

GIBSON, DUNN & CRUTCHER LLP

Michael A. Rosenthal (MR-7006)
Craig H. Millet (admitted *pro hac vice*)
Jeremy L. Graves (admitted *pro hac vice*)
200 Park Avenue
New York, New York 10166-0193
Telephone: (212) 351-4000
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Attorneys for Reorganized Arcapita Bank B.S.C.(c) and
Debtor Falcon Gas Storage Company, Inc.

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

	X	
-----	:	
	:	Chapter 11
IN RE:	:	
	:	
FALCON GAS STORAGE COMPANY, INC.	:	Case No. 12-11790 (SHL)
	:	
Debtor.¹	:	
	:	
	X	

**NINETEENTH MONTHLY STATEMENT OF GIBSON, DUNN
& CRUTCHER LLP OF FEES FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED ON BEHALF OF
FALCON GAS STORAGE COMPANY, INC. FOR THE PERIOD
OF OCTOBER 1, 2013 THROUGH OCTOBER 31, 2013**

Gibson, Dunn & Crutcher LLP (“*Gibson Dunn*”), attorneys for Arcapita Bank B.S.C.(c) and certain of their affiliates (each, a “*Debtor*” and collectively, the “*Debtors*”), hereby submits this statement of fees and disbursements (a “*Monthly Statement*”) incurred on behalf of Debtor Falcon Gas Storage Company, Inc. (“*Falcon*”) during the period from October 1, 2013 through October 31, 2013 (the “*Compensation Period*”), in accordance with the Order Granting Debtors’ Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of

¹ The chapter 11 case captioned *In re Falcon Gas Storage Company, Inc.*, No. 12-11790 (Bankr. S.D.N.Y.) is being administered jointly with the other above-captioned cases, but no plan has been confirmed in that case.

Expenses for Professionals and Committee Members [Docket No. 159] (the “*Interim Compensation Order*”).

FEES FOR SERVICES RENDERED DURING THE COMPENSATION PERIOD

1. Set forth below is a list of the positions of the Gibson Dunn professionals and legal assistants who provided services to Falcon during the Compensation Period, their respective billing rates, and the aggregate hours spent by each professional and legal assistant in providing services for Falcon during the Compensation Period.

<u>NAME</u>	<u>POSITION</u>	<u>YEAR ADMITTED TO BAR</u>	<u>DATE OF INITIAL EMPLOYMENT</u>	<u>HOURS</u>	<u>RATE(\$)</u>	<u>AMOUNT(\$)</u>
Craig H. Millet	Partner – Bankr.	CA – 1982	06/01/1982	4.80	1,040	4,992.00
Michael A. Rosenthal	Partner – Bankr.	TX – 1985 NY – 2009	11/27/1989	2.00	1,090	2,180.00
Jeremy Lee Graves	Assoc. – Bankr.	TX – 2007	10/06/2008	.70	665	465.50
Brian Kim	Assoc. - Corp.	NY – 2010	11/30/2009	10.20	695	7,089.00
Douglas G. Levin	Assoc. – Bankr.	CA – 2009	05/12/2008	6.50	580	3,770.00
Duke K. Amponsah	Legal Asst.	n/a	n/a	1.50	365	547.50
Morgan Wolfe	Legal Asst.	n/a	n/a	7.30	265	1,934.50
SUB TOTAL:				33.0		20,978.50
TOTAL FEES REQUESTED						<u>20,978.50</u>

Bankr. = Business Restructuring and Reorganization Practice Group
Corp. = Corporate Practice Group

2. The rates charged by Gibson Dunn for services rendered to Falcon are the same rates that it charges generally for professional services rendered to its non-bankruptcy clients. A complete itemization of tasks performed by these professionals and paraprofessionals for the Compensation Period is annexed hereto as **Exhibit A**.

EXPENSES INCURRED DURING THE COMPENSATION PERIOD

3. Set forth below is a categorical list of the expenses incurred by Gibson Dunn during the Compensation Period in the course of representing the Debtors.

<u>DISBURSEMENT</u>	<u>AMOUNT (\$)</u>
Transcripts/Digesting	494.10
TOTAL:	494.10

4. Gibson Dunn seeks reimbursement for meal expenses only when meals are served at meetings with clients or non-Gibson Dunn personnel, or when meals are consumed while traveling. Document services include in-house photocopies, which are billed at \$.10 per page, as well as duplication that takes place outside the firm. Travel expenses include the cost of transportation and parking. A complete itemization of expenses for which Gibson Dunn seeks reimbursement is annexed hereto as **Exhibit B**.

