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members [Docket No. 159] (the "**Interim Compensation Order**").

FEEES FOR SERVICES RENDERED DURING THE COMPENSATION PERIOD

1. Set forth below is a list of the positions of the K&S professionals and paraprofessionals who provided services to the Debtors and non-Debtor members of the Arcapita Group during the Compensation Period, their respective billing rates, and the aggregate hours spent by each professional and paraprofessional in providing services for the Debtors and non-Debtor members of the Arcapita Group during the Compensation Period.

<u>Timekeeper Name</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Brown, Jaron	Partner	0.4	625.00	\$ 250.00
Cox, Anne	Partner	0.6	675.00	405.00
Ferdinands, Paul	Partner	23.6	785.00	18,526.00
Furman, Kathryn	Partner	0.5	715.00	357.50
Harris, Jay	Partner	2.5	740.00	1,850.00
Jowers, Austin	Partner	0.4	600.00	240.00
Marooney, Richard	Partner	8.1	730.00	5,913.00
Metcalf, Andrew	Partner	5.4	850.00	4,590.00
Newland, Benjamin	Partner	0.6	840.00	504.00
Robertson, Brannon	Partner	2.4	545.00	1,308.00
Salah, Isam	Partner	0.3	975.00	292.50
Smith, Michael	Partner	1.9	830.00	1,577.00
Straus, Paul	Partner	57.8	720.00	41,616.00
Amdor, Todd	Counsel	1.0	585.00	585.00
Elsbeck, Douglas	Associate	0.9	520.00	468.00
Fallon, Archie	Associate	5.1	490.00	2,499.00
Joffe, David	Associate	36.6	480.00	17,568.00
Mitchell, Lauren	Associate	89.9	510.00	45,849.00
Sacks, Phillip	Associate	3.2	630.00	2,016.00
Sayegh, Elias	Associate	7.9	550.00	4,345.00
Stainback, Jamie	Associate	3.1	500.00	1,550.00
Stull, James	Associate	0.9	610.00	549.00
Bellew, Evelyn	Paralegal	6.6	295.00	1,947.00
Heinz, Missy	Paralegal	10.1	285.00	2,878.50
McCullough, John	Managing Clerk	0.4	275.00	110.00
	TOTAL	271.2		\$157,793.50

2. The rates charged by K&S for services rendered to the Debtors and non-Debtor members of the Arcapita Group are the same rates that it charges generally for professional services rendered to its non-bankruptcy clients. An itemization of tasks performed by these professionals and paraprofessionals for the Compensation Period for the Debtors is annexed hereto as **Exhibit A-1**. An itemization of tasks performed by these professionals and paraprofessionals for the Compensation Period for the non-Debtor members of the Arcapita Group (where the Debtors have agreed to be responsible for payment of K&S's fees and expenses) is annexed hereto as **Exhibit A-2**. All tasks performed for the non-Debtor members of the Arcapita Group fall under the Business Operations task code.

EXPENSES INCURRED DURING THE COMPENSATION PERIOD

3. Set forth below is a categorical list of the expenses incurred by K&S during the Compensation Period in the course of representing the Debtors and non-Debtor members of the Arcapita Group.

<u>Cost Description</u>	<u>Total</u>
Computer Research Lexis/Westlaw	\$2,943.97
Conference Call Charges	18.66
Duplicating Costs	<u>221.20</u>
TOTAL	<u>\$3,183.83</u>

4. K&S customarily charges \$0.10 per page for photocopying expenses. K&S charges the standard usage rates billed by providers of on-line legal research (e.g., LEXIS and Westlaw) for computerized legal research. Any volume discount received by K&S is passed on to its clients. K&S charges its clients for the actual expenses related to travel, hotel lodging and business meals. An itemization of expenses for which K&S seeks reimbursement is included in **Exhibit A**.

NOTICE

5. No trustee or examiner has been appointed in the Chapter 11 Cases. Pursuant to the Interim Compensation Order, the Debtors have provided notice of filing of this statement by electronic mail and/or overnight mail to: (i) Arcapita Bank B.S.C.(c), Arcapita Building, Bahrain Bay, P.O. Box 1406, Manama, Kingdom of Bahrain (Attn: Henry Thompson); (ii) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Michael A. Rosenthal, Esq., Janet M. Weiss, Esq., and Matthew K. Kelsey, Esq.); (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Richard Morrissey, Esq.); and (iv) the Official Committee of Unsecured Creditors (the “*Committee*”), Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq. and Evan R. Fleck, Esq.). A copy of the statement is also available on the website of the Debtors’ notice and claims agent, GCG, at www.gcginc.com/cases/arcapita.

