## UNITED STATES BANKRUPTCY COURT

 SOUTHERN DISTRICT OF NEW YORKIn re:
ARCAPITA BANK B.S.C.(c), et al.,

Debtors.
)
) Chapter 11
)
Case No. 12-11076 (SHL)
) (Jointly Administered)
)

## ELEVENTH STATEMENT SUBMITTED IN COMPLIANCE WITH ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING PROCEDURES FOR INTERIM MONTHLY COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS FOR THE PERIOD MARCH 1, 2013 THROUGH MARCH 31, 2013

The statement ("Fee Statement") of FTI Consulting, Inc. ("FTI") as financial advisor to the Official Committee of Unsecured Creditors of Arcapita Bank B.S.C.(c), et al., debtors and debtors in possession, (collectively, the "Debtors") 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] Pursuant to sections 105(a) and 331, of title 11, United States Code (the "Order") entered by the Honorable Sean H. Lane, United States Bankruptcy Judge, of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY, on May 18, 2012, does respectfully represent and allege as follows:

1. The fees and disbursements billed during the period from March 1, 2013 through and including March 31, 2013 (the "Eleventh Period") amount to:

|  | Heventh Period <br> (3/1/13-3/31/13) |  |
| :--- | ---: | ---: |
| Fees | $\$ 282,556.00$ |  |
| Less: $20 \%$ Holdback | $(56,511.20)$ |  |
| Fees Incurred at $80 \%$ | $226,044.80$ |  |
| Disbursements | $2,836.09$ |  |
| TOTAL | $\mathbf{S}$ | $\mathbf{2 2 8 , 8 8 0 . 8 9}$ |

As stated in the FTI Retention Application, FTI has agreed to seek compensation on an hourly basis, plus reimbursement of actual and necessary expenses for the Eleventh Period. Total fees for the Eleventh Period based on our prevailing billing rates were $\$ 282,556.00$ for a total of 475.6 hours. FTI seeks $80 \%$ of the requested fees in the amount of $\$ 226,044.80$ and $100 \%$ of expenses in the amount of $\$ 2,836.09$ for the Eleventh Period.
2. The professionals providing services and the aggregate hours spent by each professional during the Eleventh Period is set forth in the schedule annexed hereto as Exhibit "A".
3. A summary of time charges under each task code during the Eleventh Period is set forth in the schedule annexed hereto as Exhibit "B".
4. Detailed time entry by task code during the Eleventh Period is set forth in the schedule annexed hereto as Exhibit "C".
5. A summary of disbursements is set forth in the schedule annexed hereto as Exhibit "D".
6. A detailed breakdown of the expenses is in the schedule annexed hereto as Exhibit "E".
7. The professionals at FTI record all of their time expended in connection with this engagement in increments of tenths $(1 / 10)$ of an hour. The time recorded to matters is thereafter billed at the prevailing hourly rates. Disbursements, as they are recorded in FTI's computer records, are thereafter generally billed to each client as applicable. The disbursements in this Fee Statement conform with the limits set forth in Administrative Order M-389 of the United States Bankruptcy Court for the Southern District of New York, dated November 25, 2009.

Dated: New York, New York April 18, 2013

FTI CONSULTING, INC.
Financial Advisors to the Official Committee of Unsecured Creditors of Arcapita Bank B.S.C.(c), Inc., et al.

By:


Samuel Star
Senior Managing Director
Three Times Square
New York, New York 10036
(212) 841-9368


#### Abstract

**The fees and disbursements requested in this Fee Statement shall be authorized to be paid to the requesting party by the Debtors without further Notice and without a hearing unless, within fourteen (14) days after service of this Fee Statement, an objection is filed with the Clerk of the Bankruptcy Court and served upon FTI Consulting Inc. and those parties identified in the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals


| Please Remit Payment To: | FTI Consulting, Inc. <br> P.O. Box 418178 <br> Boston, MA 02241-8178 |
| :--- | :--- |
|  | Wire Payment To: |
|  | Bank of America, NA <br> Rockville, MD 20852 |
|  | Account \#: 003939577164 <br>  <br>  <br> ABA \#: 026009593 |
| ACH Payments To: | Bank of America, NA <br> Rockville, MD 20852 <br> Account \#: 003939577164 <br>  <br>  <br>  <br> $\quad$ABA \#: 052001633 |

EXHIBIT A
ARCAPITA BANK B.S.C.(c)., CASE NO. 12-11076
SUMMARY OF HOURS BYPROFESSIONAL FOR THE PERIOD MARCH 1, 2013 TO MARCH 31, 2013

| Professional | Position | Billing Rate |  | Total Hours | Total Fees |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Star, Samuel | Senior Managing Director | \$ | 895.00 | 20.7 | \$ | 18,526.50 |
| Balcom, James | Managing Director |  | 755.00 | 116.0 |  | 87,551.00 |
| Hain, Danielle | Managing Director |  | 755.00 | 20.8 |  | 15,704.00 |
| Dass, Premjit | Managing Director |  | 675.00 | 30.0 |  | 20,250.00 |
| Nolan, Peter | Managing Director |  | 605.00 | 13.3 |  | 8,046.50 |
| Ng, William | Director |  | 685.00 | 111.6 |  | 76,446.00 |
| Bracken, James | Director |  | 416.00 | 11.0 |  | 4,576.00 |
| Case, Edward | Consultant |  | 380.00 | 3.3 |  | 1,254.00 |
| Glasner, Katie | Consultant |  | 360.00 | 61.6 |  | 22,176.00 |
| Topper, Patrick | Consultant |  | 325.00 | 84.0 |  | 27,300.00 |
| Moore, Teresa | Associate |  | 220.00 | 3.3 |  | 726.00 |
| TOTAL |  |  |  | 475.6 | \$ | 82,556.00 |

