

**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> , ¹	: Case No. 12-11076 (SHL)
	:
Debtors.	: Jointly Administered
	:
	:
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**DECLARATION OF JEFFREY S. STEIN OF THE GARDEN CITY GROUP, INC.
CERTIFYING THE TABULATION OF SHAREHOLDER ACKNOWLEDGMENT AND
ASSIGNMENTS PURSUANT TO THE SECOND AMENDED JOINT PLAN OF
REORGANIZATION OF ARCAPITA BANK B.S.C.(c) AND RELATED DEBTORS
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

INTRODUCTION

1. I am the National Solicitation Consultant for The Garden City Group, Inc. (“**GCG**”), the claims, noticing and solicitation agent for the debtors and debtors-in-possession (the “**Debtors**”) in the above-captioned proceeding and have personal knowledge of the facts set forth herein. GCG is a bankruptcy and class action settlement administration firm headquartered in Lake Success, New York. On April 19, 2012, the Bankruptcy Court entered a Final Order Authorizing and Approving the Employment and Retention of GCG, Inc. as Administrative Agent for the Debtors and Debtors in Possession *nunc pro tunc* to the Petition Date (the “**Retention Order**”) (Docket No. 83).

2. On April 25, 2013, the Debtors filed with the Bankruptcy Court the Second Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors under

¹ The Debtors in these cases are: Arcapita Bank B.S.C.(c), Arcapita Investment Holdings Limited, Arcapita LT Holdings Limited, WindTurbine Holdings Limited, AEID II Holdings Limited, Railinvest Holdings Limited, and Falcon Gas Storage Company, Inc.

Chapter 11 of the Bankruptcy Code (Docket No. 1036) (as amended, supplemented, or otherwise modified, the “**Plan**”)² and the Second Amended Disclosure Statement in Support of the Second Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors under Chapter 11 of the Bankruptcy Code (Docket No. 1038) (as amended, supplemented, or otherwise modified, the “**Disclosure Statement**”).

3. On April 26, 2013, the Bankruptcy Court entered the Order (I) Approving the Disclosure Statement and the Form and Manner of Notice of the Disclosure Statement Hearing, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling a Confirmation Hearing, and (IV) Establishing Notice and Objection Procedures for Confirmation of the Debtors’ Joint Chapter 11 Plan (Docket No. 1045) (the “**Solicitation Procedures Order**”), governing, among other things, the solicitation of votes to accept or reject the Plan from parties entitled to vote (the “**Voting Parties**”).

4. On June 3, 2013, GCG filed the Amended Declaration of Jeffrey S. Stein of The Garden City Group, Inc. Certifying the Methodology for the Tabulation of Votes on and Results of Voting with Respect to the Second Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code (Docket No. 1193).

5. In connection with the solicitation of votes to accept or reject the Plan from Voting Parties, GCG also solicited submission of Shareholder Acknowledgment and Assignment (“**SAA**”) forms (annexed as Exhibit “K” to the Disclosure Statement) from Holders of Class 9(a) Interests in Arcapita Bank B.S.C.(c), in accordance with ¶ 10 of the Solicitation Procedures Order and as set forth in ¶ I.B.3 of the Disclosure Statement.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

MAILING OF SHAREHOLDER ACKNOWLEDGMENT AND ASSIGNMENTS

6. On or before May 2, 2013 (the “**Solicitation Mailing Date**”), in accordance with the Solicitation Procedures Order and Disclosure Statement, and at the direction of Gibson, Dunn & Crutcher LLP (“**Gibson Dunn**”), counsel for the Debtors, GCG caused a true and correct copy of the following documents to be served via overnight courier, postage prepaid, on the Holders of Interests in Class 9(a) (Interests in Arcapita Bank B.S.C.(c)):

- a. Confirmation Hearing Notice;
- b. Notice to Holders of Equity Interests in Arcapita Bank B.S.C.(c) (the “**Class 9(a) Notice**”);
- c. Notice of Non-Voting Status; and
- d. Customized SAA.

7. On May 8, 2013, GCG filed an affidavit of service detailing its service of the SAA’s on behalf of the Debtors in accordance with the Solicitation Procedures Order (Docket No. 1076).

8. GCG promptly complied with all requests from Holders of Class 9(a) Interests for copies of the SAA and related notices.

