

**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)
Reorganized Debtors.¹ : Confirmed
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**FINAL ORDER GRANTING APPLICATIONS OF RETAINED PROFESSIONALS FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the applications (collectively, the “Final Fee Applications”) filed by certain of the professionals (collectively, the “Professional Applicants”) listed on Schedule A attached hereto and retained in the chapter 11 cases of the above-captioned reorganized debtors (collectively, the “Reorganized Debtors”) for professional services rendered and expenses incurred during the period between March 19, 2012 through and including September 17, 2013 (the “Total Compensation Period”); and a hearing having been held before this Court to consider the Final Fee Applications on October 24, 2013; and due notice of the Final Fee Applications having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2); and the Court having jurisdiction to consider the Final Fee Applications pursuant to 28 U.S.C. §§ 157(a) and 1334(b); and consideration of the Final Fee Applications being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Final Fee Applications and the only responses thereto, by the United States Trustee (the “U.S. Trustee”) [Docket No. 1642] and Captain Hani Alsohaibi [Docket No. 1639]; *and the objection of the U.S. Trustee having been resolved as stated at the*

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.

hearing on October 24, 2013 (the “Hearing”); and the objection of Captain Hani Alsohaibi having been withdrawn and otherwise overruled as stated at the Hearing; and upon the record of the October 24, 2013 hearing thereon; and after due deliberation and sufficient cause appearing therefor, it is ***for the reasons stated at the Hearing*** HEREBY ORDERED THAT:

1. Compensation to the Professional Applicants for professional services rendered during the periods set forth in the Final Fee Applications is allowed on a final basis, ***as modified at the Hearing***, in the amounts set forth in Schedule A in the column entitled “Total Fees Allowed for Total Compensation Period.”

2. Reimbursement to Professional Applicants for expenses incurred during the periods set forth in the Final Fee Applications is allowed on a final basis in the amounts set forth in Schedule A in the column entitled “Total Expenses Allowed for Total Compensation Period.”

3. The Escrow Agent² is authorized and directed to pay each Professional all fees and expenses allowed pursuant to this Order that have not yet been paid as set forth in Schedule A in the column entitled “Total Unpaid Fees and Expenses for Total Compensation Period (to Be Paid From Escrow Account),” including such amounts that were previously held back.

5. Debtor Falcon Gas Storage Company, Inc. (“Falcon”) shall continue to make prompt payments owed to professionals pursuant to the Order Granting Debtors’ Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members [Docket No. 159]. Professionals shall file final applications for compensation and reimbursement of expenses with respect to Falcon in

² Pursuant to section 2.2 of the Plan, RA Holding Corp. and JPMorgan Chase Bank, N.A. (in its capacity as escrow agent, the “Escrow Agent”), entered into an escrow agreement (the “Escrow Agreement”), dated as of September 16, 2013. Pursuant to the Escrow Agreement, the Escrow Agent established an escrow account in the name of RA Holding Corp. at JPMorgan Chase Bank, N.A., which was funded by RA Holding Corp. on September 17, 2013 (the “Effective Date”) in order to pay in full any professional fees and expenses incurred but unpaid as of the Effective Date.

accordance with the terms of a confirmed plan of reorganization with respect to Falcon or as otherwise ordered by the Court. Compensation and reimbursement for expenses incurred by certain Professional Applicants on behalf of Falcon during the period April 1, 2013 through and including September 30, 2013 is allowed on an interim basis in the amounts set forth on Schedule C annexed hereto (including the release of any holdbacks from the previous interim compensation period).

6. Nothing in this Order shall be construed to affect the allocation of any Professional Applicant's fees and expenses among the debtors (the "Debtors") in the above-captioned chapter 11 cases, including Falcon.

7. The Reorganized Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

8. Notwithstanding the possible applicability of Rules 6004(h), 7062 and 9014 of the Federal Rules of Bankruptcy Procedure or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. Falcon and the Escrow Agent are hereby authorized to pay the fees and expenses allowed herein in United States Dollars or, when a Final Fee Application reflects payment due in a different currency, in such different currency using the United States Dollar conversion rate in effect on the date of such payment.