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) the Office of the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, New York 10004 (Attn: Richard Morrissey, Esq.); (ii) the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis Dunne, Esq. and Evan Fleck, Esq.); and (iii) all parties listed on the Master Service List established in these Chapter 11 Cases. Additionally, a copy of this statement will be delivered to PIRINATE Consulting Group, LLC (Attn: Eugene I. Davis) on behalf of the Reorganized Debtors. 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: New York, New York
November 14, 2013

Respectfully submitted,

/s/ Michael A. Rosenthal

Michael A. Rosenthal (MR-7006)

Craig H. Millet (admitted *pro hac vice*)

Jeremy L. Graves (admitted *pro hac vice*)

GIBSON, DUNN & CRUTCHER LLP

200 Park Avenue

New York, New York 10166-0193

Telephone: (212) 351-4000

Facsimile: (212) 351-4035

ATTORNEYS FOR REORGANIZED
ARCAPITA BANK B.S.C.(C) AND DEBTOR
FALCON GAS STORAGE COMPANY, INC.

EXHIBIT A

Time Records for the Compensation Period

GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, New York 10166-0193

Federal Taxpayer ID #95-1611234

November 14, 2013

Invoice No. 2013111149

Falcon Gas & Storage
c/o AIM Group Limited
Henry A. Thompson, Director
P.O. Box 1406
Manama, Bahrain

For Services Rendered and Costs/Charges Advanced Through October 31, 2013

	Services Rendered	Costs/ Charges	Totals
30561-00128 Falcon	\$ 20,978.50	\$ 494.10	\$ 21,472.60
Totals	\$ 20,978.50	\$ 494.10	\$ 21,472.60

Current Balance Due **\$ 21,472.60**

PREVIOUS INVOICE STATEMENT BALANCES OUTSTANDING:

<u>Matter</u>	<u>Invoice Date</u>	<u>Invoice No.</u>	<u>Services</u>	<u>Costs</u>	<u>Balance Due</u>
30561-00128	12/10/12	2012122086	\$ 3,628.97	\$ 0.00	\$ 3,628.97
30561-00128	01/15/13	2013011475	14,178.70	0.00	14,178.70
30561-00128	02/19/13	2013021683	19,389.30	0.00	19,389.30
30561-00128	03/14/13	2013031559	2,411.80	0.00	2,411.80
30561-00128	04/08/13	2013041035	4,763.75	0.00	4,763.75
30561-00128	05/20/13	2013052447	5,740.16	0.00	5,740.16

Remit By Wire To:

Wells Fargo Bank
333 South Grand Avenue
Los Angeles, CA 90071-1515
Name of account: Gibson, Dunn & Crutcher LLP
Account No: 4600-146039
ABA No: 121000248
Attn: Mario Prego, Telephone: (213) 229-7253
Please include the client number and the proper attorney to notify in the wire instructions.

Remit By Mail To:

Gibson, Dunn & Crutcher LLP
PO Box 840723
Los Angeles, CA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

For assistance with your account, please contact us at 213-229-7333 or cbilling@gibsondunn.com.

Invoice Date: November 14, 2013

Invoice No. 2013111149

Due and Payable Upon Receipt

<u>Matter</u>	<u>Invoice Date</u>	<u>Invoice No.</u>	<u>Services</u>	<u>Costs</u>	<u>Balance Due</u>
30561-00128	06/19/13	2013062050	20,993.20	0.00	20,993.20
30561-00128	07/16/13	2013071772	11,108.60	0.00	11,108.60
30561-00128	08/16/13	2013081852	1,913.10	0.00	1,913.10
30561-00128	09/16/13	2013092917	3,905.10	0.00	3,905.10
30561-00128	10/04/13	2013101637	4,488.50	0.00	<u>4,488.50</u>

PREVIOUS BALANCE DUE	<u>\$ 92,521.18</u>
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TOTAL OUTSTANDING BALANCE DUE	<u>\$ 113,993.78</u>
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GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, New York 10166-0193

Federal Taxpayer ID #95-1611234

November 14, 2013

Invoice No. 2013111149

REMITTANCE COPY

To ensure proper crediting, please send this copy in the enclosed envelope.