EXHIBIT B
ARCAPITA BANK B.S.C.(c)., CASENO. 12-11076
SUMMARY OF HOURS BYTASK
FOR THE PERIOD MARCH 1, 2013 TO MARCH 31, 2013

| Task Code | Task Description | Total Hours | Total Fees |  |
| :---: | :--- | ---: | ---: | ---: |
| 1 | Analysis of Current Operating Results \& Events | 48.2 | $\$ 22,700.00$ |  |
| 2 | Analysis and Monitoring of the Company's Liquidity/ Treasury Cash Management | 37.0 | $\$$ | $18,273.00$ |
| 3 | Financing Matters (DIP, Exit, Other) | 8.6 | $\$$ | $5,356.00$ |
| 6 | Asset Sales | 1.6 | $\$$ | 692.00 |
| 11 | Prepare for and Attend Court Hearings | 1.8 | $\$$ | $1,359.00$ |
| 13 | Analysis of Bankruptcy Motions/Orders | 2.2 | $\$$ | 715.00 |
| 14 | Analysis of Claims/Liab Subject to Compro | 26.4 | $\$$ | $17,633.00$ |
| 15 | Analysis/Review of Interco Claims, Accounting, RP, Trans, and Subcon | 3.9 | $\$$ | $2,671.50$ |
| 16 | Analysis, Negotiate and Form of POR \& DS | 5.3 | $\$$ | $4,204.50$ |
| 18 | Potential Avoidance Actions \& Litigation | 289.9 | $\$ 178,293.00$ |  |
| 19 | Case Management | 0.7 | $\$$ | 598.50 |
| 21 | General Mtgs with UCC \& UCC Counsel | 31.2 | $\$ 21,833.00$ |  |
| 24 | Preparation of Fee Application | 18.8 | $\$$ | $8,227.50$ |
|  | TOTAL | 475.6 | $\$ 282,556.00$ |  |

DETAIL OF TIME ENTRIES
FOR THE PERIOD MARCH 1, 2013 TO MARCH 31, 2013

| Task <br> Category | Date | Professional | Hours | Activity |
| :---: | :---: | :---: | :---: | :---: |

$13 / 1 / 2013$
$13 / 1 / 2013$
$13 / 5 / 2013$
$13 / 5 / 2013$

1
3/6/2013

1

1 3/6/2013 Topper, Patrick

1 3/6/2013 Topper, Patrick

1 3/6/2013 Topper, Patrick
$13 / 7 / 2013$
$13 / 7 / 2013$
$13 / 7 / 2013$

1
3/7/2013

1 3/7/2013 Balcom, James

Balcom, James
Balcom, James
$\qquad$
1.1 Review FTI draft budget vs. actual report for the four weeks ended $2 / 2 / 13$.
0.2 Participate on call with Milbank re: prior lease payments.
2.1 Review FTI draft FTI budget vs. actual report for the four weeks ended 2/2/13.
0.3 Draft email to Milbank re: DIP fees paid.
1.1 Review FTI draft budget vs. actual report for the four weeks ended $2 / 2 / 13$.
0.3 Draft email to Milbank re: professional fees paid through February 2013.
0.2 Participate in call with Milbank re: professional fees paid through February 2013.
0.7 Revise budget vs. actual report for the four week period ending $2 / 2 / 13$.
1.1 Continue to revise budget vs. actual for the four week period ending $2 / 2 / 13$.
2.7 Review FTI budget vs. actual report for the four weeks ended $2 / 2 / 13$.
0.5 Review FTI budget vs. actual report for the week ended $1 / 12 / 13$.
0.6 Review FTI budget vs. actual report for the week ended 1/19/13.
0.3 Review FTI budget vs. actual report for the week ended $1 / 26 / 13$.
0.6 Review FTI budget vs. actual report for the week ended $2 / 2 / 13$.

| Task <br> Category | Date | Professional | Hours |
| :---: | :---: | :---: | :---: | Activity 

1 3/7/2013 Balcom, James

1 3/8/2013 Topper, Patrick

1 3/8/2013 Topper, Patrick

1 3/11/2013 Star, Samuel

1 3/11/2013 Topper, Patrick

1 3/12/2013 Topper, Patrick

1 3/13/2013 Balcom, James

1 3/13/2013 Balcom, James

1 3/16/2013 Balcom, James

1 3/16/2013 Balcom, James

1 3/16/2013 Balcom, James

1 3/16/2013 Topper, Patrick

1 3/17/2013 Topper, Patrick

1
3/18/2013 Topper, Patrick
1.4 Review FTI variance explanations for FTI's budget vs. actual report for the four weeks ended 2/2/13.
1.4 Revise budget vs. actual report for the four weeks ended $2 / 2 / 13$ re: weekly cash flows.
0.6 Review bank balances from petition date through $2 / 2 / 13$.
0.8 Review budget vs. actual analysis for the four weeks ended $2 / 2 / 13$.
1.3 Revise budget vs. actual report for the four weeks ended $2 / 2 / 13$.

Finalize budget vs. actual for the four week period ending $2 / 2 / 13$ for distribution to Committee.
0.6 Review updated budget vs. actual report for the four weeks ended $2 / 2 / 13$.
1.7 Review final budget vs. actual report for the four weeks ended $2 / 2 / 13$.
1.1 Review budget vs. actual reports for June and July 2012 to determine Eurolog IPO fees paid.