TABULATION PROCEDURES

9. Pursuant to provisions of the SAA and Class 9(a) Notice, and per instructions from Gibson Dunn, Holders of Class 9(a) Interests were directed to return the SAA either (a) if by first class mail, to: Arcapita Bank B.S.C.(c) – Assignment Agreement, c/o GCG, P.O. Box 9881, Dublin, OH 43017-578; (b) if by personal delivery or overnight courier, to: Arcapita Bank B.S.C.(c) – Assignment Agreement, c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH

43017; or (c) if by electronic mail, to: ArcapitaBallotProcessing@gcginc.com, so as to be received by GCG prior to the Effective Date³.

10. Upon GCG's receipt of an SAA, GCG personnel opened the envelope containing the SAA, stamped it with the date and time received, scanned the SAA into GCG's system, and assigned it a sequential number (the "**Sequence Number**"). If GCG received an SAA by e-mail, GCG personnel printed out the SAA, stamped it with the date and time received, and scanned the SAA into GCG's system and assigned it a Sequence Number.

11. GCG personnel then entered into a computer database, reserved exclusively for recording SAA submissions in these cases, all pertinent information from the SAA, including, the date of receipt, Sequence Number, and the number of shares held.

12. GCG complied in all respects with the provisions of the Solicitation Procedures Order and Disclosure Statement respecting the distribution and tabulation of SAA's.

13. GCG is in possession of the submitted SAA's and the same are available for review during GCG's regular business hours at GCG, 5151 Blazer Parkway, Suite A, Dublin, Ohio 43017.

³ The SAA tabulation set forth herein presents all SAA's received by GCG as of the date and time of filing hereof.

TABULATION RESULTS

14. As of the date and time of filing hereof, GCG has received 252 SAA's totaling 256,215,338 shares of Arcapita Bank B.S.C.(c). This return represents approximately 77.75% of the 329,554,771 total shares outstanding, the Holders of which GCG sent customized SAA's. Exhibit A annexed hereto sets forth a detailed accounting of the SAA tabulation.

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

/s/ Jeffrey S. Stein
Jeffrey S. Stein

Dated: June 5, 2013

EXHIBIT A

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Detail Report for Shareholder Acknowledgment and Assignment
ARCAPITA BANK B.S.C.(C), ET AL.

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Class 9A - Arcapita Bank B.S.C (C)

SAA ID and Holder Name	Shares
#60: CIF#2038	41,420.00
#74: CIF#2037	62,110.00
#57: CIF#2500	60,660.00
#61: CIF#4013	86,273.00
#66: CIF#4772	30,000.00
#68: CIF#2754	198,770.00
#69: CIF#5345	700,000.00
#71: CIF#771711	10,000.00
#70: CIF#2992	148,612.00
#73: CIF#2375	2,091,860.00
#75: CIF#2691	58,830.00
#76: CIF#4684	144,940.00
#77: CIF#4683	144,940.00
#79: CIF#2712	460,310.00
#80: CIF#4014	80,111.00
#81: CIF#4020	80,111.00
#82: CIF#4012	43,137.00
#83: CIF#4011	43,137.00
#84: CIF#4048	43,137.00
#58: CIF#2844	20,710.00
#65: CIF#2094	124,240.00
#67: CIF#4867	652,780.00
#72: CIF#5344	60,000.00
#124: CIF#5601	41,991.00
#107: CIF#5452	35,000.00
#146: CIF#3549	58,900.00
#126: CIF#2922	58,830.00
#116: CIF#5778	25,000.00
#86: CIF#2435	736,500.00
#106: CIF#5420	1,005,000.00
#121: CIF#3306	685,840.00
#141: CIF#2700	230,150.00
#153: CIF#5600	41,991.00
#164: CIF#4043	43,137.00
#165: CIF#4053	43,137.00
#167: CIF#4052	43,137.00
#168: CIF#4034	86,273.00
#170: CIF#4024	86,273.00
#173: CIF#4049	43,137.00
#174: CIF#4051	43,137.00
#151: CIF#4607	398,093.00
#152: CIF#5588	300,975.00
#171: CIF#3814	13,334.00

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ARCAPITA BANK B.S.C.(C), ET AL.

