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**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)
	:
Debtors.	: Jointly Administered
	:
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**ORDER GRANTING APPLICATIONS FOR ALLOWANCE OF
INTERIM COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF ACTUAL AND
NECESSARY EXPENSES INCURRED FROM
AUGUST 1, 2012 THROUGH OCTOBER 31, 2012**

Upon consideration of the applications (the “*Applications*”) for allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred for the period, unless otherwise noted in a Professional’s Application, commencing August 1, 2012 through October 31, 2012 (the “*Second Interim Compensation Period*”), filed by the professionals listed on Schedule A annexed hereto (the “*Professionals*”), each of which has been retained 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 Applications and

the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Applications 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 Applications on December 18, 2012; and due and proper notice of the Applications having been given and no further notice needing to be given; and due consideration having been given to any responses thereto, including the comments of the Office of the United States Trustee for the Southern District of New York (the “*U.S. Trustee*”); and sufficient cause having been shown therefor, it is hereby ordered that:

1. The Applications are granted to the extent set forth herein.
2. Compensation for professional services rendered by the Professionals during the Second Interim Compensation Period is hereby allowed on an interim basis in the amounts set forth on **Schedule A** in the column entitled “Fees Allowed”, and the Debtors are authorized to pay the amounts set forth in the column entitled “Fees to be Paid for Current Fee Period” (which amounts reflect a 20% holdback of the fees allowed for the Second Interim Compensation Period (the “*Holdback*”)), and the Debtors are directed to promptly pay such amounts to the extent they remain unpaid. The Court has not authorized or directed the Debtors to pay the Holdback in connection with the Second Interim Compensation Period at this time, but may, at any time and without prior notice to any party, reconsider such decision.
3. The Debtors are authorized and directed to promptly pay the Holdbacks in connection with the Professionals’ previous interim compensation applications in the amounts set forth on Schedule A in the column entitled “Fees to be Paid for Prior Fee Period(s) (if any) (*i.e.*, Holdback Release).”

4. Reimbursement of expenses incurred by the Professionals during the Second Interim Compensation Period is hereby allowed on an interim basis in the amounts 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 amounts to the extent they remain unpaid.

5. The Debtors are hereby authorized to pay the fees and expenses allowed herein in United States Dollars or, when a Professional's 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.

Dated: New York, New York
December 21, 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: August 1, 2012 through October 31, 2012

(1) Applicant	(2) Date and 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.e., Holdback Release)	(7) Total Fees To Be Paid	(8) Interim Expenses Requested	(9) Expenses To Be Paid For Current Fee Period
Gibson, Dunn & Crutcher LLP	11/26/12 [Dkt. No. 660]	\$5,470,743.75	\$5,428,183.25 ¹	\$4,342,546.60	\$1,332,152.85	\$5,674,699.45	\$163,710.19	\$163,710.19
Linklaters LLP	11/21/12 [Dkt. No. 651]	\$31,634.16	\$9,417.69 ²	\$7,534.15	\$46,138.67	\$53,672.82	\$1,709.83	\$1,709.83
Alvarez & Marsal North America, LLC	11/27/12 [Dkt. No. 672]	\$2,175,716.00	\$2,168,756.00 ³	\$1,735,004.80	\$1,021,274.50	\$2,756,279.30	\$34,993.73	\$34,993.73
Rothschild Inc. and N M Rothschild & Sons Limited	11/27/12 [Dkt. No. 671]	\$350,000.00	\$350,000.00	\$280,000	\$189,677.42	\$469,677.42	\$109,577.16	\$109,577.16
KPMG LLP (UK)	11/27/12 [Dkt. No. 664]	\$1,413,243.46	\$1,413,243.46	\$16,252.40 ⁴	\$741,985.63	\$758,238.03	\$34,958.27	\$34,958.27
KPMG LLP (US)	11/21/12 [Dkt. No. 649]	\$102,962.70	\$101,021.95 ⁵	\$80,817.56	\$14,200.79	\$95,018.35	\$0	\$0

