

HEARING DATE AND TIME: April 17, 2012 at 11:00 a.m. (Eastern Time)

OBJECTION DEADLINE: April 10, 2012 at 12:00 p.m. (Eastern Time)

GIBSON, DUNN & CRUTCHER LLP

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Proposed Attorneys for the Debtors
and Debtors in Possession

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

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

**DEBTORS' MOTION FOR AN ORDER PURSUANT TO SECTIONS
105(a), 327, 328 AND 330 OF THE BANKRUPTCY CODE AUTHORIZING
DEBTORS TO EMPLOY AND RETAIN CERTAIN PROFESSIONALS
UTILIZED IN THE ORDINARY COURSE OF THE DEBTORS' BUSINESS**

Arcapita Bank B.S.C.(c) ("*Arcapita*") and certain of its subsidiaries, as debtors and debtors in possession (collectively, the "*Debtors*" and each, a "*Debtor*"), submit this motion (the "*Motion*") for entry of an order substantially in the form annexed hereto as *Exhibit A* pursuant to sections 105(a), 327, 328 and 330 of title 11 of the United States Code (the "*Bankruptcy Code*") authorizing the Debtors to employ and retain certain professionals utilized in the ordinary course of the Debtors' business *nunc pro tunc* to the Petition Date in the above captioned chapter 11 cases (defined below). In support thereof, the Debtors respectfully represent:

BACKGROUND

1. On the March 19, 2012 (the “*Petition Date*”), each of the Debtors commenced cases (the “*Chapter 11 Cases*”) under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or an examiner in these Chapter 11 Cases. No official committee has yet been appointed by the Office of the United States Trustee.

2. Founded in 1996, Arcapita, through its Debtor and non-Debtor subsidiaries (collectively, with Arcapita, the “*Arcapita Group*”), is a leading global manager of Shari’ah-compliant alternative investments and operates as an investment bank. Arcapita is not a domestic bank licensed in the United States, nor does it have a branch or agency in the United States as defined in section 109(b)(3)(B) of the Bankruptcy Code. Arcapita is headquartered in Bahrain and is regulated under an Islamic wholesale banking license issued by the Central Bank of Bahrain. In addition to its Bahrain headquarters, the Arcapita Group, together with the other Debtors and their non-Debtor Subsidiaries, has offices in Atlanta, London, Hong Kong, and Singapore in addition to its Bahrain headquarters. The Arcapita Group’s principal activities include investing for its own accounts and providing investment opportunities to third-party investors in conformity with Islamic Shari’ah rules and principles. The Arcapita Group also derives revenue from managing assets for its third party investors.

3. The Arcapita Group has approximately \$7 billion in assets currently under management. As of the Petition Date, on a consolidated basis, the Arcapita Group owns assets

valued at approximately \$3.06 billion¹ and has liabilities of approximately \$2.55 billion.

Approximately \$1.1 billion of the Debtors' prepetition liabilities are comprised of that certain murabaha, Shari'ah-compliant syndicated facility, issued on March 28, 2007, which matured on March 28, 2012.²

JURISDICTION AND VENUE

4. The Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

RELIEF REQUESTED

5. The Debtors request that this Court enter an order pursuant to sections 105(a), 327, 328 and 330 of the Bankruptcy Code: (a) authorizing the Debtors to employ and compensate certain professionals utilized by the Debtors in the ordinary course of their business (each, an "***Ordinary Course Professional***" and, collectively, the "***Ordinary Course Professionals***"), listed on ***Exhibit B*** annexed hereto, without the submission of separate retention applications and the issuance of specific retention orders for each such Ordinary Course Professional, provided that the procedures set forth below are followed; (b) approving the payment of 100% of the monthly fees and expenses of the Ordinary Course Professionals, without requiring the filing of fee applications or further court orders, subject to the limitations set forth below; (c) permitting the expansion of the list of Ordinary Course Professionals through the "negative notice" process described below; and (d) establishing a quarterly reporting

¹ This includes Arcapita's beneficial interest in assets under management.

