

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
)	
)	

**NINTH MONTHLY STATEMENT OF LINKLATERS LLP, AS SPECIAL COUNSEL
TO THE DEBTORS AND DEBTORS IN POSSESSION,
FOR COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD FROM DECEMBER 1, 2012 THROUGH DECEMBER 31, 2012**

Summary Sheet

Name of Applicant: **Linklaters LLP**

Role in the Case: Special Counsel for the Debtors and Debtors in Possession

Date of Retention: May 17, 2012, nunc pro tunc to March 19, 2012 [Dkt. No. 146]

Period for which Compensation and Reimbursement are Sought: December 1, 2012 through and including December 31, 2012

Amount of Total Fees Incurred during the Statement Period **£5,959.10 (\$9,576.99)¹**

Amount of Fees to be Paid upon Expiration of the Objection Deadline **£4,767.28 (\$7,661.59)**

Amount of Expenses Incurred during the Statement Period: **£0.00 (\$0.00)**

Prior Applications:

- £176,939.65 for the period March 19, 2012 through and including April 30, 2012
- £31,025.05 for the period May 1, 2012 through and including May 31, 2012
- £85,938.44 for the period June 1, 2012 through and including June 30, 2012
- £8,041.06 for the period July 1, 2012 through and including July 31, 2012
- £10,735.77 for the period August 1, 2012 through and including August 31, 2012
- £7,129.67 for the period September 1, 2012 through and including September 30, 2012
- £2,665.75 for the period October 1, 2012 through and including October 31, 2012
- £6,245.21 for the period November 1, 2012 through and

¹ All amounts have been converted from British Pounds into U.S. Dollars based on the exchange rate in effect on January 15, 2013: GBP £1.00/USD \$1.60712.

including November 30, 2012

**Time Summary for Professionals and Paraprofessionals
from December 1, 2012 through and including December 31, 2012
and During the Prior Statement Periods***

<u>NAME</u>	<u>POSITION</u>	<u>HOURS</u>	<u>RATE IN GBP (£)</u>	<u>AMOUNT IN GBP (£)</u>	<u>AMOUNT IN USD (\$)</u>
Chris Howard	Partner	1.80	£795.00	£1,431.00	\$2,299.79
Martin Flics	Partner	0.90	£615.22*	£553.70	\$889.86
Sarah Barnard	Associate	11.80	£253.51*	£2,991.42	\$4,807.57
David Leeming	Trainee	3.40	£200.00	£680.00	\$1,092.84
Shauin Wang	Paralegal	2.00	£151.49*	£302.98	\$486.93
Total		19.90		£5,959.10	\$9,576.99

**Compensation By Matter
Summary of Services Rendered**

<u>SEGMENT NAMES</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>AMOUNT IN USD</u>
Fee Applications/Retention Applications	19.90	£5,959.10	\$9,576.99
TOTAL	19.90	£5,959.10	\$9,576.99

In accordance with this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 159] (the “**Compensation Order**”), Linklaters LLP (“**Linklaters**” or the “**Firm**”), Special Counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”), hereby submits this Monthly Fee Statement for Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred (the “**Monthly Fee Statement**”) for the period from December 1, 2012 through December 31, 2012 (the “**Statement Period**”). In support of this Monthly Fee Statement, Linklaters respectfully represents as follows:

* 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 British pounds sterling (“**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 Linklaters’ offices outside of London based on fluctuations in the applicable exchange rates.

RELIEF REQUESTED

1. Linklaters submits this Monthly Fee Statement in accordance with the Compensation Order. All services for which Linklaters requests compensation were performed for, or on behalf of, the Debtors.

2. Linklaters seeks compensation for professional services rendered and reimbursement of expenses incurred for the Statement Period in the amounts set forth below:

Total Fees	£5,959.10	\$9,576.99
Total Expenses	£0.00	\$0.00
Total	£5,959.10	\$9,576.99

3. A detailed statement of hours spent rendering legal services to the Debtors during the Statement Period is attached hereto as Exhibit A.

4. Pursuant to the Compensation Order, Linklaters seeks payment of £4,767.28 (\$7,661.59) from the Debtors for the Statement Period, representing 80% of Linklaters' total fees for services rendered.

5. To the extent that time or disbursement charges for services performed or disbursements incurred relate to the Statement Period, but are processed subsequent to the preparation of this Monthly Fee Statement, Linklaters reserves the right to request additional compensation for such services and reimbursement of such expenses in a future fee statement.

