

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

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In re : **Chapter 11 Case**
 :
ARCAPITA BANK B.S.C.(c), et al., : **Case No. 12-11076 (SHL)**
 :
 : **Jointly Administered**
Debtors. :
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ORDER GRANTING DEBTORS' THIRD OMNIBUS OBJECTION TO CLAIMS
(Investor No Liability Claims; Other No Liability Claims; Unliquidated Claims;
Misclassified Claims)

Upon consideration of the third omnibus objections to claims (the “*Third Omnibus Objection to Claims*”)¹ of Arcapita Bank B.S.C.(c), and certain of its subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the “*Debtors*” and each, a “*Debtor*”), seeking entry of an order, pursuant to section 502(b) of title 11 of the United States Code (the “*Bankruptcy Code*”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure and this Court’s Claims Administration Order, reclassifying, disallowing and/or expunging the Objected Claims, all as more fully described in the Third Omnibus Objection to Claims; and the Court having found that it has jurisdiction to consider the Third Omnibus Objection to Claims pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that venue of this proceeding and the Third Omnibus Objection to Claims in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Third Omnibus Objection to Claims is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and notice of the Third Omnibus Objection to Claims and the opportunity for a hearing on the Third Omnibus Objection to Claims was appropriate under the particular circumstances; and the Court having reviewed the Third

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Third Omnibus Objection to Claims.

Omnibus Objection to Claims and having considered the statements in support of, and objections to, if any, the relief requested therein at a hearing before the Court (the “*Hearing*”); and the Court having determined that the legal and factual bases set forth in the Third Omnibus Objection to Claims and at the Hearing establish just cause for the relief granted herein; and upon the record of the Chapter 11 Cases and all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The relief requested in the Third Omnibus Objection to Claims is granted to the extent provided herein.

2. Pursuant to section 502(b) of the Bankruptcy Code, the claims listed on *Schedule 1* of *Exhibit 1* annexed hereto under the heading “*Claims to Be Disallowed and Expunged*” (collectively, the “*Investor No Liability Claims*”) are disallowed and expunged.

3. Pursuant to section 502(b) of the Bankruptcy Code, the claims listed on *Schedule 2* of *Exhibit 1* annexed hereto under the heading “*Claims to Be Disallowed and Expunged*” (collectively, the “*Other No Liability Claims*”) are disallowed and expunged.

4. Pursuant to section 502(b) of the Bankruptcy Code and the Claim Administration Order, the claims listed on *Schedule 5* of *Exhibit 1* annexed hereto under the heading “*Claims Subject to Reclassification*” (collectively, the “*Misclassified Claims*” and together with the Investor No Liability Claims, Other No Liability Claims and Unliquidated Claims, the “*Reclassified, Disallowed and/or Expunged Claims*”) are reclassified as set forth under the heading “*Reclassified Claims*” on *Schedule 5* of *Exhibit 1* annexed hereto (as adjusted, the “*Reclassified Claims*”).

5. The Reclassified Claims will remain on the claims register, subject to the Debtors' right to further object as set forth herein.

6. Nothing in this Order shall affect the rights of all interested parties to object to any of the Objected Claims on an alternative basis not asserted in the Third Omnibus Objection to Claims.

7. Nothing in this Order constitutes an admission or finding with respect to any Objected Claim or any portion of an Objected Claim, in either case, that is not reclassified, reduced, disallowed or expunged hereby.

8. This Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to (a) any of the Objected Claims that is not a Reclassified, Disallowed and/or Expunged Claim (if any) and (b) any Reclassified Claim; provided, however, that if the Court subsequently orders that any Reclassified, Disallowed and/or Expunged Claim be reinstated, then the claims agent shall be authorized and directed to immediately reinstate such Reclassified, Disallowed and/or Expunged Claim in the Chapter 11 Cases (the "***Reinstated Claim***"), and the rights of all interested parties with respect to the Reinstated Claim shall be expressly reserved.

9. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
July 25, 2013

/s/ Sean H. Lane
THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

ARCAPITA BANK B.S.C.(C), ET. AL.
THIRD OMNIBUS CLAIMS OBJECTION
SCHEDULE 2 - OTHER NO LIABILITY CLAIMS

CLAIMS TO BE DISALLOWED AND EXPUNGED

	NAME OF CLAIMANT	DEBTOR NAME & CASE NUMBER	FILED DATE	CLAIM # TO BE DISALLOWED	CLAIM AMOUNT TO BE DISALLOWED	REASON FOR PROPOSED DISALLOWANCE
1	CITY OF NEW YORK DEPARTMENT OF FINANCE ATTN SAUL T FISHMAN, OF COUNSEL TO THE SPECIAL ASSISTANT CORPORATION COUNSEL 345 ADAMS ST 3RD FL BROOKLYN, NY 11201	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	08/22/2012	327	\$810,000.00	No Liability - see Paragraphs 32-34 of the Debtor's Third Omnibus Objection to Claims for additional detail.
2	CYPRUS BUILDING AND ROAD CONSTRUCTION CO WLL C/O BAKER & MCKENZIE ATTN ERIN BRODERICK 300 E RANDOLPH DR STE 5000 CHICAGO, IL 60601	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	08/29/2012	281	\$3,075,353.72*	No Liability - see Paragraphs 27-31 of the Debtor's Third Omnibus Objection to Claims for additional detail.
3	CYPRUS CYBARCO TABEL JV WLL C/O BAKER & MCKENZIE ATTN ERIN BRODERICK 300 E RANDOLPH DR STE 5000 CHICAGO, IL 60601	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	08/29/2012	282	\$3,075,353.72*	No Liability - see Paragraphs 27-31 of the Debtor's Third Omnibus Objection to Claims for additional detail.
4	JILL SUPERCO LLC C/O GOLDEN GATE PRIVATE EQUITY, INC. ATTN: JOSH OLSHANSKY ONE EMBARCADERO CENTER, STE 3900 SAN FRANCISCO, CA 94111	Arcapita LT Holdings Limited 12-11078 (SHL)	08/30/2012	347	Undetermined*	No Liability - see Paragraphs 21-23 of the Debtor's Third Omnibus Objection to Claims for additional detail.
5	JILL SUPERCO LLC C/O GOLDEN GATE PRIVATE EQUITY, INC. ATTN JOSH OLSHANSKY ONE EMBARCADERO CENTER STE 3900 SAN FRANCISCO, CA 94111	AEID II Holdings Limited 12-11080 (SHL)	08/30/2012	345	Undetermined*	No Liability - see Paragraphs 21-23 of the Debtor's Third Omnibus Objection to Claims for additional detail.