² A description of the Debtors' business and the reasons for filing these Chapter 11 Cases is set forth in the Declaration of Henry A. Thompson in Support of the Debtors' Chapter 11 Petitions and First Day Motions and in Accordance with Local Rule 1007-2 [Dkt. No. 6] (the "***Thompson Declaration***").

schedule for costs and expenses paid to Ordinary Course Professionals.

6. The Debtors seek to continue to employ Ordinary Course Professionals rendering a wide range of legal, advisory and consulting services to the Debtors' estates in the same manner and for the same purposes as before the Petition Date. Prior to the commencement of the Chapter 11 Cases, these Ordinary Course Professionals rendered legal, advisory and consulting services in the various jurisdictions where the Debtors are located relating to such broad topics as litigation, business strategy, general financial matters, regulatory matters, labor and employment matters, as well as other services for the Debtors in relation to issues that have a direct and significant impact on the Debtors' day-to-day operations. Thus, it is essential and efficient that the employment of the Ordinary Course Professionals be continued on an ongoing basis so as to avoid disruption of the Debtors' businesses.

7. The number of Ordinary Course Professionals the Debtors must continue to employ renders it costly and inefficient for the Debtors to submit individual applications and proposed retention orders to the Court for each such Ordinary Course Professional. The procedures outlined below will save the Debtors the substantial expense associated with applying separately for the employment of each professional. Further, the relief avoids the incurrence of fees pertaining to reviewing and prosecuting interim fee applications for relatively small amounts involving predominantly non-reorganization matters, and relieves the Court and the United States Trustee for the Southern District of New York of the burden of reviewing numerous fee applications involving these relatively small amounts of fees and expenses.

COMPENSATION PROCEDURES

8. The Debtors propose that, as a condition to employment and payment of fees and expenses, each Ordinary Course Professional shall file an affidavit with the Court substantially in the form annexed hereto as *Exhibit C* within the later of 30 days following

(a) the entry of an order granting this Motion and (b) the date on which the Ordinary Course Professional commences services for the Debtors, setting forth that such professional does not represent or hold any interest adverse to the Debtors or their respective estates and describing the types of services to be provided to the Debtors and general terms of compensation (the “*Retention Affidavit*”). If no objection is filed in response to a Retention Affidavit within 15 days, the Debtors shall be deemed authorized to retain the Ordinary Course Professional and compensate the Ordinary Course Professional as set forth below.

9. The Debtors propose that they be permitted to pay each Ordinary Course Professional, without prior application to the Court, 100% of the fees and disbursements incurred by such Ordinary Course Professional, upon receipt and approval by the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and disbursements actually incurred, up to the lesser of (a) \$150,000 per month or (b) \$1,000,000, in the aggregate, for such Ordinary Course Professional during the course of the Chapter 11 Cases.

10. In the event that an Ordinary Course Professional seeks more than \$150,000 in a single month or more than \$1,000,000 in the aggregate, such professional will be required to file a fee application for the full amount of its fees in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of New York, orders of the Court, and fee guidelines promulgated by the Office of the United States Trustee for the Southern District of New York.

11. The Debtors propose that their right to dispute any invoice shall not be affected or prejudiced in any manner by the procedures set forth above.

12. The Debtors reserve the right to supplement the list of Ordinary Course Professionals from time to time as necessary. In such event, the Debtors propose to file a

supplemental list with this Court and serve it on those parties entitled to regular service of pleadings in these cases or as otherwise ordered by the Court. The payment of compensation and reimbursement to any additional Ordinary Course Professional retained in this manner shall be subject to the same requirement to file and serve a Retention Affidavit, and the same objection procedure, as set forth above.