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

Dated: New York, New York
October 31, 2013

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

Current Compensation Period: April 1, 2013 through September 17, 2013
(With Respect to Falcon, Through September 30, 2013)

(1) Professional Applicant	(2) Date & Docket Number of Application	(3) Fees Requested for Current Compensation Period	(4) Fees Allowed ¹	(5) Fees to be Paid for Current Compensation Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid (to the extent unpaid)	(8) Expenses Requested for Current Compensation Period	(9) Expenses to be Paid for Current Compensation Period
Alvarez & Marsal North America, LLC, <i>Financial Advisor to Debtors</i>	10/3/13 No. 1609	\$3,828,241.50 ²	\$3,824,079.50 ³	\$3,818,157.10 ⁴	\$754,008.20	\$4,572,165.30 ⁵	\$93,110.04	\$91,139.17 ⁶
Ernst & Young, <i>Auditor to Debtors</i>	10/1/13 No. 1577	\$651,900.00	\$651,900.00	\$651,900.00	\$28,620.00	\$680,520.00 ⁷	\$0.00	\$0.00

¹ Fees allowed with respect to Falcon are hereby allowed on an interim basis, and fees allowed with respect to the Debtors other than Falcon (collectively, the “Non-Falcon Debtors”) (for the Current Compensation Period and all prior interim periods) are hereby allowed on a final basis.

² Of this amount, \$29,612.00 is attributable to Falcon, and \$3,798,629.50 is attributable to the Non-Falcon Debtors.

³ This amount reflects a voluntary reduction of \$4,162.00 pursuant to comments from the U.S. Trustee.

⁴ The full amount of fees attributable to the Non-Falcon Debtors less any voluntary reduction shall be paid from the Escrow Account (\$3,794,467.50), and 80% of the fees attributable to Falcon shall be paid directly by Falcon (to the extent unpaid) (\$23,689.60).

⁵ **A&M is authorized to be paid \$1,852,561.92 from the Escrow Account** in connection with unpaid fees and expenses incurred on behalf of the Non-Falcon Debtors for the Total Compensation Period.

⁶ This amount reflects a voluntary reduction of \$1,970.87 pursuant to comments from the U.S. Trustee.

⁷ **Ernst & Young is authorized to be paid \$680,520.00 from the Escrow Account** in connection with unpaid fees and expenses incurred on behalf of the Non-Falcon Debtors for the Total Compensation Period.

(1) Professional Applicant	(2) Date & Docket Number of Application	(3) Fees Requested for Current Compensation Period	(4) Fees Allowed ¹	(5) Fees to be Paid for Current Compensation Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid (to the extent unpaid)	(8) Expenses Requested for Current Compensation Period	(9) Expenses to be Paid for Current Compensation Period
GCG, Inc., <i>Administrative Agent for Debtors</i>	10/3/13 No. 1598	\$259,076.54	\$258,776.54 ⁸	\$258,776.54	\$5,543.85	\$264,320.39 ⁹	\$5,348.33	\$4,921.94 ¹⁰
Gibson Dunn & Crutcher LLP, <i>Counsel to Debtors</i>	10/3/13 No. 1608	\$16,662,114.02 ¹¹	\$16,544,187.48 ¹²	\$16,500,857.78 ¹³	\$1,983,399.15	\$18,484,256.93 ¹⁴	\$226,249.55	\$226,249.55
Houlihan Lokey Capital, Inc., <i>Financial Advisor and Investment Banker to Committee</i>	10/3/13 No. 1607	\$1,113,333.33	\$1,113,333.33	\$1,113,333.33	\$200,000.00	\$1,313,333.33 ¹⁵	\$12,601.40	\$10,201.40 ¹⁶

⁸ This amount reflects a voluntary reduction of \$300.00 pursuant to comments from the U.S. Trustee.

⁹ **GCG is authorized to be paid \$58,490.90 from the Escrow Account** in connection with unpaid fees and expenses incurred on behalf of the Non-Falcon Debtors for the Total Compensation Period.

¹⁰ This amount reflects a voluntary reduction of \$426.39 pursuant to comments from the U.S. Trustee.

¹¹ Of this amount, \$216,648.50 is attributable to Falcon, and \$16,445,465.52 is attributable to the Non-Falcon Debtors.

¹² This amount reflects a voluntary reduction of \$117,926.54 pursuant to comments from the U.S. Trustee.

¹³ The full amount of fees attributable to the Non-Falcon Debtors less any voluntary reduction shall be paid from the Escrow Account (\$16,327,538.98), and 80% of the fees attributable to Falcon shall be paid directly by Falcon (to the extent unpaid) (\$173,318.80).