Falcon Gas & Storage
c/o AIM Group Limited
Henry A. Thompson, Director
P.O. Box 1406
Manama, Bahrain

For Services Rendered and Costs/Charges Advanced Through October 31, 2013

		Services Rendered	Costs/ Charges	Totals
30561-00128	Falcon	\$ 20,978.50	\$ 494.10	\$ 21,472.60
Totals		\$ 20,978.50	\$ 494.10	\$ 21,472.60

Current Balance Due **\$ 21,472.60**

PREVIOUS INVOICE STATEMENT BALANCES OUTSTANDING:

<u>Matter</u>	<u>Invoice Date</u>	<u>Invoice No.</u>	<u>Services</u>	<u>Costs</u>	<u>Balance Due</u>
30561-00128	12/10/12	2012122086	\$ 3,628.97	\$ 0.00	\$ 3,628.97
30561-00128	01/15/13	2013011475	14,178.70	0.00	14,178.70
30561-00128	02/19/13	2013021683	19,389.30	0.00	19,389.30

Remit By Wire To:

Wells Fargo Bank
333 South Grand Avenue
Los Angeles, CA 90071-1515
Name of account: Gibson, Dunn & Crutcher LLP
Account No: 4600-146039
ABA No: 121000248
Attn: Mario Prego, Telephone: (213) 229-7253
Please include the client number and the proper attorney to notify in the wire instructions.

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Gibson, Dunn & Crutcher LLP
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Invoice Date: November 14, 2013

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Due and Payable Upon Receipt

<u>Matter</u>	<u>Invoice Date</u>	<u>Invoice No.</u>	<u>Services</u>	<u>Costs</u>	<u>Balance Due</u>
30561-00128	03/14/13	2013031559	2,411.80	0.00	2,411.80
30561-00128	04/08/13	2013041035	4,763.75	0.00	4,763.75
30561-00128	05/20/13	2013052447	5,740.16	0.00	5,740.16
30561-00128	06/19/13	2013062050	20,993.20	0.00	20,993.20
30561-00128	07/16/13	2013071772	11,108.60	0.00	11,108.60
30561-00128	08/16/13	2013081852	1,913.10	0.00	1,913.10
30561-00128	09/16/13	2013092917	3,905.10	0.00	3,905.10
30561-00128	10/04/13	2013101637	4,488.50	0.00	<u>4,488.50</u>

PREVIOUS BALANCE DUE \$ 92,521.18

TOTAL OUTSTANDING BALANCE DUE \$ 113,993.78

Falcon Gas & Storage
c/o AIM Group Limited
Henry A. Thompson, Director
P.O. Box 1406
Manama, Bahrain

FALCON
30561-00128

For Services Rendered Through October 31, 2013

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
CRAIG H. MILLET	4.80	\$1,040.00	\$ 4,992.00
MICHAEL A. ROSENTHAL	2.00	1,090.00	2,180.00
JEREMY L. GRAVES	0.70	665.00	465.50
DOUGLAS G. LEVIN	6.50	580.00	3,770.00
BRIAN J. KIM	10.20	695.00	7,089.00
DUKE K. AMPONSAH	1.50	365.00	547.50
MORGAN M. WOLFE	7.30	265.00	<u>1,934.50</u>

Total Services			\$ 20,978.50
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<u>COSTS/CHARGES</u>	<u>TOTAL</u>
TRANSCRIPTS/DIGESTING	\$ <u>494.10</u>

Total Costs/Charges	<u>494.10</u>
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Total Services, Costs/Charges	21,472.60
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BALANCE DUE	<u>\$ 21,472.60</u>
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FALCON
30561-00128

Detail Services:

09/20/13		
1.20	MILLET, CRAIG H	EMAILS WITH K&S RE HSBC INTERPLEADER RESPONSE AND TIDE LITIGATION DISCOVERY ISSUE AND STRATEGY.
09/23/13		
0.70	MILLET, CRAIG H	EMAIL WITH R. MAROONEY RE LEGAL STATUS OF ARCAPITA BANK, BANKRUPTCY CASE STATUS AND TIDE LITIGATION DISCOVERY AND STRATEGY.
0.10	GRAVES, JEREMY L	EMAILS WITH K&S REGARDING STATUS OF BANKRUPTCY CASE.
09/24/13		
0.30	MILLET, CRAIG H	EMAIL WITH R. MAROONEY RE DISCOVERY ISSUES AND 30B6 OF BANK.
09/25/13		
0.90	MILLET, CRAIG H	EMAILS WITH M. ROSENTHAL AND J. GRAVES RE SUMMARY OF OPEN ISSUES IN FALCON, THE TIDE LITIGATION AND TASKS TO CONTINUE PENDING CONFIRMATION OF THE FALCON PLAN.
09/26/13		
0.10	GRAVES, JEREMY L	EMAILS WITH K&S REGARDING ANSWER TO HSBC INTERPLEADER.
10/01/13		
0.40	MILLET, CRAIG H	EMAILS RE ACE/WESTCHESTER CLAIM AND OBJECTION TO CONFIRMATION AND STATUS OF FALCON.
0.50	LEVIN, DOUGLAS G	CORRESPONDENCES WITH S. FULLER (A&M) AND T. NELSON (FALCON) RE INVOICES FROM M. STANCIL, POTENTIAL NEED TO OBTAIN APPROVAL OF SAME PROFESSIONAL'S RETENTION FROM THE COURT, AND ADVISING FALCON RE PAYMENTS GOING FORWARD (.2); ANALYZE AND ADDRESS SAME ISSUES VIA CORRESPONDENCES WITH C. MILLET, J. GRAVES AND J. WEISSER (.3).