Notice and Objection Procedures

6. In accordance with the Compensation Order, notice of the Monthly Fee Statement has been served upon the following parties (collectively, as further defined in the

Compensation Order, “**Notice Parties**”): (i) Arcapita Bank B.S.C.(c), Arcapita Building, Bahrain Bay, P.O. Box 1406, Manama, Kingdom of Bahrain (Attn: Henry Thompson); (ii) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Michael A. Rosenthal, Esq., Janet M. Weiss, Esq., and Matthew K. Kelsey, Esq.); (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Richard Morrissey, Esq.); (iv) the Official Committee of Unsecured Creditors (the “**Committee**”), Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq. and Evan R. Fleck, Esq.) and any other official committee appointed in these chapter 11 cases; and (v) any other party the Court may designate (each a “**Notice Party**” and collectively, the “**Notice Parties**”).

7. Pursuant to the Compensation Order, objections to the Monthly Fee Statement, if any, must be served upon Linklaters and the Notice Parties no later than February 4, 2013 at 4:00 p.m. (Eastern Time) (the “**Objection Deadline**”), setting forth the nature of the objection and the specific amounts of fees and expenses at issue.

8. If no objection to the Monthly Fee Statement is received by the Objection Deadline, the Debtors will pay to Linklaters the amounts of fees and expenses identified in the Monthly Fee Statement.

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9. To the extent an objection to the Monthly Fee Statement is received on or before the Objection Deadline, the Debtors will withhold payment of that portion of the payment requested to which the objection is directed and will promptly pay the remainder of the fees and expenses as set forth herein. To the extent such objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing.

Dated: January 18, 2013
London, UK

By: /s/ Richard Good

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EXHIBIT A

Date	Name	Segment	Hours	Rate	Value	Narratives
06/12/2012	Sarah Barnard	Fee Applications / Retention Applications	0.50	253.51	126.76	Draft email to R Good re fee hearing (.4); discuss same with D Leeming (.1).
13/12/2012	David Leeming	Fee Applications / Retention Applications	0.40	200.00	80.00	Correspond with S. Barnard (0.1), C. Howard (0.2) and R. Good (0.1), re fee hearing on December 18.
14/12/2012	David Leeming	Fee Applications / Retention Applications	3.00	200.00	600.00	Draft November monthly fee statement (2.6); correspond with corporate costs (0.3) and S Barnard (0.6) re same.
17/12/2012	Martin Flics	Fee Applications / Retention Applications	0.30	615.22	184.56	Email S Barnard re UST comments to fee application (.1); review background and issues re same (.2).
17/12/2012	Sarah Barnard	Fee Applications / Retention Applications	2.20	253.51	557.72	Revise November fee statement (.7); review US Trustee's comments on fee application (.3); draft email to M Flics, R Good, and C Howard re same (1); internal discussion re same (.2).
17/12/2012	Shauin Wang	Fee Applications / Retention Applications	1.00	151.49	151.49	Compile fee hearing binder for C Howard.
18/12/2012	Chris Howard	Fee Applications / Retention Applications	1.80	795.00	1,431.00	Attend fee application hearing telephonically (1); follow up calls with NY office re same (.8).
18/12/2012	Martin Flics	Fee Applications / Retention Applications	0.30	615.22	184.57	Review UST comments and proposals (.2); draft emails re same (.1).
18/12/2012	Sarah Barnard	Fee Applications / Retention Applications	8.10	253.51	2,053.43	Coordinate Chris Howard's attendance of the fee hearing (.7); discuss US Trustee comments on the fee application with Chris Howard (.4); draft motion to withdraw (1.9); research re same (1.4); discussions with R. Morrissey (US Trustee) and D Levin (GDC) re same (1); draft responses to US Trustee (.7) and research precedent re same (2).

18/12/2012	Shaun Wang	Fee Applications / Retention Applications	1.00	151.49	151.49	Facilitate C Howard's courtcall dial-in for hearing.
19/12/2012	Sarah Barnard	Fee Applications / Retention Applications	0.50	253.51	126.75	Phone call with R. Morrissey re fee application (.1); draft email re same (.4).
21/12/2012	Martin Flics	Fee Applications / Retention Applications	0.30	615.22	184.57	Review emails re UST and proposed reductions
21/12/2012	Sarah Barnard	Fee Applications / Retention Applications	0.50	253.51	126.76	Revise fee statement (.5); discussions with US Trustee re fee application (.1).
Fee Applications / Retention Applications			19.90		5,959.10	
<u>GRAND TOTAL</u>			19.90		5,959.10	