¹⁴ **Gibson Dunn is authorized to be paid \$7,151,827.06 from the Escrow Account** in connection with unpaid fees and expenses incurred on behalf of the Non-Falcon Debtors for the Total Compensation Period (this amount includes the holdback in the amount of \$44,323.20 for Gibson Dunn's work related to Falcon during the third interim compensation period from November 1, 2012 to March 31, 2013).

¹⁵ **Houlihan is authorized to be paid \$6,191,002.56 from the Escrow Account** in connection with unpaid fees and expenses incurred on behalf of the Non-Falcon Debtors for the Total Compensation Period.

¹⁶ This amount reflects a voluntary reduction of \$2,400.00 pursuant to comments from the U.S. Trustee.

(1) Professional Applicant	(2) Date & Docket Number of Application	(3) Fees Requested for Current Compensation Period	(4) Fees Allowed ¹	(5) Fees to be Paid for Current Compensation Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid (to the extent unpaid)	(8) Expenses Requested for Current Compensation Period	(9) Expenses to be Paid for Current Compensation Period
King & Spalding LLP and King & Spalding Int'l LLP, <i>Special Counsel to Debtors</i>	10/3/13 No. 1597	\$3,622,788.00 ¹⁷	\$3,602,788.00 ¹⁸	\$3,020,239.28 ¹⁹	\$108,731.90	\$3,128,971.18 ²⁰	\$73,920.81 ²¹	\$73,920.81
Linklaters LLP, <i>Special Counsel to Debtors</i>	10/3/13 No. 1590	\$26,441.37	(\$18,558.63) ²²	(\$18,558.63)	\$15,130.82	(\$36,892.07) ²³	\$0	\$0
Milbank, Tweed, Hadley & McCloy LLP, <i>Counsel to Committee</i>	10/3/13 No. 1605	\$9,843,305.50	\$9,805,668.50 ²⁴	\$9,805,668.50	\$1,215,231.80	\$11,020,900.30 ²⁵	\$121,093.03	\$117,371.17 ²⁶

¹⁷ Of this amount, \$2,928,913.00 is attributable to Falcon, and \$693,875.00 is attributable to the Non-Falcon Debtors.

¹⁸ This amount reflects a voluntary reduction of \$20,000 pursuant to comments from the U.S. Trustee (\$3,830.61 of which is attributable to the Non-Falcon Debtors, and \$16,169.39 of which is attributable to Falcon).

¹⁹ The full amount of fees attributable to the Non-Falcon Debtors less any voluntary reduction shall be paid from the Escrow Account (\$690,044.39), and 80% of the fees attributable to Falcon less any voluntary reduction shall be paid directly by Falcon (to the extent unpaid) (\$2,330,194.89).

²⁰ **King & Spalding is authorized to be paid \$418,542.90 from the Escrow Account** in connection with unpaid fees and expenses incurred on behalf of the Non-Falcon Debtors for the Total Compensation Period.

²¹ Of this amount, \$70,603.82 is attributable to Falcon (to be allowed on an interim basis), and \$3,316.99 is attributable to the Non-Falcon Debtors (to be allowed on a final basis).

²² This amount reflects a voluntary reduction of \$45,000.00 pursuant to comments from the U.S. Trustee and the Committee.

²³ As noted on the record at the October 24, 2013 hearing, Linklaters has already received compensation from the Debtors' estates in excess of the total fees and expenses allowed for Linklaters in connection with the Total Compensation Period. **Linklaters shall promptly return these excess payments, in the total amount of \$36,892.07, to the Reorganized Debtors.**

²⁴ This amount reflects a voluntary reduction of \$37,637.00 pursuant to comments from the U.S. Trustee.

²⁵ **Milbank is authorized to be paid \$4,117,056.06 from the Escrow Account** in connection with unpaid fees and expenses incurred on behalf of the Non-Falcon Debtors for the Total Compensation Period.

²⁶ This amount reflects a voluntary reduction of \$3,721.86 pursuant to comments from the U.S. Trustee.