13. To ensure that parties in interest understand the fees charged by, and costs and expenses being incurred by, and paid to, Ordinary Course Professionals, the Debtors propose that approximately 20 days after the conclusion of every fiscal quarter, the Debtors will file a statement with the Court that will include the following for each Ordinary Course Professional paid during the prior fiscal quarter: (a) the name of the Ordinary Course Professional, and (b) the aggregate amounts paid as compensation for services rendered and for reimbursement of expenses incurred by such Ordinary Course Professional during such fiscal quarter. The Debtors further propose to serve this statement on (i) the Office of the United States Trustee for the Southern District of New York; (ii) counsel for any official committee appointed in these cases; and (iii) all other parties that have filed a notice of appearance in the Chapter 11 Cases or that are listed on the Master Service List established pursuant to the order of this Court dated March 22, 2012 [Docket No. 21].

BASIS FOR RELIEF REQUESTED

14. The retention of the Ordinary Course Professionals and payment of fees and expenses to them on the basis set forth herein is in the best interests of the Debtors' estates, creditors, and other parties in interest. Similar relief to that requested herein has been granted by courts in this district in other large chapter 11 cases. *See, e.g., In re General Maritime Corp.*, Case No. 11-15285 (Bankr. S.D.N.Y November 18, 2011) [Docket No. 24]; *In re Marco Polo*

Seatrade B.V., Case No. 11-13634 (Bankr. S.D.N.Y. October 18, 2011) [Docket No. 202]; *In re Almatris B.V.*, Case No. 10-12308 (Bankr. S.D.N.Y. May 26, 2010) [Docket No. 148].³

15. The Debtors continue to require the assistance that their Ordinary Course Professionals were providing immediately prior to the Petition Date, but many such professionals may be unwilling to continue their services if they cannot be paid their relatively small monthly invoices on a regular basis without proceeding through a cumbersome, formal application process. In light of the Ordinary Course Professionals' expertise and familiarity with the particular matters for which they were responsible prior to the Petition Date, the Debtors' estates would incur additional and unnecessary expense should they be required to newly retain professionals to replace any of their Ordinary Course Professionals.

16. For the foregoing reasons, the procedures set forth herein for the retention and compensation of Ordinary Course Professionals are in the best interests of the Debtors, their estates, their creditors and parties in interest and should be approved.

NOTICE

17. No trustee, examiner, or official committee of unsecured creditors has been appointed in the Chapter 11 Cases. The Debtors have provided notice of filing of the Motion by electronic mail, facsimile and/or overnight mail to: (i) the Office of the United States Trustee for the Southern District of New York (Attn: Richard Morrissey, Esq.), (ii) Kasowitz Benson Torres & Friedman LLP, 1633 Broadway, New York, New York 10019 (Attn: David Friedman, Esq. and David Mark, Esq.) as attorneys for Euroville, S.a.r.l., (iii) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq.), as

³ The Debtors have not annexed copies of the unreported orders cited herein because of their size. Copies of these orders, however, are available upon request of the Debtors' counsel, including at the hearing to consider the Motion.

attorneys for Midtown Acquisitions, LLC and (iv) all parties listed on the Master Service List established in these Chapter 11 Cases. A copy of the Motion is also available on the website of the Debtors' notice and claims agent, GCG, Inc., at www.gcginc.com/cases/arcapita.

NO PRIOR REQUEST

18. No prior motion for the relief sought in this Motion has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: New York, New York
April 2, 2012

Respectfully submitted,

/s/ Michael A. Rosenthal

Michael A. Rosenthal (MR-7006)

Janet M. Weiss (JW-5460)

Matthew K. Kelsey (MK-3137)

GIBSON, DUNN & CRUTCHER LLP

200 Park Avenue

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PROPOSED ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

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Proposed Attorneys for the Debtors
and Debtors in Possession

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

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

**NOTICE OF HEARING ON DEBTORS' MOTION FOR AN ORDER PURSUANT TO
SECTIONS 105(a), 327, 328 AND 330 OF THE BANKRUPTCY CODE AUTHORIZING
DEBTORS TO EMPLOY AND RETAIN CERTAIN PROFESSIONALS
UTILIZED IN THE ORDINARY COURSE OF THE DEBTORS' BUSINESS**

