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*Counsel for the Reorganized Debtors and
the New Holding Companies*

**UNITED STATES BANKRUPTCY COURT
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
	:	
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**NOTICE OF HEARING ON
TENTH OMNIBUS OBJECTION TO CLAIMS**

PLEASE TAKE NOTICE that on March 25, 2014, the above-captioned Reorganized Debtors filed the annexed omnibus objection (the "Tenth Omnibus Objection") to certain claims asserted against their predecessors in interest (the "Debtors").

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Tenth Omnibus Objection will be held before the Honorable Sean H. Lane, United States Bankruptcy Judge, in Room 701 of the United States Bankruptcy Court, One Bowling Green, New York, New York 10004-1408 (the "Court") on **April 30, 2014 at 11:00 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE THAT ANY PARTY RECEIVING THIS NOTICE SHOULD REVIEW THE TENTH OMNIBUS OBJECTION TO SEE IF ITS NAME, DESIGNATED IDENTIFICATION NUMBER AND/OR CLAIM IS LISTED ON EXHIBITS A-D ATTACHED TO THE TENTH OMNIBUS OBJECTION.¹

¹ Creditors can obtain certain categories of information with respect to any proof of claim filed against the Debtors, such as, e.g., the identity (or in the case of the Debtors' investors and employees, the designated identification numbers used to preserve confidentiality) of the relevant claimant at this website: <http://www.gcginc.com/cases/arcapita/index.php>. Creditors may search the claims register by clicking on

PLEASE TAKE FURTHER NOTICE that any party receiving this notice that does **NOT** oppose the disallowance or reduction of such party's claim(s) does **NOT** need to file a written response to the Tenth Omnibus Objection and does **NOT** need to appear at the Hearing.

PLEASE TAKE FURTHER NOTICE that any party receiving this notice that **DOES** oppose the disallowance or reduction of such party's claim(s) must file and serve a written response to the Tenth Omnibus Objection (each, a "Response") so as to be received no later than **April 29, 2014 at 4:00 p.m. (prevailing Eastern Time)** (the "Response Deadline").

PLEASE TAKE FURTHER NOTICE that any Response must be in writing and contain at a minimum the following: (a) a caption setting forth the name of the Court, the case number and the title of the Tenth Omnibus Objection; (b) the name or the Identification Number of the claimant and description of the basis for the asserted claim; (c) a concise statement setting forth the reasons why the claim should not be disallowed for the reasons set forth in the Tenth Omnibus Objection, including, but not limited to, the specific factual and legal bases upon which the claimant will rely in opposing the Tenth Omnibus Objection; (d) all documentation or other evidence of the claim, to the extent not included with the proof of claim previously filed with the Court, upon which the claimant will rely in opposing the Tenth Omnibus Objection; (e) the address to which the Reorganized Debtors must return any reply to any Response, if different from that listed in the claimant's proof of claim; and (f) the name, address, and telephone number of the person (which may be the claimant or the claimant's counsel) possessing ultimate authority to reconcile, settle or otherwise resolve the claim on the claimant's behalf.

PLEASE TAKE FURTHER NOTICE that a Response will be deemed timely filed only if it is actually filed on or before the Response Deadline on the docket of *In re Arcapita Bank B.S.C.(c), et al.*, Case No. 12-11076 (SHL), either by (a) electronic filing pursuant to the Case Management Procedures approved by the Court and the Court's General Order M-399 (available at www.nysb.uscourts.gov/court-info/local-rules-and-orders/general-orders), by registered users of the Court's case filing system and by all other parties in interest on a compact disk, preferably in portable document format, Microsoft Word, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Court and General Order M-399, to the extent applicable, or (b) delivering the original Response to the Court on or before the Response Deadline at One Bowling Green, Room 701, New York, New York 10004-1408. In addition, a Response will be deemed timely served only if a copy of the Response is actually received on or before the Response Deadline by (i) counsel to the Reorganized Debtors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Lena Mandel, Esq. and Nicholas Kamphaus, Esq.); and (ii) 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.).

the "Claims Register/Creditor Search" link on the website. In addition, creditors may request a copy of the cover page of any proof of claim (other than for investors and employees) by email at ArcapitaBankInfo@gcgin.com or by mail to Arcapita Bank B.S.C.(c), c/o GCG, Inc., P.O. Box 9881, Dublin, Ohio 43017-5781. Requests for a copy of any proof of claim cover page for investors or employees will require Court approval and the filing of a motion seeking such approval and may be subject to the approval of the Reorganized Debtors and/or their counsel.