Participate on call with P. Topper (FTI) re: budget vs. actual reports for June and July 2012 to determine Eurolog IPO fees paid.
0.4 Draft email to Milbank (G. Ulvad) re: Eurolog IPO fees payment dates and entities.
1.6 Review payments made to professionals in connection with the Eurolog IPO.
1.1 Review budgeted vs. actual professional fees paid to Debtors' professionals.
1.7

Prepare summary of Debtors' professional fees budgeted vs. paid for the months August 2012. February 2013.

| Task <br> Category Date | Professional | Hours | Activity |
| :---: | :---: | :---: | :---: |

1 3/18/2013 Topper, Patrick

1 3/18/2013 Topper, Patrick

1 3/18/2013 Topper, Patrick

1 3/20/2013 Topper, Patrick

1 3/20/2013 Topper, Patrick

1 3/21/2013 Topper, Patrick

1 3/21/2013 Topper, Patrick

1 3/27/2013 Topper, Patrick

1 3/27/2013 Topper, Patrick

1 3/27/2013 Topper, Patrick

1

1
3/28/2013 Topper, Patrick

1 3/28/2013 Topper, Patrick

1 3/28/2013 Topper, Patrick
1.9 Prepare budget vs. actual report for the four weeks ended $3 / 2 / 2013$.
2.3 Continue to prepare budget vs. actual report for the four weeks ending $3 / 2 / 13$.
1.1 Prepare budget vs. actual report for the four weeks ending $3 / 2 / 13$ re: account balances.
1.1 Prepare budget vs. actual report for the four weeks ended $3 / 2 / 13$ re: liquidity analysis.
1.3 Prepare budget vs. actual report for the four week period ended $3 / 2 / 13$ re: debtor cash flows.

Prepare budget vs. actual report for the four weeks ended $3 / 2 / 13$ re: intercompany transfers from AIHL.
0.4 Review correspondence re: Falcon litigation expenses.

Prepare budget vs. actual report for the four week period ended $3 / 2 / 13$ re: non-debtor cash flows.

Prepare budget vs. actual report for the four week period ending $3 / 2 / 13$ re: consolidated actual cash flows.

Prepare budget vs. actual report for the four weeks ended $3 / 2 / 13$ re: DIP covenants analysis.

Prepare budget vs. actual report for the four weeks ended $3 / 2 / 13$ re: quarterly variances.

## 

Review payments made related to Falcon litigation.

Prepare budget vs. actual report for the four weeks ended $3 / 2 / 13$ re: commentary on material variances.

Draft email to A\&M re: material variances in budget vs. actual report for the four weeks ended $3 / 2 / 13$.

| Task <br> Category | Date | Professional | Hours | Activity |
| :---: | :---: | :---: | :---: | :---: |
| 1 | $3 / 29 / 2013$ | Balcom, James | 0.2 | Correspond with P. Topper (FTI) re: FTI budget vs. actual report for the four weeks ended <br> $3 / 2 / 13$. |
| 1 | $3 / 29 / 2013$ | Topper, Patrick | 0.9 | Continue to prepare budget vs. actual report for the four weeks ended $3 / 2 / 13$ re: material <br> variances. |
| 1 | $3 / 29 / 2013$ | Topper, Patrick | 1.2 | Review budget vs. actual report for the four week period ended $3 / 2 / 13$. |

2 12/16/2012 Balcom, James

2 3/4/2013 Topper, Patrick

2 3/4/2013 Topper, Patrick

2 3/12/2013 Balcom, James

2 3/12/2013 Balcom, James

2 3/12/2013 Topper, Patrick

2 3/12/2013 Topper, Patrick

2 3/12/2013 Topper, Patrick

2 3/13/2013 Balcom, James
2.9 Comment on updated draft of FTI report re: Arcapita five week budget for the period ended 1/19/13.
0.1 Participate on call with Milbank re: budgeted IPO fees.
0.3 Review budgeted fees related to failed IPO.
2.1 Review Arcapita's six week budget projections through 5/4/13.
2.8 Continue to review Arcapita's six week budget projections through 5/4/13.
2.3 Prepare executive summary for budget report covering the six week period ending 5/4/13.

Prepare budget report for the six week period ending 5/4/13 re: consolidated cash flow summary.
1.1 Prepare budget report for the six week period ending 5/4/13 re: debtor cash flows.
1.8 Review Arcapita's six week projections through 5/4/13.

## DETAIL OF TIME ENTRIES

FOR THE PERIOD MARCH 1, 2013 TO MARCH 31, 2013

| Task <br> Category | Date | Professional | Hours |
| :---: | :---: | :---: | :---: | Activity 

2 3/13/2013 Balcom, James

2 3/13/2013 Balcom, James

2 3/13/2013 Balcom, James

2 3/13/2013 Topper, Patrick

2 3/13/2013 Topper, Patrick

2 3/13/2013
Topper, Patrick

2 3/13/2013 Topper, Patrick

2 3/13/2013 Topper, Patrick

2 3/13/2013 Topper, Patrick

2
3/14/2013
Balcom, James

2 3/14/2013 Balcom, James

2 3/14/2013 Star, Samuel

2 3/14/2013 Topper, Patrick
2.2 Comment on FTI's draft budget report for the six weeks ended 5/4/13.
0.2 Correspond with Milbank re: FTI budget report for the six weeks ended 5/4/13.
0.1 Participate on call with G. Ulvad (Milbank) re: FTI budget report for the six weeks ended 5/4/13.
0.8 Prepare budget report for the six week period ending 5/4/13 re: non-debtor cash flows.
1.6 Provide commentary on material amounts in budget covering the six weeks ended 5/4/13.
0.9 Prepare budget report for the six weeks ended 5/4/13 re: intercompany transfers.
1.0 Prepare budget report for the six weeks ended 5/4/13 re: G\&A expenses.
0.6 Prepare budget report for the six weeks ended 5/4/13 re: staff expenses.
0.8 Review proposed SCB expenses in the budget covering the six weeks ended 5/4/13.
0.8 Prepare budget report presentation for weekly UCC call.
0.8 Review draft language re: email to A\&M regarding the budget for the six weeks ended 5/4/13.
0.3 Review analysis of proposed cash budget.
2.2 Continue to review proposed payment for SCB expenses in revised budget.
0.3 Draft email to Milbank re: proposed payment for SCB expenses.

