

Presentment Date and Time: March 27, 2014 at 10:00 a.m. (prevailing Eastern Time)

Objection Deadline: March 26, 2014 at 12:00 p.m. (prevailing Eastern Time)

Hearing Date and Time (Only if Objection Filed): March 27, 2014 at 10:00 a.m. (prevailing Eastern Time)

Dennis F. Dunne  
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Telephone: (212) 530-5000

*Counsel for the Reorganized Debtors*

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

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

**NOTICE OF PRESENTMENT OF STIPULATION AND AGREED ORDER  
REGARDING CLAIM NUMBER 566**

**PLEASE TAKE NOTICE** that, on **March 27, 2014 at 10:00 a.m. (prevailing Eastern Time)**, the above-captioned Reorganized Debtors will present for signature to the Honorable Sean H. Lane, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 (the "Court"), the *Stipulation and Agreed Order Regarding Claim Number 566*, attached hereto as Exhibit A (the "Stipulation").

**PLEASE TAKE FURTHER NOTICE** that responses or objections to the Stipulation, if any, shall be in writing, shall conform to (a) the Federal Rules of Bankruptcy Procedure, (b) the Local Rules of the Bankruptcy Court for the Southern District of New York,

and (c) the Case Management Procedures approved by the Court in the above-captioned cases,<sup>1</sup> shall set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, and shall be filed with the Court (a) electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov/court-info/local-rules-and-orders/general-orders](http://www.nysb.uscourts.gov/court-info/local-rules-and-orders/general-orders)) by registered users of the Bankruptcy Court's case filing system, and (b) by all other parties in interest, on a 3.5-inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with two hard copies delivered directly to Chambers), in accordance with the customary practices of the Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and upon: (i) the Chambers of the Honorable Sean H. Lane, One Bowling Green, New York, New York 10004; (ii) counsel for the Reorganized Debtors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Evan R. Fleck, Esq.); (iii) King & Spalding LLP, 1180 Peachtree Street, Atlanta, Georgia, 30309 (Attn: Paul K. Ferdinands, Esq.); and (iv) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Richard Morrissey, Esq.), so as to be filed and received no later than **March 26, 2014 at 12:00 p.m. (prevailing Eastern Time)** (the "Objection Deadline").

**PLEASE TAKE FURTHER NOTICE** that, if no responses or objections to the Stipulation are timely filed, served, and received by the Objection Deadline, the relief requested shall be deemed unopposed, and the Court may enter an order granting the relief sought herein without a hearing.

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<sup>1</sup> See Order (A) Waiving the Requirement that Each Debtor File a List of Creditors and Equity Security Holders and Authorizing Maintenance of Consolidated List of Creditors in Lieu of a Matrix; (B) Authorizing Filing of a Consolidated List of Top 50 Unsecured Creditors; and (C) Approving Case Management Procedures [Docket No. 21].

**PLEASE TAKE FURTHER NOTICE** that if a written objection is timely served and filed, a hearing to consider the Stipulation (the "Hearing") will be held before the Honorable Sean H. Lane, U.S. Bankruptcy Judge, in Room 701 of the United States Bankruptcy Court, One Bowling Green, New York, New York 10004 on **March 27, 2014 at 10:00 a.m.** (**prevailing Eastern Time**), or as soon thereafter as counsel may be heard.

**PLEASE TAKE FURTHER NOTICE** that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: March 19, 2014  
New York, New York

**MILBANK, TWEED, HADLEY & M<sup>c</sup>CLOY LLP**

/s/ Evan R. Fleck

Dennis F. Dunne

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**Exhibit A**

**Stipulation and Agreed Order**

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**UNITED STATES BANKRUPTCY COURT  
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In re:	: Chapter 11
ARCAPITA BANK B.S.C.(C), <u>et al.</u> ,	: Case No. 12-11076 (SHL)
Reorganized Debtors.	: Confirmed.
	: :
	: :
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**STIPULATION AND AGREED ORDER REGARDING CLAIM NUMBER 566**

This stipulation (the "Stipulation") is made and entered into, through their respective undersigned counsel, by and among (i) the above-captioned Reorganized Debtors, and (ii) AMPD(DE) Limited Partnership ("AMPD"), to resolve AMPD's claims against Arcapita Bank B.S.C.(c) ("Arcapita Bank") asserted in a timely filed proof of claim ("Claim No. 566").

**RECITALS**

WHEREAS, Claim No. 566, based on a guarantee executed by Arcapita Bank in favor of AMPD, was asserted in the amount of not less than \$8,732,117.80.

WHEREAS, the Debtors disagreed with the asserted amount of Claim No. 566.

WHEREAS, rather than filing a formal objection to Claim No. 566, the Debtors contacted AMPD's counsel in order to consensually resolve the parties' disagreement with respect to the allowable amount of Claim No. 566.

WHEREAS, the parties desire to resolve such disagreement consensually without the time, expense, and uncertainty attendant to litigation.

**NOW THEREFORE, THE PARTIES STIPULATE AND AGREE, AND UPON THE APPROVAL BY THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK, IT SHALL BE ORDERED AND BINDING ON ALL PARTIES IN INTEREST AS FOLLOWS:**

**STIPULATION**

1. Claim No. 566 shall constitute an Allowed Class 5a Claim under the Debtors' plan of reorganization confirmed by this Court on June 17, 2013 (the "Plan") in the amount of \$3,345,450.
2. Claim No. 566 shall be entitled to receive the distributions provided by the Plan to all Allowed Class 5a Claims, which distributions shall not be subject to setoff, recoupment, or any other defense.
3. Nothing in this Stipulation is intended to alter, and does not alter, the rights of AMPD against any non-Debtor entity with respect to any of the agreements or transactions underlying Claim No. 566.
4. This Stipulation constitutes the entire agreement among the parties regarding the subject matter hereof.
5. This Stipulation may be executed in one or more counterparts and by facsimile or electronic copy, all of which shall be considered effective as an original signature.
6. The parties acknowledge that this Stipulation is their joint work product and that, accordingly, in the event of ambiguities in this Stipulation, no inferences shall be drawn against any party on the basis of authorship of this Stipulation.

7. The Bankruptcy Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Stipulation.

**CONSENTED AND AGREED TO BY:**

Dated: March 18, 2014  
New York, New York

**MILBANK, TWEED, HADLEY &  
M<sup>C</sup>CLOY LLP**

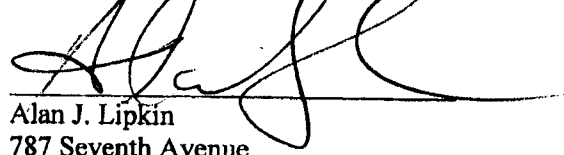


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*Counsel for the Reorganized Debtors*

Dated: March 18, 2014  
New York, New York

**WILLKIE FARR & GALLAGHER LLP**



Alan J. Lipkin  
787 Seventh Avenue  
New York, New York 10019  
Telephone: (212) 728-8000

*Counsel for AMPD (DE) Limited Partnership*

**SO ORDERED,**

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UNITED STATES BANKRUPTCY JUDGE

Dated: \_\_\_\_\_