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Class 9A - Arcapita Bank B.S.C (C)

SAA ID and Holder Name	Shares
#172: CIF#771055	180,000.00
#51: CIF#5450	50,000.00
#53: CIF#4355	82,820.00
#62: CIF#4310	3,131,348.00
#100: CIF#2029	58,850.00
#101: CIF#5163	117,650.00
#102: CIF#3460	1,033,750.00
#115: CIF#3456	64,088.00
#114: CIF#2390	136,500.00
#103: CIF#2320	89,916.00
#104: CIF#2325	110,440.00
#117: CIF#2713	230,150.00
#118: CIF#2710	460,310.00
#119: CIF#2711	460,310.00
#120: CIF#2714	306,870.00
#87: CIF#5779	26,500.00
#89: CIF#9000201	15,500,000.00
#90: CIF#9000202	15,500,000.00
#91: CIF#9000009	15,161,710.00
#92: CIF#9000016	15,151,400.00
#93: CIF#9000015	14,727,708.00
#94: CIF#9000008	13,797,157.00
#47: CIF#2999	1,250,000.00
#131: CIF#3985	950,000.00
#133: CIF#3995	115,820.00
#135: CIF#2915	2,564,340.00
#132: CIF#5315	1,000,000.00
#136: CIF#2486	159,234.00
#138: CIF#2837	177,777.00
#139: CIF#3834	132,702.00
#186: CIF#2012	621,160.00
#190: CIF#4520	8,580.00
#145: CIF#771030	351,781.00
#148: CIF#2394	92,890.00
#144: CIF#3235	124,240.00
#150: CIF#2192	298,089.00
#149: CIF#2296	196,570.00
#183: CIF#5468	1,379,860.00
#169: CIF#4031	86,272.00
#175: CIF#4021	86,273.00
#178: CIF#3014	250,950.00
#182: CIF#4022	86,273.00
#187: CIF#5619	117,650.00

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Class 9A - Arcapita Bank B.S.C (C)

SAA ID and Holder Name	Shares
#176: CIF#3035	425,438.00
#197: CIF#3013	179,850.00
#198: CIF#2702	230,150.00
#199: CIF#2704	230,150.00
#202: CIF#4688	117,650.00
#203: CIF#2254	40,000.00
#223: CIF#2633	117,650.00
#224: CIF#2427	20,000.00
#207: CIF#4032	86,273.00
#205: CIF#2911	27,629.00
#206: CIF#2213	198,726.00
#210: CIF#2660	134,855.00
#211: CIF#3970	138,040.00
#213: CIF#5568	153,813.00
#214: CIF#2482	128,177.00
#225: CIF#3661	65,678.00
#220: CIF#3328	164,710.00
#227: CIF#2122	655,160.00
#179: CIF#771474	7,493.00
#180: CIF#3827	165,640.00
#196: CIF#4763	128,177.00
#188: CIF#2054	212,351.00
#208: CIF#5390	1,623,290.00
#215: CIF#4770	350,000.00
#218: CIF#2845	745,720.00
#231: CIF#2697	590,013.00
#232: CIF#2795	75,406.00
#242: CIF#2159	29,400.00
#236: CIF#4115	368,240.00
#246: CIF#2401	200,000.00
#254: CIF#2106	1,252,850.00
#268: CIF#2733	846,910.00
#257: CIF#4078	117,650.00
#250: CIF#2361	128,177.00
#247: CIF#111069	11,144,066.00
#248: CIF#2069	653,683.00
#258: CIF#4638	1,499,675.00
#259: CIF#3440	579,740.00
#260: CIF#3445	156,750.00
#261: CIF#5531	38,453.00
#269: CIF#4761	300,000.00
#251: CIF#2510	472,000.00
#252: CIF#2870	96,594.00

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Class 9A - Arcapita Bank B.S.C (C)

SAA ID and Holder Name	Shares
#253: CIF#2098	35,300.00
#255: CIF#5301	28,400.00
#256: CIF#5306	14,200.00
#262: CIF#2624	724,680.00
#264: CIF#2530	724,680.00
#265: CIF#2317	11,714,300.00
#267: CIF#2723	182,100.00
#270: CIF#5426	1,081,850.00
#292: CIF#5575	1,628,058.00
#271: CIF#5305	17,000.00
#272: CIF#5302	32,400.00
#273: CIF#5312	22,320.00
#274: CIF#5310	14,200.00
#275: CIF#5307	16,200.00
#276: CIF#5314	20,234.00
#277: CIF#5311	14,200.00
#278: CIF#5308	16,200.00
#237: CIF#2719	460,310.00
#238: CIF#2718	230,150.00
#239: CIF#2696	306,870.00
#279: CIF#5313	22,320.00
#266: CIF#4444	3,713,090.00
#281: CIF#5298	28,400.00
#283: CIF#5481	265,580.00
#284: CIF#5480	297,850.00
#240: CIF#2715	230,150.00
#241: CIF#2716	230,150.00
#287: CIF#5309	18,200.00
#282: CIF#2469	79,430.00
#290: CIF#3715	882,172.00
#212: CIF#4765	600,000.00
#216: CIF#4751	1,672,000.00
#285: CIF#5303	28,400.00
#286: CIF#5285	405,820.00
#288: CIF#5290	28,400.00
#289: CIF#771102	11,130.00
#293: CIF#2225	500,000.00
#294: CIF#4764	52,060.00
#305: CIF#5519	35,812.00
#306: CIF#5520	35,812.00
#307: CIF#5521	35,812.00
#308: CIF#5522	35,812.00
#309: CIF#5523	35,812.00