| Task <br> Category | Date | Professional | Hours | Activity |
| :---: | :---: | :---: | :---: | :---: |


| 2 | $3 / 14 / 2013$ | Topper, Patrick |
| :--- | :--- | :--- |
| 2 | $3 / 14 / 2013$ | Topper, Patrick |
| 2 | $3 / 15 / 2013$ | Topper, Patrick |
| 2 | $3 / 15 / 2013$ | Topper, Patrick |
| 2 | $3 / 15 / 2013$ | Topper, Patrick |

2 3/15/2013 Topper, Patrick

2 3/18/2013 Topper, Patrick

2 3/18/2013 Topper, Patrick

2 3/18/2013

2
3/19/2013
Topper, Patrick

2 3/20/2013 Balcom, James

2 3/20/2013 Balcom, James

2 3/20/2013 Topper, Patrick

2 3/20/2013 Topper, Patrick
0.3 Draft email to A\&M re: proposed payment for SCB expenses.
0.9 Continue to review proposed payment for SCB expenses.
0.7 Review budget covering the six weeks ended $5 / 4 / 12$ as filed with the court.

Participate on call with A\&M re: start date of the budget covering the six weeks ended 5/4/13 as filed with the court.

Draft email to Milbank re: proposed start date for the budget covering the six weeks ended 5/4/13.
0.8 Assist in preparation of upcoming deposition re: budget issues.
0.3 Participate in call with Milbank re: fees related to failed IPO.
0.4 Review Debtors' request to reimburse Fortress legal fees.
0.2 Draft email to Milbank re: proposed reimbursement of Fortress legal fees.
2.4 Prepare summary of fees requested by Fortress.
0.4 Review Skadden December 2012 invoices related to proposed Fortress fees.
0.1 Participate on call with B. Friedman (Milbank) re: Skadden invoices.
0.2 Draft email to Milbank re: proposed Fortress legal fees.
0.2 Draft email to A\&M re: proposed Fortress legal fees.

| Task <br> Category | Date | Professional | Hours | Activity |
| :---: | :---: | :--- | :---: | :--- |
| 2 | $3 / 26 / 2013$ | Topper, Patrick | 1.8 | Review updated DIP budget through $6 / 29 / 13$. |
| 2 | $3 / 28 / 2013$ | Topper, Patrick | 0.7 | Review latest version of DIP budget through $6 / 29 / 13$. |

3 3/5/2013 Balcom, James

3 3/5/2013 Topper, Patrick
$3 \quad 3 / 6 / 201$

3 3/6/20

3

3
3 3/6/2013 Topper, Patrick

3 3/11/2013 Balcom, James

3 3/26/2013 Star, Samuel

3 3/27/2013 Star, Samuel

3 3/28/2013 Star, Samuel
1.1 Participate in meeting with P. Topper (FTI) to discuss emergence costs analyses.
0.9 Prepare emergance cost analysis through 6/8/13 using updated DIP budget.
1.3 Review emergence costs.
1.2 Comment on emergence costs analyses.
0.9 Review emergance cost analysis through 6/8/13.
1.3 Continue to prepare emergance cost analysis through 6/8/13.
0.5 Review emergence costs analyses.
0.2 Develop sources and uses analysis of DIP financing for Creditor.
0.4 Review DIP financing sources/uses.
0.7 Review post DIP sources/uses analysis.
0.1 Participate in discussions with Counsel re: projected DIP sources and uses.

| Task Category | Date | Professional | Hours | Activity |
| :---: | :---: | :---: | :---: | :---: |
| 3 Total |  |  | 8.6 |  |
| 6 | 3/27/2013 | Balcom, James | 0.2 | Review email from A\&M re: furniture sale. |
| 6 | 3/27/2013 | Balcom, James | 0.2 | Participate on call with P. Topper (FTI) re: draft response to A\&M regarding furniture sale. |
| 6 | 3/27/2013 | Topper, Patrick | 0.7 | Review debtors' request to dispose of furniture. |
| 6 | 3/27/2013 | Topper, Patrick | 0.3 | Draft email to Milbank re: debtors' request to dispose of furniture. |
| 6 | 3/27/2013 | Topper, Patrick | 0.2 | Draft email to A\&M re: debtors' request to dispose of furniture. |

6 Total
1.6
$113 / 5 / 2013$

11
3/5/2013
Balcom, James

Balcom, James

Balcom, James

11 3/15/2013 Balcom, James
0.3
0.3

Prepare for call with Milbank (E. Fleck) to prepare for Eurolog IPO fees depositions.

Draft email to S. Star (FTI) re: call with Milbank re: Eurolog IPO fees call.

## 11 Total

| Task <br> Category | Date | Professional | Hours | Activity |
| :---: | :---: | :---: | :---: | :---: |

13 3/5/2013 Topper, Patrick
0.4 Review court docket updates related to Arcapita case.

13 3/5/20

13
3/26/2013 Topper, Patrick
0.4 Review court docket updates related to Arcapita case.

13
3/26/2013 Topper, Patrick
0.2 Prepare docket update email.

13 3/27/2013 Topper, Patrick
0.1 Review court docket updates related to Arcapita case.

13 3/28/2013 Topper, Patrick
0.4 Review court docket updates related to Arcapita case.

13
3/28/2013 Topper, Patrick
0.2 Prepare docket update email.

