

LINKLATERS LLP

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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

**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE
GUIDELINES FOR REVIEWING APPLICATIONS FOR COMPENSATION
AND REIMBURSEMENTS OF EXPENSES FILED UNDER 11 U.S.C. § 330**

SECOND INTERIM FEE APPLICATION

<i>Name of Applicant:</i>	<i>Linklaters LLP</i>
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 17, 2012 <i>nunc pro tunc</i> to March 19, 2012
Period for Which Compensation and Reimbursement is Sought:	July 1, 2012 through and including October 31, 2012
Total Amount of Compensation:	£19,710.21 (\$31,634.16) ¹
Total Amount of Expenses:	£1,078.37 (\$1,709.83)

¹ Fees and disbursements for this matter are accrued and invoiced in British Pounds (“**GBP**”) and are converted to U.S. Dollars (“**USD**”) for illustrative purposes only prior to the submission of each monthly fee statement to the Court. Unless otherwise noted, USD amounts in parentheses represent the sum of the USD amounts indicated on each monthly fee statement.

Total Fees and Expenses Requested:	£20,788.58 (\$33,343.99)
This Application is:	Interim

Prior Interim Applications Filed:

- First Interim Fee Application, filed August 14, 2012 [Dkt. No. 399], for the period from March 19, 2012 through and including July 31, 2012
 Total Fees & Expenses Requested: £293,903.14 (\$462,385.54)
 Total Fees & Expenses Allowed: £220,496.08 (\$346,897.28)

Prior Monthly Fee Statements Filed:

Date Filed	Period Covered	Fees/Expenses Incurred	Fees/Expenses Requested	Fees/Expenses Payable	Amount of Holdback
May 31, 2012 ²	March 19, 2012 – April 30, 2012	Fees: £176,246.14 (\$278,361.39) Expenses: £693.51 (\$1,095.32)	Fees: £140,996.91 (\$222,689.11) Expenses: £693.51 (\$1,095.32)	Fees: £140,996.91 (\$222,689.11) Expenses: £693.51 (\$1,095.32)	£35,249.23 (\$55,672.28)
June 20, 2012	May 1, 2012 – May 31, 2012	Fees: £31,012.98 (\$48,619.05) Expenses: £12.07 (\$18.92)	Fees: £24,810.38 (\$38,895.23) Expenses: £12.07 (\$18.92)	Fees: £24,810.38 (\$38,895.23) Expenses: £12.07 (\$18.92)	£6,202.60 (\$9,723.82)
July 20, 2012	June 1, 2012 – June 30, 2012	Fees: £85,869.56 (\$134,183.21) Expenses: £92.88 (\$145.14)	Fees: £68,695.65 (\$107,346.57) Expenses: £68.88 (\$107.64)	Fees: £68,695.65 (\$107,346.57) Expenses: £68.88 (\$107.64)	£17,173.91 (\$26,836.64)

² Fees and expenses billed in GBP were converted to USD for illustrative purposes only prior to the submission of each monthly fee statement. For the monthly fee statements covering March 19, 2012 – April 30, 2012, May 1, 2012 – May 31, 2012, June 1, 2012 – June 30, 2012, July 1 – July 31, 2012, August 1 – 31, 2012, September 1- 30, 2012, and October 1 – 31, 2012, the conversions were based on the exchange rate in effect on May 19, 2012 (GBP £1.00/\$1.57939), June 18, 2012 (GBP £1.00/\$1.5677), July 18, 2012 (GBP £1.00/\$1.56264), August 17, 2012 (GBP £1.00/\$1.56962), September 19, 2012 (GBP £1.00/USD \$1.62247), October 17, 2012 (GBP £1.00/USD \$1.61490), and November 10, 2012 (GBP £1.00/USD \$1.58965), respectively.