Dated: Atlanta, Georgia
October 19, 2012

KING & SPALDING LLP

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and

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New York, New York 10036
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Facsimile: (212) 556-2222

Special Counsel for the Debtors

Exhibit A-1

Time Records for the Compensation Period
(Bank Matters)

KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

Arcapita Bank B.S.C.(c)
ATTN: Henry A. Thompson, Esq
Arcapita Building
Road 4612, Area 346
P.O. Box 1406
Bahrain Bay
Manama
BAHRAIN

Invoice No.	9809697
Invoice Date	10/18/12
Client No.	05241

For questions, contact:
Isam Salah +1 212 556 2140

For Professional Services Rendered through 09/30/12:

Fees	\$	132,158.50
Expenses		3,165.17
Total this Invoice	\$	135,323.67

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Page 2**PROFESSIONAL SERVICES**

Date	Timekeeper	Task	Description	Hours
09/07/12	A Cox	B110	Review documents (Cypress)	0.6
09/20/12	M Heinz	B110	Review docket for information regarding Cayman counsel and memorandum to P. Ferdinands regarding same	0.3
09/25/12	E Sayegh	B110	Review of DHP Agreement (1.0); draft email and send document with details regarding the change of control provisions for Tensar (0.5)	1.5
09/25/12	E Sayegh	B110	Review of DHP Agreement (1.0); draft email and send document with details regarding the change of control provisions for Varel (0.7)	1.7
09/25/12	E Sayegh	B110	Review of DHP Agreement (1.0); draft email and send document with details regarding the change of control provisions for DHP (0.8)	1.8
09/26/12	P Ferdinands	B110	Review memoranda from R. Marooney regarding status of mediation (Alinda Litigation)	0.3
09/04/12	P Ferdinands	B160	Prepare memoranda to D. Levin, J. Weiss regarding K&S fee application (0.3); review memoranda from D. Levin, J. Weiss regarding K&S fee application (0.2)	0.5
09/04/12	M Heinz	B160	Conference with P. Ferdinands regarding fee application and prepare memorandum to all timekeepers regarding same	0.5
09/05/12	P Ferdinands	B160	Preparation for and telephonic participation in hearing regarding (among other things) fee applications	2.6
09/10/12	P Ferdinands	B160	Review memoranda from Y. Hong, A. Elkhoully, A. Songer regarding monthly K&S bill (.3); prepare monthly bill (.7)	1.0
09/10/12	M Heinz	B160	Review August fee statements	0.7
09/11/12	M Heinz	B160	Attention to billing	0.6
09/11/12	P Ferdinands	B160	Prepare memoranda to D. Levin regarding professional fees	0.4
09/12/12	P Ferdinands	B160	Prepare memoranda to D. Levin regarding approval of fee application (.5); review memoranda from D. Levin regarding approval of fee application (.3)	0.8
09/12/12	M Heinz	B160	Attention to billing	1.0
09/13/12	M Heinz	B160	Attention to billing	1.5
09/18/12	M Heinz	B160	Attention to billing matters	0.3
09/19/12	M Heinz	B160	Prepare monthly fee statement for August	1.3
09/20/12	M Heinz	B160	Attention to monthly fee statement	1.0
09/24/12	M Heinz	B160	Attention to monthly fee statement and conferences	0.7

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Date	Timekeeper	Task	Description	Hours
			with P. Ferdinands regarding same	
09/24/12	P Ferdinands	B160	Review Order approving fee applications (.3); prepare memoranda to L. Hirsh, J. Makuch regarding professional fees (.3); review memoranda from M. Heinz, J. Makuch regarding fee application (.2)	0.8
09/24/12	M Heinz	B160	Download and review order on interim fee applications and memorandum to P. Ferdinands regarding same	0.7
09/25/12	M Heinz	B160	Finalize, file and serve monthly fee statement	1.3
09/25/12	P Ferdinands	B160	Prepare K&S bill (August)	0.7
09/04/12	P Straus	B190	E-mail correspondence regarding mediation (Alinda Litigation)	0.3
09/05/12	P Straus	B190	Review memo to prepare for call (Alinda Litigation)	0.5
09/05/12	P Straus	B190	Telephone conference regarding MoBay, potential sale and distribution (Alinda Litigation)	0.7
09/07/12	R Marooney	B190	Review and prepare correspondence regarding mediation status and scheduling (Alinda Litigation)	0.3
09/10/12	P Straus	B190	Assemble key documents (Alinda Litigation)	0.2
09/10/12	P Straus	B190	Office conference and e-mail correspondence with R. Marooney, counsel for Alinda and Hopper regarding case (Alinda Litigation)	0.3
09/10/12	R Marooney	B190	Review and prepare correspondence regarding mediation issues (Alinda Litigation)	0.5
09/11/12	P Straus	B190	Office conferences and e-mail correspondence with L. Mitchell, R. Marooney, counsel for other parties regarding case, issues, research needed, strategy, mediation (Alinda Litigation)	1.9
09/11/12	L Mitchell	B190	Conference with P. Straus concerning case history, mediation and legal research assignments (Alinda Litigation)	1.5
09/11/12	L Mitchell	B190	Review and analyze pleadings for use in defensive strategy (Alinda Litigation)	2.5
09/11/12	R Marooney	B190	Review and prepare correspondence regarding mediation (Alinda Litigation)	0.5
09/12/12	P Straus	B190	Review documents relating to claims to prepare for mediation and new order from J. Wood (2.4); office conferences and e-mail correspondence with L. Mitchell, J. McCullough regarding case and mediation (1.5) (Alinda Litigation)	3.9
09/12/12	L Mitchell	B190	Review and analyze Thronson Deposition for use in defensive strategy (Alinda Litigation)	0.6
09/12/12	L Mitchell	B190	Review and analyze pleadings and purchase agreements for use in defensive strategy (Alinda	3.0

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Date	Timekeeper	Task	Description	Hours
			Litigation)	
09/12/12	L Mitchell	B190	Review legal research memoranda for use in defensive strategy (Alinda Litigation)	0.5
09/12/12	L Mitchell	B190	Conference with P. Straus concerning defensive strategy (Alinda Litigation)	1.0
09/13/12	P Straus	B190	Review documents, transcripts to prepare for mediation (2.6); analyze claims and defenses (.9); office conferences and e-mail correspondence with L. Mitchell, D. Joffe regarding issues, research, work needed (1.2) (Alinda Litigation)	4.7
09/13/12	R Marooney	B190	Review and prepare correspondence regarding mediation (Alinda Litigation)	0.3
09/13/12	D Joffe	B190	Meeting with P. Straus and L. Mitchell regarding preparation for mediation, and related preparation (Alinda Litigation)	0.6
09/13/12	D Joffe	B190	Reviewed memorandum to date regarding value of claims in SDNY action (Alinda Litigation)	0.4
09/13/12	L Mitchell	B190	Conference with P. Straus and D. Joffe concerning mediation preparation and next steps (Alinda Litigation)	0.9
09/13/12	L Mitchell	B190	Review and analyze correspondence and case chronology (Alinda Litigation)	0.4
09/13/12	L Mitchell	B190	Review and analyze Thronson Deposition (Alinda Litigation)	1.0
09/14/12	P Straus	B190	Review and analyze fact documents and transcripts (6.4); analyze claims and defenses to prepare for mediation (1.5) (Alinda Litigation)	7.9
09/14/12	L Mitchell	B190	Review and analyze Thronson Deposition (Alinda Litigation)	1.9
09/17/12	L Mitchell	B190	Review and analyze legal research concerning breach of warranty claim under New York law (Alinda Litigation)	6.0
09/17/12	L Mitchell	B190	Conference with P. Straus concerning legal research and defensive strategy (Alinda Litigation)	0.4
09/17/12	L Mitchell	B190	Review and analyze Thronson Deposition and case chronology for assessing defensive strategy (Alinda Litigation)	2.9
09/17/12	P Straus	B190	Review and analyze deposition transcripts to prepare for mediation (Alinda Litigation)	2.9
09/17/12	P Straus	B190	E-mail correspondence and office conferences regarding case (Alinda Litigation)	0.2
09/18/12	L Mitchell	B190	Review and analyze Thronson and Nims Depositions (Alinda Litigation)	7.3
09/18/12	P Straus	B190	Analyze issues and facts, information needed for	1.3

