

LINKLATERS LLP

Richard Good
One Silk Street
London
EC2Y 8HQ
Telephone: +44 20 7456 2000
Facsimile: +44 20 7456 2222

Special Counsel for the Debtors and Debtors in Possession

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

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

**SUPPLEMENTAL DECLARATION OF RICHARD GOOD IN FURTHER
SUPPORT OF THE DEBTORS' APPLICATION FOR AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF
LINKLATERS LLP AS SPECIAL COUNSEL TO THE DEBTORS
NUNC PRO TUNC TO THE PETITION DATE**

I, Richard Good, declare and state as follows:

1. I am a partner in the law firm of Linklaters LLP ("**Linklaters**" or the "**Firm**"), which maintains an office for the practice of law, among other places, at One Silk Street, London, EC2Y 8HQ, United Kingdom. I am a solicitor of the Senior Courts of England and Wales and am duly authorized to practice as such.

2. This supplemental declaration (the "**Supplemental Declaration**") is submitted in further support of the application (the "**Application**")¹ of the debtors and debtors in possession (collectively, the "**Debtors**") in the above-captioned chapter 11 cases, pursuant to

¹ All capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Application.

sections 327(e) of title 11 of the United States Code, as amended, for an order authorizing the retention and employment of Linklaters as their special counsel (the “**Retention Application**”) [Dkt. No. 92 and 128]. On May 17, 2012, the Court entered an order granting the Application (the “**Retention Order**”) [Dkt. No. 146]. This Supplemental Declaration provides additional disclosures as required pursuant to rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure and the Retention Order.

3. Pursuant to ¶ 5 of the Retention Order, coinciding with Linklaters’ new fiscal year, Linklaters has adjusted its standard hourly billing rates for professionals effective as of May 1, 2013 (the “**Rate Changes**”). The applicable hourly rates for timekeepers in the London office in the Debtors’ chapter 11 cases, subject to periodic adjustments to reflect economic and other conditions, plus applicable Value Added Tax are set forth below in GBP.

Partners	710 to 915
Counsels	635 to 1085
Managing Associates	540 to 705
Associates	335 to 600
Trainee Solicitors	210 to 305
Paralegals	120 to 200

In compliance with the Retention Order, Linklaters’ current standard hourly billing rates for the lawyers and other professionals who are currently providing services to the Debtors are set forth on Exhibit A attached hereto. Exhibit A identifies for each listed professional both the current hourly rate and the prior hourly rate before the Rate Changes. Linklaters’ engagement is lead by a team in Linklaters’ London office and is predominantly composed of attorneys in Linklaters’ London office; therefore, all fees and expenses are billed in U.K. pounds sterling (“**GBP**”) as is consistent with Linklaters’ normal practice. Where fees and expenses are incurred in other currencies, such fees and expenses are converted from the local currency at the applicable

exchange rate in effect on the first business day of the applicable month; consequently, there may be fluctuations in the billing rates of those Linklaters professionals located in a Linklaters office outside of London based on fluctuations in the applicable exchange rates. For illustrative purposes only in this Supplemental Declaration, all billing rates are shown in the local currency.

4. The Debtors have received notice of these proposed rate increases and have consented thereto.

5. Copies of the Retention Application and the Retention Order may be obtained from the Court's website (<http://www.ecf.nysb.uscourts.gov/>) or, without charge, at the website of the Debtors' claims and noticing agent (<http://www.gcginc.com/cases/arcapita/maincase.php>).

WHEREFORE, pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: June 21, 2013
London, UK

By: Richard Good
LINKLATERS LLP
Richard Good
One Silk Street
London
EC2Y 8HQ
Telephone: +44 20 7456 2000
Facsimile: +44 20 7456 2222

Special Counsel for the Debtors and Debtors
in Possession

EXHIBIT A

**ARCAPITA BANK B.S.C.(c), et al
BILLING RATES¹**

Name	Position	Year Qualified	Office	Pre-May 1, 2013 Billing Rate	Post-May 1, 2013 Billing Rate
Richard Good	Partner	1998	London	£685.00	£790.00
Martin Flics	Partner	1980	New York	\$995.00	\$1,025.00
Daniel Gendron ²	Managing Associate	2002	London	£585.00	--
	Partner			--	£710.00
Aaron Javian ³	Associate	2004	New York	\$735	--
	Partner			--	\$870
Sarah Barnard	Associate	2012	New York	\$410.00	\$555.00
Michael Vanaselja	Trainee	--	London	\$200.00	\$210.00
Shauin Wang	Paralegal	--	New York	\$245.00	\$255.00
Daniel Constable	Paralegal	--	London	£125.00	£125.00

¹ Linklaters' engagement is lead by a team in Linklaters' London office and is predominantly composed of attorneys in Linklaters' London office; therefore, all fees and expenses are billed in GBP as is consistent with Linklaters' normal practice. Where fees and expenses are incurred in other currencies, such fees and expenses are converted from the local currency at the applicable exchange rate in effect on the first business day of the applicable month; consequently, there may be fluctuations in the billing rates of those Linklaters professionals located in a Linklaters office outside of London based on fluctuations in the applicable exchange rates. For illustrative purposes only in this Supplemental Declaration, all billing rates are shown in the local currency.

² Daniel Gendron became a Partner effective May 1, 2013.

³ Aaron Javian became a Partner effective May 1, 2013.