

**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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**SEVENTH MONTHLY FEE STATEMENT OF KPMG LLP (US)
AS TAX CONSULTANTS FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD BEGINNING
MARCH 1, 2013 THROUGH MARCH 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 *nunc pro tunc* to
March 19, 2012
Period for which Compensation and
Expense Reimbursement is sought: March 1, 2013 through
March 31, 2013
Amount of Fees: \$ 17,596.00 ¹
Amount of Expense Reimbursement: \$ 0.00
This is an: X Monthly _____ Interim _____ Final Application

¹ \$14,076.80 represents 80% of compensation sought as reimbursement for fees for the Seventh Monthly Fee Statement.

EXHIBIT A

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

<u>Professional</u>	<u>Position</u>	<u>Current Hours Billed</u>	<u>Hourly Rate</u>	<u>Fees Billed</u>
Belmont, Lauren M.	Associate	5.5	\$ 280	\$ 1,540.00
DeCairano, Jill M.	Senior Manager	8.0	\$ 620	\$ 4,960.00
Garza, Juanita F.	Paraprofessional	5.8	\$ 136	\$ 788.80
Garza, Juanita F.	Associate	3.4	\$ 220	\$ 748.00 ⁽¹⁾
Grande, Mary C.	Partner	2.0	\$ 760	\$ 1,520.00
Plangman, Monica	Manager	1.6	\$ 492	\$ 787.20
VanRossem, Michael C.	Associate	25.9	\$ 280	\$ 7,252.00
Total Hours and Fees		<u>52.2</u>		<u>\$ 17,596.00</u>
Total Fees				\$ 17,596.00
Out of Pocket Expenses				\$ -
Subtotal of Fees and Out of Pocket Expenses				<u>\$ 17,596.00</u>
less Holdback Adjustment (20% of Fees)				\$ (3,519.20)
Net Requested Fees & Out of Pocket Expenses				<u>\$ 14,076.80</u>
Hourly Blended Rate		<u>\$ 362.22</u>		

⁽¹⁾ Rate change due to promotion.

EXHIBIT B

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

<u>Category</u>	<u>Exhibit</u>	<u>Hours</u>	<u>Fees</u>
2011 Tax Compliance Services	D1	-	\$ -
Retention Preparation	D2	0.7	\$ 344.40
Fee Application Preparation	D3	10.1	\$ 1,979.60
2011 Tax Consulting Services	D4	-	\$ -
2010 IRS Exam	D5	-	\$ -
2012 Tax Compliance Services	D6	41.4	\$ 15,272.00
Total		52.2	\$ 17,596.00

EXHIBIT C

Arcapita Bank B.S.C. (c)
Summary of Out of Pocket Expenses
March 1, 2013 through March 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
March 1, 2013 through March 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)
2011 Tax Compliance Services
March 1, 2013 through March 31, 2013

Name	Date	Description	Hours	Rate	Amount
		Total 2011 Tax Compliance Services	<u>0.0</u>		<u>\$ -</u>

EXHIBIT D2

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

Name	Date	Description	Hours	Rate	Amount
Plangman, Monica	1-Feb-13	Revise supplemental and order and send to OGC for approval.	0.2	\$ 492.00	\$ 98.40
Plangman, Monica	1-Feb-13	Email Gibson Dunn and Sr. Manager regarding supplemental.	0.1	\$ 492.00	\$ 49.20
Plangman, Monica	4-Feb-13	Draft emails to S. Carlin (KPMG) and D. Levin (GD&C) regarding supplemental.	0.2	\$ 492.00	\$ 98.40
Plangman, Monica	5-Feb-13	Review comments to supplemental provided by D Levin (GD&C) and send to Partner and S. Carlin (both KPMG) for review and approval.	0.1	\$ 492.00	\$ 49.20
Plangman, Monica	20-Mar-13	Finalize approved supplemental documents and send to D. Levin (GD&C) for filing purposes.	0.1	\$ 492.00	\$ 49.20
Total Retention Preparation			0.7		\$ 344.40