* Plus unliquidated, punitive and/or undetermined amounts

ARCAPITA BANK B.S.C.(C), ET. AL.
THIRD OMNIBUS CLAIMS OBJECTION
SCHEDULE 2 - OTHER NO LIABILITY CLAIMS

CLAIMS TO BE DISALLOWED AND EXPUNGED

	NAME OF CLAIMANT	DEBTOR NAME & CASE NUMBER	FILED DATE	CLAIM # TO BE DISALLOWED	CLAIM AMOUNT TO BE DISALLOWED	REASON FOR PROPOSED DISALLOWANCE
6	JILL SUPERCO LLC C/O GOLDEN GATE PRIVATE EQUITY, INC. ATTN JOSH OLSHANSKY ONE EMBARCADERO CENTER, STE 3900 SAN FRANCISCO, CA 94111	WindTurbine Holdings Limited 12-11079 (SHL)	08/30/2012	346	Undetermined*	No Liability - see Paragraphs 21-23 of the Debtor's Third Omnibus Objection to Claims for additional detail.
7	JILL SUPERCO LLC C/O GOLDEN GATE PRIVATE EQUITY INC ATTN JOSH OLSHANSKY ONE EMBARCADERO CENTER STE 3900 SAN FRANCISCO, CA 94111	RailInvest Holdings Limited 12-11081 (SHL)	08/30/2012	344	Undetermined*	No Liability - see Paragraphs 21-23 of the Debtor's Third Omnibus Objection to Claims for additional detail.
8	JILL SUPERCO LLC C/O GOLDEN GATE PRIVATE EQUITY INC ATTN JOSH OLSHANSKY ONE EMBARCADERO CENTER STE 3900 SAN FRANCISCO, CA 94111	Falcon Gas Storage Company, Inc. 12-11790 (SHL)	08/30/2012	343	Undetermined*	No Liability - see Paragraphs 21-23 of the Debtor's Third Omnibus Objection to Claims for additional detail.
9	JILL SUPERCO LLC C/O GOLDEN GATE PRIVATE EQUITY, INC. ATTN: JOSH OLSHANSKY ONE EMBARCADERO CENTER, STE 3900 SAN FRANCISCO, CA 94111	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	08/30/2012	349	Undetermined*	No Liability - see Paragraphs 21-23 of the Debtor's Third Omnibus Objection to Claims for additional detail.
10	JILL SUPERCO LLC C/O GOLDEN GATE PRIVATE EQUITY, INC. ATTN: JOSH OLSHANSKY ONE EMBARCADERO CENTER, STE 3900 SAN FRANCISCO, CA 94111	Arcapita Investment Holdings Limited 12-11077 (SHL)	08/30/2012	348	Undetermined*	No Liability - see Paragraphs 21-23 of the Debtor's Third Omnibus Objection to Claims for additional detail.
TOTAL					\$6,960,707.44*	

* Plus unliquidated, punitive and/or undetermined amounts

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ARCAPITA BANK B.S.C.(C), ET. AL.
THIRD OMNIBUS CLAIMS OBJECTION
SCHEDULE 1 - INVESTOR NO LIABILITY CLAIMS

CLAIMS TO BE DISALLOWED AND EXPUNGED

NAME OF CLAIMANT	ASSERTED DEBTOR NAME & CASE NUMBER	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
1 INVESTOR 50217 [ADDRESS ON FILE]	Arcapita Investment Holdings Limited 12-11077 (SHL)	09/17/2012	534	\$10,000,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
2 INVESTOR 50217 [ADDRESS ON FILE]	AEID II Holdings Limited 12-11080 (SHL)	09/17/2012	547	\$10,000,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
3 INVESTOR 50217 [ADDRESS ON FILE]	WindTurbine Holdings Limited 12-11079 (SHL)	09/17/2012	538	\$10,000,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
4 INVESTOR 50217 [ADDRESS ON FILE]	Arcapita LT Holdings Limited 12-11078 (SHL)	09/17/2012	531	\$10,000,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
5 INVESTOR 50217 [ADDRESS ON FILE]	Falcon Gas Storage Company, Inc. 12-11790 (SHL)	09/17/2012	548	\$10,000,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
6 INVESTOR 50217 [ADDRESS ON FILE]	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	09/17/2012	536	\$10,000,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
7 INVESTOR 50217 [ADDRESS ON FILE]	RailInvest Holdings Limited 12-11081 (SHL)	09/17/2012	524	\$10,000,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
8 INVESTOR 50432 [ADDRESS ON FILE]	RailInvest Holdings Limited 12-11081 (SHL)	09/17/2012	523	\$5,500,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
9 INVESTOR 50432 [ADDRESS ON FILE]	Arcapita LT Holdings Limited 12-11078 (SHL)	09/17/2012	530	\$5,500,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
10 INVESTOR 50432 [ADDRESS ON FILE]	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	09/17/2012	535	\$5,500,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
11 INVESTOR 50432 [ADDRESS ON FILE]	WindTurbine Holdings Limited 12-11079 (SHL)	09/17/2012	537	\$5,500,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
12 INVESTOR 50432 [ADDRESS ON FILE]	AEID II Holdings Limited 12-11080 (SHL)	09/17/2012	541	\$5,500,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
13 INVESTOR 50432 [ADDRESS ON FILE]	Arcapita Investment Holdings Limited 12-11077 (SHL)	09/17/2012	544	\$5,500,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
14 INVESTOR 50432 [ADDRESS ON FILE]	Falcon Gas Storage Company, Inc. 12-11790 (SHL)	09/17/2012	529	\$5,500,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
15 INVESTOR 50488 [ADDRESS ON FILE]	AEID II Holdings Limited 12-11080 (SHL)	09/17/2012	545	\$1,000,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.