0.70	KIM, BRIAN J	DRAFT NOTICE OF ADJOURNMENT RE: ACE AMERICAN INSURANCE CLAIM AGAINST FALCON (0.5). COORDINATE FILING OF SAME WITH D. AMPONSAH AND M. WOLFE (0.2).
10/04/13		
0.80	LEVIN, DOUGLAS G	CORRESPONDENCES WITH E. FLECK (MILBANK) AND M. ROSENTHAL RE ADVISING FALCON RE PAYMENTS TO PROFESSIONALS POST-EFFECTIVE DATE AND ASSISTING MUSE STANCIL WITH RETENTION MATERIALS (.2); DRAFT EMAIL TO L. MANNON RE ADVISING RE PAYMENTS AND BACKGROUND RE COMPENSATION PROCEDURES IN THE CHAPTER 11 CASES (.3); DRAFT EMAIL TO T. NELSON (FALCON) RE TREATMENT OF ABOVE ISSUES, INCLUDING SAMPLES TO ASSIST MUSE STANCIL IN PREPARING RETENTION MATERIALS (.3).
1.00	KIM, BRIAN J	DRAFT EMAIL RESPONSE TO A. TSANG (MILBANK) RE: COORDINATION OF EFFORTS RE: PENDING CLAIM OBJECTIONS.
3.80	WOLFE, MORGAN M	ATTENTION TO BILLING MATTERS RE FALCON, EMAILS WITH TEAM RE SAME.
10/07/13		
1.50	KIM, BRIAN J	DRAFT FURTHER RESPONSES TO FOLLOW-UP QUESTIONS BY A. TSANG (MILBANK) RE: ADMINISTRATION OF CLAIMS AMONG REORGANIZED DEBTORS AND FALCON GOING FORWARD (1.0). EMAILS TO COORDINATE A CALL TO DISCUSS CLAIM ADMINISTRATION MATTERS (0.5).
10/08/13		
1.00	KIM, BRIAN J	REVIEW AND COMMENT ON MILBANK'S DRAFT OF STIPULATION RE: CLAIM NO. 406 (COMAN FALCON OPTION CLAIM) (0.7). EMAILS TO C. MILLET AND J. WEISSER RE: PROPOSED STIPULATION (0.3).
3.50	WOLFE, MORGAN M	ASSIST ATTORNEYS IN PREPARING SEPTEMBER MONTHLY FEE STATEMENT, INCLUDING MULTIPLE EMAILS WITH TEAM RE FEES.
10/09/13		
0.30	MILLET, CRAIG H	EMAILS WITH P. CORR RE APPEAL, STATUS AND FALCON CASE.