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Date	Timekeeper	Task	Description	Hours
			mediation (Alinda Litigation)	
09/18/12	D Joffe	B190	Revised memorandum regarding value of fraud claims for mediation (Alinda Litigation)	4.3
09/18/12	P Straus	B190	Office conferences with D. Joffe regarding mediation (Alinda Litigation)	0.6
09/19/12	L Mitchell	B190	Conference with P. Straus concerning legal research and defensive strategy (Alinda Litigation)	0.5
09/19/12	L Mitchell	B190	Draft memorandum on New York law concerning breach of warranty claims (Alinda Litigation)	7.2
09/19/12	L Mitchell	B190	Review and analyze Nims deposition (Alinda Litigation)	0.8
09/19/12	P Straus	B190	Revise draft claims and defenses analysis (Alinda Litigation)	0.8
09/19/12	P Straus	B190	Office conferences regarding analysis (Alinda Litigation)	0.3
09/19/12	R Marooney	B190	Telephone conference with counsel for Hopper parties regarding mediation (Alinda Litigation)	0.2
09/19/12	D Joffe	B190	Read/analyzed case chronology; revised memorandum regarding value of fraud claims for mediation (Alinda Litigation)	1.2
09/19/12	J McCullough	B190	Locate and send sample mediation statements to L. Mitchell (Alinda Litigation)	0.4
09/20/12	L Mitchell	B190	Draft memorandum concerning possible defenses to breach of warranty claim (Alinda Litigation)	8.1
09/20/12	D Joffe	B190	Revised memorandum regarding value of fraud claims for mediation, and related discussion with P. Straus (Alinda Litigation)	6.6
09/20/12	P Straus	B190	E-mail correspondence and office conferences regarding claims and defenses (Alinda Litigation)	0.5
09/20/12	P Straus	B190	Revise draft claims analysis (Alinda Litigation)	0.9
09/21/12	L Mitchell	B190	Conference with P. Straus regarding draft memorandum analyzing defenses to breach of warranty claim (Alinda Litigation)	0.2
09/21/12	L Mitchell	B190	Revise draft memorandum analyzing defenses to breach of warranty claim (Alinda Litigation)	6.6
09/21/12	P Straus	B190	E-mail correspondence and office conferences regarding joint defense agreement, claims and defenses, mediation (Alinda Litigation)	1.7
09/21/12	B Robertson	B190	Preparation for upcoming mediation including attention to mediation briefing, logistics, and joint defense agreement with Hopper (Alinda Litigation)	0.5
09/21/12	D Joffe	B190	Revised memorandum regarding value of fraud claims for mediation (Alinda Litigation)	2.6
09/21/12	P Straus	B190	Review key documents (Alinda Litigation)	1.5

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Date	Timekeeper	Task	Description	Hours
09/21/12	P Straus	B190	Review and revise draft research memo (Alinda Litigation)	2.9
09/21/12	P Straus	B190	Analyze and revise proposed joint defense agreement (Alinda Litigation)	1.8
09/23/12	L Mitchell	B190	Review comments from P. Straus on draft memorandum concerning breach of warranty claims (Alinda Litigation)	0.2
09/23/12	B Robertson	B190	Assist with preparation of mediation statement (Alinda Litigation)	0.5
09/24/12	P Straus	B190	Office conferences and e-mail correspondence regarding analysis, strategy (Alinda Litigation)	0.5
09/24/12	P Straus	B190	Review and revise draft memo regarding claims and defenses, strategy (Alinda Litigation)	0.9
09/24/12	L Mitchell	B190	Revise memorandum concerning breach of warranty claims (Alinda Litigation)	3.3
09/24/12	L Mitchell	B190	Review and analyze cases concerning breach of warranty under New York law for use in defensive strategy (Alinda Litigation)	1.7
09/25/12	P Straus	B190	Review and revise draft memo regarding claims and defenses (Alinda Litigation)	0.7
09/25/12	P Straus	B190	Office conferences and e-mail correspondence regarding analysis, joint defense agreement (Alinda Litigation)	0.4
09/25/12	L Mitchell	B190	Revise draft memorandum analyzing breach of warranty claim (Alinda Litigation)	3.7
09/25/12	L Mitchell	B190	Review and analyze cases concerning breach of warranty claims (Alinda Litigation)	3.5
09/25/12	R Marooney	B190	Review and prepare correspondence with counsel for the Hopper parties (0.4); prepare correspondence with client regarding status and strategy (0.2) (Alinda Litigation)	0.6
09/26/12	P Straus	B190	Prepare for meeting and call (Alinda Litigation)	0.3
09/26/12	B Robertson	B190	Assist in preparation of mediation briefing (Alinda Litigation)	1.4
09/26/12	L Mitchell	B190	Conference call with R. Marooney, P. Straus, mediator, Alinda counsel and Hopper Parties' counsel concerning mediation (Alinda Litigation)	1.2
09/26/12	L Mitchell	B190	Revise draft memorandum concerning breach of warranty claims (Alinda Litigation)	3.2
09/26/12	R Marooney	B190	Prepare for and attend meeting with legal team to prepare strategy for mediation (2.0); prepare for and attend preliminary conference with mediator (1.5); document review and legal analysis to prepare strategy for mediation (1.5); prepare	5.7

