

**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)
Reorganized Debtors.¹ : Confirmed
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**FINAL ORDER GRANTING APPLICATIONS OF RETAINED PROFESSIONALS FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the applications (collectively, the “Fee Applications”) filed by certain of the professionals (collectively, the “Professional Applicants”) listed on Schedule A attached hereto and retained in the chapter 11 cases of the above-captioned reorganized debtors (collectively, the “Reorganized Debtors”) for professional services rendered and expenses incurred during the period between March 19, 2012 through and including September 17, 2013 (the “Total Compensation Period”); and a hearing having been held before this Court to consider the Fee Applications on November 21, 2013; and due notice of the Fee Applications having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2); and the Court having jurisdiction to consider the Fee Applications pursuant to 28 U.S.C. §§ 157(a) and 1334(b); and consideration of the Fee Applications being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Fee Applications and the responses, if any, thereto; and upon the record of the November 21, 2013 hearing thereon; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

¹ The chapter 11 case captioned In re Falcon Gas Storage Company, Inc., No. 12-11790 (Bankr. S.D.N.Y.), is being administered jointly with the other above-captioned cases, but no plan has been confirmed in that case.

1. Compensation to the Professional Applicants for professional services rendered during the current compensation period from April 1, 2013 through September 17, 2013 (with respect to Debtor Falcon Gas Storage Company, Inc. ("Falcon"), through September 30, 2013) (the "Current Compensation Period") set forth in the Fee Applications is allowed on a final basis (other than fees allowed with respect to Falcon, which are allowed on an interim basis) in the amounts set forth in Schedule A in the column entitled "Fees Allowed."

2. Reimbursement to Professional Applicants for expenses incurred during the Current Compensation Period set forth in the Fee Applications is allowed on a final basis (other than expenses allowed with respect to Falcon, which are allowed on an interim basis) in the amounts set forth in Schedule A in the column entitled "Expenses to be Paid for Current Compensation Period (to the extent unpaid)."

3. Compensation to the Professional Applicants for professional services rendered during the Total Compensation Period and reimbursement to Professional Applicants for expenses incurred during the Total Compensation Period, including those amounts previously paid as set forth on Schedule B, are allowed on a final basis.

4. The Escrow Agent² is authorized and directed to pay each Professional Applicant all fees and expenses allowed on a final basis pursuant to this Order that have not yet been paid, including such amounts that were previously held back.

5. Falcon shall continue to make prompt payments owed to professionals pursuant to the Order Granting Debtors' Motion for Order Establishing Procedures for Interim

² Pursuant to section 2.2 of the Plan, RA Holding Corp. and JPMorgan Chase Bank, N.A. (in its capacity as escrow agent, the "Escrow Agent"), entered into an escrow agreement (the "Escrow Agreement"), dated as of September 16, 2013. Pursuant to the Escrow Agreement, the Escrow Agent established an escrow account in the name of RA Holding Corp. at JPMorgan Chase Bank, N.A., which was funded by RA Holding Corp. on September 17, 2013 (the "Effective Date") in order to pay in full any professional fees and expenses incurred but unpaid as of the Effective Date.

Compensation and Reimbursement of Expenses for Professionals and Committee Members [Docket No. 159]. Professionals shall file final applications for compensation and reimbursement of expenses with respect to Falcon in accordance with the terms of a confirmed plan of reorganization with respect to Falcon or as otherwise ordered by the Court.

6. Nothing in this Order shall be construed to affect the allocation of any Professional Applicant's fees and expenses among the debtors (the "Debtors") in the above-captioned chapter 11 cases, including Falcon.

7. The Reorganized Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

8. Notwithstanding the possible applicability of Rules 6004(h), 7062 and 9014 of the Federal Rules of Bankruptcy Procedure or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. Falcon and the Escrow Agent are hereby authorized to pay the fees and expenses allowed herein in United States Dollars or, when a Fee 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.

10. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
December 10, 2013

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

**Current Compensation Period: April 1, 2013 through September 17, 2013
(With Respect to Falcon, Through September 30, 2013)**

(1) Professional Applicant	(2) Date & Docket Number of Application	(3) Fees Requested for Current Compensation Period	(4) Fees Allowed ¹	(5) Fees to be Paid for Current Compensation Period (to the extent unpaid)	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid (to the extent unpaid)	(8) Expenses Requested for Current Compensation Period	(9) Expenses to be Paid for Current Compensation Period (to the extent unpaid)
Alvarez & Marsal Global Forensic and Dispute Services, LLC <i>Counsel to Falcon Gas Storage Company, Inc.</i>	10/3/13 No. 1593	\$53,337.50 ²	\$53,337.50	\$42,670.00 ³	\$0.00	\$42,670.00	\$4,267.00	\$4,267.00 ⁴
KPMG LLP (US) <i>Tax Consultant to Debtors</i>	10/17/13 No. 1637	\$197,445.30	\$197,445.30	\$197,445.30	\$11,081.75	\$208,527.05 ⁵	\$0.00	\$0.00

¹ Fees allowed with respect to Falcon are hereby allowed on an interim basis, and fees allowed with respect to the Debtors other than Falcon (collectively, the “Non-Falcon Debtors”) (for the Current Compensation Period and all prior interim periods) are hereby allowed on a final basis.

² All of A&M Global Forensic & Dispute Services, LLC’s (“A&M Global”) fees were incurred on behalf of the Falcon estate. As a result, such fees are allowed on an interim basis.