Date Filed	Period Covered	Fees/Expenses Incurred	Fees/Expenses Requested	Fees/Expenses Payable	Amount of Holdback
August 20, 2012	July 1, 2012 – July 31, 2012	Fees: £8,041.06 (\$12,621.41) Expenses: £226.41 (\$355.38)	Fees: £6,432.85 (\$10,097.13) Expenses: £226.41 (\$355.38)	Fees: £6,432.85 (\$10,097.13) Expenses: £226.41 (\$355.38)	£1,608.21 (\$2,524.28)
September 20, 2012	August 1, 2012 – August 31, 2012	Fees: £10,735.77 (\$17,418.46) Expenses: £0.00 (\$0.00)	Fees: £8,588.62 (\$13,934.78) Expenses: £0.00 (\$0.00)	Fees: £8,588.62 (\$13,934.78) Expenses: £0.00 (\$0.00)	£2,147.15 (\$3,483.68)
October 19, 2012	September 1, 2012 – September 30, 2012	Fees: £8,905.40 (\$14,381.33) Expenses: £5.35 (\$8.64)	Fees: £7,124.32 (\$11,505.06) Expenses: £5.35 (\$8.64)	Fees: £7,124.32 (\$11,505.06) Expenses: £5.35 (\$8.64)	£1,781.08 (\$2,876.27)
November 20, 2012	October 1, 2012 – October 31, 2012	Fees: £2,665.75 (\$4,237.61) Expenses: £846.61 (\$1,345.81)	Fees: £2,132.60 (\$3,390.09) Expenses: £846.61 (\$1,345.81)	Fees: £2,132.60 (\$3,390.09) Expenses: £846.61 (\$1,345.81)	£533.15 (\$847.52)

**SUMMARY OF SECOND INTERIM FEE APPLICATION
OF LINKLATERS LLP FOR SERVICES RENDERED
FOR THE PERIOD JULY 1, 2012 THROUGH OCTOBER 31, 2012³**

Name	Position	Hours	Rate (GBP)	Amount (GBP)	Rate (USD)	Amount (USD)
Chris Howard	Partner	0.30	£795.00	£238.50	\$1,263.77	\$379.13
Richard Good	Partner	10.40	£685.00	£7,124.00	\$1,104.18	\$11,483.50
Derek Hayward	Counsel	2.0	£615.00	£1,230.00	\$980.94	\$1,961.87
Daniel Gendron	Managing Associate	5.0	£585.00	£2,925.00	\$949.14	\$4,745.72
Aaron Javian	Associate	4.80	£456.06*	£2,204.46	\$735.00	\$3,575.64
Edward Rasp	Associate	1.20	£437.03*	£524.44	\$685.00	\$823.17
Mandeep Sidu	Associate	1.30	£420.00	£546.00	\$681.44	\$885.87
Sarah Barnard	Associate	29.60	£256.94*	£7,669.29	\$410.00	\$12,221.64
George Davie	Trainee	32.90	£200.00	£6,580.00	\$319.04	\$10,496.56
David Leeming	Trainee	4.50	£200.00	£900.00	\$317.93	\$1,430.69
Shauin Wang	Paralegal	1.00	£154.29*	£154.29	\$245.00	\$250.33
Daniel Constable	Paralegal	2.10	£120.00	£252.00	\$192.71	\$404.70
TOTAL ⁴		95.10		£30,347.98		\$48,658.82
Less Write Off				£10,637.77		\$17,024.62
GRAND TOTAL				£19,710.21		\$31,634.16

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Totals:			
Partners and Counsel	£676.58 (\$1,088.54)	12.70	£8,592.50 (\$13,824.50)
Associates	£269.22 (\$431.01)	79.30	£21,349.19 (\$34,179.29)
Paraprofessionals	£131.06 (\$211.30)	3.10	£406.29 (\$655.03)
Total Fees Incurred		95.10	£30,347.98 (\$48,658.82)
Blended Attorney Rate (Approximate)	£325.45 (\$521.78)		

³ 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 the purposes of the Second Fee Application, the rates listed for non-U.S. fee earners are a simple average of those charged during the Second Compensation Period.

⁴ The Firm has voluntarily reduced the amount requested for professional services in connection with preparing its fee applications and monthly fee statements by half to £10,637.77 (\$17,024.62), as further discussed in ¶ 6 below.