PLEASE TAKE FURTHER NOTICE that if no Response is timely filed and served with respect to any claim dealt with in the Tenth Omnibus Objection, the Reorganized Debtors may, on or after the Response Deadline, submit to the Court an order substantially in the form of the proposed order annexed to the Tenth Omnibus Objection disallowing and expunging such claim, which order may be entered with no further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that any party receiving this notice may view the complete Tenth Omnibus Objection on the Court's electronic docket for the Debtors' chapter 11 cases, which is posted on the Internet at www.nysb.uscourts.gov (a PACER login and password are required and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov) or for free at www.gcginc.com/cases/arcapita. Any questions about this notice or the Tenth Omnibus Objection should be directed to GCG, Inc., the claims agent retained by the Reorganized Debtors, at 800-762-7029 (toll free), 440-389-7311 (international toll), or email at ArcapitaBankInfor@gcginc.com. CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.

Dated: March 25, 2014
New York, New York

MILBANK, TWEED, HADLEY & M^cCLOY LLP

/s/ Evan R. Fleck

Dennis F. Dunne

Evan R. Fleck

Lena Mandel

One Chase Manhattan Plaza

New York, NY 10005-1413

Telephone: (212) 530-5000

*Counsel for the Reorganized Debtors and
the New Holding Companies*

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*Counsel for the Reorganized Debtors and
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**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), <u>et al.</u> ,	:	Case No. 12-11076 (SHL)
	:	
Reorganized Debtors.	:	Confirmed
	:	
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TENTH OMNIBUS OBJECTION TO CLAIMS

THIS OBJECTION SEEKS TO DISALLOW OR REDUCE CERTAIN SCHEDULED AND FILED CLAIMS. CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES (OR DESIGNATED IDENTIFICATION NUMBERS) AND/OR CLAIMS ON EXHIBITS A-D ATTACHED TO THIS OBJECTION.

The above-captioned Reorganized Debtors hereby submit, pursuant to section 502(b) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (as amended, the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s *Order Granting Debtors’ Motion for Entry of an Order Pursuant to 11 U.S.C. § 105(a) and Fed. R Bankr. P. 3007 Approving Claim Objection Procedures* [Docket No. 785] (the “Claim Objection Procedures Order”), this omnibus objection (the “Tenth Omnibus Objection”) to certain claims asserted against their predecessors in interest (the “Debtors”). This Tenth Omnibus Objection is supported by the *Declaration of Scott A. Rinaldi in Support of Tenth*

Omnibus Objection to Claims attached hereto as Exhibit E (the “Rinaldi Declaration”). In support of the Tenth Omnibus Objection, the Reorganized Debtors respectfully represent as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider this Tenth Omnibus Objection pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On June 8, 2012, the Debtors filed their schedules of assets and liabilities [Docket Nos. 212-223], which were amended on February 4, 2013 [Docket No. 821] (as so amended, the “Schedules”).

3. On July 11, 2012, this Court entered an order [Docket No. 308] establishing (a) August 30, 2012 at 5:00 p.m. (prevailing Eastern Time) as the deadline for non-governmental claimants to file proofs of claim against the Debtors (extended to September 17, 2012 for certain claimants), and (b) September 17, 2012 at 5:00 p.m. (prevailing Eastern Time) as the deadline for governmental units to file proofs of claim against the Debtors.

4. On January 18, 2013, the Court entered the Claim Objection Procedures Order, establishing additional grounds (in addition to the grounds set forth in Bankruptcy Rule 3007(d)) on which the Debtors and other parties in interest may object to claims asserted in the chapter 11 cases on an omnibus basis. Pursuant to that order, parties in interest may file omnibus objections on, among others, the basis that “the claims should otherwise be disallowed pursuant to section 502 of the Bankruptcy Code.” Claim Objection Procedures Order ¶ 3(j).

