

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

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: **Chapter 11**
: **Case No. 12-11076 (SHL)**
: **(Jointly Administered)**
: **Debtors.**
: **(Jointly Administered)**
: **(Jointly Administered)**
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**SIXTH MONTHLY FEE STATEMENT OF KPMG LLP (US)
AS TAX CONSULTANTS FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD BEGINNING
JANUARY 1, 2013 THROUGH JANUARY 31, 2013**

Name of Applicant:	KPMG LLP (US)
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	July 11, 2012 <i>nunc pro tunc</i> to March 19, 2012
Period for which Compensation and Expense Reimbursement is sought:	January 1, 2013 through January 31, 2013
Amount of Fees:	\$ 34,754.76 ¹
Amount of Expense Reimbursement:	\$ 0.00

This is an: Monthly Interim Final Application

¹ \$27,803.81 represents 80% of compensation sought as reimbursement for fees for the Sixth Monthly Fee Statement.

EXHIBIT A

Arcapita Bank B.S.C. (c)
Summary Of Hours and Fees Incurred By Professional
January 1, 2013 through January 31, 2013

<u>Professional</u>	<u>Position</u>	<u>Current Hours Billed</u>	<u>Hourly Rate</u>	<u>Fees Billed</u>
Beel, Ryan C.	Senior Associate	7.6	\$ 319.00	\$ 2,424.40
Beel, Ryan C.	Senior Associate	23.5	\$ 364.00	\$ 8,550.36 ⁽¹⁾
Chigurupati, Vijaya	Associate	5.1	\$ 245.00	\$ 1,249.50
Chigurupati, Vijaya	Associate	1.2	\$ 280.00	\$ 336.00 ⁽¹⁾
DeCairano, Jill M.	Senior Manager	3.5	\$ 543.00	\$ 1,900.50
DeCairano, Jill M.	Senior Manager	10.0	\$ 620.00	\$ 6,200.00 ⁽¹⁾
Garza, Juanita F.	Paraprofessional	2.9	\$ 136.00	\$ 394.40
Grande, Mary C.	Partner	5.0	\$ 760.00	\$ 3,800.00
Kang, Brian S.	Associate	6.0	\$ 280.00	\$ 1,680.00
Kim, Dale Y.	Manager	0.5	\$ 492.00	\$ 246.00
LeDoux, Cori L.	Associate	1.0	\$ 280.00	\$ 280.00
Maimin, Donna	Partner	1.5	\$ 760.00	\$ 1,140.00
Plangman, Monica	Manager	5.7	\$ 492.00	\$ 2,804.40
Tatum, Pamela R.	Senior Associate	10.3	\$ 364.00	\$ 3,749.20
Total Hours and Fees		83.8		\$ 34,754.76
Total Fees				\$ 34,754.76
Out of Pocket Expenses				\$ -
Subtotal of Fees and Out of Pocket Expenses				\$ 34,754.76
less Holdback Adjustment (20% of Fees)				\$ (6,950.95)
Net Requested Fees & Out of Pocket Expenses				\$ 27,803.81
Hourly Blended Rate			\$ 424.78	

⁽¹⁾This work relates to tax consulting services and as such the tax consulting rates apply.

EXHIBIT B

Arcapita Bank B.S.C. (c)
Summary of Hours and Fees Incurred by Category
January 1, 2013 through January 31, 2013

<u>Category</u>	<u>Exhibit</u>	<u>Hours</u>	<u>Fees</u>
Tax Compliance Services	D1	16.2	\$ 5,574.40
Retention Preparation	D2	4.1	\$ 2,017.20
Fee Application Preparation	D3	14.8	\$ 4,930.80
Tax Consulting Services	D4	6.2	\$ 2,132.36
2010 IRS Exam	D5	42.5	\$ 20,100.00
	Total	83.8	\$ 34,754.76

EXHIBIT C

Arcapita Bank B.S.C. (c)
Summary of Out of Pocket Expenses
January 1, 2013 through January 31, 2013

