

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

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IN RE:	:	Chapter 11
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ARCAPITA BANK B.S.C.(c), et al.,	:	Case No. 12-11076 (SHL)
	:	
Debtors.	:	Jointly Administered
	:	
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**ORDER PURSUANT TO SECTION 327(e) OF THE BANKRUPTCY CODE FOR AN
ORDER AUTHORIZING THE DEBTORS TO RETAIN AND EMPLOY MOURANT
OZANNES AS SPECIAL COUNSEL NUNC PRO TUNC TO THE PETITION DATE**

Upon consideration of the application (the “*Application*”)¹ of Arcapita Bank B.S.C.(c) and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the “*Debtors*” and each, a “*Debtor*”), for entry of an order pursuant to section 327(e) of title 11 of the United States Code (the “*Bankruptcy Code*”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the Southern District of New York (the “*Local Rules*”) authorizing the Debtors to retain and employ Mourant Ozannes (“*Mourant Ozannes*”) to serve as the Debtors’ special counsel to advise on Cayman Islands law *nunc pro tunc* to the Petition Date and to compensate Mourant Ozannes pursuant to sections 330 and 331 of the Bankruptcy Code; and upon the Dickson Declaration in support thereof; and the Court having found that it has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that venue of this proceeding and the Application in this district is proper pursuant

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

to 28 U.S.C §§ 1408 and 1409; and the Court having found that the relief requested in the Application is in the best interests of Debtors' estates, their creditors, and other parties in interest; and notice of the Application and the opportunity for a hearing on the Application was appropriate under the particular circumstances; and the Court having reviewed the Application and the Dickson Declaration and having considered the statements in support of the relief requested in the Application at a hearing before the Court (the "**Hearing**"); and the Court having determined that the legal and factual bases set forth in the Application, the Dickson Declaration and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Application is granted as set forth below.
2. In accordance with section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, the Debtors are authorized to employ and retain Mourant Ozannes *nunc pro tunc* to the Petition Date as the Debtors' Cayman Islands counsel to perform the following services on behalf of the Debtors, at the direction of the Debtors' management pursuant to the terms set forth in the Engagement Letter:

- Represent AIHL in the Cayman Islands Proceeding;
- Provide advice to the Debtors with respect to their rights and duties under the laws of the Cayman Islands;
- Assist in the negotiation with creditors and other parties in interest in the Chapter 11 Cases by advising on potential issues particular to Cayman Islands law impacting such negotiations;
- Assist with the preparation of certain legal documents on behalf of the Debtors relating to Cayman Islands law; and

- Perform all other legal services relating to Cayman Islands law for the Debtors that may be necessary.

3. Mourant Ozannes shall file fee applications for interim and final

allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in Sections 330 and 331 of the Bankruptcy Code; *provided, however*, that Mourant Ozannes shall be compensated in accordance with the terms of the Engagement Letter, and subject to the procedures set forth in the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines and any other applicable orders of the Court; *provided further, however*, that Mourant Ozannes shall file fee applications for interim and final allowance of compensation and reimbursement of expenses with the Court for all work performed and expenses incurred on behalf of all Debtors, including, for the avoidance of doubt, Arcapita Investment Holdings Limited, in connection with the Chapter 11 Cases. In addition to (but not instead of) filing fee applications for interim and final allowance of compensation and reimbursement of expenses with the Court as provided in this Order, Mourant Ozannes may also apply for approval of the payment of its fees and reimbursement of expenses in the Court of the Cayman Islands as necessary to comply with the laws of the Cayman Islands; *provided, however*, that Mourant Ozannes shall be paid by the Debtors only once with respect to any work performed or expenses incurred.

4. Ten business days' notice must be provided by Mourant Ozannes to the Debtors, the U.S. Trustee and any official committee prior to any increases in the rates set forth in the Application, and such notice must be filed with the Court.

5. Notwithstanding any terms of the Engagement Letter to the contrary, the Court shall have jurisdiction over any controversy arising from or related to the Application, the Engagement Letter, or Mourant Ozannes' retention in the Chapter 11 Cases.

6. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: July 11, 2012
New York, New York

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