Compensation by Project Category⁵

Project Description	Hours	Amount
Asset Analysis/Recovery Avoidance Action	6.30	£3,471.00 (\$5,631.59)
Asset Disposition/Sale Issues	1.60	£192.00 (\$310.52)
Business Operations	0.50	£342.50 (\$537.59)
Creditors' Committee Issues	3.60	£2,466.00 (\$3,982.34)
Fee Applications/Retention Applications	78.30	£10,637.77 (\$17,024.65) ⁶
Financing	3.60	£2,076.50 (\$3,324.30)
Investment Company Structures and Analysis	1.20	£524.44 (\$823.17)
TOTAL	95.10	£19,710.21 (\$31,634.16)

⁵ Copies of the relevant itemized time records were annexed as an exhibit to each of the four monthly statements covered by this Second Fee Application, which are incorporated herein by reference. Linklaters' time billed during the Compensation Period by project category is described in the Second Fee Application.

⁶ The Firm has voluntarily reduced the amount requested for professional services in connection with preparing its fee applications and monthly fee statements by half to £10,637.77 (\$17,024.62), as discussed in ¶ 6 below.

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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

**SECOND APPLICATION OF LINKLATERS LLP, AS SPECIAL COUNSEL FOR
THE DEBTORS AND DEBTORS IN POSSESSION, FOR INTERIM ALLOWANCE
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM JULY 1, 2012 THROUGH OCTOBER 31, 2012**

TO THE HONORABLE SEAN H. LANE,
UNITED STATES BANKRUPTCY JUDGE:

Linklaters LLP (“**Linklaters**” or the “**Firm**”), Special Counsel for Arcapita Bank B.S.C.(c) (“**Arcapita**”) and its affiliated debtors in the above-referenced chapter 11 case, as debtors in possession (together with Arcapita, the “**Debtors**”), for its second application (the “**Second Fee Application**”), pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), General Order M-389, Amended Guidelines for

Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “**Local Guidelines**”), this Court’s *Order Granting Debtors’ Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members* [Dkt. No. 159] (the “**Interim Compensation Order**”); and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, effective January 30, 1996 (the “**UST Guidelines**,” and collectively with the Local Guidelines and the Interim Compensation Order, the “**Guidelines**”), for the interim allowance of compensation for professional services performed by Linklaters for the period commencing July 1, 2012, through and including October 31, 2012 (the “**Second Compensation Period**”), and for reimbursement of its actual and necessary expenses incurred during the Second Compensation Period, respectfully represent:

GENERAL BACKGROUND

1. On March 19, 2012 (the “**Petition Date**”), each of the Debtors commenced cases (the “**Chapter 11 Cases**”) under the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On May 17, 2012, the Bankruptcy Court entered the *Order Pursuant to Sections 327(e), 330 and 331 of the Bankruptcy Code Authorizing the Debtors to Retain and Employ Linklaters LLP as Special Counsel to the Debtors Nunc Pro Tunc to the Petition Date* [Dkt. No. 146] (the “**Retention Order**”).

3. On May 18, 2012, the Bankruptcy Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these cases.

**SUMMARY OF PROFESSIONAL COMPENSATION AND
REIMBURSEMENT OF EXPENSES REQUESTED**

4. Linklaters requests an allowance of interim compensation for professional services performed during the Second Compensation Period in the amount of £19,710.21 (\$31,634.16) and for reimbursement of expenses incurred in connection with the performance of such services in the amount of £1,078.37 (\$1,709.83).

5. During the Second Compensation Period, Linklaters attorneys and paraprofessionals expended a total of 95.10 hours in connection with the necessary services performed. Of the aggregate time expended, 12.70 recorded hours were expended by partners and counsel of Linklaters, 79.30 recorded hours were expended by associates, and 3.10 recorded hours were expended by paraprofessionals of Linklaters.¹

6. Linklaters attorneys incurred a total of £21,275.54 (\$34,049.30) in fees in connection with the preparation of four monthly fee statements and the Firm's First Interim Fee Application. Linklaters recognizes that the fees incurred in connection with fee applications and retention matters during the Second Compensation Period, when viewed in relation to Linklaters' fees incurred on non-fee related matters during the same period, exceed customary ratios. As a result, Linklaters has voluntarily reduced the amount requested for fee statement and fee application preparation by half to £10,637.77 (\$17,024.62). The Firm believes that the reduced amount is fair compensation for time actually expended in order to

¹ To the extent that time or disbursement charges for services performed or disbursements incurred relate to the Second Compensation Period, but are processed subsequent to the preparation of this application, Linklaters reserves the right to request additional compensation for such services and reimbursements of such expenses in a future application.

comply with the Interim Compensation Order and UST Guidelines in preparing its monthly fee statements and interim fee applications.

7. To date, Linklaters has not received payment from the Debtors for legal services provided during the Second Compensation Period or for expenses in connection therewith. Linklaters now seeks payment in its entirety (after applying the voluntary write-down) for legal services provided during the Second Compensation Period and for expenses in connection therewith, including the 20% of fees for legal services provided which were otherwise required to have been held back pursuant to the Interim Compensation Order.

8. Linklaters' hourly charges are based on Linklaters' existing billing rates and procedures in effect during the Second Compensation Period. The hourly charges for the services performed by Linklaters professionals and paraprofessional are at the same rates Linklaters charges for such services performed in comparable bankruptcy and non-bankruptcy related matters. The hourly charges are based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and non-bankruptcy matters.

9. During the Second Compensation Period, Linklaters billed the Debtors for time expended by attorneys based on hourly charges ranging from £200.00 to £795.00 per hour. Allowance of compensation in the amount requested would result in a blended hourly billing charge of approximately £325.45 (\$521.78) (based on 92.00 recorded hours for attorneys at Linklaters' regular billing rates in effect at the time of the performance of services).

10. Linklaters has no agreement with any person, other than members of the firm, regarding the sharing of compensation received for services rendered to the Debtors.

11. Annexed hereto as Exhibit A is a certification regarding compliance with the Guidelines.

12. Pursuant to the UST Guidelines, the Summary Sheet filed in connection with this Application includes a schedule of Linklaters' professionals and paraprofessionals who have performed services for the Debtors during the Second Compensation Period, the capacities in which each such individual is employed by Linklaters, the hourly billing rate² charged by Linklaters for services performed by such individuals, and the aggregate number of hours expended in this matter and charges billed therefor.

13. Annexed hereto as Exhibit B is a schedule specifying the categories of expenses for which Linklaters is seeking reimbursement and the total amount for each such expense category.

**DESCRIPTION OF SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

14. During the Second Compensation Period, Linklaters advised the Debtors and assisted the Debtors' general bankruptcy counsel, Gibson, Dunn & Crutcher LLP ("**General Bankruptcy Counsel**") with respect to non-bankruptcy matters and advice to the Debtors in connection with financing, security and capital structure, and negotiating and drafting documents with respect to the laws of foreign jurisdictions. Linklaters also advised the Debtors with respect to issues arising from the impact of the Debtors' Chapter 11 Cases on its underlying investments in portfolio companies.

15. During the Second Compensation Period, Linklaters advised the Debtors and assisted General Bankruptcy Counsel with respect to cross-border issues implicating the laws

² 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.

of foreign jurisdictions and provided other such services as the Debtors requested. The Firm worked closely with the Debtors and each of their other retained professionals with respect to the above described matters so as to prevent unnecessary duplication of services whenever possible.

16. The following is a summary of the significant professional services rendered by Linklaters during the Second Compensation Period, organized in accordance with Linklaters' internal system of project codes.

- a. Asset Analysis/ Recovery/ Avoidance Action
Total Fees: £3,471.00 (\$5,631.59)
Total Hours: 6.3
 - Advised the Debtors regarding their portfolio company ownership structure and financing documents
- b. Asset Disposal/Sale Issue
Total Fees: £192.00 (\$310.52)
Total Hours: 1.60
 - Reviewed dataroom documents and updates
- c. Business Operations
Total Fees: £342.50 (\$537.59)
Total Hours: 0.50
 - Communicated with General Bankruptcy Counsel and Debtors regarding issues in foreign jurisdictions related to the Debtors' chapter 11 filings
- d. Creditors' Committee Issues
Total Fees: £2,466.00 (\$3,982.34)
Total Hours: 3.60
 - Communicated and met with General Bankruptcy Counsel and Debtors regarding issues in foreign jurisdictions related to the Unsecured Creditors' Committee
- e. Fee Applications/Retention Applications
Total Fees: £21,275.54 (\$34,049.30)
Total Hours: 77.40
 - Communicated between offices regarding compliance with chapter 11 timekeeping, billing, confidentiality issues, and procedures
 - Managed timekeeping process and tracking in compliance with the Bankruptcy Code

- Attended hearing before the Honorable Sean H. Lane on the First Interim Fee Application
 - Prepared monthly fee statements
- f. Financing
Total Fees: £2,076.50 (\$3,324.30)
Total Hours: 3.60³
- Reviewed asset transferability and documentation related to transfers
 - Reviewed non-U.S. law-governed corporate documents and corresponded with General Bankruptcy Counsel and the Debtors regarding the same
 - Communicated with Debtors, General Bankruptcy Counsel and others regarding potential agency transfers
 - Compiled documents related to the Debtors' non-U.S. law-governed financing arrangements and related contracts
- g. Investment Company Structures and Analysis
Total Fees: £524.44 (\$823.17)
Total Hours: 1.20
- Analyzed the non-U.S. law-related implications of the chapter 11 filings on the Debtors' portfolio company asset structure and non-U.S. investments
 - Coordinated with General Bankruptcy Counsel to analyze implications of the chapter 11 filings on non-U.S.-based portfolio companies

17. The foregoing services performed by Linklaters were necessary and appropriate to the administration of the Debtors' Chapter 11 Cases and were in the best interests of the Debtors and other parties in interest. Compensation for such services as requested is commensurate with the complexity of the issues and tasks involved. The professional services were performed expeditiously and effectively.

ACTUAL AND NECESSARY EXPENSES INCURRED BY LINKLATERS

18. As set forth in Exhibit B, Linklaters has incurred a total of £1,078.37 (\$1,709.83) in expenses on behalf of the Debtors in providing professional services during the Second Compensation Period. Linklaters charges the Debtors for expenses in a manner and at

³ In compiling this Fee Application, Linklaters noted that 0.50 hours previously billed under the Case Administration segment were more appropriately billed to the Financing segment, which is reflected in this total.

rates consistent with charges made generally to its other clients and at actual or an estimated actual cost where the actual cost is difficult to determine. Each of these categories of expenses does not exceed and, in some instances, is well below the maximum rate set by the Guidelines. These charges are intended to cover Linklaters' direct operating costs, which costs are not incorporated into the Linklaters hourly billing rates.

THE REQUESTED COMPENSATION SHOULD BE ALLOWED

19. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code reasonable compensation for actual, necessary services rendered, as well as reimbursement for actual, necessary expenses. 11 U.S.C. § 330(a)(1). Linklaters submits that the services for which it seeks compensation and the expenditures for which it seeks reimbursement in this First Fee Application were necessary for and beneficial to the preservation and maximization of value for all stakeholders and to the orderly administration of the Debtors' chapter 11 estates, and that such services were performed in a timely manner appropriate to the complexity and nature of the issues involved. Further, all services performed by Linklaters on behalf of the Debtors were within the scope of work approved in the Retention Order. Accordingly, approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

NOTICE

20. Notice of this Application has been provided to parties in interest in accordance with the *Order (A) Waiving the Requirement that Each Debtor File a List of Creditors and*

Equity Security Holders and Authorizing Maintenance of Consolidated List of Creditors in Lieu of a Matrix; (B) Authorizing Filing of a Consolidated List of Top 50 Unsecured Creditors; and (C) Approving Case Management Procedures [Dkt. No. 21]. Linklaters submits that such notice is sufficient and no other or further notice need be provided.

21. No previous request for the relief sought herein has been made by Linklaters to this or any other Court.

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CONCLUSION

22. Linklaters respectfully requests the Court enter an Order authorizing (i) an interim allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses during the Second Compensation Period in the amount of £20,788.58 (\$33,343.99); (ii) that the allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to Linklaters' right to seek additional compensation for services performed and expenses incurred during the Second Compensation Period, which were not processed at the time of this Application; and (iii) such other and further relief as is just.

WHEREFORE Linklaters respectfully requests that the Court grant the relief requested herein and such other and further relief as is just.

Dated: November 21, 2012
London, UK

By: /s/ Richard Good

LINKLATERS LLP

Richard Good

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Special Counsel for the Debtors and Debtors
in Possession

EXHIBIT A

LINKLATERS LLP

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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

**CERTIFICATION UNDER GUIDELINES FOR FEES
AND DISBURSEMENTS FOR PROFESSIONALS IN RESPECT
OF FIRST APPLICATION OF LINKLATERS LLP FOR INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Richard Good, declare and state as follows:

1. I am a partner with the applicant firm, Linklaters LLP (“**Linklaters**” or the “**Firm**”) which serves as special counsel for the chapter 11 cases of Arcapita Bank B.S.C.(c) and its affiliated debtors (the “**Debtors**”) in the above-captioned cases. I am responsible for the Firm’s compliance with sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), General Order M-389, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “**Local Guidelines**”), this Court’s *Order Establishing Procedures for Interim Compensation*

and Reimbursement of Expenses for Professionals [Dkt. No. 159] (the “**Interim Compensation Order**”); and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, effective January 30, 1996 (the “**UST Guidelines**,” and collectively with the Local Guidelines and the Interim Compensation Order, the “**Guidelines**”). This certification is made in respect of Linklaters’ application, dated November 21, 2012 (the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing July 1, 2012 through and including October 31, 2012 (the “**Second Compensation Period**”) in accordance with the Guidelines.

2. In respect of section B.1 of the Local Guidelines, I certify that:
 - a. I have read the Application;
 - b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines and the UST Guidelines;
 - c. the fees and disbursements sought are billed at rates in accordance with those customarily charged by Linklaters and generally accepted by Linklaters’ clients; and
 - d. in providing a reimbursable service, Linklaters does not make a profit on that service, whether the service is performed by Linklaters in house or through a third party.

3. With respect to Section A.2 of the Local Guidelines, I certify that, in accordance with the terms of the Interim Compensation Order, the Debtors, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) and the Creditors’

Committee (the “**Committee**”) have all been provided not later than 21 days after the end of each month with a statement of the fees and disbursements accrued during each month subject to the Application containing a list of professionals and paraprofessionals providing services, their respective billing rates, the aggregate hours spent by each professional and paraprofessional, a general description of services rendered, a reasonably detailed breakdown of the disbursements incurred and an explanation of billing practices.

4. Pursuant to the Guidelines, I certify that the Debtors, attorneys for the Committee, and the U.S. Trustee are each being provided with a copy of the Application.

Dated: November 21, 2012
London, UK

By: /s/ Richard Good

LINKLATERS LLP

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Special Counsel for the Debtors and Debtors
in Possession

EXHIBIT B

**EXPENSES INCURRED BY LINKLATERS LLP
DURING THE SECOND COMPENSATION PERIOD FROM
JULY 1, 2012 THROUGH AND INCLUDING OCTOBER 31, 2012**

Charges & Disbursements	Amounts
Online Research	£85.75 (\$135.87)
Document Production	£204.35 (\$320.75)
In-house Catering	£782.02 (\$1,243.14)
Courier	£5.35 (\$8.64)
Printing/Photocopying	£0.90 (\$1.43)
TOTAL	£1,078.37 (\$1,709.83)