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

EXHIBIT C1

Arcapita Bank B.S.C. (c)
Detail of Out of Pocket Expenses
January 1, 2013 through January 31, 2013

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

EXHIBIT D1

Arcapita Bank B.S.C. (c)
Tax Compliance Services
January 1, 2013 through January 31, 2013
(includes time not previously billed)

Name	Date	Description	Hours	Rate	Amount
Beel, Ryan C.	5-Nov-12	Requesting information from client in order to prepare the 2012 fourth quarter estimates for all entities	1.6	\$ 319.00	\$ 510.40
Beel, Ryan C.	6-Nov-12	Review of Aspen Valley Ranch fourth quarter activity. Confirm the deed in lieu conforms to 108(a)	1.0	\$ 319.00	\$ 319.00
Beel, Ryan C.	7-Nov-12	Prepare Arcapita 2012 Fourth Quarter Estimate Summary workpapers for all entities	2.0	\$ 319.00	\$ 638.00
DeCairano, Jill M.	15-Nov-12	Senior Manager review of the Arcapita fourth quarter estimates for all entities	2.0	\$ 543.00	\$ 1,086.00
DeCairano, Jill M.	26-Nov-12	Senior Manager review of the US Senior Living fourth quarter estimate calculation.	1.5	\$ 543.00	\$ 814.50
Chigurupati, Vijaya	26-Nov-12	Associate preparation of the US Senior Living fourth quarter estimate calculation.	3.5	\$ 245.00	\$ 857.50
Chigurupati, Vijaya	27-Nov-12	Revisions performed to US Senior Living fourth quarter estimate calculation.	0.3	\$ 245.00	\$ 73.50
Chigurupati, Vijaya	28-Nov-12	Additional revisions performed to US Senior Living fourth quarter estimate calculation.	0.8	\$ 245.00	\$ 196.00
Beel, Ryan C.	28-Nov-12	Senior Associate review of the US Senior Living fourth quarter estimate calculation.	3.0	\$ 319.00	\$ 957.00
Chigurupati, Vijaya	6-Dec-12	Prepare document related to the fourth quarter estimate calculation for retention in Orion for client's future retrieval.	0.5	\$ 245.00	\$ 122.50
Total Tax Compliance Services			16.2		\$ 5,574.40

EXHIBIT D2

Arcapita Bank B.S.C. (c)
Retention Preparation
January 1, 2013 through January 31, 2013

Name	Date	Description	Hours	Rate	Amount
Plangman, Monica	4-Jan-13	Prepare spreadsheet of rates to be charged in new engagement letter and transmit email to J. DeCairano (KPMG) regarding specifics of new services.	0.2	\$492.00	\$ 98.40
Plangman, Monica	4-Jan-13	Draft supplemental declaration regarding specifics of new services.	0.7	\$492.00	\$ 344.40
Plangman, Monica	4-Jan-13	Transmit communication to S. Carlin (KPMG) regarding supplemental required in bankruptcy matter along with specifics.	1.2	\$492.00	\$ 590.40
Plangman, Monica	7-Jan-13	Continue to create supplemental declaration, pulling data from previous filings and incorporating details from engagement letter.	0.6	\$492.00	\$ 295.20
Plangman, Monica	15-Jan-13	Finalize supplemental draft and provide to Sr. Manager for review.	0.3	\$492.00	\$ 147.60
Plangman, Monica	18-Jan-13	Revise supplemental declaration and transmit to S. Carlin (KPMG) for comments.	0.4	\$492.00	\$ 196.80
Plangman, Monica	23-Jan-13	Revise supplemental email and transmit to OGC for review and comments.	0.7	\$492.00	\$ 344.40
Total Retention Preparation			<u>4.1</u>		<u>\$ 2,017.20</u>

EXHIBIT D3

Arcapita Bank B.S.C. (c)
Fee Application Preparation
January 1, 2013 through January 31, 2013
(includes time not previously billed)