PLEASE TAKE NOTICE that a hearing on the annexed motion, dated April 2, 2012 (the "**Motion**") of Arcapita Bank B.S.C.(c) and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the "**Debtors**") will be held before the Honorable Sean H. Lane, United States Bankruptcy Judge, in Room 701 of the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"), One Bowling Green, New York, New York, 10004, on **April 17, 2012 at 11:00 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion (the "**Objections**") shall be filed electronically with the Court on the docket of *In re*

Arcapita Bank B.S.C.(c), et al., Ch. 11 Case No. 12-11076 (SHL) (the “**Docket**”), pursuant to the Case Management Procedures approved by this Court¹ and the Court's General Order M-399 (available at <http://nysb.uscourts.gov/orders/orders2.html>), by registered users of the Court's case filing system and by all other parties in interest on a 3.5 inch disk, preferably in portable document format (“**PDF**”), Microsoft Word, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 on (i) proposed counsel for the Debtors, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York, 10166 (Attn: Michael A. Rosenthal, Esq., Janet M. Weiss, Esq. and Matthew K. Kelsey, Esq.); (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Richard Morrissey, Esq.); (iii) Kasowitz Benson Torres & Friedman LLP, 1633 Broadway, New York, New York 10019 (Attn: David Friedman, Esq. and David Mark, Esq.) as attorneys for Euroville, S.a.r.l.; and (iv) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq.), as attorneys for Midtown Acquisitions, LLC so as to be received no later than **April 10, 2012 at 12:00 p.m. (Eastern Time)** (the “**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to

¹ See Order (A) Waiving the Requirement That Each Debtor File a List of Creditors and Equity Security Holders and Authorizing Maintenance of Consolidated List of Creditors in Lieu of a Matrix; (B) Authorizing Filing of a Consolidated List of Top 50 Unsecured Creditors; and (C) Approving Case Management Procedures [Docket No. 21].

the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which order may be entered with no further notice or opportunity to be heard.

Dated: New York, New York
April 2, 2012

/s/ Michael A. Rosenthal
Michael A. Rosenthal (MR-7006)
Janet M. Weiss (JW-5460)
Matthew K. Kelsey (MK-3137)
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PROPOSED ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A

PROPOSED ORDER

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

-----X
: **Chapter 11**
: **Case No. 12-11076 (SHL)**
: **Jointly Administered**
: **Debtors.**
: **Jointly Administered**
: **Jointly Administered**
-----X

**ORDER PURSUANT TO SECTIONS 105(a), 327, 328 AND 330 OF
THE BANKRUPTCY CODE AUTHORIZING DEBTORS TO
EMPLOY AND RETAIN CERTAIN PROFESSIONALS
UTILIZED IN THE ORDINARY COURSE OF THE DEBTORS' BUSINESS**

Upon consideration of the motion (the "*Motion*")¹ of Arcapita Bank B.S.C.(c) and certain of its subsidiaries, 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 authorizing the Debtors to employ and retain certain professionals utilized in the ordinary course of the Debtors' business; and the Court having found that it has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that venue of this proceeding and the Motion 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 Motion is in the best interests of Debtors' estates, their creditors, and other parties in interest; and notice of the Motion and the opportunity for a hearing on the Motion was appropriate under the particular circumstances; and the Court having reviewed the Motion 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

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

legal and factual bases set forth in the Motion 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 Motion is granted to the extent set forth herein.
2. The Debtors are authorized to employ the Ordinary Course Professionals listed on **Exhibit B** to the Motion in the ordinary course of their business, effective as of the Petition Date, without the submission of separate retention applications and the issuance of separate retention orders for each individual professional.
3. Each Ordinary Course Professional shall file an affidavit with the Court, substantially in the form attached as **Exhibit C** to the Motion, within the later of 30 days following: (a) the entry of this Order; and (b) the engagement of such professional by the Debtors during the Chapter 11 Cases, setting forth that such professional does not represent or hold any interest adverse to the Debtors or their respective estates (the “**Retention Affidavit**”).
4. If no objection is filed in response to a Retention Affidavit within 15 days, the Debtors shall be deemed authorized to retain the Ordinary Course Professional.
5. The Debtors are authorized to pay to each Ordinary Course Professional, without application to the Court by such professional, 100% of fees and disbursements charged by such professional, which payments are to be made following the submission to and approval by the Debtors of appropriate invoices setting forth in reasonable detail the nature of the services rendered and disbursements actually incurred; *provided, however*, that subject to further order of the Court, each Ordinary Course Professional’s fees and disbursements shall not exceed \$150,000 per month or \$1,000,000 in the aggregate for the duration of the Chapter 11 Cases

