

**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), <i>et al.</i> , ¹	:	Case No. 12-11076 (SHL)
	:	
Debtors.	:	Jointly Administered
	:	
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**SUPPLEMENT TO 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**

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 Chapter 11 of the Bankruptcy Code (Docket No. 1036) (as amended, supplemented, or otherwise

¹ The Debtors in these cases are: Arcapita Bank B.S.C.(c) (Claims against this Debtor are assigned to sub-Class “a” under the Plan), Arcapita Investment Holdings Limited (Claims against this Debtor are assigned to sub-Class “b”), Arcapita LT Holdings Limited (Claims against this Debtor are assigned to sub-Class “c”), WindTurbine Holdings Limited (Claims against this Debtor are assigned to sub-Class “d”), AEID II Holdings Limited (Claims against this Debtor are assigned to sub-Class “e”), Railinvest Holdings Limited (Claims against this Debtor are assigned to sub-Class “f”), and Falcon Gas Storage Company, Inc. (Interests in this Debtor are assigned to Class “g”).

modified, the “**Plan**”) 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 the following classes (the “**Voting Classes**”):

CLASS	DESCRIPTION
Classes 2(a) – 2(f)	SCB ² Claims
Classes 4(a) and 4(b)	Syndicated Facility Claims and Arcsukuk Claims
Classes 5(a) ³ , 5(b) and 5(g)	General Unsecured Claims
Classes 7(a), 7(b) and 7(g)	Intercompany Claims
Classes 8(a) and 8(g)	Subordinated Claims
Class 9(g)	Interests

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Solicitation Procedures Order, Plan and/or Amended Declaration (defined below).

³ Pursuant to paragraphs 4.5.2 and 4.6.2 of the Plan, Holders of Class 5(a) Claims could make the Convenience Class Election to reduce the aggregate amount of their Class 5(a) Claims to the lesser of (i) the aggregate amount of their Class 5(a) Claims or (ii) \$25,000, and be converted to and treated as a member of Class 6(a). Holders of Class 5(a) Claims making the Class 6(a) Convenience Class Election are deemed to accept the Plan.

4. On June 3, 2013, GCG filed the 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 (the “**Declaration**”). Also on June 3, 2013, GCG filed an amended Declaration (the “**Amended Declaration**”) to reflect GCG’s receipt of a Ballot from SCB on account of its Claims in Classes 2(a) – 2(f).

5. Paragraphs 5 through 16 of the Amended Declaration describe the service via mail and overnight courier of Solicitation Packages with customized Ballots on the Solicitation Mailing Date and are incorporated herein by reference. In addition to such service, GCG sent (a) emails on May 3, 2013 to those parties for whom the Debtors had email addresses, providing Solicitation Packages (without customized Ballots) and advising recipients to telephone or email GCG for replacement solicitation materials, and (b) emails on May 25, 2013, to those parties for whom the Debtors had email addresses, reminding recipients of the Voting Deadline and inviting them to contact GCG via email with requests for Solicitation Packages (including customized Ballots) or questions. GCG complied with all such requests by emailing Solicitation Packages and customized Ballots to the parties making such requests.

6. 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 17, 2013