Name	Date	Description	Hours	Rate	Amount
Tatum, Pamela R.	5-Nov-12	Pull voluntary petition from the docket and forward to Manager as requested.	0.1	\$ 364.00	\$ 36.40
Tatum, Pamela R.	5-Nov-12	Compile the October detail and incorporate into the fee statement exhibits.	0.4	\$ 364.00	\$ 145.60
Tatum, Pamela R.	5-Nov-12	Prepare fee analysis as requested by Manager.	0.5	\$ 364.00	\$ 182.00
Tatum, Pamela R.	6-Nov-12	Prepare information regarding the 2nd interim hearing and provide to engagement team.	0.2	\$ 364.00	\$ 72.80
Tatum, Pamela R.	8-Nov-12	Compile the October task descriptions and incorporate into the fee statement.	1.3	\$ 364.00	\$ 473.20
Tatum, Pamela R.	9-Nov-12	Prepare Consolidated Exhibits for the period of August 1, 2012 through October 31, 2012.	0.5	\$ 364.00	\$ 182.00
Tatum, Pamela R.	9-Nov-12	Prepare the September invoice allocation and reconciliation.	0.5	\$ 364.00	\$ 182.00
Tatum, Pamela R.	9-Nov-12	Compile the October task descriptions and incorporate into the fee statement.	0.9	\$ 364.00	\$ 327.60
Plangman, Monica	14-Nov-12	Manager review of fee application prior to finalization.	0.3	\$ 492.00	\$ 147.60
Tatum, Pamela R.	15-Nov-12	Prepare the narrative related to the Second Interim fee application for the period of August 1, 2012 through October 31, 2012.	1.4	\$ 364.00	\$ 509.60
Tatum, Pamela R.	15-Nov-12	Continue to incorporate information received into the October fee statement exhibits and forward to Manager for final review.	1.6	\$ 364.00	\$ 582.40
Plangman, Monica	16-Nov-12	Address question regarding billing rates for October fee statement.	0.1	\$ 492.00	\$ 49.20
Tatum, Pamela R.	16-Nov-12	Finalize the October fee statement and forward to Debtor's Counsel to file and serve.	0.2	\$ 364.00	\$ 72.80
Plangman, Monica	16-Nov-12	Incorporate most recently received details into interim fee application.	0.5	\$ 492.00	\$ 246.00
Tatum, Pamela R.	16-Nov-12	Incorporate additional information received into the Second Interim Narrative for the period of August 1, 2012 through October 31, 2012.	1.2	\$ 364.00	\$ 436.80

EXHIBIT D3

Arcapita Bank B.S.C. (c)
Fee Application Preparation
January 1, 2013 through January 31, 2013
(includes time not previously billed)

Name	Date	Description	Hours	Rate	Amount
Tatum, Pamela R.	19-Nov-12	Continue to incorporate additional information received into the Second Interim Narrative, application and certification for the period of August 1, 2012 through October 31, 2012.	0.8	\$ 364.00	\$ 291.20
Tatum, Pamela R.	21-Nov-12	Finalize the Second Interim Application and forward to Debtor's Counsel to file and serve.	0.2	\$ 364.00	\$ 72.80
Tatum, Pamela R.	21-Nov-12	Continue to incorporate additional information received into the Second Interim Narrative, application and certification for the period of August 1, 2012 through October 31, 2012.	0.5	\$ 364.00	\$ 182.00
Garza, Juanita F.	2-Dec-12	Pull internal system's time details to incorporate in month's fee statement.	0.1	\$ 136.00	\$ 13.60
Garza, Juanita F.	7-Dec-12	Prepare exhibits to incorporate into 6th fee statement.	0.3	\$ 136.00	\$ 40.80
Garza, Juanita F.	13-Dec-12	Continue to prepare exhibits for inclusion in 6th fee statement.	0.1	\$ 136.00	\$ 13.60
Garza, Juanita F.	18-Dec-12	Discussion with M. Plangman (KPMG) regarding US Trustee request for reduction of fees, review fee statement details regarding requested reduction.	0.4	\$ 136.00	\$ 54.40
Garza, Juanita F.	19-Dec-12	Review cash payments for inclusion in interim fee application.	0.2	\$ 136.00	\$ 27.20
Garza, Juanita F.	19-Dec-12	Review email from debtor's counsel regarding future payment.	0.2	\$ 136.00	\$ 27.20
Plangman, Monica	20-Dec-12	Transmit communication to UST regarding KPMG's fees in second interim that were questioned, providing additional details and support for specific professionals.	0.5	\$ 492.00	\$ 246.00
Plangman, Monica	21-Dec-12	Finalize agreement with US Trustee regarding reduction for second interim fee application.	0.2	\$ 492.00	\$ 98.40
Garza, Juanita F.	7-Jan-13	Continue to prepare exhibits for 6th fee statement.	0.9	\$ 136.00	\$ 122.40
Garza, Juanita F.	8-Jan-13	Continue to prepare exhibits for 6th fee statement.	0.2	\$ 136.00	\$ 27.20
Garza, Juanita F.	29-Jan-13	Continue to prepare exhibits for 6th fee statement.	0.2	\$ 136.00	\$ 27.20

