

**Objection deadline: April 24, 2013**

**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.*, : Case No. 12-11076 (SHL)  
 :  
 Debtors. : Jointly Administered  
 ----- X

**MONTHLY FEE STATEMENT OF GCG, INC., AS  
ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR THE  
PERIOD OF FEBRUARY 1, 2013 THROUGH FEBRUARY 28, 2013**

Angela Ferrante, Vice President, Bankruptcy Operations  
 Craig Johnson, Senior Director, Bankruptcy Operations  
 GCG, Inc.

March 20, 2013

FOR PROFESSIONAL SERVICES AND DISBURSEMENTS

Re: Arcapita Bank, B.S.C. (c), *et al.*,  
 Debtors and Debtors-in-Possession  
 February 1, 2013 through February 28, 2013

Professional services rendered by GCG, Inc.  
 as Administrative Agent for the Debtors and Debtors-in-Possession (the “Debtors”).

Total Amount of Hourly Compensation for Professional Services	\$4,852.50
Holdback as per <i>Order Granting Debtors Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members</i> , dated May 18, 2012 (20%)	(\$970.50)
Compensation for Professional Services Excluding Holdback	\$3,882.00
Actual and Necessary Expenses	<u>\$0.00</u>
<b>Total Requested Payment</b>	<b><u>\$3,882.00</u></b>

**February Monthly Fee Statement Index**

<b>Exhibit A</b>	<b>Summary of Fees by Billing Category</b>
<b>Exhibit B</b>	<b>Summary of Fees by Timekeeper</b>
<b>Exhibit C</b>	<b>Time Detail</b>

**Exhibit A**  
**to Monthly Fee Statement**

**Summary of Fees by Billing Category**

**COMPENSATION BY BILLING CATEGORY**

Arcapita Bank B.S.C.(c), *et al.*  
(February 1, 2013 - February 28, 2013)

	BLEND ED RATE	TOTAL HOURS BILLED	TOTAL FEES
Solicitation	\$157.04	<b>30.9</b>	<b>\$4,852.50</b>
<b>Total</b>	<b>\$157.04</b>	<b>30.9</b>	<b>\$4,852.50</b>

**Exhibit B**  
**to Monthly Fee Statement**  
**Summary of Fees by Timekeeper**

**COMPENSATION BY TIMEKEEPER**

Arcapita Bank B.S.C.(c), *et al.*  
(February 1, 2013 - February 28, 2013)

**1. Solicitation**

<b>NAME</b>	<b>SENIORITY</b>	<b>BILLING RATE</b>	<b>HOURS</b>	<b>TOTAL DOLLAR VALUE</b>
Petriano, Karen E.	Ass't Director, Bankruptcy	\$225.00	3.2	\$720.00
Hess, Joseph	Sr. Project Manager, Bankruptcy	\$175.00	7.9	\$1,382.50
Young, Emily	Sr. Project Manager, Bankruptcy	\$175.00	4.4	\$770.00
Zeiser, Donna	Sr. Project Manager, Bankruptcy	\$175.00	1.1	\$192.50
Olney, Michael	Consultant	\$125.00	14.3	\$1,787.50
<b>Total Solicitation</b>			<b>30.9</b>	<b>\$4,852.50</b>

