

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

----- X  
:   
In re: : Chapter 11  
:   
ARCAPITA BANK B.S.C.(c), et al., : Case No. 12-11076 (SHL)  
:   
Reorganized Debtors.<sup>1</sup> : Confirmed  
:   
----- X

**ORDER GRANTING RELIEF WITH RESPECT TO  
CERTAIN OBJECTIONS TO CLAIMS**

Upon consideration of (i) the second, sixth, and seventh omnibus objections to claims (the “Omnibus Objections”) filed by the above-captioned Reorganized Debtors or their predecessors in interest (the “Debtors”), seeking entry of an order, pursuant to section 502(b) of title 11 of the United States Code, Rule 3007(d) of the Federal Rules of Bankruptcy Procedure and this Court’s Claim Objection Procedures Order, reducing, disallowing and/or expunging certain claims filed against the Debtors, (ii) the Declaration of Craig E. Johnson in Support of Debtors’ Omnibus Claim Objections, dated July 15, 2013, filed as Exhibit F to the Supplement to the Debtors’ Omnibus Claim Objections [Docket No. 1351] (the “Supplement”), (iii) the Declaration of Steven Kotarba in Support of Debtors’ Omnibus Claim Objections, dated July 15, 2013, filed as Exhibit G to the Supplement, (iv) the Declaration of Steven Kotarba in Support of Debtors’ Sixth Omnibus Objection to Claims, dated September 16, 2013, filed as Exhibit C to the Sixth Omnibus Objection [Docket No. 1515], (v) the Declaration of Scott A. Rinaldi in Support of Seventh Omnibus Objection to Claims, dated October 10, 2013, filed as Exhibit B to the Seventh Omnibus Objection [Docket No. 1623], (vi) the Statement in Connection with Hearing Scheduled for October 24, 2013 filed by the Reorganized Debtors [Docket No. 1641],

---

<sup>1</sup> The chapter 11 case captioned In re Falcon Gas Storage Company, Inc., No. 12-11790 (Bankr. S.D.N.Y.) is being administered jointly with the other above-captioned cases, but no plan has been confirmed in such case.

(vii) the Omnibus Reply to Certain Responses to Second Omnibus Objection to Claims filed by the Reorganized Debtors [Docket No. 1670], and (vii) the presentation of counsel at the hearing held on November 21, 2013; and the Court having jurisdiction to consider the Omnibus Objections pursuant to 28 U.S.C. §§ 157 and 1334; and venue of this proceeding in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the relief requested in the Omnibus Objections and the opportunity for a hearing being appropriate under the circumstances and no other or further notice being required; and the Court having determined that the legal and factual bases set forth in the Omnibus Objections, in the declarations in support thereof, and in the presentation of counsel at the hearing establish just cause for the relief granted herein; and the Court having found that the relief requested is in the best interest of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor, it is hereby:

1. **ORDERED** that the relief requested in the Omnibus Objections is granted to the extent provided herein.

2. **ORDERED** that, pursuant to section 502(b) of the Bankruptcy Code, each claim listed on Exhibit A annexed hereto is disallowed in its entirety and expunged.

3. **ORDERED** that the hearing with respect to claim numbers 45, 255, 289-294 and 517 is adjourned to **2:00 p.m. on December 17, 2013 (prevailing U.S. Eastern Time)**.

4. **ORDERED** that the hearing with respect to claim numbers 343-349 is adjourned to **11:00 a.m. on January 21, 2013 (prevailing U.S. Eastern Time)**.

5. **ORDERED** that the hearing with respect to claim numbers 376-379 is adjourned *sine die*.

6. **ORDERED** that GCG, Inc. is hereby directed to adjust the claims register to reflect all of the provisions of this Order.

7. **ORDERED** that nothing in this Order shall affect the rights of all interested parties to object to any of the surviving claims on any alternative basis not asserted in the Omnibus Objections.