## 13 Total

1.3 Prepare for call with A\&M re: convenience class.

3/1/2013

14
3/1/2013

14
3/1/2013

14 3/2/2013

3/2/2013 Balcom, James

Balcom, James
Balcom, James

Star, Samuel

Balcom, Ja
2.2
2.9
1.2 Review comments from Counsel re: convenience class options.
1.1 Review Milbank comments to FTI Draft convenience class report.
2.3 Update data tables included in FTI's convenience class report.

| Task <br> Category | Date |  | Professional | Hours |
| :---: | :---: | :--- | :---: | :--- |
| 14 | $3 / 2 / 2013$ | Balcom, James | 1.5 | Update draft FTT's convenience class report. |
| 14 | $3 / 2 / 2013$ | Balcom, James | 1.1 | Update FTI convenience report. |
| 14 | $3 / 3 / 2013$ | Balcom, James | 0.4 | Correspond with S. Kortoba (A\&M) re: convenience class. |

0.4 Correspond with S. Kortoba (A\&M) re: convenience class.
0.1 Participate on call with S. Kortoba (A\&M) re: convenience class.
1.5 Correspond with Milbank re: FTI convenience class presentation.
0.4
2.5 Update draft FTI convenience class report.
0.5 Review convenience class analysis.
0.5 Participate in meeting with team to discuss convenience class report.
0.3 Review convenience class report.
1.3 Perform quality check of convenience class report.
0.7 Continue to review updated convenience class report.
1.7 Revise convenience class report.
0.4 Review support data for convenience class report.

| Task <br> Category | Date | Professional | Hours | Activity |
| :---: | :---: | :---: | :---: | :---: |
| 14 | $3 / 5 / 2013$ | Balcom, James | 1.0 | Prepare convenience class presentation for UCC call. |

14 3/5/2013 Topper, Patrick

14 3/5/2013 Topper, Patrick

14

14 3/6/2013 Balcom, James

14 3/6/2013 Balcom, James

14 3/6/2013 Topper, Patrick

14 3/7/2013 Balcom, James

14 Total

15

15
3/19/2013
Ng , William

15 Total

Balcom, James
1.8 Review intercompany transaction detail provided by the Debtors.
2.1
3.9

Prepare schedule of investments transferred from AIHL as part of the initial capitalization of ALTHL

Review Asset disposition term sheet.

Participate on Committee call to discuss asset management term sheet.

DETAIL OF TIME ENTRIES
FOR THE PERIOD MARCH 1, 2013 TO MARCH 31, 2013

| Task Category | Date | Professional | Hours | Activity |
| :---: | :---: | :---: | :---: | :---: |
| 16 | 3/14/2013 | Star, Samuel | 0.3 | Review draft term sheet re: asset dispositions. |
| 16 | 3/14/2013 | Star, Samuel | 0.3 | Review draft term sheet re: corporate governance. |
| 16 | 3/14/2013 | Star, Samuel | 0.4 | Review summary of objections to disclosure statement. |
| 16 | 3/26/2013 | Star, Samuel | 0.5 | Review draft term sheet provisions. |
| 16 | 3/26/2013 | Star, Samuel | 0.2 | Review post emergence governance issues. |

$163 / 28 / 2013$ Star, Samuel

3/29/2013 Star, Samuel

16 Total
5.3
0.4 Participate on call with P. Nolan (FTI) to discuss FTI's placements report.
0.5 Revise FTI research report.
1.3 Participate in discussions with J. Bracken (FTI) re: finalizing report.
2.5 Perform analysis of cash movement report prepared by Arcapita
1.5 Participate in discussion with J. Bracken (FTI) re: research on import records.
0.8

Participate on call with N. Basset (Milbank), P. Nolan (FTI), J. Bracken (FTI) and P. Das (FTI) re: FTI placements report.

| Task <br> Category | Date | Professional | Hours | Activity |
| :---: | :---: | :--- | :---: | :--- |
| 18 | $3 / 5 / 2013$ | Balcom, James | 0.3 | Prepare for call with N. Basset (Milbank), P. Nolan (FTI), J. Bracken (FTI) and P. Das (FTI) <br> re: FTI placements report. |
| 18 | $3 / 5 / 2013$ | Dass, Premjit | 1.2 | Participate on call with Milbank regarding potential actions. |
| 18 | $3 / 5 / 2013$ | Nolan, Peter |  |  |
| 18 | $3 / 6 / 2013$ | Balcom, James |  |  |

0.9 Perform import records research.
0.3 Correspond with E. Fleck (Milbank) re: FTI analyses of cash disbursements in 2010.

18 3/7/2013 Balcom, James
0.6

Participate in meeting with S. Star (FTI) re: cash disbursements and AIHL financial statements in September 2010.

18 3/7/2013

18 3/7/2013
$183 / 7 / 2013$

18 3/7/2013

18 3/7/2013
Nolan, Peter

18 3/8/2013 Balcom, James

18 3/8/2013 Balcom, James
Ng , William
0.8
2.9
1.9 Review AIHL trial balances.

DETAIL OF TIME ENTRIES
FOR THE PERIOD MARCH 1, 2013 TO MARCH 31, 2013

| Task <br> Category | Date | Professional | Hours |
| :---: | :---: | :---: | :---: | Activity 

1.3 Revise AIHL trial balance summary schedule.
0.4 Prepare Arksukuk proceeds tracing diligence questions.
0.5 Participate in discussion with J. Bracken (FTI) re: additional research.

Participate on call with F. Farouk (Arcapita), M. Al Awadhi (Arcapita), N. Khalfan
0.7 (Arcapita), P. Das (FTI), and W. Ng (FTI) to discuss 2010 cash disbursements, investments, and intercompany balances.

