

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

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<b>IN RE:</b>	: <b>Chapter 11</b>
<b>ARCAPITA BANK B.S.C.(c), et al.,</b>	: <b>Case No. 12-11076 (SHL)</b>
<b>Debtors.</b>	: <b>Jointly Administered</b>
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**AMENDED ORDER GRANTING APPLICATIONS OF LINKLATERS LLP  
AND KPMG LLP (US) FOR ALLOWANCE OF INTERIM COMPENSATION  
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT  
OF ACTUAL AND NECESSARY EXPENSES INCURRED FROM  
AUGUST 1, 2012 THROUGH OCTOBER 31, 2012**

Upon consideration of the applications (the “*Applications*”) of Linklaters LLP [Dkt. No. 651] and KPMG LLP (US) [Dkt. No. 649] (collectively, the “*Professionals*” and each a “*Professional*”) for allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred for the period, unless otherwise noted in a Professional’s Application, commencing August 1, 2012 through October 31, 2012 (the “*Second Interim Compensation Period*”), each of which has been retained in the above-captioned chapter 11 cases of Arcapita Bank B.S.C.(c) and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”); and this Court having jurisdiction to consider the Applications and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Applications and the requested relief being a core proceeding this Court can determine pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and a hearing having been held before this Court to consider the Applications on December 18, 2012; and due and proper notice of the Applications having been given and no further notice needing to be given; and due consideration

having been given to any responses thereto, including the comments of the Office of the United States Trustee for the Southern District of New York (the “*U.S. Trustee*”); and sufficient cause having been shown therefor, it is hereby ordered that:

1. The Applications are granted to the extent set forth herein.
2. Compensation for professional services rendered by the Professionals during the Second Interim Compensation Period is hereby allowed on an interim basis in the amounts set forth on Schedule A in the column entitled “Fees Allowed”, and the Debtors are authorized to pay the amounts set forth in the column entitled “Fees to be Paid for Current Fee Period” (which amounts reflect a 20% holdback of the fees allowed for the Second Interim Compensation Period (the “*Holdback*”)), and the Debtors are directed to promptly pay such amounts to the extent they remain unpaid. The Court has not authorized or directed the Debtors to pay the Holdback in connection with the Second Interim Compensation Period at this time, but may, at any time and without prior notice to any party, reconsider such decision.
3. The Debtors are authorized and directed to promptly pay the Holdbacks in connection with the Professionals’ previous interim compensation applications in the amounts set forth on Schedule A in the column entitled “Fees to be Paid for Prior Fee Period(s) (if any) (*i.e.*, Holdback Release).”
4. Reimbursement of expenses incurred by the Professionals during the Second Interim Compensation Period is hereby allowed on an interim basis in the amounts set forth on Schedule A in the column entitled “Expenses to be Paid for Current Fee Period.” The Debtors are hereby authorized and directed to promptly pay such amounts to the extent they remain unpaid.

5. The Debtors are hereby authorized to pay the fees and expenses allowed herein in United States Dollars or, when a Professional's Application reflects payment due in a different currency, in such different currency using the United States Dollar conversion rate in effect on the date of such payment.

**Dated: January 23, 2013  
New York, New York**

**/s/ Sean H. Lane**

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**Hon. Sean H. Lane  
United States Bankruptcy Judge**

Case No. 12-11076 (SHL)

Case Name: *In re* Arcapita Bank B.S.C.(c), *et al.*

**Schedule A**

**Current Compensation Period: August 1, 2012 through October 31, 2012**

(1) Applicant	(2) Date and Document Number Of Application	(3) Interim Fees Requested On Application	(4) Fees Allowed	(5) Fees To Be Paid For Current Fee Period	(6) Fees To Be Paid For Prior Fee Period(s) (if any) ( <i>i.e.</i> , Holdback Release)	(7) Total Fees To Be Paid	(8) Interim Expenses Requested	(9) Expenses To Be Paid For Current Fee Period
Linklaters LLP	11/21/12 [Dkt. No. 651]	\$23,735.52 <sup>1</sup>	\$23,735.52	\$18,988.42	\$46,138.67	\$65,127.09	\$1,709.83	\$1,709.83
KPMG LLP (US)	11/21/12 [Dkt. No. 649]	\$102,098.20 <sup>2</sup>	\$102,098.20	\$81,678.56	\$14,200.79	\$95,879.35	\$0	\$0

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<sup>1</sup> This amount reflects a voluntary reduction of \$7,898.64 by Linklaters of the fees requested for the Second Interim Compensation Period after comments from the U.S. Trustee.

<sup>2</sup> This amount reflects a voluntary reduction of \$864.50 by KPMG (US) of the fees requested for the Second Interim Compensation Period after comments from the U.S. Trustee.

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**Schedule B**

**Summary: All Compensation Periods (Including this Period)**

(1) Applicant	(2) Total Fees Requested	(3) Total Fees Paid	(4) Total Expenses Requested	(5) Total Expenses Paid
Linklaters LLP	\$455,829.77 <sup>1</sup>	\$404,468	\$2,931.71	\$1,586
KPMG LLP (US)	\$180,302.15 <sup>2</sup>	\$136,684	\$0	\$0

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<sup>1</sup> This amount reflects total voluntary reductions of \$36,968.05 by Linklaters of the fees requested for all compensation periods after discussions with the U.S. Trustee.

<sup>2</sup> This amount reflects total voluntary reductions of \$2,664.50 by KPMG (US) of the fees requested for all compensation periods after discussions with the U.S. Trustee.