0.40	MILLET, CRAIG H	EMAIL RE MONTHLY FILING OBLIGATIONS OF THE DEBTOR.
0.20	GRAVES, JEREMY L	TELECONFERENCE WITH L. MITCHELL REGARDING FALCON RETENTION OF PROFESSIONALS.
2.00	KIM, BRIAN J	DRAFT NOTICE OF ADJOURNMENT RELATING TO ADJOURNMENT OF CLAIMS OBJECTIONS RELATING CLAIMS FILED BASED ON OPTIONS TO PURCHASE FALCON SHARES (1.0). REVIEW AND COMMENT ON STIPULATION RELATING TO ONE OF THE FALCON OPTION CLAIMS (1.0).
10/10/13		
1.50	KIM, BRIAN J	PREPARE NOTICE OF ADJOURNMENT (RE: OBJECTIONS APPLICABLE TO FALCON OPTION CLAIMS) FOR FILING (0.5). FILE NOTICE OF ADJOURNMENT (0.5). EMAIL TO GCG COORDINATING SERVICE OF NOTICE (0.2). EMAIL TO N. KAMPHAUS AND L. MANDEL RE: CLAIMS ADMINISTRATION ISSUES (0.3).
1.50	AMPONSAH, DUKE K	FURTHER REVISIONS TO DRAFT OF SEPTEMBER 2013 MONTHLY FEE STATEMENT(1.1); PREPARE AND FILE GDC SEPTEMBER 2013 MONTHLY FEE STATEMENT(.4).
10/15/13		
0.70	KIM, BRIAN J	REVIEW STIPULATION PROPOSED TO BE FILED BY MILBANK WITH RESPECT TO COMAN CLAIM AGAINST FALCON (0.5). EMAIL TO C. MILLET RE: SAME (0.2).
10/18/13		
0.60	KIM, BRIAN J	DRAFT NOTICE OF ADJOURNMENT RE: TIDE CLAIMS.
10/21/13		
0.40	MILLET, CRAIG H	EMAILS WITH T. WOOD RE TIDE CLAIM OBJECTION AND ADJOURNMENT (.2); EMAILS RE FALCON MOR AND STATUS PENDING COURT DECISION ON SUBORDINATION (.2).
0.30	GRAVES, JEREMY L	EMAILS RELATED TO FALCON MONTHLY OPERATING REPORTS.

0.90	LEVIN, DOUGLAS G	REVIEW DRAFT MONTHLY OPERATING REPORT AND COMMENT ON SAME TO P. TOPPER (FTI) (.3); CORRESPONDENCES RE SAME MOR WITH P. TOPPER, N. KAMPHAUS (MILBANK), M. ROSENTHAL AND J. GRAVES (.4); TELEPHONE CONFERENCES RE SAME WITH P. TOPPER AND N. KAMPHAUS (.2).
0.50	KIM, BRIAN J	COORDINATE FILING OF NOTICE OF ADJOURNMENT RE: CLAIMS OBJECTIONS APPLICABLE TO TIDE CLAIMS.
10/23/13		
0.70	KIM, BRIAN J	REVIEW CHAPTER 11 DOCKET FOR CLAIMS ADMINISTRATION RELATED MATTERS (0.4). REVIEW AND REVISE BULLET POINTS REGARDING CLAIMS ADMINISTRATION STATUS (0.3).
10/24/13		
0.40	ROSENTHAL, MICHAEL A	PREPARE FOR STATUS AND FEE HEARING (.4)
1.60	ROSENTHAL, MICHAEL A	ATTEND FALCON STATUS CONFERENCE AND FEE HEARING (1.6)
10/29/13		
3.70	LEVIN, DOUGLAS G	DRAFT AND EDIT APPLICATION FOR FALCON TO EMPLOY MUSE STENCIL AS EXPERT LITIGATION CONSULTANTS, ALONG WITH SUPPORTING PROPOSED ORDER, DECLARATION, AND CONFLICT DISCLOSURE LIST (3.3); REVIEW MUSE STENCIL WEBSITE AND INCORPORATE BACKGROUND INFORMATION REGARDING EXPERTISE AND QUALIFICATIONS (.2); CORRESPONDENCES WITH S. STARR (MUSE STENCIL) AND L. MITCHELL (KING & SPALDING) RE SAME (.2).
10/30/13		
0.20	MILLET, CRAIG H	EMAILS WITH D. ZDUNCEWICZ RE TIDE SUBORDINATION RULING AND CASE STATUS.

10/31/13

0.60 LEVIN, DOUGLAS G

TELEPHONE CONFERENCE AND
CORRESPONDENCES WITH L. MITCHELL RE
RETENTION OF MUSE STANCIL (COMMENTS TO
RETENTION APPLICATION AND SUPPORTING
MATERIALS) AND COMPENSATION PROCEDURES IN
THE CHAPTER 11 CASES (INTERIM COMPENSATION
ORDER, ETC.).

EXHIBIT B

Expenses Incurred During the Compensation Period

FALCON
30561-00128

Detail Costs/Charges:

Transcripts/Digesting

08/09/13	212.00	VENDOR: VERITEXT NEW YORK REPORTING CO.; INVOICE#: NY1819841; DATE: 8/9/2013 - TRANSCRIPT, M. ROSENTHAL.
08/28/13	282.10	VENDOR: VERITEXT NEW YORK REPORTING CO.; INVOICE#: NY1834573; DATE: 8/28/2013 - TRANSCRIPT, M. ROSENTHAL.