³ Pursuant to the Interim Compensation Order [Docket No. 159], 80% of the fees attributable to Falcon shall be paid directly by Falcon (to the extent unpaid) (\$42,670.00). A&M Global has not received any amounts in connection with services rendered and expenses incurred during the Current Compensation Period.

⁴ **A&M Global is authorized to be paid \$46,937.00 directly by Falcon** in connection with unpaid fees and expenses incurred on behalf of Falcon for the Current Compensation Period.

⁵ **KPMG LLP (US) is authorized to be paid \$192,994.89 from the Escrow Account** in connection with unpaid fees and expenses incurred on behalf of the Non-Falcon Debtors for the Total Compensation Period.

(1) Professional Applicant	(2) Date & Docket Number of Application	(3) Fees Requested for Current Compensation Period	(4) Fees Allowed ¹	(5) Fees to be Paid for Current Compensation Period (to the extent unpaid)	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid (to the extent unpaid)	(8) Expenses Requested for Current Compensation Period	(9) Expenses to be Paid for Current Compensation Period (to the extent unpaid)
Antony Zacaroli, QC <i>Special Cayman Islands Counsel to Debtors</i>	10/17/13 No. 1638	\$119,394.00	\$119,394.00	\$119,394.00	\$0.00	\$119,394.00 ⁶	\$11,843.84	\$9,031.89 ⁷
Mourant Ozannes <i>Special Cayman Islands Counsel to Debtors</i>	10/17/13 No. 1640	\$1,186,589.00	\$1,186,589.00	\$1,186,589.00	\$101,714.60	\$1,288,303.60 ⁸	\$17,069.41	\$17,069.41
KPMG LLP (UK) <i>Valuation Advisor to Debtors</i>	10/17/13 No. 1643	\$6,270.00	\$6,270.00	\$6,270.00	\$2,830.10	\$9,100.10 ⁹	\$14,004.10	\$14,004.10
FTI Consulting, Inc. <i>Financial Advisor to Committee</i>	10/17/13 No. 1644	\$1,979,189.00	\$1,979,189.00	\$1,979,189.00	\$243,506.84	\$2,222,695.84 ¹⁰	\$16,695.26	\$16,695.26

⁶ **Antony Zacaroli, QC is authorized to be paid \$21,066.67 from the Escrow Account** in connection with unpaid fees and expenses incurred on behalf of the Non-Falcon Debtors for the Total Compensation Period.

⁷ This amount reflects a voluntary reduction of \$2,811.95 pursuant to comments from the U.S. Trustee.

⁸ **Mourant Ozannes is authorized to be paid \$337,146.40 from the Escrow Account** in connection with unpaid fees and expenses incurred on behalf of the Non-Falcon Debtors for the Total Compensation Period.

⁹ **KPMG LLP (UK) is authorized to be paid \$23,104.20 from the Escrow Account** in connection with unpaid fees and expenses incurred on behalf of the Non-Falcon Debtors for the Total Compensation Period.

¹⁰ **FTI is authorized to be paid \$639,344.64 from the Escrow Account** in connection with unpaid fees and expenses incurred on behalf of the Non-Falcon Debtors for the Total Compensation Period.

(1) Professional Applicant	(2) Date & Docket Number of Application	(3) Fees Requested for Current Compensation Period	(4) Fees Allowed ¹	(5) Fees to be Paid for Current Compensation Period (to the extent unpaid)	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid (to the extent unpaid)	(8) Expenses Requested for Current Compensation Period	(9) Expenses to be Paid for Current Compensation Period (to the extent unpaid)
Hassan Radhi & Associates <i>Bahraini Counsel to Committee</i>	10/17/13 No. 1645	\$23,374.00	\$23,374.00	\$23,374.00	\$7,466.28	\$30,840.28 ¹¹	\$0.00	\$0.00

¹¹ Hassan Radhi is authorized to be paid \$30,840.28 from the Escrow Account in connection with unpaid fees and expenses incurred on behalf of the Non-Falcon Debtors for the Total Compensation Period.

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
Alvarez & Marsal Global Forensic and Dispute Services, LLC <i>Counsel to Falcon Gas Storage Company, Inc.</i>	\$53,337.50	\$0.00	\$0.00	\$0.00
KPMG LLP (US) <i>Tax Consultant to Debtors</i>	\$429,698.21	\$236,703.32	\$0.00	\$0.00
Antony Zacaroli, QC <i>Special Cayman Islands Counsel to Debtors</i>	£74,621.25	£59,697.11	£7,402.40	£7,402.40
Mourant Ozannes <i>Special Cayman Islands Counsel to Debtors</i>	\$2,200,306.00	\$1,863,159.60	\$33,285.41	\$33,285.41
KPMG LLP (UK) <i>Valuation Advisor to Debtors</i>	\$4,112,551.00	\$4,106,281.01	\$67,326.97	\$53,322.87 ¹
FTI Consulting, Inc. <i>Financial Advisor to Committee</i>	\$4,553,445.45	\$3,914,100.81	\$59,520.86	\$59,520.86
Hassan Radhi & Associates <i>Bahraini Counsel to Committee</i>	\$70,167.60	\$39,327.32	\$0.00	\$0.00

¹ For the avoidance of doubt, this amount is exclusive of the expenses to be paid to KPMG LLP (UK) for the Current Compensation Period, as reflected on Schedule A.