EXHIBIT D3

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

Name	Date	Description	Hours	Rate	Amount
Garza, Juanita F.	12-Feb-13	Prepare exhibits for inclusion in monthly fee statement.	0.4	\$ 136.00	\$ 54.40
Garza, Juanita F.	13-Feb-13	Prepare exhibits for inclusion in monthly fee statement.	3.3	\$ 136.00	\$ 448.80
Garza, Juanita F.	19-Feb-13	Finalize documents and forward to senior manager for review.	0.4	\$ 136.00	\$ 54.40
Plangman, Monica	19-Feb-13	Manager review of fee application documents prior to finalization.	0.6	\$ 492.00	\$ 295.20
Garza, Juanita F.	20-Feb-13	Finalize fee application and forward for final review and approval.	0.5	\$ 136.00	\$ 68.00
Garza, Juanita F.	20-Feb-13	Forward finalized documents to debtor's counsel for filing and service.	0.3	\$ 136.00	\$ 40.80
Plangman, Monica	20-Feb-13	Manager review of fee application documents prior to finalization.	0.2	\$ 492.00	\$ 98.40
Garza, Juanita F.	21-Feb-13	Draft emails and respond to debtor's counsel request regarding forecasted fees.	0.4	\$ 136.00	\$ 54.40
Garza, Juanita F.	22-Feb-13	Draft and respond to emails regarding cash payments for inclusion in interim fee application.	0.5	\$ 136.00	\$ 68.00
Garza, Juanita F.	4-Mar-13	Request information on new projects to be included in monthly fee statements going forward.	0.2	\$ 220.00	\$ 44.00
Garza, Juanita F.	5-Mar-13	Prepare exhibits for inclusion in monthly fee statement.	0.1	\$ 220.00	\$ 22.00
Garza, Juanita F.	7-Mar-13	Draft email regarding go-forward for upcoming fee application filing.	0.1	\$ 220.00	\$ 22.00
Garza, Juanita F.	14-Mar-13	Draft email to manager and partner regarding upcoming interim fee application.	0.2	\$ 220.00	\$ 44.00
Garza, Juanita F.	21-Mar-13	Review cash payments to prepare tables and inclusion in interim fee application	0.4	\$ 220.00	\$ 88.00
Garza, Juanita F.	26-Mar-13	Preparation of exhibits for inclusion in monthly fee statement.	0.3	\$ 220.00	\$ 66.00
Garza, Juanita F.	26-Mar-13	Prepare exhibits for inclusion in interim fee application.	0.3	\$ 220.00	\$ 66.00
Garza, Juanita F.	27-Mar-13	Preparation of exhibits for inclusion in monthly fee statement.	0.9	\$ 220.00	\$ 198.00

EXHIBIT D3

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

Name	Date	Description	Hours	Rate	Amount
Garza, Juanita F.	28-Mar-13	Prepare exhibits for inclusion in interim fee application.	0.9	\$ 220.00	\$ 198.00
Plangman, Monica	29-Mar-13	Review payments received to include in interim fee application documents.	0.1	\$ 492.00	\$ 49.20
Total Fee Application Preparation			<u>10.1</u>		<u>\$ 1,979.60</u>

EXHIBIT D4

Arcapita Bank B.S.C. (c)
2011 Tax Consulting Services
March 1, 2013 through March 31, 2013

<u>Name</u>	<u>Date</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		Total 2011 Tax Consulting Services	<u><u>0.0</u></u>		<u><u>\$ -</u></u>

EXHIBIT D5

Arcapita Bank B.S.C. (c)
2010 IRS Exam
March 1, 2013 through March 31, 2013

<u>Name</u>	<u>Date</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		Total 2010 IRS Exam	<u><u>0.0</u></u>		<u><u>\$ -</u></u>

EXHIBIT D6

Arcapita Bank B.S.C. (c)
2012 Tax Compliance Services
March 1, 2013 through March 31, 2013
(includes time not previously billed)

Name	Date	Description	Hours	Rate	Amount
VanRossem, Michael C.	21-Feb-13	Prepare and send request to tax preparers and client to gather information for 2012 extensions and 2013 1Q estimates.	3.0	\$ 280.00	\$ 840.00
VanRossem, Michael C.	26-Feb-13	Reviewing prior year workpapers to prepare current workpapers.	1.4	\$ 280.00	\$ 392.00
VanRossem, Michael C.	26-Feb-13	Contact client regarding outstanding information for all entities.	2.1	\$ 280.00	\$ 588.00
Belmont, Lauren M.	26-Feb-13	Staff preparation of 2012 tax extensions for various entities (Orlando Conversion, Orlando Development, Orlando Residential, Longwood, Chicago, OSP, Aspen, and Pond Bay).	3.5	\$ 280.00	\$ 980.00
VanRossem, Michael C.	27-Feb-13	Review of information provided by tax advisors for US Senior Living to prepare returns and estimates.	1.0	\$ 280.00	\$ 280.00
Belmont, Lauren M.	27-Feb-13	Staff preparation of 2012 tax extensions for various entities (US Senior Living Funding Inc. and Subsidiaries., Outlet, Waverly, Palatine).	2.0	\$ 280.00	\$ 560.00
DeCairano, Jill M.	28-Feb-13	Senior Manager Review of 2012 tax extensions for all entities (Orlando Conversion, Orlando Development, Orlando Residential, Longwood, Chicago, OSP, Aspen, Pond Bay, US Senior Living Funding Inc. and Subsidiaries., Outlet, Waverly, and Palatine)	1.8	\$ 620.00	\$ 1,116.00
DeCairano, Jill M.	28-Feb-13	Continue Senior Manager Review of 2012 tax extensions for all entities (Orlando Conversion, Orlando Development, Orlando Residential, Longwood, Chicago, OSP, Aspen, Pond Bay, US Senior Living Funding Inc. and Subsidiaries., Outlet, Waverly, and Palatine)	2.2	\$ 620.00	\$ 1,364.00
VanRossem, Michael C.	5-Mar-13	Prepare US Senior entities' extension workpapers.	3.0	\$ 280.00	\$ 840.00
DeCairano, Jill M.	7-Mar-13	Senior Manager Review of changes made by senior/staff to Form 1042 prepared for Orlando Conversion.	0.4	\$ 620.00	\$ 248.00