EXHIBIT D3

Arcapita Bank B.S.C. (c)
Fee Application Preparation
January 1, 2013 through January 31, 2013
(includes time not previously billed)

<u>Name</u>	<u>Date</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Garza, Juanita F.	31-Jan-13	Continue to prepare exhibits for 6th fee statement.	0.3	\$ 136.00	\$ 40.80
Total Fee Application Preparation			<u>14.8</u>		<u>\$ 4,930.80</u>

EXHIBIT D4

Arcapita Bank B.S.C. (c)
Tax Consulting Services
January 1, 2013 through January 31, 2013
(includes time not previously billed)

Name	Date	Description	Hours	Rate	Amount
Kim, Dale Y.	5-Nov-12	Research current status of Illinois NOL (Net Operating Loss) suspension relief for dissolved taxpayers.	0.5	\$ 492.00	\$ 246.00
LeDoux, Cori L.	6-Nov-12	Preparation of NOL schedules for Oklahoma notice response for US Senior Living Inc. and Subsidiaries.	1.0	\$ 280.00	\$ 280.00
Beel, Ryan C.	28-Nov-12	Prepare response to Missouri notice for Outlet Center.	0.8	\$ 364.00	\$ 302.12
Beel, Ryan C.	28-Nov-12	Prepare response to Missouri notice for US Senior Living.	0.8	\$ 364.00	\$ 302.12
Beel, Ryan C.	28-Nov-12	Prepare response to Missouri notice for USSLF Subco.	0.8	\$ 364.00	\$ 302.12
Chigurupati, Vijaya	30-Nov-12	Compile tax return information from workpapers to prepare response to Missouri notices.	0.5	\$ 280.00	\$ 140.00
Chigurupati, Vijaya	17-Dec-12	Compile tax return information from workpapers to prepare response to Missouri notices.	0.4	\$ 280.00	\$ 112.00
Chigurupati, Vijaya	18-Dec-12	Call State of Oklahoma regarding response for notice received.	0.3	\$ 280.00	\$ 84.00
Beel, Ryan C.	18-Dec-12	Prepare response letter to Oklahoma notice for US Senior Living Inc. and subsidiaries.	1.0	\$ 364.00	\$ 364.00
Total Tax Consulting Services			6.2		\$ 2,132.36

EXHIBIT D5

Arcapita Bank B.S.C. (c)
2010 IRS Exam
January 1, 2013 through January 31, 2013
(includes time not previously billed)

