

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

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IN RE:	: Chapter 11
ARCAPITA BANK B.S.C.(c), <i>et al.</i> ,	: Case No. 12-11076 (SHL)
Debtors.	: Jointly Administered
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**ORDER GRANTING APPLICATION OF ROTHSCHILD INC. AND N M  
ROTHSCHILD & SONS LIMITED FOR ALLOWANCE OF INTERIM  
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES  
INCURRED FROM MARCH 19, 2012 THROUGH AUGUST 31, 2012**

Upon consideration of the application of Rothschild Inc. and N M Rothschild & Sons Limited (“*Rothschild*”) dated October 5, 2012 [Docket No. 540] (the “*Application*”) for allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred for the period commencing March 19, 2012 through August 31, 2012 (the “*Interim Compensation Period*”), filed in the above-captioned chapter 11 cases of Arcapita Bank B.S.C.(c) and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”); and this 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 requested relief being a core proceeding this Court can determine pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and a hearing having been held before this Court to consider the Application on November 15, 2012; and due and proper notice of the Application having been

given and no further notice needing to be given; and due consideration having been given to any responses thereto; and sufficient cause having been shown therefor, it is hereby ordered that:

1. The Application is granted to the extent set forth herein.

2. Compensation for professional services rendered by Rothschild during the First Interim Compensation Period is hereby allowed on an interim basis in the amount set forth on **Schedule A** in the column entitled “Fees Allowed”, and the Debtors are authorized to pay the amount set forth in the column entitled “Fees to be Paid for Current Fee Period” (which amount reflects a 20% holdback of the fees allowed for the First Interim Compensation Period (the “***Holdback***”)), and the Debtors are directed to promptly pay such amount to the extent it remains unpaid. The Court has not authorized or directed the Debtors to pay the Holdback at this time, but may, at any time and without prior notice to any party, reconsider such decision.

3. Reimbursement of expenses incurred by Rothschild during the Interim Compensation Period is hereby allowed on an interim basis in the amount set forth on **Schedule A** in the column entitled “Expenses to be Paid for Current Fee Period.” The Debtors are hereby authorized and directed to promptly pay such amount to the extent it remains unpaid.

Dated: New York, New York  
November 29, 2012

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

Case No. 12-11076 (SHL)

Case Name: *In re* Arcapita Bank B.S.C.(c), *et al.*

**Schedule A**

**CURRENT COMPENSATION PERIOD**

**March 19, 2012 through August 31, 2012**

(1) Applicant	(2) Date/ Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed	(5) Fees to be Paid for Current Fee Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) ( <i>i.e.</i> , Holdback Release)	(7) Total Fees to be Paid	(8) Interim Expenses Requested	(9) Expenses to be Paid for Current Fee Period
Rothschild Inc. and N M Rothschild & Sons Limited	10/5/12 [Dkt. No. 540]	\$948,387.10	\$948,387.10	\$758,709.68	\$0	\$758,709.68	\$506,550.47	\$506,550.47

DATE ON WHICH ORDER WAS SIGNED: 11/29/2012

INITIALS: SHL USBJ

Case No. 12-11076 (SHL)

Case Name: *In re* Arcapita Bank B.S.C.(c), *et al.*

**Schedule B**

**FINAL FEE APPLICATION TOTALS**  
**March 19, 2012 through August 31, 2012**

<b>(1) Applicant</b>	<b>(2) Total Fees Requested</b>	<b>(3) Total Fees Paid</b>	<b>(4) Total Expenses Requested</b>	<b>(5) Total Expenses Paid</b>
Rothschild Inc. and N M Rothschild & Sons Limited	\$948,387.10	\$758,709.68	\$506,550.47	\$506,550.47

DATE ON WHICH ORDER WAS SIGNED: 11/29/2012

INITIALS: SHL USBJ