

**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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**SUPPLEMENTAL DECLARATION OF ESSA AL-JOWDER  
IN CONNECTION WITH THE DEBTORS' RETENTION OF  
ERNST & YOUNG AS THEIR AUDITOR *NUNC PRO TUNC* TO THE PETITION DATE**

I, Essa Al-Jowder, hereby declare as follows:

1. I am a partner of Ernst & Young ("*EY Bahrain*"), which has an office at Bahrain Commercial Complex 14th Floor, P.O. Box 140, Manama, Kingdom of Bahrain. I am authorized to execute this declaration on behalf of EY Bahrain.
2. This supplemental declaration is being submitted in connection with the retention of EY Bahrain as auditor for Arcapita Bank B.S.C.(c) and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the "*Debtors*" and each, a "*Debtor*") *nunc pro tunc* to the commencement date of these chapter 11 cases. On June 12, 2012, the Debtors filed the *Application Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code for an Order Authorizing the Debtors to Retain and Employ Ernst & Young as Auditor to the Debtors Nunc Pro Tunc to the Petition Date* (the "*Retention Application*") [Dkt. No. 242]. This Court granted the Retention Application by an Order dated July 11, 2012 [Dkt. No. 312]. The Debtors filed a supplemental application on July 18, 2012 [Dkt. No. 328] requesting authorization to expand the scope of their retention of EY Bahrain as auditor to the Debtors, which this Court granted on August 6, 2012 [Dkt. No. 374].

3. As was disclosed in the Declaration of Tariq Sadiq that was annexed to the Retention Application and filed with this Court on June 12, 2012, the Ernst & Young global network encompasses independent professional services practices conducted by separate legal entities throughout the world. Such legal entities (including EY Bahrain) are members of Ernst & Young Global Limited (“*EYGL*”), a company incorporated under the laws of England and Wales and limited by guarantee, with no shareholders and no capital. The member firms of EYGL have agreed to operate certain of their professional practices in accordance with agreed standards, but remain separate legal entities.

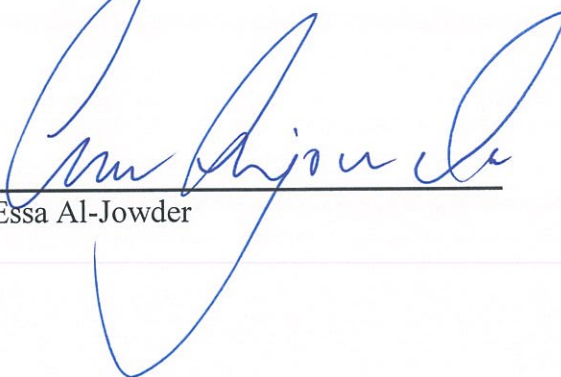
4. Ernst & Young LLP (“*EY US*”), which is a member firm of EYGL and which is a separate legal entity from EY Bahrain,<sup>1</sup> expects to be engaged by a client (the “*Client*”) to perform certain financial, tax and information technology due diligence related to a certain company (the “*Company*”). Upon information and belief, the Company is a portfolio company of Debtor Arcapita Bank B.S.C.(c), and is wholly-owned by a non-Debtor entity. No employee of EY Bahrain will participate in the EY US engagement team that would provide the aforementioned due diligence services to the Client.

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<sup>1</sup> EY US is not a retained professional in these chapter 11 cases.

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

Dated: Manama, Kingdom of Bahrain  
March 31, 2013



Essa Al-Jowder