EXHIBIT D6

Arcapita Bank B.S.C. (c)
2012 Tax Compliance Services
March 1, 2013 through March 31, 2013
(includes time not previously billed)

Name	Date	Description	Hours	Rate	Amount
DeCairano, Jill M.	7-Mar-13	Continue Senior Manager Review of 2012 tax extensions for all entities (Orlando Conversion, Orlando Development, Orlando Residential, Longwood, Chicago, OSP, Aspen, Pond Bay, US Senior Living Funding Inc. and Subsidiaries, Outlet, Waverly, and Palatine)	3.6	\$ 620.00	\$ 2,232.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for Chicago Condo.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for Longwood.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for Orlando Conversion.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for OSP	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for Palatine.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for Pond Bay.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for Waverly.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for Aspen Valley	0.5	\$ 280.00	\$ 140.00
VanRossem, Michael C.	8-Mar-13	Senior review of 2012 tax extension for USSLF Sub consolidated.	1.0	\$ 280.00	\$ 280.00
VanRossem, Michael C.	11-Mar-13	Revision to 2012 extension after manager review and comments for Palatine.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	11-Mar-13	Senior review of 2012 tax extension for Orlando Development and Orlando Residential.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	11-Mar-13	Continue senior review of 2012 tax extension for US Senior Living Funding Inc. and Subsidiaries.	0.5	\$ 280.00	\$ 140.00
VanRossem, Michael C.	11-Mar-13	Make changes to 2012 extension per manager review for OSP	0.5	\$ 280.00	\$ 140.00
VanRossem, Michael C.	11-Mar-13	Revisions to 2012 extension after manager review and comments for Pond Bay.	0.5	\$ 280.00	\$ 140.00

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Arcapita Bank B.S.C. (c)
2012 Tax Compliance Services
March 1, 2013 through March 31, 2013
(includes time not previously billed)

Name	Date	Description	Hours	Rate	Amount
VanRossem, Michael C.	11-Mar-13	Revisions to Chicago Condo 2012 extensions after manager review and comments for Chicago.	0.5	\$ 280.00	\$ 140.00
VanRossem, Michael C.	11-Mar-13	Revisions to Longwood 2012 extensions after manager review and comments.	0.5	\$ 280.00	\$ 140.00
VanRossem, Michael C.	11-Mar-13	Senior review of 2012 tax extension for Outlet Funding.	0.5	\$ 280.00	\$ 140.00
Grande, Mary C.	11-Mar-13	Partner review of 2012 tax extensions for all entities.	2.0	\$ 760.00	\$ 1,520.00
VanRossem, Michael C.	12-Mar-13	Preparation of 2012 tax extension for US Senior Living.	1.0	\$ 280.00	\$ 280.00
VanRossem, Michael C.	12-Mar-13	Preparation of 2012 Form 1042, 1042-S, 1042-T for Orlando Conversion.	2.0	\$ 280.00	\$ 560.00
VanRossem, Michael C.	14-Mar-13	Preparation of 2012 tax extension for US Senior Living Inc. and Subsidiaries.	1.0	\$ 280.00	\$ 280.00
VanRossem, Michael C.	14-Mar-13	Revision to 2012 extensions after manager review and comments for Waverly e-file form.	1.0	\$ 280.00	\$ 280.00
VanRossem, Michael C.	15-Mar-13	Prepare E-file 2012 tax extension for Orlando.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	15-Mar-13	Prepare E-file 2012 tax extension for OSP.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	15-Mar-13	Prepare E-file 2012 tax extension for Outlet.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	15-Mar-13	Prepare E-file 2012 tax extension for Palatine.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	15-Mar-13	Process E-file 2012 tax extension for Aspen Valley.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	15-Mar-13	Process E-file 2012 tax extension for Chicago Condo.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	15-Mar-13	Process E-file 2012 tax extension for Longwood.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	15-Mar-13	Process E-file 2012 tax extension for Pond Bay.	0.3	\$ 280.00	\$ 84.00
VanRossem, Michael C.	15-Mar-13	Process E-file 2012 tax extension for Waverly.	0.3	\$ 280.00	\$ 84.00

EXHIBIT D6

Arcapita Bank B.S.C. (c)
2012 Tax Compliance Services
March 1, 2013 through March 31, 2013
(includes time not previously billed)

Name	Date	Description	Hours	Rate	Amount
VanRossem, Michael C.	15-Mar-13	Process E-file 2012 tax extension for US Senior Living Inc. and Subsidiaries and USSLF Sub consolidated.	0.5	\$ 280.00	\$ 140.00
Total 2012 Tax Compliance Services			41.4		\$ 15,272.00