- ¹ This amount reflects a voluntary reduction of \$42,560.50 by Gibson Dunn of the fees requested for the Second Interim Compensation Period after comments from the U.S. Trustee.
- ² This amount reflects a reduction of \$22,216.47 of the fees requested for the Second Interim Compensation Period. The total fees allowed for the Second Interim Compensation Period may be increased to an amount, not to exceed \$31,634.16, in connection with ongoing discussions with the U.S. Trustee.
- ³ This amount reflects a voluntary reduction of \$6,960.00 by A&M of the fees requested for the Second Interim Compensation Period after comments from the U.S. Trustee.
- ⁴ KPMG (UK) and the Debtors are in discussions regarding a potential fee cap in respect of certain aspects of KPMG (UK)'s services. Pending the outcome of those discussions, KPMG (UK) has agreed to restrict cumulative fee receipts to \$3,750,000.00 in respect of such services. The total fees to be paid to KPMG (UK) herein (related to certain aspects of its services) are reduced to reflect such current agreement. All rights of KPMG (UK) to request allowance and further payment of unpaid amounts (including, to the extent the parties agree to a final higher cap on fees related to certain aspects of KPMG (UK)'s services, additional amounts in respect of such reporting time) are reserved.
- ⁵ This amount reflects a reduction of \$1,940.75 of the fees requested for the Second Interim Compensation Period. The total fees allowed for the Second Interim Compensation Period may be increased to an amount, not to exceed \$102,962.70, in connection with ongoing discussions with the U.S. Trustee.

Case No. 12-11076 (SHL)
Case Name: *In re* Arcapita Bank B.S.C.(c), *et al.*

Schedule A

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(1) Applicant	(2) Date and 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.e., Holdback Release)	(7) Total Fees To Be Paid	(8) Interim Expenses Requested	(9) Expenses To Be Paid For Current Fee Period
King & Spalding LLP	11/27/12 [Dkt. No. 663]	\$569,705.00	\$542,468.00 ⁶	\$433,974.40	\$113,979.20	\$547,953.60	\$15,205.29	\$15,205.29
Trowers & Hamblins	11/21/12 [Dkt. No. 647]	\$136,806.05	\$130,978.35 ⁷	\$104,782.68	\$27,530.60	\$132,313.28	\$621.35	\$621.35
Mourant Ozannes	11/27/12 [Dkt. No. 675]	\$310,733.00	\$306,528.00 ⁸	\$245,222.40	\$36,491.00	\$281,713.40	\$2,047.10	\$2,047.10
Ernst & Young	11/19/12 [Dkt. No. 638]	\$708,875.00	\$708,875.00	\$567,100.00	\$0	\$567,100.00	\$0	\$0
Milbank, Tweed, Hadley & McCloy LLP	11/27/12 [Dkt. No. 666]	\$3,459,030.50	\$3,434,030.50 ⁹	\$2,747,224.40	\$824,144.80	\$3,571,369.20	\$93,952.41	\$93,952.41
FTI Consulting, Inc.	11/27/12 [Dkt. No. 673]	\$670,272.00	\$667,772.00 ¹⁰	\$534,217.60	\$131,337.25	\$665,554.85	\$14,230.76	\$14,230.76
Houlihan Lokey Capital, Inc.	11/27/12 [Dkt. No. 667]	\$600,000.00	\$600,000.00	\$480,000	\$145,333.33	\$625,333.33	\$46,100.68	\$46,100.68
Hassan Radhi & Associates	11/27/12 [Dkt. No. 674]	\$6,032.00	\$5,532.00 ¹¹	\$4,425.60	\$786.04	\$5,211.64	\$0	\$0

⁶ This amount reflects a voluntary reduction of \$27,237.00 by King & Spalding of the fees requested for the Second Interim Compensation Period after comments from the U.S. Trustee.

⁷ This amount reflects a voluntary reduction of \$5,827.70 by Trowers of the fees requested for the Second Interim Compensation Period after comments from the U.S. Trustee.

⁸ This amount reflects a voluntary reduction of \$4,205.00 by Mourant of the fees requested for the Second Interim Compensation Period after comments from the U.S. Trustee.

⁹ This amount reflects a voluntary reduction of \$25,000.00 by Milbank of the fees requested for the Second Interim Compensation Period after comments from the U.S. Trustee.

¹⁰ This amount reflects a voluntary reduction of \$2,500.00 by FTI of the fees requested for the Second Interim Compensation Period after comments from the U.S. Trustee.

¹¹ This amount reflects a voluntary reduction of \$500.00 by Hassan Radhi of the fees requested for the Second Interim Compensation Period after comments from the U.S. Trustee.