(collectively, the “*Ordinary Course Professional Cap*”).

6. The Debtors’ rights to dispute any invoice shall not be affected or prejudiced in any manner by this Order.

7. For any monthly period during which any Ordinary Course Professional requests payments from the Debtors in excess of the Ordinary Course Professional Cap, such payments shall be subject to the prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, orders of this Court, and the fee guidelines promulgated by the Office of the United States Trustee for the Southern District of New York.

8. The Debtors shall have the right to supplement the list of Ordinary Course Professionals from time to time as necessary by filing a supplemental list (a “*Supplemental List*”), including the names, addresses, and services provided by the professionals being added as Ordinary Course Professionals (each, an “*Additional Ordinary Course Professional*”), and serving such Supplemental List on those parties entitled to regular service of pleadings in the Chapter 11 Cases or as otherwise ordered by the Court.

9. Within 20 days after the conclusion of every fiscal quarter, or as soon thereafter as is practicable, the Debtors shall file a statement with the Court that will include the following for each Ordinary Course Professional paid during the prior fiscal quarter: (a) the name of the Ordinary Course Professional; and (b) the aggregate amounts paid as compensation for services rendered and for reimbursement of expenses incurred by such Ordinary Course Professional during such fiscal quarter, and the Debtors shall serve this statement on: (i) the Office of the United States Trustee for the Southern District of New York; (ii) counsel for any official committee appointed in these cases; and (iii) all other parties that have filed a notice of

appearance in the Chapter 11 Cases or that are listed on the Master Service List established pursuant to the order of this Court dated March 22, 2012 [Docket No. 21].

10. Each Additional Ordinary Course Professional added as an Ordinary Course Professional pursuant to a Supplemental List shall file a Retention Affidavit with the Court within 30 days of the filing of such Supplemental List.

11. If no objection is filed within 15 days in response to a Retention Affidavit filed by an Additional Ordinary Course Professional, the Debtors shall be deemed authorized to retain the Additional Ordinary Course Professional.

12. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of this Court.

13. This Court shall retain exclusive jurisdiction to enforce the terms of this Order.

Dated: New York, New York
_____, 2012

THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

LIST OF ORDINARY COURSE PROFESSIONALS

PROFESSIONALS	ADDRESS	SERVICES PROVIDED
Ernst & Young	P.O.Box 140 Manama, Kingdom of Bahrain 973-1753-5455	Accounting Services
Farid Hassani	P.O. Box 3097 Manama, Kingdom of Bahrain 11-973-532-632 mohd-hassani@hotmail.com	Other Professional
Keypoint Consulting WLL	Accounts Department P.O. Box 11718 Manama, Kingdom of Bahrain 973-1720-0025	Other Professional
Haya Rashed Al Khalifa Bureau of Attorney	P.O. Box 1188 Manama, Kingdom of Bahrain 973-1753-7771	Legal Services
FTI Consulting Inc.	1201 West Peachtree St., NW Suite 500 Atlanta, GA 30309 1-404-460-6200	Other Professional
King & Spalding	P.O. Box 116133 Atlanta, GA 30368	Legal Services
Linklaters Allen & Gledhill PTE Ltd / Linklaters LLP	One Marina Boulevard #28-00 Singapore 018989 Singapore +65 68907300 Stuart.bedford@linklaters.com	Legal Services
Moore Stephens LLP	10 Anson Road #29-15 International Plaza Singapore 079903 Singapore jonathanmaglaque@moorestephens.com.sg +65 63292781	Accounting Services
Complete Corporate Services PTE Ltd.	10 Anson Road #15-07 International Plaza Singapore 079903 Singapore phlim@msta.com.sg +65 62262555	Tax Advisor