**Exhibit C  
to Monthly Fee Statement**

**Time Detail**

GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
<b>Solicitation</b>					
2/11/2013	2.9	Hess, Joseph	Solicitation	\$507.50	Reviewed new solicitation documents (.2); provided documents update to teams (.1); reviewed filed ballot forms/ notices re changes impacting solicitation (.3); reviewed Plan re impact on solicitation (.5); reviewed proposed solicitation order re document packages by claimant category (.4); prepared document distribution (1.3); communication to GCG case team re cure notice mailing deadline (.1).
2/12/2013	1.6	Hess, Joseph	Solicitation	\$280.00	Reviewed Disclosure Statement re issues affecting solicitation (1.4); prepared update to Team re shareholder form processing and retention (.1); prepared memo to Team re special solicitation issues (.1).
2/13/2013	0.3	Hess, Joseph	Solicitation	\$52.50	Reviewed Plan exhibits/addressed potential issues re customization of notice to Class 9(a) claimants.
2/15/2013	1.8	Hess, Joseph	Solicitation	\$315.00	Reviewed solicitation motion re relevant solicitation dates (.2); prepared answers to frequently asked solicitation questions for responding to creditors during the solicitation process (1.6).
2/19/2013	1.3	Hess, Joseph	Solicitation	\$227.50	Meeting with E. Young re solicitation timeline/task planning (.4); attended team meeting with K. Petriano, D. Zeiser and E. Young re solicitation/cure notice/shareholder assignment project logistics (.9)
2/5/2013	1.3	Olney, Michael	Solicitation	\$162.50	Correspondence with A. Gorman re Notice of DS hearing (.1); communicated with A. Gorman re draft Notice (.1); revised Notice of DS hearing (.8); prepared checklist for editing (.3).
2/11/2013	0.3	Olney, Michael	Solicitation	\$37.50	Communicated with E. Young and J. Hess re solicitation planning (.1); emails with E. Young re solicitation assignments (.1); reviewed internal email re cure notice mailing (.1).
2/14/2013	4.7	Olney, Michael	Solicitation	\$587.50	Correspondence with K. Petriano re voting issue (.1); researched prior cases re: voting question (.1); prepared solicitation timeline (4.5).
2/15/2013	0.8	Olney, Michael	Solicitation	\$100.00	Conferred with J. Hess re solicitation timeline (.1); correspondence with J. Hess re solicitation procedures checklist (.1); revised solicitation procedures checklist (.6).
2/19/2013	4.7	Olney, Michael	Solicitation	\$587.50	Revised solicitation procedures checklist in light of new deadlines per final DS etc. motion.
2/20/2013	2.5	Olney, Michael	Solicitation	\$312.50	Continued to revise solicitation procedures checklist.



GCG Detailed Time Entries

Date	Time Elapsed	Associate	Activity	Billing Amount	Description
2/13/2013	0.3	Petriano, Karen E.	Solicitation	\$67.50	Reviewed Solicitation Team emails re: plan and disclosure statement (.2); communication with D. Zeizer re: meeting with Solicitation Team (.1).
2/15/2013	0.2	Petriano, Karen E.	Solicitation	\$45.00	Review multiple Solicitation Team e-mail regarding timeline.
2/19/2013	2.7	Petriano, Karen E.	Solicitation	\$607.50	Prepared for meeting with Solicitation Team, including review of motion to approve disclosure statement and Plan in order to identify voting classes and definitions of same (1.1); meeting with E.Young, J.Hess and D.Zeiser re: solicitation logistics and items for follow-up (.9); prepared preliminary claim reports for each debtor (.7).
2/11/2013	0.5	Young, Emily	Solicitation	\$87.50	Various team communications re solicitation protocols.
2/12/2013	0.8	Young, Emily	Solicitation	\$140.00	Reviewed filed Disclosure Statement.
2/13/2013	0.3	Young, Emily	Solicitation	\$52.50	Internal communication with case team re solicitation process.
2/14/2013	0.3	Young, Emily	Solicitation	\$52.50	Communication with case team/counsel re solicitation process.
2/15/2013	0.4	Young, Emily	Solicitation	\$70.00	Multiple communications with internal solicitation team re solicitation.
2/19/2013	2.1	Young, Emily	Solicitation	\$367.50	Conferred with J. Hess re solicitation tasks/logistics (.4); meeting with J. Hess/K. Petriano/D. Zeiser re solicitation tasks, including plan classification (.9); communications with D. Zeiser re certain deadlines in re solicitation (.2); reviewed solicitation procedures motion/order/attached exhibits (.6).
2/19/2013	1.1	Zeiser, Donna	Solicitation	\$192.50	Attended meeting with K. Petriano, E. Young and J. Hess regarding details of deadlines of service of documents related to solicitation, including reaching out to counsel regarding same (.9); communicated with K. Petriano re: deadlines for claim objections (.2).
<b>Total Billing Amount:</b>				<b>\$4,852.50</b>	