

Confirmation Hearing Date: June 11, 2013 at 11:00 a.m.
Plan Objection Deadline: May 30, 2013 at 4:00 p.m.

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

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IN RE:	:	
	:	Chapter 11
ARCAPITA BANK B.S.C.(c), <i>et al.</i> ,	:	
	:	Case No. 12-11076 (SHL)
Debtors.	:	
	:	Jointly Administered
	:	
	:	
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**RESERVATION OF RIGHTS OF CREDITOR
AL IMTIAZ INVESTMENT COMPANY K.S.C. REGARDING
THE SECOND AMENDED JOINT PLAN OF
REORGANIZATION OF ARCAPITA BANK B.S.C(c) AND
RELATED DEBTORS UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE**

Al Imtiaz Investment Company K.S.C. (“Al Imtiaz”), a Kuwaiti Shareholding Company, by and through its counsel, Vinson & Elkins LLP, files this reservation of rights with respect to the Second Amended Joint Plan of Reorganization of Arcapita Bank B.S.C(c) (“Arcapita”) and Related Debtors¹ dated April 25, 2013 (“Plan”) (Dkt. 1038). In support of its reservation, Al

¹ The related Debtors are Arcapita Investment Holdings Limited, Arcapita LT Holdings Limited, WindTurbine Holdings Limited, AEID II Holdings Limited, RailInvest Holdings Limited, and Falcon Gas Storage Company, Inc.

Imtiaz states as follows:

BACKGROUND

1. Al Imtiaz is a creditor of Arcapita and a party-in-interest in these cases.
2. From approximately 2005-2011, Al Imtiaz entered into a series of Arcapita-sponsored transactions through which it invested in certain of the Syndication Companies and/or Transactions Holdcos (together, the “Arcapita Funds”).²
3. On or about August 30, 2012, Al Imtiaz filed a Proof of Claim with the United States Bankruptcy Court for the Southern District of New York in the above-captioned action relating to its investments in the Arcapita Funds.
4. Al Imtiaz’s investments were made through ten different investment portfolios, none of which are Debtors. Eight of the investments are made through Syndication Companies that, if the Plan is implemented as contemplated, would be subject to the Cooperation Settlement Term Sheet, which, among other things, establishes a framework for the sale or other disposition of investment assets.
5. As indicated in the Plan, confirmation of the Plan shall constitute approval of the documents implementing the Cooperation Settlement Term Sheet and shall bind the parties thereto to the terms thereof...which shall be substantially in the form filed in the Plan Supplement. *See* Plan at Section 7.22.
6. The documents implementing the Cooperation Settlement Term Sheet, as well as other related documents, are, pursuant to the Disclosure Statement, to be included in the Plan Supplement, which, pursuant to the Plan, *See* Plan Appendix A at 19, is to be filed by the

² Terms not otherwise defined shall have the meaning ascribed to them in the Plan.

Debtors with the Bankruptcy Court on or before the date that is 10 days prior to the commencement of the Confirmation Hearing (the Confirmation Hearing is currently scheduled for June 11, 2013). As of the date hereof, the Plan Supplement has not been filed.

RESERVATION OF RIGHTS

7. Although Al Imtiaz is not at this time objecting to confirmation of the Plan, Al Imtiaz is concerned about the terms of the documents to be contained in the Plan Supplement; especially to the extent they affect the rights of the Syndication Companies or Al Imtiaz's rights with respect to the portfolio investments. Therefore, in an abundance of caution, Al Imtiaz reserves its rights to object to confirmation of the Plan and implementation of the Cooperation Settlement Term Sheet, based on its review of the documents contained in the Plan Supplement when filed, and on any other ground, at the hearing on confirmation of the Plan.

CONCLUSION

8. WHEREFORE, for the reasons set forth herein, Al Imtiaz reserves all rights with respect to the Plan and asks this Court for such other relief as it deems just and proper.

Dated: May 30, 2013
New York, New York

Respectfully submitted,

VINSON & ELKINS LLP

By: /s/ Dov Kleiner

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CERTIFICATE OF SERVICE

I certify that on May 30, 2013, the foregoing Reservation of Rights was served on the parties listed below via the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of New York, with courtesy copies delivered by hand or First Class Mail, as indicated below.


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