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Attorneys for the Debtors
and Debtors in Possession

**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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**NOTICE OF PAYMENTS MADE IN ACCORDANCE WITH AMENDED ORDER
PURSUANT TO SECTIONS 105(A), 327, 328 AND 330 OF THE BANKRUPTCY CODE
AUTHORIZING DEBTORS TO EMPLOY AND RETAIN CERTAIN PROFESSIONALS
UTILIZED IN THE ORDINARY COURSE OF THE DEBTORS' BUSINESS**

PLEASE TAKE NOTICE that Arcapita Bank B.S.C.(c) and certain of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “*Debtors*” and each, a “*Debtor*”), hereby file the attached statement of payments made to professionals utilized in the ordinary course of the Debtors’ business in accordance with the *Amended Order Pursuant to Sections 105(a), 327, 328 and 330 of the Bankruptcy Code Authorizing Debtors to Employ and Retain Certain Professionals Utilized in the Ordinary Course of the Debtors’ Business* (the “**OCP Order**”) [Dkt. No. 195]. Pursuant to the OCP Order, the Debtors shall file a statement indicating the name of the Ordinary Course Professional and the aggregate amounts paid as compensation for services rendered and for reimbursement of

expenses incurred by such Ordinary Course Professional. The statement reflects payments made from August 1, 2012 through November 30, 2012.

PLEASE TAKE FURTHER NOTICE that this statement has been served on (i) the Office of the United States Trustee for the Southern District of New York; (ii) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis Dunne, Esq. and Evan Fleck, Esq.); and (iii) all other parties that have filed a notice of appearance in the Chapter 11 Cases or that are listed on the Master Service List established pursuant to the order of this Court dated March 22, 2012 [Docket No. 21].

Dated: New York, New York
January 2, 2013

/s/ Michael A. Rosenthal
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ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT A

STATEMENT OF PAYMENTS MADE TO ORDINARY COURSE PROFESSIONALS

Ordinary Course Professional Name	Compensation Paid (8/1/12 through 11/30/12)	Expenses Paid (8/1/12 through 11/30/12)
Haya Rashed Al Khalifa	\$90,436.45	\$0
Kirkland & Ellis International LLP	\$24,601	\$337
Morgan, Lewis & Bockius LLP	\$13,141.00	\$0
Schirrmester, Diaz-Arrastia, Brem LLP	\$3,105.00	\$67.19