

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

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IN RE:	:	Chapter 11
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ARCAPITA BANK B.S.C.(c), et al.,	:	Case No. 12-11076 (SHL)
	:	
Debtors.	:	Jointly Administered
	:	
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**ORDER PURSUANT TO SECTIONS 327(e), 330 AND 331 OF
THE BANKRUPTCY CODE FOR AN ORDER AUTHORIZING
THE DEBTORS TO RETAIN AND EMPLOY TROWERS & HAMLINS LLP
AS BAHRAINI COUNSEL *NUNC PRO TUNC* TO THE PETITION DATE**

Upon consideration of the application (the “*Application*”)¹ of Arcapita Bank B.S.C.(c) and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the “*Debtors*” and each, a “*Debtor*”), for entry of an order pursuant to sections 327(e), 330 and 331 of title 11 of the United States Code (the “*Bankruptcy Code*”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the Southern District of New York (the “*Local Rules*”) authorizing the Debtors to retain and employ Trowers & Hamlins (Bahrain office), a branch office of Trowers & Hamlins, an unincorporated English law partnership (“*Trowers & Hamlins*”) to serve as the Debtors’ Bahraini counsel *nunc pro tunc* to the Petition Date and to compensate Trowers & Hamlins pursuant to section 330 of the Bankruptcy Code; and upon the Ingham Declaration in support thereof; and the Court having found that it has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334; and the Court

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C §§ 1408 and 1409; and the Court having found that the relief requested in the Application is in the best interests of Debtors' estates, their creditors, and other parties in interest; and notice of the Application and the opportunity for a hearing on the Application was appropriate under the particular circumstances; and the Court having reviewed the Application and the Ingham Declaration and having considered the statements in support of the relief requested in the Application at a hearing before the Court (the "**Hearing**"); and the Court having determined that the legal and factual bases set forth in the Application, the Ingham Declaration and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Application is granted to the extent provided herein.
2. In accordance with sections 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, the Debtors are authorized to employ and retain Trowers & Hamblins *nunc pro tunc* to the Petition Date as the Debtors' Bahraini legal counsel on the terms set forth in the Engagement Letter to perform services including, but not limited to, the

following:

- Provide advice, to the Debtors with respect to their rights and duties under the laws of Bahrain, in accordance with the terms of the license issued by the Ministry of Justice and Islamic Affairs and the Ministry of Industry and Commerce under which Trowers & Hamblins operates as a "foreign" law firm in Bahrain;
- Assist in the negotiation with creditors and other parties in interest in the Chapter 11 Cases by advising on potential issues particular to Bahrain law impacting such negotiations;

- Assist with the preparation of certain legal documents on behalf of the Debtors;
- Continue to serve as the Debtors' local international counsel in connection with any pending proceedings in Bahrain; and
- Perform all other legal services for the Debtors that may be necessary.

3. Trowers & Hamlins shall file fee applications for interim and final allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in Sections 330 and 331 of the Bankruptcy Code; *provided, however*, that Trowers & Hamlins shall be compensated in accordance with the terms of the Engagement Letter, and subject to the procedures set forth in the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines and any other applicable orders of this Court.

4. Ten business days' notice must be provided by Trowers & Hamlins to the Debtors, the U.S. Trustee and any official committee prior to any increases in the rates set forth in the Application, and such notice must be filed with the Court.

5. Trowers & Hamlins shall not share with any person or firm the compensation to be paid for professional services rendered in connection with the Chapter 11 Cases, other than as permitted pursuant to section 504 of the Bankruptcy Code.

6. Notwithstanding any terms of the Engagement Letter to the contrary, the Court shall have jurisdiction over any controversy arising from or related to the Application, the Engagement Letter, or Trowers & Hamlins's retention in the Chapter 11 Cases.

7. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: **May 15, 2012**
New York, New York

/s/ Sean H. Lane
THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE