UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE:	**Chapter 11**
ARCAPITA BANK B.S.C. (c), *et al.*,	**Case No. 12-11076 (SHL)**
Debtors.	**Jointly Administered**

ORDER AUTHORIZING THE DEBTORS TO SUPPLMENT EMPLOYMENT AND RETENTION OF LINKLATERS LLP AS SPECIAL COUNSEL EFFECTIVE JULY 15, 2013

Upon consideration of the supplemental application (the "***Supplemental 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***"),[2] for entry of an order pursuant to sections 327(e) and 330 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 modify and expand the terms of retention of Linklaters LLP ("***Linklaters***") as special counsel to the Debtors effective July 15, 2013 pursuant to the terms set forth in the parties supplemental engagement letter (the "***Supplemental Engagement Letter***"); and upon the Good Declarations and the Supplemental Good Declaration in support thereof; and the Court having found that it has jurisdiction to consider this Supplemental Application pursuant to 28 U.S.C.

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

[2] As used in this Order, the term Debtors does not include Falcon Gas Storage Company, Inc., whose chapter 11 case is also being jointly administered under case number 12-11076.

§§ 157 and 1334; and the Court having found that venue of this proceeding and the Supplemental Application in this district is proper pursuant to 28 U.S.C sections 1408 and 1409; and the Court having found that the relief requested in the Supplemental Application, is in the best interests of Debtors' estates, their creditors, and other parties in interest; and notice of the Supplemental Application and the opportunity for a hearing on the Supplemental Application was appropriate under the particular circumstances; and the Court having reviewed the Supplemental Application and having considered the statements in support of the relief requested therein at a hearing before the Court (the "***Hearing***"); and the Court having determined that the legal and factual bases set forth in the Supplemental Application 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 Supplemental Application is granted as set forth herein.

2. In accordance with sections 327(e) and 330 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, the Debtors are authorized to supplement the employment of Linklaters pursuant to the terms set forth in the Supplemental Engagement Letter.

3. The scope of employment of Linklaters shall be modified and supplemented to include its work in connection with the EuroLog Sale, including advising the Debtors and the EuroLog Affiliates, conducting due diligence, and performing other transactional work in connection with the EuroLog Sale (the "***EuroLog Services***").

4. With respect to the fees and expenses for the EuroLog Services (the "***Linklaters Fees***"), Linklaters shall be compensated pursuant to the arrangement with the Debtors, the EuroLog Affiliates, and the Purchaser as set forth in the Supplemental Engagement Letter.

5. Other than fees and expenses relating to (i) any internal corporate approvals required by the Debtors or their affiliates to execute the EuroLog Sale and (ii) the Debtors' bankruptcy proceedings, the Debtors shall bear no liability to pay the Linklaters Fees except as provided in the Supplemental Engagement Letter.

6. So long as the Plan's Effective Date has not occurred, payment of the Linklaters Fees by the Debtors shall be subject to Court approval.

7. Disbursements from the retainer provided to Linklaters shall not be subject to Court approval.

8. Upon the occurrence of the Plan's Effective Date, RA Holding Corp. and RA Holdco 2 LLC shall accede to the Supplemental Engagement Letter and shall assume any liability of the Debtors under the Supplemental Engagement Letter for the Linklaters Fees, at which time payment of the Linklaters Fees shall not be subject to approval by the Court pursuant to the Bankruptcy Code, Bankruptcy Rules, Local Rules or any order of the Court.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Supplemental Application.

10. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: September 6, 2013
New York, New York

/s/ Sean H. Lane

Sean H. Lane
United States Bankruptcy Judge