Prepare for call with F. Farouk (Arcapita), M. Al Awadhi (Arcapita), N. Khalfan (Arcapita),
18 3/11/2013 Balcom, James
2.9 Review Milbank placements memo.
0.8 Participate on call with the Debtors to discuss AIHL trial balances.

3/11/2013 Ng, William
0.6 P. Das (FTI), and W. Ng (FTI) to discuss 2010 cash disbursements, investments, and intercompany balances.
1.0 Perform analysis of shipping records.
2.9 Review Milbank draft placements memorandum.
2.0 Comment on Milbank draft placements memorandum.
0.4 Correspond with Arcapita re: updated outstanding placement amounts.
2.8 Analyze shipping records.

| Task <br> Category | Date | Professional | Hours |
| :---: | :---: | :---: | :---: |


| Task <br> Category | Date | Professional | Hours | Activity |
| :---: | :---: | :---: | :---: | :---: |

2.2 Continue to identify disbursements made from $\$ 100$ million loan received by Arcapita.
0.6 Review POR for treatment of avoidance actions.
0.8 Review avoidance actions memos received from the Debtor.
0.4 Participate on call with counsel regarding avoidance actions.
2.1 Analyze treatment of preferences per the Debtors' Disclosure Statement.
0.9 Comment on updated FTI research report.
0.4 Draft email to E. Fleck (Milbank) re: $\$ 100 \mathrm{M}$ BNY Arcsukuk.
0.4 Review Arcapita trial balance at various points in time.
0.4 Continue to review Arcapita trial balance at various points in time.
0.3 Continue to review Arcapita trial balance at various points in time.
2.8 Review September 2010 cash disbursements.
2.8 Continue to identify disbursements made from $\$ 100$ million loan received by Arcapita.
1.6 Review of information relating to sample of cash outflows from September 2010.
2.4 Review September 2010 cash disbursements.

| Task <br> Category | Date | Professional | Hours | Activity |
| :---: | :---: | :---: | :---: | :---: |

18 3/18/2013 Balcom, James

18 3/18/2013 Glasner, Katie
0.4 Participate on call with counsel regarding next steps on avoidance actions.
0.3 Participate on call with Milbank to discuss avoidance actions.
0.7
0.8
2.1 Review FTI summary of September 2010 disbursements and related explanation.
2.6 Analyze cash book outflows.
1.8 Review of supporting documents for a sample of cash outflows.
0.5 Review updated draft FTI report.
0.4 Draft email to Arcapita re: outstanding placement balances.
0.6 Participate in meeting with S. Star (FTI) and W. Ng (FTI) re: avoidance actions.
0.4 Follow up with the Debtor regarding avoidance actions.

Prepare avoidance actions diligence request list for the Debtors.

Review of draft updated placements memo.

Continue to review September 2010 disbursements.

Review September 2010 disbursements supporting documentation.

Ana

Reconcile cash book amounts to trial balances.

| Task <br> Category | Date | Professional | Hours | Activity |
| :---: | :---: | :---: | :---: | :---: |

Perform tracking of cash movements for the benefit of AIHL against intercompany transaction detail.

| Task <br> Category | Date | Professional | Hours |
| :---: | :---: | :---: | :---: | Activity |  |
| :--- |

Review investments documentation provided by the Debtors.
0.5 Consult with team regarding next steps.
0.5 Draft email update to S . Star re: Arcsukuk guarantee analyses.

| Task <br> Category | Date | Professional | Hours |
| :---: | :---: | :---: | :---: |

1.1 Review of September 2010 cash disbursements.
2.1 Summarize inflows found in cash book for September 2010.
0.8 Continue to perform analysis of September 2010 cash disbursements.
0.7 Prepare for call with Debtor regarding avoidance actions.
0.8 Participate on call with Debtor regarding avoidance actions.
1.2 Review non-insider preferences detail provided by the Debtors.
1.1 Participate on call with the Debtors to discuss non-insider avoidance actions.
2.6 Analyze preferences defense analysis prepared by the Debtors.
1.4 Review internal investment memorandums provided by the Debtors.
0.5 Participate on call with E. Fleck (Milbank) and W. Ng (FTI) to discuss insider avoidance actions.

Review emails from Milbank re: avoidance actions.

Review analysis of September 2010 receipts/disbursements.

Update analysis of September 2010 cash disbursements.

Summarize receipts and disbursements found in cash book for September 2010 - October 2010.

# ARCAPITA BANK B.S.C.(c)., CASE NO. 12-11076 

DETAIL OF TIME ENTRIES
FOR THE PERIOD MARCH 1, 2013 TO MARCH 31, 2013

| Task <br> Category | Date | Professional | Hours | Activity |
| :--- | :--- | :--- | :--- | :--- |

0.9 Participate on call with the Debtors to discuss analysis of investor preference payments.
2.4 Prepare schedule of investor payments above materiality threshold.
2.8 Prepare detailed schedule of all payments to investors during preference period.
1.8 Review schedule of Arcapita Bank cash transfers for the benefit of AIHL.
0.9 Participate on call with Milbank to discuss avoidance actions defense testing.
2.3 Analyze investor payment detail provided by the Debtors.
3.2 Update investor payments ordinary course defense analysis.
2.3 Update investor payments new value defense analysis.
0.3 Review draft diligence meeting request list.
1.3 Analyze investment account activity detail provided by the Debtors.
0.3 Participate in discussions with Counsel re: testing investors' preferences payments.

Participate on call with P. Das (FTI) to draft response to request from Counsel re: placements/takings.

| Task <br> Category | Date | Professional | Hours |
| :---: | :---: | :---: | :---: |

2.9 Respond to Milbank queries with regard to information provided in the placements memo.
2.7 Continue to respond to queries raised by Milbank on the placements memo.
2.3 Review placements with three banks between 2010 and 2012.
1.1 Continue to review placements with three banks between 2010 and 2012.
1.8 Review funds transferred to the Bank in March 2012.
1.4 Analyze taking from 2012 to determine relation to a previous taking.
0.9 Continue to review funds transferred to the Bank in March 2012.
0.8 Review comments on ordinary course analysis.
2.0 Participate in meeting with Committee counsel, Debtor counsel, and A\&M regarding investor avoidance actions.
0.6 Follow up with counsel regarding outcome of avoidance action meeting.
1.8 Participate in meeting with Milbank to discuss avoidance actions.
2.3 Participate in meeting with the Debtors to discuss avoidance actions defenses.
1.1 Prepare AIHL transactions summary template.
3.3 Prepare investor avoidance actions update for the Committee.

| Task <br> Category | Date | Professional | Hours |
| :---: | :---: | :---: | :---: | Activity 

1.6 Analyze payments analysis prepared by the Debtors.
1.3 Revise investor avoidance actions presentation for the Committee.
0.5 Review status of avoidance action analysis.
2.9 Continue to respond to queries raised by Milbank on the placements memo.
3.7 Review cash book transactions from September 2010.
1.5 Prepare summary of September 2010 - October 2010 receipts/disbursements.
2.3 Research issues with respect to cash placement.
2.0 Review investor payment detail by transfer to determine defenses.
0.4 Participate on call with A\&M regarding open items from avoidance action meeting.
0.4 Participate on call with counsel regarding open items from avoidance action meeting.
0.8 Participate on call with Milbank to discuss avoidance actions analysis.
0.6 Review Murabaha payment detail provided by the Debtors.
2.3 Revise payment defenses analysis with respect to investor avoidance actions.
0.9 Continue to revise payment defenses analysis with respect to investor avoidance actions.

| Task <br> Category | Date | Professional | Hours |
| :---: | :---: | :---: | :---: |

1.2 Review ordinary course investor avoidance action analysis.
0.8 Prepare summary of assumptions for avoidance action analysis.

# ARCAPITA BANK B.S.C.(c)., CASE NO. 12-11076 

DETAIL OF TIME ENTRIES
FOR THE PERIOD MARCH I, 2013 TO MARCH 31, 2013

| Task <br> Category | Date | Professional | Hours |
| :---: | :---: | :---: | :---: | Activity 

1.0 Review analysis of probabilities by defense to discuss with counsel.
0.7 Review summary of all remaining avoidance actions.
1.1 Review results of investor avoidance action analysis.
0.5 Participate on call with counsel regarding results of 546 (e) analysis.
0.4 Review Arcapita Bank financials for disclosure on debt defaults.
0.8 Prepare schedule of general unsecured claimants by size.
1.4 Review analysis of Arcapita Bank cash payments with respect to the Arksukuk proceeds.
0.9 Participate on call with Milbank to discuss analysis of investor avoidance actions.
0.6 Review AIHL trial balance detail provided by the Debtors.
0.9 Analyze standing order letters provided by the Debtors.
1.8 Revise ordinary course defense section of investor payments analysis.
3.3 Prepare risk adjustments scenario analysis with respect to investor avoidance actions.
0.7 Prepare diligence request with respect to the Arksukuk guarantee.
2.1 Prepare defenses sensitivity for individual investor payments.

| Task <br> Category | Date | Professional | Hours |
| :---: | :---: | :---: | :---: | Activity |  |
| :--- |


| Task Category | Date | Professional | Hours | Activity |
| :---: | :---: | :---: | :---: | :---: |
| 18 | 3/29/2013 | Balcom, James | 0.5 | Review email from Milbank re: URIA prepetition receipts/disbursements. |
| 18 | 3/29/2013 | Ng , William | 1.7 | Review schedule of executed share purchase agreements prepared by Milbank. |
| 18 | 3/29/2013 | Ng , William | 3.3 | Update investor payments analysis for 546(e) defense. |
| 18 | 3/29/2013 | Ng , William | 2.4 | Revise investor payments sensitivities for 546(e) defense. |
| 18 | 3/31/2013 | Hain, Danielle | 1.1 | Review updated investor defense model. |
| 18 | 3/31/2013 | Ng, William | 0.9 | Revise investor avoidance actions sensitivity analysis. |

18 Total
289.9

19
3/7/2013
Star, Samuel

3/26/2013 Balcom, James

## 19 Total

21 3/4/2013
$21 \quad 3 / 4 / 2013$

21
3/5/2013 Balcom, James
$213 / 5 / 2013$
Star, Samuel
0.7
0.5 Review status of workstreams
0.2 Correspond with S. Star (FTI) re: case management.
1.0 Participate on conference call with Chair re: agenda for Committee.

Participate in conference call with Chair re: POR issues, agenda for Committee call, pending motions.
2.3 Participate in weekly Committee call re: plan terms, asset management, avoidance actions.
2.1 Participate in weekly Committee call re: plan terms, asset management, avoidance actions.

FOR THE PERIOD MARCH 1, 2013 TO MARCH 31, 2013

| Task <br> Category | Date | Professional | Hours | Activity |
| :---: | :---: | :---: | :---: | :---: |
|  |  |  |  |  |
| 21 | $3 / 11 / 2013$ | Balcom, James | 0.7 | Participate in weekly advisors call re: agenda for Committee call |

0.7 Participate in weekly advisors call re: agenda for Committee call.
0.5 Participate on conference call with Chair re: agenda for Committee.
0.5 Participate in conference call with Counsel re: agenda for Committee call.
0.4 Participate in conference call with Chair re: agenda for Committee call.
2.5 Participate in weekly Committee call re: plan terms, asset management, avoidance actions.
1.9 Participate in weekly Committee call re: plan terms, asset management, avoidance actions.
1.1 Prepare for call with counsel re: upcoming deposition.
0.7 Participate in call with advisors re: upcoming deposition.