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Date	Timekeeper	Task	Description	Hours
			correspondence to client regarding mediation status and strategy (0.7) (Alinda Litigation)	
09/26/12	D Joffe	B190	Call with team regarding preparation for mediation (Alinda Litigation)	0.8
09/26/12	P Straus	B190	E-mail correspondence regarding mediation issues (Alinda Litigation)	1.2
09/26/12	P Straus	B190	Meet with team regarding status, analysis of claims and defenses, arguments (Alinda Litigation)	0.9
09/26/12	P Straus	B190	Conference call with mediator and other counsel (Alinda Litigation)	0.9
09/26/12	P Straus	B190	Review draft analyses of claims, defenses and strategy (Alinda Litigation)	4.9
09/26/12	L Mitchell	B190	Conference with R. Marooney, P. Straus and D. Joffe concerning mediation preparations (Alinda Litigation)	1.2
09/26/12	L Mitchell	B190	Revise questions for experts and correspond with B. Robertson regarding the same (1.5); review correspondence concerning mediation (.3); review internal memorandum and chronology concerning factual development (.4) (Alinda Litigation)	2.2
09/27/12	P Straus	B190	Review and revise draft memos analyzing claims and defenses (Alinda Litigation)	5.5
09/27/12	P Straus	B190	E-mail correspondence and office conferences with L. Mitchell, D. Joffe, R. Marooney and B. Robertson regarding claims, defenses, mediation and strategy (Alinda Litigation)	1.9
09/27/12	L Mitchell	B190	Review and analyze cases on New York breach of warranty law and incorporate into memorandum (Alinda Litigation)	3.5
09/27/12	L Mitchell	B190	Review and analyze due diligence documents for use in defensive strategy (Alinda Litigation)	0.4
09/27/12	L Mitchell	B190	Conference with P. Straus concerning legal research and case assessment memorandum (Alinda Litigation)	0.6
09/27/12	L Mitchell	B190	Revise memorandum on breach of warranty claim (Alinda Litigation)	3.0
09/27/12	D Joffe	B190	Review P. Straus comments regarding fraud memorandum (0.4); related communication with P. Straus and edits to fraud memorandum (4.7); coordination with L. Mitchell regarding consistency of fraud and warranty portions of memorandum (0.2) (Alinda Litigation)	5.3
09/28/12	P Straus	B190	Review and revise draft memo analyzing claims and defenses (Alinda Litigation)	2.4
09/28/12	P Straus	B190	Office conferences and e-mail correspondence (with	1.5

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Date	Timekeeper	Task	Description	Hours
			D. Joffe and L. Mitchell) regarding draft, claims and defenses, mediation, strategy (Alinda Litigation)	
09/28/12	L Mitchell	B190	Conference with P. Straus and D. Joffe concerning case assessment memorandum in advance of mediation (Alinda Litigation)	1.0
09/28/12	L Mitchell	B190	Revise case assessment memorandum concerning breach of warranty claim and circulate draft memorandum to team (Alinda Litigation)	5.7
09/28/12	D Joffe	B190	Edit memorandum to client and draft cover email for R. Marooney review of memorandum (Alinda Litigation)	8.3
09/30/12	L Mitchell	B190	Edit and revise case assessment memorandum (Alinda Litigation)	2.2
09/30/12	D Joffe	B190	Draft damages portion of memorandum and related research/analysis (Alinda Litigation)	6.5
08/14/12	K Furman	B210	Email correspondence regarding control rights of Harborvest (Secondary Sale)	0.2
08/15/12	K Furman	B210	Email correspondence regarding approval rights of Harborvest (Secondary Sale)	0.3
09/07/12	E Bellew	B210	Review email from KPMG regarding share register for La Mesa Holding Company, Inc. (0.2); research minute book and compose emails to J. Stull regarding same (0.4); prepare .pdf of share register and compose response to KPMG (0.2) [General-La Mesa]	0.8
09/24/12	B Newland	B210	Review form of advisory agreements and advisory agreement term sheet (Bin Deyal Group)	0.6
09/27/12	P Sacks	B210	Draft investment advisory agreement between Arcapita and Bin Deyal (Bin Deyal Group)	3.2
09/27/12	J Stainback	B210	Review and revise investment documents (2.5); telephone conference with L. Geiss (0.3); meeting with B. Roche (0.3) (Intellex)	3.1
09/06/12	P Ferdinands	B230	Review memoranda from R. Battin regarding loan maturities, restructuring (0.2); telephone call with R. Battin regarding board issues, restructuring (0.3) (FrameMax)	0.5
09/06/12	A Jowers	B230	Receive and review email from R. Battin regarding maturity of certain senior loans (.2); conference with P. Ferdinands regarding same (.2) (FrameMax)	0.4
09/18/12	P Ferdinands	B230	Prepare memoranda to R. Battin regarding Board issues (.5); review memoranda from R. Battin, B. Young, Jamboree Management regarding possible restructuring (.3); review debt documents (.5) (FrameMax)	1.3
09/25/12	A Metcalf	B230	Call with B. Lundstrom regarding Tensar ownership	0.3

