

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:

ARCAPITA BANK B.S.C.(c), et al,

Debtors.

)
) Chapter 11

)
) Case No. 12-11076 (SHL)

)
) Jointly Administered
)
)
)

**SUPPLEMENTAL DECLARATION OF RICHARD GOOD IN FURTHER
SUPPORT OF THE DEBTORS' APPLICATION FOR AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF
LINKLATERS LLP AS SPECIAL COUNSEL TO THE DEBTORS
NUNC PRO TUNC TO THE PETITION DATE**

I, Richard Good, declare and state as follows:

1. I am a partner in the law firm of Linklaters LLP ("**Linklaters**" or the "**Firm**"), which maintains an office for the practice of law, among other places, at One Silk Street, London, EC2Y 8HQ, United Kingdom. I am a solicitor of the Senior Courts of England and Wales and am duly authorized to practice as such.

2. This supplemental declaration (the "**Supplemental Declaration**") is submitted in further support of the application of the debtors and debtors in possession (collectively, the "**Debtors**") in the above-captioned chapter 11 cases, pursuant to sections 327(e) of title 11 of the United States Code, as amended, for an order authorizing the retention

and employment of Linklaters as their special counsel (the “**Retention Application**”)¹ [Dkt. No. 92 and 128]. On May 17, 2012, the Court entered an order granting the Retention Application (the “**Retention Order**”) [Dkt. No. 146]. This Supplemental Declaration provides additional disclosures as required pursuant to rule 2014(a) of the Federal Rules of Bankruptcy Procedure and the Retention Order.

3. Subsequent to the entry of the Retention Order, Linklaters obtained from the Debtors’ general bankruptcy counsel the names of additional individuals and entities that may be parties in interest in these chapter 11 cases (the “**Interested Parties**”). Linklaters has researched its internal records to determine any connection to the Interested Parties using the procedures set out in ¶¶ 19 - 21 of the Good Declaration. Based on the conflicts and connections search conducted, to the best of my knowledge, information and belief, neither I, the Firm, nor any partner, counsel or associate thereof, insofar as I have been able to ascertain, has any connection to the Interested Parties, except that Linklaters currently represents or has previously represented the following parties, or their affiliates, who may be Interested Parties, in matters wholly unrelated to the Debtors or these chapter 11 cases: Trowers & Hamlins, King & Spalding, Ernst & Young Bahrain, Morgan, Lewis & Bockius LLP and Boubyan Bank KSC.

4. Based upon its review as of this date, Linklaters has determined that it neither holds nor represents any interest adverse to the Debtors or to the estate with respect to the matters on which the Firm has been retained.

5. Linklaters will continue to review additional Interested Parties and the Debtors’ creditors as they become known. Linklaters will supplement this

¹ All capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Retention Application.