Participate in weekly advisors call re: updated term sheet, asset management, and upcoming Committee call.

Review draft agenda for 3/19/12 UCC call.

Participate on conference call with Chair re: agenda for Committee.

Participate in weekly advisors call re: updated term sheet, asset management, and upcoming Committee call.
0.6 Participate in weekly Committee call re: plan terms, asset management, avoidance actions.
0.3 Prepare summary of weekly UCC call.

| Task <br> Category | Date | Professional | Hours |
| :---: | :---: | :---: | :---: |

21 3/19/2013 Topper, Patrick

21 3/21/2013 Balcom, James

21 3/21/2013 Topper, Patrick

21 3/25/2013 Balcom, James

21 3/25/2013 Balcom, James

21 3/25/2013 Star, Samuel
$213 / 25 / 2013$ Star, Samuel

21 3/26/2013 Star, Samuel

21 3/26/2013 Topper, Patrick
$21 \quad 3 / 28 / 2013 \quad \mathrm{Ng}$, William

21 3/28/2013 Star, Samuel

21 Total
31.2

Moore, Teresa
0.8 Prepare exhibits in preparation of the February fee statement.

# ARCAPITA BANK B.S.C.(c)., CASE NO. 12-11076 

DETAIL OF TIME ENTRIES
FOR THE PERIOD MARCH 1, 2013 TO MARCH 31, 2013

| Task <br> Category | Date | Professional | Hours |
| :---: | :---: | :---: | :---: |

1.4 Prepare February time detail entries for February fee statement.
1.2 Prepare February fee statement.
0.8 Prepare February fee statement.
0.5 Prepare February fee statement.
2.6 Continue to prepare FTI February 2012 invoice time descriptions.
1.1 Prepare FTI February 2012 invoice time descriptions.
2.1 Continue to prepare February fee statement.
0.5 Prepare FTI February 2013 fee statement.
0.9 Continue to prepare February fee statement.
2.4 Continue to prepare February fee statement re: London team time entries.
0.9 Continue to prepare February fee statement re: London team time entries.
1.0 Prepare February fee statement.
1.1 Continue to prepare February fee statement.
0.4 Finalize February bill.

| Task <br> Category | Date | Professional |
| :---: | :---: | :---: | Hours |  |  |  |
| :--- | :--- | :---: |
| 24 Total |  | 18.8 |
|  |  | 475.6 |
| Grand <br> Total |  |  |

EXHIBIT D
ARCAPITA BANK B.S.C.(c)., CASE NO. 12-11076
SUMMARY OF EXPENSES BY CATEGORY FOR THE PERIOD MARCH 1, 2013 TO MARCH 31, 2013

| Expense Category | Expense Total |  |
| :--- | ---: | ---: |
| Other Total | $\$$ | $2,725.54$ |
| Transportation Total |  | 9.80 |
| Working Meals Total | 100.75 |  |
| Total Out-of-Pocket Expenses | $\mathbf{\$}$ | $\mathbf{2 , 8 3 6 . 0 9}$ |
|  |  |  |

EXHIBIT E
ARCAPITA BANKB.S.C.(c)., CASENO. 12-11076
EXPENSEDETAIL
FOR THE PERIOD MARCH 1, 2013 TO MARCH 31, 2013

| Date | Professional | Expense Type | Expense Detail |  | Amount |
| :---: | :---: | :---: | :---: | :---: | :---: |
| 2/1/2013 | Knatchbull, Alexandra | Other | Factiva electronic data searches | \$ | 14.14 |
| 2/28/2013 | Bracken, James | Other | LexisNexis; Research to identify U.S. assets, affiliations and connections for Arcapita banks | \$ | 1,267.61 |
| 3/1/2013 | Bracken, James | Other | West Publishign Corp; Research to identify U.S. assets, affiliations and connections for Arcapita banks | \$ | 150.46 |
| 3/1/2013 | Bracken, James | Other | Factiva; Research to identify U.S. assets, affliations and connections for Arcapita banks | \$ | 1,113.33 |
| 3/13/2013 | Bracken, James | Other | Premier Due Diligience; Research to identify U.S. assets, affiliations and connections for Arcapita banks | \$ | 81.00 |
| 3/14/2013 | Bracken, James | Other | Research to identify U.S. assets, affiliations and connections for Arcapita banks | \$ | 99.00 |
|  |  | Other Total |  |  | 2,725.54 |
| 3/12/2013 | Topper, Patrick | Transportation | Taxi from FTI office to residence, working late | \$ | 9.80 |
|  |  | Trans portation Total |  |  | 9.80 |
| 1/20/2013 | Topper, Patrick | Working Meals | Dinner working late in the office. | \$ | 9.96 |
| 2/17/2013 | Topper, Patrick | Working Meals | Dinner working late in the office | \$ | 12.21 |
| 2/24/2013 | Topper, Patrick | Working Meals | Dinner working late in the office | \$ | 18.58 |
| 3/1/2013 | Balcom, James | Working Meals | Dinner working late in the office | \$ | 20.00 |
| 3/13/2013 | Balcom, James | Working Meals | Dinner working late in the office | \$ | 20.00 |
| 3/17/2013 | Topper, Patrick | Working Meals | Dinner working late in the office | \$ | 20.00 |
|  |  | Working Meals Total |  |  | 100.75 |
|  |  | Grand Total |  | \$ | 2,836.09 |

Note: Overtime meals over $\$ 20.00$ have been reduced to $\$ 20.00$ to comply with the Amended Guidelines for Fees and Disbursements for Professionals in Southem District of New York Bankruptcy Cases (November 29, 2009).