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Date	Timekeeper	Task	Description	Hours
			structure, financing document change of control provisions	
09/25/12	A Metcalf	B230	Call with B. Lundstrom regarding Varel and Downhole Products financing document change of control provisions	0.2
09/25/12	J Brown	B260	Participate in telephone conference with Bill Lundstrom and Andrew Metcalf to discuss rights and preferences of equity securities of Tensar Corporation	0.4
09/27/12	D Elsbeck	B260	Draft resolutions and notice regarding CEPL Newco designee change (0.7); email correspondence regarding same (0.2) (Secondary Sale)	0.9
09/25/12	P Ferdinands	B320	Review memoranda from L. Hirsh regarding exclusivity issues	0.3
09/26/12	P Ferdinands	B320	Prepare memoranda to I. Salah, A. Metcalf, J. Ali, B. Newland, M. Rainey regarding exclusivity issues (.5); review memoranda from I. Salah, J. Ali regarding plan alternatives (.2)	0.7

231.0

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Timekeeper	Status	Hours	Rate	Value
Jaron Brown	Partner	0.4	625.00	250.00
Anne Cox	Partner	0.6	675.00	405.00
Paul Ferdinands	Partner	9.9	785.00	7,771.50
Kathryn Furman	Partner	0.5	715.00	357.50
Austin Jowers	Partner	0.4	600.00	240.00
Richard Marooney	Partner	8.1	730.00	5,913.00
Andrew Metcalf	Partner	0.5	850.00	425.00
Benjamin Newland	Partner	0.6	840.00	504.00
Brannon Robertson	Partner	2.4	545.00	1,308.00
Paul Straus	Partner	57.8	720.00	41,616.00
Douglas Elsbeck	Associate	0.9	520.00	468.00
David Joffe	Associate	36.6	480.00	17,568.00
Lauren Mitchell	Associate	89.9	510.00	45,849.00
Phillip Sacks	Associate	3.2	630.00	2,016.00
Elias Sayegh	Associate	5.0	550.00	2,750.00
Jamie Stainback	Associate	3.1	500.00	1,550.00
Evelyn Bellew	Paralegal	0.8	295.00	236.00
Missy Heinz	Paralegal	9.9	285.00	2,821.50
John McCullough	Practice Support	0.4	275.00	110.00
Total		231.0		132,158.50

Expenses Incurred

09/30/12	Computer Research - Lexis/Westlaw	2,943.97
09/30/12	Duplicating Costs	221.20
	Total Expenses	3,165.17

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Task Summary

Task	Hours	Value
B110 Case Administration	6.2	3,476.00
B160 Fee/Employment Applications	16.4	8,074.00
B190 Other Contested Matters (excluding assumption/rejection motions)	195.2	112,364.00
B210 Business Operations	8.2	4,663.50
B230 Financing/Cash Collections	2.7	2,078.00
B260 Board of Directors Matters	1.3	718.00
B320 Plan and Disclosure Statement (including Business Plan)	1.0	785.00
Total	<u>231.0</u>	<u>132,158.50</u>

Task Summary - Disbursements

E101 Copying	221.20
E106 Online Research	2,943.97
Expenses	<u>3,165.17</u>

Exhibit A-2

Time Records for the Compensation Period
(Portfolio Matters)

KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: SunTrust Bank
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

Arcapita Bank B.S.C.(c)
Batelco Commercial Centre - 8th Floor
Bldg 114, Block 304
Al Khalifa Ave, P.O. Box 1406
Manama
BAHRAIN

Invoice No. 9809699
Invoice Date 10/18/12
Client No. 05241

For questions, contact:
Isam Salah +1 212 556 2140

For Professional Services Rendered through 09/30/12:

Fees	\$	25,635.00
Expenses		18.66
Total this Invoice	\$	25,653.66

PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
08/20/12	A Metcalf	Call with J. Brown regarding letter of intent; follow up emails to J. Brown regarding the same (Southland)	0.4
08/21/12	A Metcalf	Review letter of intent (Southland)	0.3
08/27/12	A Metcalf	Review current financing agreements; begin markup of draft contribution agreement (Southland)	1.7
08/27/12	E Sayegh	Discuss current financing structure with A. Metcalf; provide A. Metcalf with information regarding lease facility (Southland)	0.6
08/28/12	A Metcalf	Call with W. Pressgrove regarding tax issues with restructuring; complete mark up of contribution agreement and forward to J. Brown (Southland)	2.3
08/28/12	E Sayegh	Email description of existing credit agreement to J. Brown (Southland)	0.3
09/04/12	E Bellew	Review email from I. Salah regarding dissolution documents (0.1); compose response to KPMG and interim response to I. Salah (0.3); discuss dissolution of Longwood Towers with J. Stull (0.1) (Longwood)	0.5
09/04/12	J Stull	Revise Longwood Towers LLC dissolution documentation (Longwood)	0.2
09/05/12	T Amdor	Review settlement agreement and LLC agreement (0.7); discuss asset sale, distribution and board composition issues with client and A. Fallon (0.3) (MoBay)	1.0
09/05/12	E Bellew	Review email from KPMG regarding dissolution and IRS form 966 (0.2); telephone call from I. Salah regarding same (0.1); compose emails to KPMG in response (0.3) (Longwood)	0.6
09/05/12	A Fallon	Conference call with B. Lundstrom, T. Amdor and K&S litigation team regarding distribution options for MoBay (1.7); preparation for conference call (0.5) (MoBay)	2.2
09/05/12	J Stull	Discuss dissolution of Longwood Towers LLC with I. Salah (Longwood)	0.1
09/06/12	E Bellew	Review DGCL regarding "expiration" of company with J. Stull (0.2); compose emails to Arcapita regarding documents for signature (0.7) (Longwood)	0.9
09/06/12	I Salah	Review resolutions and certificate of dissolution regarding Longwood Towers LLC (Longwood)	0.3
09/06/12	J Stull	Revise Longwood Towers LLC dissolution documentation per comments from I. Salah; coordinate execution of documentation with E. Bellew (Longwood)	0.4
09/07/12	E Bellew	Review resolution for dissolution of Longwood Towers LLC and compose email to A. Kim regarding the addition of J. Sweeny as a signatory (0.4); review reply from A. Kim, revise signature page to consent for Longwood Holding Company and compose email to A. Kim regarding same (0.4) (Longwood)	0.8

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Date	Timekeeper	Description	Hours
09/10/12	E Bellew	Discuss dissolution documents with J. Stull and compose emails to A. Kim regarding same (Longwood)	0.6
09/10/12	M Smith	Review Klapmeier settlement agreement (0.3); email with B. Lindstrom regarding new Klapmeier lawsuit (0.2) (Cirrus)	0.5
09/11/12	E Bellew	Review email from A. Kim regarding signatories for Longwood Towers LLC; review consent and compose responses (Longwood)	0.4
09/11/12	P Ferdinands	Prepare memoranda to J. Harris, M. Smith regarding Klapmeier lawsuit (.3); review memoranda from J. Harris, M. Smith, K. Si-Ahmed, B. Lundstrom regarding Klapmeier lawsuit (.4); meetings with J. Harris, M. Smith regarding Klapmeier lawsuit (.8) (Cirrus)	1.5
09/11/12	J Harris	Preparation for and meeting with P. Ferdinands, M. Smith regarding breach claim against Cirrus Holding and outline of potential strategy to reduce and/or eliminate company exposure (Cirrus)	1.1
09/11/12	M Smith	Conference call with B. Lundstrom regarding Klapmeier suit and options for resolution (0.3); review Klapmeier suit (0.3); conference with J. Harris, P. Ferdinands regarding options for resolution (0.8) (Cirrus)	1.4
09/11/12	J Stull	Correspondence with E. Bellew and A. Kim regarding dissolution of Longwood investment and financing structure (Longwood)	0.2
09/12/12	J Harris	Review of Merger Agreement and Settlement Agreement regarding disclosure to purchaser, and potential liability exposure (Cirrus)	1.4
09/14/12	P Ferdinands	Telephone call with J. Weiss regarding Klapmeier litigation, sale of Cirrus (.7); review Klapmeier settlement agreement, Cirrus merger agreement, closing documents (1.8); prepare memoranda to J. Weiss, M. Smith, J. Harris, M. Rosenthal regarding Klapmeier litigation, Cirrus transaction (.6); review memoranda from J. Weiss, M. Rosenthal, J. Harris, M. Smith regarding Klapmeier litigation, Cirrus transaction (.3) (Cirrus)	3.4
09/17/12	E Bellew	Review email for J. Stull regarding status of documents and compose email to A. Kim regarding dissolution documents (0.2); revise documents for dates (0.2); compose emails to CSC regarding filing of the certificate of dissolution for Longwood Towers, LLC (0.3) (Longwood)	0.7
09/17/12	P Ferdinands	Prepare memoranda to K. Si-Ahmed, B. Lundstrom regarding Klapmeier lawsuit (0.3); review memoranda from K. Si-Ahmed, B. Lundstrom regarding Klapmeier lawsuit (0.2) (Cirrus)	0.5
09/18/12	E Bellew	Review email from CSC regarding filed certificate of dissolution; telephone call to J. Stull; compose email to Arcapita regarding same (Longwood)	0.3
09/19/12	P Ferdinands	Prepare memoranda to B. Lundstrom, K. Si-Ahmed regarding Klapmeier lawsuit (.3); review Klapmeier complaint (.5);	1.5

