

**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), <u>et al.</u>,	:	Case No. 12-11076 (SHL)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**ORDER UNDER 11 U.S.C. § 1103 AND FED. R. BANKR. P.
2014 AND 5002, AUTHORIZING RETENTION AND EMPLOYMENT
OF MILBANK, TWEED, HADLEY & M^cCLOY LLP AS COUNSEL TO
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
ARCAPITA BANK B.S.C.(C), ET AL., EFFECTIVE AS OF APRIL 10, 2012**

Upon the Application, dated June 12, 2012 (the "Application"), the Official Committee of Unsecured Creditors (the "Committee") appointed in the above-captioned chapter 11 cases of Arcapita Bank B.S.C.(c) and each of its affiliated debtors and debtors in possession (collectively, the "Debtors," and together with their non-Debtor affiliates, "Arcapita"), for an order authorizing the Committee to retain and employ Milbank, Tweed, Hadley & M^cCloy LLP ("Milbank") as counsel for the Committee, effective as of April 10, 2012, pursuant to section 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"), Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2014-1 of the Local Bankruptcy Rules for the District of New York (the "Local Rules"); and the Court having reviewed the Application and considered the Declaration of Robert Jay Moore, dated June 12, 2012 (the "Moore Declaration"), in connection with the Application; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being

proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Application and the Moore Declaration establish just cause for the relief granted herein and that Milbank represents no interest adverse to the Debtors' estates or to any class of creditors or equity security holders in the matters upon which Milbank is to be engaged and Milbank is disinterested within the meaning of 11 U.S.C. § 101(14); and upon all of the proceedings had before the Court, and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Application is granted, effective as of April 10, 2012.
2. Milbank's employment is necessary and is in the best interest of the Debtors' estates, creditors, and other parties in interest, and Milbank's hourly rates for its paralegals and attorneys set forth in the Moore Declaration are reasonable.
3. Pursuant to section 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 5002 and Local Rule 2014-1, the Committee is authorized to employ and retain Milbank as counsel for the Committee, effective as of April 10, 2012, on the terms set forth in the Application and the Moore Declaration, as provided herein.
4. Milbank shall be compensated upon appropriate application in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any interim compensation procedures order entered in these Cases, and the costs and expenses incurred by Milbank will be reimbursed in conformity with the Guidelines promulgated by the United States Trustee as in effect in this District.

5. In connection with any increases in Milbank's rates, as set forth in paragraph 13 of the Application, Milbank shall file a supplemental declaration with this Court and provide ten business days' notice to the United States Trustee and the Debtors prior to filing a fee statement or fee application reflecting an increase in such rates. The supplemental declaration shall set forth the requested rate increases, explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and certify that the Committee has consented to the requested rate increases.

6. The terms and conditions of this order shall be immediately effective and enforceable upon its entry.

7. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

Dated: New York, New York
June 29, 2012

/s/ Sean H. Lane
HONORABLE SEAN H. LANE