Name	Date	Description	Hours	Rate	Amount
Kang, Brian S.	17-Oct-12	Continue to prepare a response package for the IRS' request for more information for the Chicago Condo 2010.	2.0	280.0	\$ 560.00
Beel, Ryan C.	18-Oct-12	Prepare IRS binder with requested documentation regarding the Chicago Condo 2010.	1.0	364.0	\$ 364.00
Beel, Ryan C.	22-Oct-12	Continue to prepare IRS binder with requested documentation regarding the Chicago Condo 2010.	1.4	364.0	\$ 509.60
Kang, Brian S.	18-Oct-12	Prepare a response package for the IRS' request for more information for the Chicago Condo 2010.	2.0	280.0	\$ 560.00
Beel, Ryan C.	22-Oct-12	Continue to prepare IRS binder with requested documentation regarding the Chicago Condo 2010.	2.6	364.0	\$ 946.40
Kang, Brian S.	26-Oct-12	Continue to prepare a response package for the IRS' request for more information for the Chicago Condo 2010.	1.0	280.0	\$ 280.00
DeCairano, Jill M.	05-Nov-12	Senior Manager review of the IDR deliverable to the IRS.	3.0	620.0	\$ 1,860.00
Kang, Brian S.	06-Nov-12	Prepare the IDR deliverable to the IRS.	0.5	280.0	\$ 140.00
Beel, Ryan C.	06-Nov-12	Preparation of the FP-1 and TC-02 IRS response letters for Chicago Condo.	3.0	364.0	\$ 1,092.00
Kang, Brian S.	07-Nov-12	Update IDR for Senior Manager's comments.	0.5	280.0	\$ 140.00
Beel, Ryan C.	07-Nov-12	Review the Murabaha agreements to draft a response letter to IRS request letter.	0.3	364.0	\$ 109.20
Beel, Ryan C.	07-Nov-12	Compile requested documentation required by IRS.	0.3	364.0	\$ 109.20
Beel, Ryan C.	07-Nov-12	Draft a response letter to IRS request letter.	3.4	364.0	\$ 1,237.60
Beel, Ryan C.	12-Nov-12	Update the IRS response binder with new information that will be sent to the IRS agent.	1.0	364.0	\$ 364.00
DeCairano, Jill M.	13-Nov-12	Conference call with IRS agent to discuss status of audit as well as answer questions for the IRS agent.	1.0	620.0	\$ 620.00
Grande, Mary C.	16-Nov-12	Partner review of the Murabaha payable relating to the IDR deliverable to the IRS.	1.0	760.0	\$ 760.00
Grande, Mary C.	19-Nov-12	Partner review of the IDR deliverable to the IRS.	1.0	760.0	\$ 760.00
Grande, Mary C.	26-Nov-12	Continue Partner review of the IDR deliverable to the IRS.	1.0	760.0	\$ 760.00

EXHIBIT D5

Arcapita Bank B.S.C. (c)
2010 IRS Exam
January 1, 2013 through January 31, 2013
(includes time not previously billed)

Name	Date	Description	Hours	Rate	Amount
DeCairano, Jill M.	26-Nov-12	Review of drafted IDR responses and subsequent changes made for delivery to the IRS agent.	4.0	620.0	\$ 2,480.00
Beel, Ryan C.	26-Nov-12	Senior associate preparation of Chicago Condo loan roll forward schedule per IRS agent's request.	4.0	364.0	\$ 1,456.00
Grande, Mary C.	27-Nov-12	Partner review of the IDR deliverable to the IRS.	1.0	760.0	\$ 760.00
Maimin, Donna	29-Nov-12	Review of PBC information in order to properly prepare the IDR deliverable to the IRS.	1.5	760.0	\$ 1,140.00
Beel, Ryan C.	11-Dec-12	Senior Associate preparation of the IDR deliverable to the IRS.	2.0	364.0	\$ 728.00
Grande, Mary C.	14-Dec-12	Partner review of the attorney's comments for the Murabaha payable. This was used to prepare the IDR deliverable to the IRS.	1.0	760.0	\$ 760.00
DeCairano, Jill M.	17-Dec-12	Senior Manager review of the IDR deliverable to the IRS.	2.0	620.0	\$ 1,240.00
Beel, Ryan C.	19-Dec-12	Senior Associate preparation of the IDR deliverable to the IRS.	1.0	364.0	\$ 364.00
Total 2010 IRS Exam			42.5		\$ 20,100.00