(1) Professional Applicant	(2) Date & Docket Number of Application	(3) Fees Requested for Current Compensation Period	(4) Fees Allowed ¹	(5) Fees to be Paid for Current Compensation Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid (to the extent unpaid)	(8) Expenses Requested for Current Compensation Period	(9) Expenses to be Paid for Current Compensation Period
Rothschild Inc. & N M Rothschild & Sons Limited, <i>Financial Advisors and Investment Banker to Debtors</i>	10/3/13 No. 1595	\$6,975,000.00	\$6,975,000.00	\$6,975,000.00	\$400,000.00	\$7,375,000.00 ²⁷	\$21,889.98	\$6,842.34 ²⁸
Trowers & Hamlins, <i>Bahraini Counsel to Debtors</i>	10/3/13 No. 1594	\$92,095.30	\$86,261.60 ²⁹	\$86,261.60	\$17,903.76	\$104,165.36 ³⁰	\$815.05	\$277.60 ³¹
Walkers Global, <i>Cayman Counsel to Committee</i>	10/3/13 No. 1610	\$366,183.50	\$365,218.50 ³²	\$365,218.50	\$38,139.00	\$403,357.50 ³³	\$1,161.95	\$395.29 ³⁴

²⁷ **Rothschild is authorized to be paid \$6,805,950.84 from the Escrow Account** in connection with unpaid fees and expenses incurred on behalf of the Non-Falcon Debtors for the Total Compensation Period.

²⁸ This amount reflects a voluntary reduction of \$15,047.64 pursuant to comments from the U.S. Trustee.

²⁹ This amount reflects a voluntary reduction of \$5,833.70 pursuant to comments from the U.S. Trustee.

³⁰ **Trowers is authorized to be paid \$61,082.08 from the Escrow Account** in connection with unpaid fees and expenses incurred on behalf of the Non-Falcon Debtors for the Total Compensation Period.

³¹ This amount reflects a voluntary reduction of \$537.45 pursuant to comments from the U.S. Trustee.

³² This amount reflects a voluntary reduction of \$965.00 pursuant to comments from the U.S. Trustee.

³³ **Walkers is authorized to be paid \$403,752.79 from the Escrow Account** in connection with unpaid fees and expenses incurred on behalf of the Non-Falcon Debtors for the Total Compensation Period.

³⁴ This amount reflects a voluntary reduction of \$766.66 pursuant to comments from the U.S. Trustee.

Summary: All Compensation Periods (Including this Period)

(1) Applicant	(2) Total Fees Requested	(3) Total Fees Paid	(4) Total Expenses Requested	(5) Total Expenses Paid
Alvarez & Marsal North America, LLC, <i>Financial Advisor to Debtors</i>	\$14,873,411.00	\$13,029,956.90	\$430,538.64	\$403,767.15
Ernst & Young, <i>Auditor to Debtors</i>	\$1,503,875.00	\$823,355.00	\$0.00	\$0
GCG, Inc., <i>Administrative Agent for Debtors</i>	\$289,606.10	\$231,079.65	\$5,348.33	\$4,657.49
Gibson Dunn & Crutcher LLP, <i>Counsel to Debtors</i>	\$38,201,239.27	\$30,981,454.72	\$816,811.75	\$770,242.60
Houlihan Lokey Capital, Inc., <i>Financial Advisor and Investment Banker to Committee</i>	\$8,957,600.00	\$2,766,666.67	\$151,306.34	\$149,837.11
King & Spalding LLP and King & Spalding Int'l LLP, <i>Special Counsel to Debtors</i>	\$4,448,017.10	\$2,718,163.80	\$85,161.41	\$70,048.89
Linklaters LLP, <i>Special Counsel to Debtors</i>	\$557,925.28	\$549,817.35	\$3,029.19	\$3,029.19

(1) Applicant	(2) Total Fees Requested	(3) Total Fees Paid	(4) Total Expenses Requested	(5) Total Expenses Paid
Milbank, Tweed, Hadley & McCloy LLP, <i>Counsel to Committee</i>	\$23,574,219.00	\$19,422,445.70	\$545,127.08	\$538,485.46
Rothschild Inc. & N M Rothschild & Sons Limited, <i>Financial Advisors and Investment Banker to Debtors</i>	\$10,273,387.10	\$3,468,387.10	\$766,460.42	750,461.94
Trowers & Hamlins, <i>Bahraini Counsel to Debtors</i>	\$465,913.45	\$398,820.02	\$2,592.29	\$2,232.49
Walkers Global, <i>Cayman Counsel to Committee</i>	\$658,416.00	\$254,113.44	\$1,496.95	\$315.06