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Class 9A - Arcapita Bank B.S.C (C)

SAA ID and Holder Name	Shares
#310: CIF#5524	212,275.00
#311: CIF#5515	35,812.00
#298: CIF#5512	182,740.00
#299: CIF#5514	35,812.00
#300: CIF#5516	35,812.00
#301: CIF#5517	35,812.00
#313: CIF#2188	55,560.00
#302: CIF#5518	35,812.00
#303: CIF#5513	35,815.00
#297: CIF#3520	3,432,750.00
#295: CIF#2195	117,590.00
#296: CIF#3065	1,159,490.00
#314: CIF#3785	900,000.00
#319: CIF#2018	46,380.00
#316: CIF#3034	1,508,135.00
#317: CIF#4651	898,985.00
#318: CIF#4090	817,630.00
#315: CIF#4749	162,830.00
#312: CIF#4595	181,490.00
#328: CIF#2330	3,614,410.00
#320: CIF#2703	230,150.00
#331: CIF#5153	539,110.00
#329: CIF#2980	2,162,301.00
#332: CIF#2449	17,370.00
#333: CIF#2916	165,640.00
#323: CIF#2880	6,666,667.00
#324: CIF#2887	275,460.00
#325: CIF#4970	679,740.00
#326: CIF#3699	6,470,590.00
#327: CIF#5035	106,156.00
#321: CIF#2965	249,420.00
#322: CIF#5539	600,000.00
#337: CIF#3685	1,472,980.00
#338: CIF#5593	37,627.00
#335: CIF#2840	886,500.00
#336: CIF#3540	7,364,900.00
#341: CIF#4565	1,472,980.00
#342: CIF#5255	83,904.00
#343: CIF#4960	969,841.00
#32: CIF#2618	754,324.00
#26: CIF#2699	460,310.00
#18: CIF#5528	38,453.00
#14: CIF#771150	483,361.00

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ARCAPITA BANK B.S.C.(C), ET AL.

Class 9A - Arcapita Bank B.S.C (C)

SAA ID and Holder Name	Shares
#15: CIF#5482	150,000.00
#21: CIF#2304	712,666.00
#20: CIF#3485	24,991,843.00
#28: CIF#2698	295,000.00
#23: CIF#5343	80,000.00
#34: CIF#3111	20,000.00
#9: CIF#2019	303,530.00
#8: CIF#2429	130,000.00
#17: CIF#4063	460,310.00
#31: CIF#3530	500,760.00
#19: CIF#4062	460,310.00
#37: CIF#4433	1,750,640.00
#38: CIF#5286	339,080.00
#39: CIF#2031	420,000.00
#43: CIF#3130	246,350.00
#7: CIF#2598	265,000.00
#44: CIF#4455	45,590.00
#48: CIF#3980	3,210,000.00
#35: CIF#4762	300,000.00
#45: CIF#4580	166,965.00
#46: CIF#2176	25,000.00
#54: CIF#3696	53,091.00
#56: CIF#2124	120,000.00
#2: CIF#3740	181,563.00
#6: CIF#2701	230,150.00
#29: CIF#2014	89,290.00
#55: CIF#4009	482,549.00
#95: CIF#2251	331,290.00
#154: CIF#4056	510,970.00
#155: CIF#2709	306,870.00
#127: CIF#4748	127,035.00
#125: CIF#2011	272,690.00
#129: CIF#771125	711,450.00
#191: CIF#2387	50,000.00
#228: CIF#4190	3,681,950.00
#229: CIF#111047	736,480.00
#230: CIF#2465	506,040.00
Total Sum of SAA's Reported:	256,215,338.00
Total # of SAA's Reported:	252