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Date	Timekeeper	Description	Hours
		telephone call with S. Leventhal (Klapmeier's lawyer) regarding lawsuit (.4); review memoranda from S. Leventhal, B. Lundstrom, M. Heinz regarding Klapmeier lawsuit (.3) (Cirrus)	
09/19/12	A Metcalf	Call with J. Brown regarding status (Southland)	0.2
09/20/12	A Fallon	Draft, review and revise corporate resolutions removing B. McCabe and T. Nelson from the Board of MoBay Storage Holdings and Falcon Gas Storage (.7); draft, review and revise corporate resolutions removing B. McCabe and C. Griffith from the Boards of Gastorage Funding, Gastorage Funding II and Gastorage Investments II (.8); draft, review and revise resolutions removing B. McCabe and T. Nelson as officers from Desert Southwest, Falcon Gas Storage, MoBay Storage Holdings, MoBay Storage Partners and MoBay Storage Hub (.7); draft review and revise resolutions removing B. McCabe and C. Griffith as officers of Gastorage Funding, Gastorage Funding II and Gastorage Investments II (.4); draft correspondence and signing instructions to A. Kim at Arcapita (.3) (MoBay)	2.9
09/20/12	P Ferdinands	Telephone calls with K. Si-Ahmed, B. Lundstrom, S. Dickman, B. Gowrie regarding Cirrus Holdings (1.1); prepare memoranda to B. Lundstrom, K. Si-Ahmed, M. Heinz regarding Cirrus Holdings (lawsuit) (.4); review memoranda from K. Si-Ahmed, B. Lundstrom, M. Heinz, S. Dickson regarding Cirrus Holdings (lawsuit) (.3) (Cirrus)	1.8
09/21/12	E Bellew	Review emails from A. Fallon and A. Kim regarding changes in directorships (0.4); revise company lists for same (0.6) (Falcon)	1.0
09/24/12	P Ferdinands	Review memoranda from B. Lundstrom regarding CHCL shareholders (Cirrus)	0.4
09/24/12	E Sayegh	Meeting with A. Metcalf regarding Southland sale; telephone call with J. Loring, SunTrust counsel regarding the same (Southland)	0.7
09/25/12	E Sayegh	Telephone call with A. Metcalf and J. Brown regarding sale of Southland; compile and send to J. Brown real estate related documentation (Southland)	1.3
09/26/12	P Ferdinands	Telephone calls with S. Folpp regarding Klapmeier lawsuit, CHCL (.8); prepare memoranda to S. Folpp, K. Si-Ahmed, B. Lundstrom regarding Klapmeier lawsuit, sale of Cirrus, CHCL (1.1); review memoranda from S. Folpp, K. Si-Ahmed, B. Lundstrom regarding Klapmeier lawsuit, CHCL (.4) (Cirrus)	2.3
09/26/12	M Heinz	Obtain Motion for Relief From Stay (Forba)	0.2
09/27/12	P Ferdinands	Review bankruptcy pleadings (Forba)	0.6
09/27/12	P Ferdinands	Prepare memoranda to S. Folpp, A. Kim, K. Si-Ahmed, B. Lundstrom regarding Klapmeier lawsuit, related issues (.6); review organizational documents for CHCL (.8); review memoranda from A. Kim, S. Folpp regarding CHCL (.3) (Cirrus)	1.7

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Date	Timekeeper	Description	Hours
			<u>39.2</u>

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Paul Ferdinands	Partner	13.7	785.00	10,754.50
Jay Harris	Partner	2.5	740.00	1,850.00
Andrew Metcalf	Partner	4.9	850.00	4,165.00
Isam Salah	Partner	0.3	975.00	292.50
Michael Smith	Partner	1.9	830.00	1,577.00
Todd Amdor	Counsel	1.0	585.00	585.00
Archie Fallon	Associate	5.1	490.00	2,499.00
Elias Sayegh	Associate	2.9	550.00	1,595.00
James Stull	Associate	0.9	610.00	549.00
Evelyn Bellew	Paralegal	5.8	295.00	1,711.00
Missy Heinz	Paralegal	0.2	285.00	57.00
Total		<u>39.2</u>		<u>25,635.00</u>

Expenses Incurred

08/15/12	VENDOR: Soundpath INVOICE#: 4045724600-081912 DATE: 8/19/2012 Readyconference Plus Audio;08/15/2012;Fallon	18.66
Total Expenses		<u>18.66</u>