

**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. :
 ----- X

**SUMMARY SHEET FOR EIGHTH MONTHLY FEE STATEMENT OF KPMG
LLP, AS VALUATION ADVISOR TO THE DEBTORS, FOR ALLOWANCE AND
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM NOVEMBER 1, 2012 THROUGH MARCH 31, 2013**

NAME OF APPLICANT:	KPMG LLP (UK)
TIME PERIOD:	November 1, 2012 through and including March 31, 2013
ROLE IN THIS CASE:	Valuation Advisor to the Debtors
CURRENT APPLICATION:	Total Fees Requested: (discounted) \$ 14,150.50
	Total Expenses Requested: \$ 17,793.38
THIS APPLICATION IS AN:	<input checked="" type="checkbox"/> Monthly <input type="checkbox"/> Interim <input type="checkbox"/> Final Application

**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.	:
-----	X

**EIGHTH MONTHLY FEE STATEMENT OF KPMG LLP,
AS VALUATION ADVISOR TO THE DEBTORS, FOR ALLOWANCE AND
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM NOVEMBER 1, 2012 THROUGH MARCH 31, 2013**

KPMG LLP in the United Kingdom (“KPMG UK”), part of KPMG Europe LLP, a member firm of the KPMG network of independent member firms affiliated with KPMG International, a Swiss cooperative, as valuation advisor to Arcapita Bank B.S.C.(c) (“Arcapita Bank”), Arcapita LT Holdings Limited (“ALTH”), and Arcapita Investment Holdings Limited (“AIHL,” and collectively with Arcapita Bank and ALTH, the “Debtors”) in the above-captioned cases, files this Eighth Monthly Fee Statement for Compensation and Reimbursement of Expenses (the “Fee Statement”) pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the Southern District of New York, the Administrative Order Re Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated January 29, 2013 (the “Administrative Order”), , and this

Court's Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and Committee Members, dated May 18, 2012 [Docket No.159] (the "Interim Compensation Order"), for the allowance of interim compensation for professional services performed by KPMG UK for the period November 1, 2012 through March 31, 2013 (the "Compensation Period"),¹ in the amount of \$14,150.50 and for reimbursement of expenses incurred in connection with the rendition of such services in the aggregate of \$17,793.38 and respectfully represents:

BACKGROUND

1. On March 19, 2012 (the "Petition Date"), the Debtors and certain of their affiliates filed voluntary petitions for relief pursuant to Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code"). Since that date, the Debtors have continued in possession of their business and property as debtors-in-possession in accordance with sections 1107(a) and 1108 of the Bankruptcy Code.

2. On April 5, 2012, the United States Trustee for the Southern District of New York appointed an Official Committee of Unsecured Creditors [Docket No. 60] (the "Committee") pursuant to section 1102 of the Bankruptcy Code. No trustee or examiner has been appointed in the Debtors' chapter 11 cases.

3. The Debtors selected KPMG UK as their Valuation Advisor because of, among other things, the firm's depth of experience and ability to handle restructuring valuation issues in a complex, global-scale business environment in bankruptcy reorganizations and other restructurings.

¹ In light of the amount of compensation and reimbursement of expenses sought herein, in order to minimize costs, KPMG UK filed this consolidated monthly fee statement.

4. On July 20, 2012, the Court approved KPMG UK's retention as valuation advisor to the Debtor [Docket No. 335] (the "Retention Order") *nunc pro tunc* to March 19, 2012.

KPMG'S FEES AND EXPENSES

5. By this Fee Statement, KPMG UK requests: (i) allowance of monthly compensation of professional fees totaling \$14,150.50 and payable in accordance with the Interim Compensation Order in the amount of eighty-percent (80%) or \$11,320.40;² and (ii) reimbursement of one hundred percent (100%) of expenses incurred in connection with the rendition of such services in the aggregate of \$17,793.38.

6. A list of the individuals and their respective titles who provided services during the Compensation Period, their respective billing rates, the aggregate hours spent by each individual is annexed hereto as Exhibit A. A summary of hours and fees incurred by category is annexed hereto as Exhibit B. KPMG UK maintains contemporaneous records of the time expended for the professional services and expenses related hereto performed in connection with these chapter 11 cases. A copy of such time records are annexed hereto as Exhibits D1 – D5. The fees applied for herein reflect an agreed discount of approximately 30% to ordinary and customary KPMG UK rates.

7. Attached hereto as Exhibit C and incorporated herein by reference, is a detailed description of the actual and necessary expenses incurred by KPMG UK in

² KPMG UK and the Debtors are negotiating a fee cap in respect of certain aspects of KPMG's services. However, such fee cap does not relate to services performed during the Compensation Period.

connection with its employment with the Debtors during the Compensation Period.³ As set forth on Exhibit C1, KPMG UK seeks reimbursement of actual and necessary expenses incurred by KPMG UK during the Compensation Period in the aggregate amount of \$17,793.38. These expenses are reasonable and necessary in light of the size and complexity of the Debtors' cases.

8. KPMG UK respectfully submits that the amounts applied for herein for professional services rendered on behalf of the Debtors in these cases to date are fair and reasonable given: (i) the time expended; (ii) the nature and extent of the services performed at the time at which such services were rendered; (iii) the value of such services; and (iv) the costs of comparable services other than in these chapter 11 cases.

9. The time and labor expended by KPMG UK during the Compensation Period has been commensurate with the size and complexity of these cases. In rendering these services, KPMG UK has made every effort to maximize the benefit to the Debtors' estates and to leverage staff appropriately in order to minimize duplication of effort. In addition, KPMG UK has used reasonable efforts to coordinate, with the assistance of the Debtors, with the Debtors' other retained professionals to avoid the unnecessary duplication of services.

10. During the Compensation Period, KPMG UK provided a focused range of professional services as requested by the Debtors. KPMG UK respectfully submits that

³ Certain of the expenses sought herein were incurred prior to the Compensation Period, but were received and/or processed during the Compensation Period. As set forth in prior monthly fee statements, KPMG UK specifically reserved its rights in connection therewith. Accordingly, by this Eighth Fee Statement, KPMG UK seeks payment of such expenses.

these services: (i) were necessary and beneficial to the successful and prompt administration of these cases; and (ii) have been provided in a cost efficient manner.

11. Except as permitted pursuant to section 504(b) of the Bankruptcy Code and the Retention Order, KPMG UK has not shared, or agreed to share, any compensation received as a result of this case with any person, firm or entity. Except as permitted pursuant to the Retention Order, there is no agreement or understanding between KPMG UK and any other person for the sharing of compensation to be received for the services rendered in these cases.

RESERVATION

12. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the preparation of this Fee Statement, KPMG UK reserves the right to request additional compensation for such services and reimbursement of such expenses in a future fee statement or application. Furthermore, KPMG UK reserves the right to seek final approval of the fees requested herein.

CONCLUSION

WHEREFORE, KPMG UK respectfully requests that it be paid \$14,150.50 (and payable in accordance with the Interim Compensation Order in the amount of eighty-percent (80%) or \$11,320.40) as compensation for professional services rendered during the Compensation Period and reimbursement of actual and necessary expenses totaling \$17,793.38 pursuant to the terms of the Interim Compensation Order.

Dated: April 22, 2013
London, England



Gareth Williams
KPMG LLP
8 Salisbury Square
London
EC4Y 8BB
Tel: +44 20 7694 3297
Fax: +44 20 7311 8806