* Plus unliquidated, punitive and/or undetermined amounts

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ARCAPITA BANK B.S.C.(C), ET. AL.
THIRD OMNIBUS CLAIMS OBJECTION
SCHEDULE 1 - INVESTOR NO LIABILITY CLAIMS

CLAIMS TO BE DISALLOWED AND EXPUNGED

NAME OF CLAIMANT	ASSERTED DEBTOR NAME & CASE NUMBER	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
16 INVESTOR 50488 [ADDRESS ON FILE]	Arcapita LT Holdings Limited 12-11078 (SHL)	09/17/2012	533	\$1,000,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
17 INVESTOR 50488 [ADDRESS ON FILE]	RailInvest Holdings Limited 12-11081 (SHL)	09/17/2012	526	\$1,000,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
18 INVESTOR 50488 [ADDRESS ON FILE]	Falcon Gas Storage Company, Inc. 12-11790 (SHL)	09/17/2012	528	\$1,000,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
19 INVESTOR 50488 [ADDRESS ON FILE]	Arcapita Investment Holdings Limited 12-11077 (SHL)	09/17/2012	543	\$1,000,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
20 INVESTOR 50488 [ADDRESS ON FILE]	WindTurbine Holdings Limited 12-11079 (SHL)	09/17/2012	540	\$1,000,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
21 INVESTOR 50488 [ADDRESS ON FILE]	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	09/17/2012	549	\$1,000,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
22 INVESTOR 50861 [ADDRESS ON FILE]	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	09/17/2012	550	\$2,500,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
23 INVESTOR 50861 [ADDRESS ON FILE]	AEID II Holdings Limited 12-11080 (SHL)	09/17/2012	546	\$2,500,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
24 INVESTOR 50861 [ADDRESS ON FILE]	WindTurbine Holdings Limited 12-11079 (SHL)	09/17/2012	539	\$2,500,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
25 INVESTOR 50861 [ADDRESS ON FILE]	Arcapita Investment Holdings Limited 12-11077 (SHL)	09/17/2012	542	\$2,500,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
26 INVESTOR 50861 [ADDRESS ON FILE]	RailInvest Holdings Limited 12-11081 (SHL)	09/17/2012	525	\$2,500,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
27 INVESTOR 50861 [ADDRESS ON FILE]	Falcon Gas Storage Company, Inc. 12-11790 (SHL)	09/17/2012	527	\$2,500,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
28 INVESTOR 50861 [ADDRESS ON FILE]	Arcapita LT Holdings Limited 12-11078 (SHL)	09/17/2012	532	\$2,500,000.00*	No liability - See Paragraphs 14-18 of the Debtors' Third Omnibus Objection to Claims for additional detail.
TOTAL				\$1,330,000.00*	

* Plus unliquidated, punitive and/or undetermined amounts

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

THIRD OMNIBUS CLAIMS OBJECTION

SCHEDULE 5 - CLAIMS SUBJECT TO RECLASSIFICATION

CLAIMS SUBJECT TO RECLASSIFICATION

	NAME OF CLAIMANT	CLAIM #	FILED DATE	ASSERTED DEBTOR NAME & CASE #	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED CLASS	MODIFIED AMOUNT	REASON FOR RECLASSIFICATION
1	INVESTOR 50090 [ADDRESS ON FILE]	95	08/22/2012	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	Priority	\$1,899.00	Unsecured	\$1,899.00	Misclassified claim - see Paragraphs 65-68 of the Debtor's Third Omnibus Objection to Claims for additional detail.
2	LINKLATERS LLP ATTN: SARAH BARNARD 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	332	8/30/2012	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	Priority	Undetermined*	Unsecured	\$10,741.50	Misclassified claim - see Paragraph 71 of the Debtor's Third Omnibus Objection to Claims for additional detail.
					Secured	\$10,741.50*			
					Subtotal	\$10,741.50*			
					TOTAL	\$12,640.50*	TOTAL	\$12,640.50	

* Plus unliquidated, punitive and/or undetermined amounts