PROFESSIONALS	ADDRESS	SERVICES PROVIDED
Deacons	Room No. 409 4 th Floor Nan Fung Tower 173 Des Voeux Road Central Hong Kong susan.gordon@deacons.com.hk Joyce.wong@deacons.com.hk +852 28259211	Legal Services
Advent Resource Consultancy PTE Ltd	51 Goldhill Plaza #08-02 Singapore 308900 Singapore Dorothy_t@arc-hr.com.sg +65 62580638	Other Professional
PWC Singapore	8 Cross Street #17-00 PWC Building Singapore 048424 Singapore keith.connaughton@sg.pwc.com +65 62363935	Tax Advisory
PWC Hong Kong	21/F Edinburgh Tower 15 Queen's Road Central Hong Kong Florence.kf.yip@hk.pwc.com +852 22898888	Tax Advisory
Allen Gledhill LLP	One Marina Boulevard #28-00 Singapore 018989 Singapore penny.goh@allenandgledhill.com +65 68907901	Legal Services
Morgan, Lewis & Bockius LLP	1000 Louisiana Street, Suite 4200 Houston, TX 77002 1713890500	Legal Services
Kirkland & Ellis International LLP	30 St. Mary Ave London EC3A 8AF United Kingdom 442074692000	Legal Services

PROFESSIONALS	ADDRESS	SERVICES PROVIDED
Maples & Calder	P.O. Box 309 Ugland Hous Grand Cayman, KY1-1104 Cayman Islands Paul.lumsden@maplesandcalder.com 1 345 949 8066	Legal Services
Schirrmeister, Diaz-Arrastia, Brem LLP	Pennzoil Place - North Tower 700 Milam, 10 th Fl Houston, TX 77002 wrussell@sdablaw.com +1 713 221 2500	Legal Services

EXHIBIT C

RETENTION AFFIDAVIT

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

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

**AFFIDAVIT AND DISCLOSURE STATEMENT OF _____,
ON BEHALF OF _____**

STATE OF _____)
) ss.:
COUNTY OF _____)

_____, being duly sworn, upon his oath, deposes and says: I am a [_____] of
_____, located at
_____ (the "*Company*").

1. Arcapita Bank B.S.C.(c) and certain of its subsidiaries (collectively, the "*Debtors*") have requested that the Company provide _____ services to the Debtors, and the Company has consented to provide such services.

2. The Company may have performed services in the past and may perform services in the future, in matters unrelated to the Debtors' above-captioned chapter 11 cases (the "*Chapter 11 Cases*"), for persons that are parties in interest in the Chapter 11 Cases. As part of its customary practice, the Company is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants, employees of the Debtors, or other parties in interest in the Chapter 11 Cases. The Company does not perform services for any such person in connection with the Chapter 11 Cases. In addition, the Company does not

have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

3. Neither I nor any principal of or professional employed by the Company has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Company.

4. Neither I nor any principal of or professional employed by the Company, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

5. The Debtors owe the Company \$_____ for prepetition services.

6. The Company is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Affidavit.

7. Prepetition claims against any of the Debtors held by the Company:

Amount of claim: \$ _____

Date claim arose: _____

Source of claim: _____

8. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the Company:

Name: _____

Status: _____

Amount of Claim: \$ _____

Date claim arose: _____

Source of claim: _____

9. Stock of any of the Debtors currently held by the Company:

Kind of shares: _____

No. of shares: _____

10. Stock of any of the Debtors currently held individually by any member, associate,
or professional employee of the Company:

Name: _____

Status: _____

Kind of shares: _____

No. of shares: _____

11. Disclose the nature and provide a brief description of any interest adverse to the
Debtors or to their estates with respect to the matters on which the Company is to be employed.