8. **ORDERED** that the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York  
November 26, 2013

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

**Exhibit A**

**Claims To Be Disallowed and Expunged**

Pg 5 of 6  
**ARCAPITA BANK B.S.C.(C), ET AL.**  
**EXHIBIT A**

	<b>NAME OF CLAIMANT</b>	<b>CLAIM NO.</b>	<b>DEBTOR &amp; CASE NO.</b>	<b>ASSERTED AMOUNT</b>	<b>OMNIBUS OBJECTION</b>
1	AKA Ausfuhrkredit-Gesellschaft MBH	163	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$10,020,405.78*	Seventh Omnibus Objection (Exhibit 1)
2	AKA Ausfuhrkredit-Gesellschaft MBH	164	Arcapita Investment Holdings Limited 12-11077 (SHL)	\$10,020,405.78*	Seventh Omnibus Objection (Exhibit 1)
3	Archview Fund LP	276	Arcapita Investment Holdings Limited 12-11077 (SHL)	\$3,094,000.00*	Seventh Omnibus Objection (Exhibit 1)
4	Archview Fund LP	277	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$3,094,000.00*	Seventh Omnibus Objection (Exhibit 1)
5	Archview Fund LP	283	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$3,094,000.00*	Seventh Omnibus Objection (Exhibit 1)
6	Archview Fund LP	284	Arcapita Investment Holdings Limited 12-11077 (SHL)	\$3,094,000.00*	Seventh Omnibus Objection (Exhibit 1)
7	Archview Master Fund Ltd	278	Arcapita Investment Holdings Limited 12-11077 (SHL)	\$5,501,000.00*	Seventh Omnibus Objection (Exhibit 1)
8	Archview Master Fund Ltd	279	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$5,501,000.00*	Seventh Omnibus Objection (Exhibit 1)
9	Barclays Bank Plc	109	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$30,061,217.34*	Seventh Omnibus Objection (Exhibit 1)
10	Barclays Bank Plc	110	Arcapita Investment Holdings Limited 12-11077 (SHL)	\$30,061,217.34*	Seventh Omnibus Objection (Exhibit 1)
11	Employee 1380 [Address on File]	140	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$5,367.07	Sixth Omnibus Objection (Schedule 1)
12	Employee 1373 [Address on File]	187	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$36,235.46	Sixth Omnibus Objection (Schedule 1)
13	Employee 2170 [Address on File]	191	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$720.28	Sixth Omnibus Objection (Schedule 1)
14	Employee 1282 [Address on File]	202	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$6,915.00	Sixth Omnibus Objection (Schedule 1)
15	Employee 1282 [Address on File]	203	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$25,000.00*	Sixth Omnibus Objection (Schedule 1)
16	Employee 1466 [Address on File]	242	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$10,462.00	Sixth Omnibus Objection (Schedule 1)
17	Gladwyne Master Fund Limited	438(a)	Arcapita Investment Holdings Limited 12-11077 (SHL)	\$5,000,000.00*	Seventh Omnibus Objection (Exhibit 1)
18	Gladwyne Master Fund Limited	439(a)	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$5,000,000.00*	Seventh Omnibus Objection (Exhibit 1)
19	Goldman Sachs Lending Partners LLC	36	Arcapita Investment Holdings Limited 12-11077 (SHL)	\$30,061,217.33*	Seventh Omnibus Objection (Exhibit 1)
20	Goldman Sachs Lending Partners LLC	37	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$30,061,217.33*	Seventh Omnibus Objection (Exhibit 1)

\* Plus unliquidated and/or undetermined amounts.

**ARCAPITA BANK B.S.C.(C), ET AL.****EXHIBIT A**

	<b>NAME OF CLAIMANT</b>	<b>CLAIM NO.</b>	<b>DEBTOR &amp; CASE NO.</b>	<b>ASSERTED AMOUNT</b>	<b>OMNIBUS OBJECTION</b>
21	Investor 51372 [Address on File]	86	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$20,398,026.25*	Seventh Omnibus Objection (Exhibit 1)
22	Investor 51898 [Address on File]	236	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$75,600,000.00	Second Omnibus Objection (Schedule 1)
23	Midtown Acquisitions LP	424	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$50,050,000.00*	Seventh Omnibus Objection (Exhibit 1)
24	Midtown Acquisitions LP	425	Arcapita Investment Holdings Limited 12-11077 (SHL)	\$50,050,000.00*	Seventh Omnibus Objection (Exhibit 1)

\* Plus unliquidated and/or undetermined amounts.