Case No. 12-11076 (SHL)

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

Schedule A

Current Compensation Period: August 1, 2012 through October 31, 2012

(1) Applicant	(2) Date and 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
Walkers	11/27/12 [Dkt. No. 662]	\$54,915.00	\$52,915.00 ¹²	\$42,332.00	\$9,724.50	\$52,056.50	\$192.72	\$192.72

¹² This amount reflects a voluntary reduction of \$2,000.00 by Walkers of the fees requested for the Second Interim Compensation Period after comments from the U.S. Trustee.

Case No. 12-11076 (SHL)
Case Name: *In re* Arcapita Bank B.S.C.(c), *et al.*

Schedule B

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
Gibson, Dunn & Crutcher LLP	\$12,053,947.50 ¹	\$7,861,832	\$337,492.77	\$297,526
Linklaters LLP	\$463,728.41 ²	\$404,468	\$2,931.71	\$1,586
Alvarez & Marsal North America, LLC	\$7,275,128.50 ³	\$4,666,604	\$269,339.32	\$241,203
Rothschild Inc. and N M Rothschild & Sons Limited	\$1,298,387.10	\$898,710	\$616,127.63	\$532,549
KPMG LLP (UK)	\$4,093,455.49 ⁴	\$3,258,512	\$37,229.58	\$28,375
KPMG LLP (US)	\$181,166.65 ⁵	\$136,684	\$0	\$0
King & Spalding LLP	\$1,112,364.00 ⁶	\$911,681	\$32,866.87	\$32,866
Trowers & Hamlins	\$284,299.35 ⁷	\$227,396	\$961.29	\$810
Mourant Ozannes	\$505,144.00 ⁸	\$231,949	\$13,925.71 ⁹	\$15,085

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- ¹ This amount reflects total voluntary reductions of \$77,560.50 by Gibson Dunn of the fees requested for all compensation periods after discussions with the U.S. Trustee.
 - ² This amount reflects total voluntary reductions of \$29,069.41 by Linklaters of the fees requested for all compensation periods after discussions with the U.S. Trustee.
 - ³ This amount reflects total voluntary reductions of \$6,960.00 by A&M of the fees requested for all compensation periods after discussions with the U.S. Trustee.
 - ⁴ This amount reflects total voluntary reductions of \$60,000.00 by KPMG (UK) of the fees requested for all compensation periods after discussions with the U.S. Trustee, and a \$969,716.13 credit to the Debtors in connection with the fee cap discussed in footnote 4 of Schedule A.
 - ⁵ This amount reflects total voluntary reductions of \$1,800.00 by KPMG (US) of the fees requested for all compensation periods after discussions with the U.S. Trustee.
 - ⁶ This amount reflects total voluntary reductions of \$77,237.00 by King & Spalding of the fees requested for all compensation periods after discussions with the U.S. Trustee.
 - ⁷ This amount reflects total voluntary reductions of \$9,744.70 by Trowers of the fees requested for all compensation periods after discussions with the U.S. Trustee.
 - ⁸ This amount reflects total voluntary reductions of \$5,697.00 by Mourant of the fees requested for all compensation periods after discussions with the U.S. Trustee.

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Schedule B

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
Ernst & Young	\$708,875.00	\$450,974	\$0	\$0
Milbank, Tweed, Hadley & McCloy LLP	\$7,654,754.50 ¹⁰	\$5,157,249	\$194,644.21	\$155,399
FTI Consulting, Inc.	\$1,356,722.25 ¹¹	\$784,454	\$15,087.09	\$1,620
Houlihan Lokey Capital, Inc.	\$1,326,666.67	\$901,333	\$60,442.60	\$34,352
Hassan Radhi & Associates	\$9,462.20 ¹²	\$3,930	\$0	\$0
Walkers	\$101,537.50 ¹³	\$38,898	\$193.49	\$1

[Footnote continued from previous page]

- ⁹ This amount reflects total voluntary reductions of \$2,038.60 by Mourant of the expenses requested for all compensation periods after discussions with the U.S. Trustee.
- ¹⁰ This amount reflects total voluntary reductions of \$50,000.00 by Milbank of the fees requested for all compensation periods after discussions with the U.S. Trustee.
- ¹¹ This amount reflects total voluntary reductions of \$10,566.00 by FTI of the fees requested for all compensation periods after discussions with the U.S. Trustee.
- ¹² This amount reflects total voluntary reductions of \$500.00 by Hassan Radhi of the fees requested for all compensation periods after discussions with the U.S. Trustee.
- ¹³ This amount reflects total voluntary reductions of \$2,000.00 by Walkers of the fees requested for all compensation periods after discussions with the U.S. Trustee.