

**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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**AFFIDAVIT AND DISCLOSURE STATEMENT OF ULRICH JAMES PAYNE ,
ON BEHALF OF KIRKLAND & ELLIS INTERNATIONAL LLP**

STATE OF _____)
) ss.:
COUNTY OF _____)

_____, being duly sworn, upon his oath, deposes and says: I am a Partner of
KIRKLAND & ELLIS INTERNATIONAL LLP, located at
30 ST. MARY AXE, LONDON, EC3A 8AF (the "**Company**").

1. Arcapita Bank B.S.C.(c) and certain of its subsidiaries (collectively, the "**Debtors**") have requested that the Company provide legal services to the Debtors, and the Company has consented to provide such services.

2. The Company may have performed services in the past and may perform services in the future, in matters unrelated to the Debtors' above-captioned chapter 11 cases (the "**Chapter 11 Cases**"), for persons that are parties in interest in the Chapter 11 Cases. As part of its customary practice, the Company is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants, employees of the Debtors, or other parties in interest in the Chapter 11 Cases. Other than as set forth herein, the Company does not perform services for any such person in connection with the Chapter 11 Cases. In addition and other than as set forth herein, the Company does not have any

relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

3. Neither I nor any principal of or professional employed by the Company has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Company.

4. Neither I nor any principal of or professional employed by the Company, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

5. The Debtors owe the Company GBP165,335.94¹ and EUR90,342.15² for prepetition services.

6. The Company is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Affidavit.

7. Prepetition claims against any of the Debtors held by the Company:

Amount of claim: GBP165,335.94 and EUR90,342.15

Date claim arose: Various

Source of claim: Legal fees incurred as a result of advice given in relation to several matters

8. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the Company:

Name: NONE

¹ Calculated to be US\$259,081.42 using an exchange rate of GBP1: US\$1.567 correct as at 25 May 2012.

² Calculated to be US\$121,677.69 using an exchange rate of EUR1: US\$1.254 correct as at 25 May 2012.

Status: _____

Amount of Claim: \$ _____

Date claim arose: _____

Source of claim: _____

9. Stock of any of the Debtors currently held by the Company:

Kind of shares: NONE _____

No. of shares: _____

10. Stock of any of the Debtors currently held individually by any member,
associate, or professional employee of the Company:

Name: NONE _____

Status: _____

Kind of shares: _____

No. of shares: _____

11. Disclose the nature and provide a brief description of any interest adverse to
the Debtors or to their estates with respect to the matters on which the Company is to be
employed.

NONE _____

