

Dated: New York, New York
June 12, 2013

Respectfully submitted,

/s/ Michael A. Rosenthal

Michael A. Rosenthal (MR-7006)

Craig H. Millet (admitted pro hac vice)

Matthew K. Kelsey (MK-3137)

GIBSON, DUNN & CRUTCHER LLP

200 Park Avenue

New York, New York 10166-0193

Telephone: (212) 351-4000

Facsimile: (212) 351-4035

Exhibit 1
SGRF Assumption and Assignment Term Sheet

**Assumption and Assignment Term Sheet
SGRF Contracts**

<u>ASSUMPTION AND ASSIGNMENT TERMS</u>	
PARTIES	
Debtors	Arcapita Bank B.S.C.(c), Arcapita Investment Holdings Limited, Arcapita LT Holdings Limited, WindTurbine Holdings Limited, AEID II Holdings Limited, RailInvest Holdings Limited (“ Debtors ”).
Contract Counter-Party	State General Reserve Fund of the Sultanate of Oman and its affiliated entities identified on Exhibit A (together, “ SGRF ”).
DEFINITIONS	
Capitalized terms not defined in this Term Sheet have the meanings given to them in Debtors’ <i>Second Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c), and Related Debtors Under Chapter 11 of the Bankruptcy Code</i> [Docket No. 1036] (as amended, modified, and or supplemented, the “ Plan ”).	
ASSUMED/ASSIGNED CONTRACTS	
Subject to the terms below, the Debtors agree, with Bankruptcy Court approval, to assume all the agreements listed on Exhibit A hereto (collectively, the “ SGRF Contracts ”) and to assign them to New Arcapita Holdco 3, or, in the discretion of New Arcapita Topco, another New Holding Company, on the following terms:	
TERMS OF ASSUMPTION/ASSIGNMENT	
Contract Rights	<p>SGRF agrees that:</p> <ol style="list-style-type: none"> i. no cure amount is due, ii. it will not object to the Plan or its implementation (including delegation of certain responsibilities to AIM Group Limited (or its subsidiaries), and iii. it will agree to waive all defaults and breaches, including defaults and breaches against the Debtors and their affiliates, under the SGRF Contracts that have occurred or will occur by the Effective Date, or will result after the Effective Date from any actions expressly contemplated under the Plan (including, but not limited to, any bankruptcy or insolvency defaults or any change of control or key person default brought about by the transactions contemplated under the Plan). <p>Notwithstanding the foregoing, the waiver of defaults and breaches shall not impair the ability of SGRF to call breaches or defaults or exercise available remedies with respect to the failure after the Effective Date of New Arcapita Holdco 3 (or such other New Holding Company as may be designated by New</p>

	<p>Arcapita Topco prior to the Effective Date, or its delegate, AIM or its subsidiaries) to perform under the SGRF Contracts.</p>
<p>Proxy and Syndication Company articles</p>	<p>SGRF agrees that, so long as no post-Effective Date breach or default has occurred or is reasonably anticipated to occur, SGRF will not revoke its proxies given to Arcapita Investment Management Limited (“<i>AIML</i>”) nor exercise its rights, if any, under the relevant Syndication Company articles to replace the directors of such Syndication Company or terminate the administration agreements with AIML (in each case) for at least six months after the Effective Date (except in case of breach of duty by AIML or such directors).</p>
<p>Disposition Committee Role</p>	<ul style="list-style-type: none"> • The Debtors will include provisions in the agreements that implement the Disposition Committees (as defined in the Management Services Agreement) for J. Jill, Viridian and Freightliner that permit SGRF to appoint an observer to the Disposition Committee for each such investment (but SGRF’s right to appoint an observer shall terminate in relation to an investment if SGRF takes action to revoke proxies, replace directors in a Syndication Company, or terminate an administration agreement, in each case with respect to such investment). • Such representative will be permitted to observe, but not to vote in, all meetings of the relevant Disposition Committee. • No observer rights will be provided in <ul style="list-style-type: none"> ○ CEPL, or ○ US Residential Dev III. • For the avoidance of doubt, SGRF will also be entitled to any minority protections under the Plan to which general investors in Syndication Companies are entitled.

Exhibit A
SGRF Contracts to be Assumed and Assigned

Debtor	Contract Party	Contract Date	Contract Description
Arcapita Bank B.S.C(C)	Eagle Properties (No. 13) Limited	July 20, 2011	SHARE PURCHASE AGREEMENT - DATED 7/20/2011
Arcapita Bank B.S.C(C)	Eagle Properties (No. 13) Limited	July 20, 2011	SHARE PURCHASE AGREEMENT - DATED 7/20/2011
Arcapita Bank B.S.C(C)	State General Reserve Fund of the Sultanate of Oman	July 20, 2011	SHARE PURCHASE AGREEMENT - DATED 7/20/2011
Arcapita Bank B.S.C(C)	State General Reserve Fund of the Sultanate of Oman	October 16, 2008	SHARE PURCHASE AGREEMENT - DATED 10/16/2008
Arcapita Bank B.S.C(C)	State General Reserve Fund of the Sultanate of Oman	October 16, 2008	SHARE PURCHASE AGREEMENT - DATED 10/16/2008
Arcapita Bank B.S.C(C)	State General Reserve Fund of the Sultanate of Oman	June 8, 2011	SHARE PURCHASE AGREEMENT - DATED 6/08/2011
Arcapita Bank B.S.C(C)	State General Reserve Fund of the Sultanate of Oman	June 8, 2011	SHARE PURCHASE AGREEMENT - DATED 6/08/2011
Arcapita Bank B.S.C(C)	State General Reserve Fund of the Sultanate of Oman	10/13/2011	NON-DISCLOSURE AGREEMENT - DATED 10/13/2011
Arcapita Bank B.S.C(C)	State General Reserve Fund of the Sultanate of Oman	2/15/2009	STOCKHOLDERS' AGREEMENT - DATED 2/15/2009
Arcapita Bank B.S.C(C)	State General Reserve Fund of the Sultanate of Oman	7/26/2011	SHARE PURCHASE AGREEMENT - DATED 7/26/2011
Arcapita Bank B.S.C(C)	Eagle Properties (No. 13) Limited	7/26/2011	SHARE PURCHASE AGREEMENT - DATED 7/26/2011
Arcapita Bank B.S.C(C)	Eagle Properties (No. 13) Limited	7/26/2011	SHARE PURCHASE AGREEMENT - DATED 7/26/2011
Arcapita Bank B.S.C(C)	State General Reserve Fund of the Sultanate of Oman	7/5/2006	Share Purchase Agreement - Dated 7/5/2006
Arcapita Bank B.S.C(C)	State General Reserve Fund of the Sultanate of Oman	9/18/2006	Letter Agreement -- Dated 9/18/2006
Arcapita Bank B.S.C(C)	State General Reserve Fund of the Sultanate of Oman	10/3/2006	Takeover Letter Agreement -- Dated 10/3/2006
Arcapita Bank B.S.C(C)	State General Reserve Fund of the Sultanate of Oman	10/3/2006	Holding Letter Agreement -- Dated 10/3/2006