

**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**  
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**FIFTH SUPPLEMENTAL DECLARATION OF  
GARETH WILLIAMS IN CONNECTION WITH DEBTORS'  
RETENTION OF KPMG LLP AS VALUATION ADVISOR TO THE DEBTORS**

I, Gareth Williams, hereby declares as follows:

1. I am a Partner of KPMG LLP ("KPMG UK"), resident in the KPMG United Kingdom office, located in London. KPMG UK is part of KPMG Europe LLP, a member firm of the KPMG network of independent member firms affiliated with KPMG International, a Swiss cooperative. I have personal knowledge of the matters set forth herein.<sup>1</sup>

2. I submit this Fifth Supplemental Declaration in connection with the above-captioned debtors and debtors in possession (the "Debtors") retention and employment of KPMG UK as a valuation advisor to the Debtors [Docket No. 335] and to further supplement the initial Declaration of David Fletcher (the "Initial Declaration") attached as Exhibit C to the Debtors' application (the "Application") to retain and employ KPMG UK [Docket No. 123], the First Supplemental Declaration of David Fletcher filed in support of the Application [Docket No.

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<sup>1</sup> Certain of the disclosures herein relate to matters within the knowledge of other professionals at KPMG UK.

183], the Second Supplemental Declaration filed in support of the Application [Docket No. 190], the Third Supplemental Declaration filed in connection with the Application [Docket No. 1102], and the Fourth Supplemental Declaration filed in connection with the Application [Docket No. 1412] (the "Fourth Declaration").

3. As previously disclosed, KPMG UK provides services to one or more of the Debtors' affiliates, including services to certain non-Debtor foreign affiliates in connection with a proposed transfer by such affiliates of certain real estate parcels, management companies and warehousing assets (the "EuroLog Assets") located throughout Europe to a new entity that was to have offered its shares for sale to institutional investors in an initial public offering (the "EuroLog IPO"). While the initial EuroLog IPO was unsuccessful, KPMG UK continues to be engaged by several non-Debtor foreign affiliates in connection with the transfer of the EuroLog Assets.

4. Ethical screens have been imposed such that no KPMG UK professional who provides, or who has or will provide, services to the Debtors or the non-Debtor foreign affiliates engaged in respect of the transfer of the EuroLog Assets will provide services to the potential purchaser of the EuroLog Assets on such matter or share, without the Debtors' or the non-Debtor foreign affiliates', as the case may be, prior approval, non-public information of the Debtors or the non-Debtor foreign affiliates with the professionals at KPMG UK performing services for the potential purchaser. Additionally, no professionals providing, or who will provide, services for the potential purchaser on such matter will provide services to the Debtors or such non-Debtor foreign affiliates or share, without the prior approval of the potential purchaser, as applicable, non-public information of the potential purchaser with the KPMG UK

professionals providing, or who have provided services to the Debtors or such non-Debtor foreign affiliates.

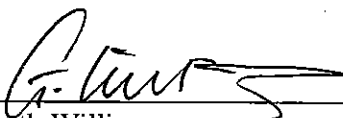
5. As the assets being sold are those of a non-Debtor foreign affiliate, KPMG UK has completed or substantially completed its services to the Debtors, and the effective date of the Debtors' confirmed proposed plan is likely to occur shortly, KPMG submits that it does not represent any interest adverse to the Debtors or their estates.

6. It remains that, insofar as I have been able to ascertain, except as may be stated above or in a previously filed declaration, KPMG UK remains a "disinterested person" as that term is defined in 11 U.S.C. § 101(14).

[This space is intentionally left blank.]

Pursuant to 28 U.S.C. section 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated this 29 day of August, 2013

By:   
Gareth Williams  
Partner