

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

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In re:	:	Chapter 11
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ARCAPITA BANK B.S.C.(c), <u>et al.</u>,	:	Case No. 12-11076 (SHL)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**SECOND SUPPLEMENTAL DECLARATION OF ROBERT JAY MOORE IN
SUPPORT OF APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF ARCAPITA BANK B.S.C.(C), ET AL., UNDER 11 U.S.C. § 1103 AND
FED. R. BANKR. P. 2014 AND 5002, FOR ORDER AUTHORIZING RETENTION AND
EMPLOYMENT OF MILBANK, TWEED, HADLEY & M^cCLOY LLP AS COUNSEL,
EFFECTIVE AS OF APRIL 10, 2012**

ROBERT JAY MOORE, under penalty of perjury, says:

1. I am a partner in the Financial Restructuring Group of the firm of Milbank, Tweed, Hadley & M^cCloy LLP (“Milbank”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned jointly administered chapter 11 cases of Arcapita Bank B.S.C.(c) and its affiliated debtors and debtors in possession.

2. On June 12, 2012, I executed and filed a Declaration in Support of the Application of Official Committee of Unsecured Creditors of Arcapita Bank B.S.C.(c), et al., Under U.S.C. § 1103 and Fed. R. Bankr. P. 2014 and 5002, for Order Authorizing Retention and Employment of Milbank, Tweed, Hadley & M^cCloy LLP as Counsel, Effective as of April 10, 2012 [Docket No. 245] (the “Application”).

3. On June 29, 2012, the Court entered an order granting the Application and authorizing the Committee to retain Milbank as its counsel [Docket No. 289] (the “Retention Order”).

4. On October 5, 2012, I executed the First Supplemental Declaration in Support of the Application [Docket No. 541].

5. I submit this Second Supplemental Declaration in further support of the Application and in accordance with the Retention Order. Pursuant to the Retention Order, prior to filing a fee statement or fee application reflecting an increase in Milbank's rates, Milbank is required to file a supplemental declaration with the Court (i) setting forth the requested rate increases, (ii) explaining the basis for such increases, and (iii) certifying that Committee has consented to such increases.

6. Unless otherwise stated in this Declaration, I have knowledge of the facts set forth herein and, if called as a witness, I would testify thereto.

Milbank's Hourly Rates

7. As set forth in the Application, Milbank seeks compensation for its services rendered in these cases at its standard hourly rates. Milbank's standard hourly rates are subject to annual firm-wide adjustments in the ordinary course of Milbank's business. Milbank's standard hourly rates in 2012 ranged from \$825 to \$1,140 for partners, \$795 to \$995 for of counsel, \$295 to \$795 for associates and senior attorneys, and \$130 to \$290 for case managers, legal assistants, and administrative staff. Effective as of January 1, 2013, Milbank's standard hourly rates range from \$925 to \$1,160 for partners, \$845 to \$1,045 for of counsel, \$375 to \$810 for associates and senior attorneys, and \$135 to \$305 for case managers, legal assistants, and administrative staff.

8. Milbank's fee applications and fee statements for services rendered on or after January 1, 2013 will also reflect increases in certain timekeepers' hourly rates from 2012 attributable to advancements in seniority and experience.

9. The adjustments described herein are consistent with both (i) Milbank's past practices, and (ii) rate increases implemented by Milbank's peer firms, on both a firm-wide and timekeeper-by-timekeeper basis, as reflected in publicly available information. Milbank's adjusted rates for 2013 are reasonable and consistent with the standard hourly rates Milbank charges clients in both bankruptcy and non-bankruptcy matters.

10. Each member of the Committee has been provided with an opportunity to review Milbank's adjusted rates for 2013, and the Committee has expressed no objection to the increases described herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 8, 2013

/s/ Robert Jay Moore
Robert Jay Moore