5. On June 17, 2013, the Court entered an order [Docket No. 1045] confirming the Debtors' second amended joint chapter 11 plan of reorganization (the "Plan")¹ and establishing the later of the 180th day following (i) the effective date of the Plan, which occurred on September 17, 2013 (and on February 19, 2014, with respect to Falcon), or (ii) the date a claim is filed, as the last date for filing objections to claims against the Debtors. See Appendix A of Plan ¶ 45. The Plan provides that "[a]fter the Effective Date, no party in interest shall have the right to object to Claims against or Interests in the Debtors (other than Falcon) or their Estates other than the Reorganized Debtors." Plan § 8.11.

6. Prior to the petition date and in the ordinary course of business, the Debtors maintained books and records (the "Books and Records") that reflect, among other things, the Debtors' liabilities and amounts owed to creditors as of the petition date. The Debtors' claims register identifies proofs of claim filed in the chapter 11 cases by entities asserting claims against the Debtors (collectively, the "Claimants"). The Reorganized Debtors compared the claims asserted by the Claimants with the Books and Records and the Schedules to determine the validity of the asserted claims. As a result of this review, the Reorganized Debtors have determined that the claims identified herein should be either disallowed or reduced as set forth herein. Rinaldi Declaration ¶ 6.

RELIEF REQUESTED

7. The Reorganized Debtors and their advisors have reviewed the proofs of claim (including any supporting documentation) identified on Exhibits A-D and have determined that (a) the Books and Records indicate that (i) claims identified on Exhibit A (the "Paid Claims") have been paid and no liability remains on these claims, (ii) the Debtors are not liable on any of the claims identified on Exhibit B (the "No Liability Claims"), and (iii) claims identified on

¹ With respect to Falcon Gas Storage, Inc. ("Falcon"), the Plan was confirmed on January 31, 2014.

Exhibit C (the “Reduce & Allow Claims”) should be allowed in the reduced amounts indicated on such Exhibit; and (b) claims identified on Exhibit D (the “Insufficient Information Claims”) do not provide sufficient information for the Reorganized Debtors to determine whether any liability exists with respect to such claims.

8. The Reorganized Debtors seek, pursuant to section 502(b) of the Bankruptcy Code, Rule 3007(d) of the Bankruptcy Rules, and the Claim Objection Procedures Order, entry of an order, in the form attached hereto as Exhibit F, (i) disallowing and expunging each of the Paid Claims, No Liability Claims and Insufficient Information Claims, and (ii) reducing and allowing (in the amounts indicated) the Reduce & Allow Claims.

OBJECTION

9. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. See In re Oneida Ltd., 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009); In re Adelphia Commc’ns Corp., Case No. 02-41729 (REG), 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); In re Rockefeller Ctr. Props., 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

I. Paid Claims

10. The Books and Records indicate that each of the Paid Claims has been paid in full after it was filed. Accordingly, to avoid double recovery by the relevant Claimants, the Paid Claims should be disallowed in their entirety and expunged. Rinaldi Declaration ¶ 7.

II. No Liability Claims

11. Certain of the No Liability Claims (Claim Nos. 124, 286, 287) have been asserted on account of equity interests either in Arcapita Bank B.S.C.(c) or in one of the portfolio

companies, and do not constitute “claims” against any of the Debtors, as such term is defined in § 101(5) of the Bankruptcy Code. Rinaldi Declaration ¶ 8.

12. Another category of the No Liability Claims is comprised of claims (Claim Nos. 4, 51, 136, 565) that, by their own terms, assert a claim against an entity other than any of the Debtors, and the Debtors’ Books & Records do not indicate any basis for a Debtor’s liability on any of them. Rinaldi Declaration ¶ 9.

13. Claim No. 64 was asserted by United Marine Trading under a contract between this Claimant and Arcapita Bank for performing certain construction work on the Debtors’ headquarters in Bahrain (the “Contract”). The Claimant seeks to be paid \$52,281 allegedly still owing to it under the Contract. However, the Contract clearly states that this remaining contract amount would have become payable solely upon the “completion of Work,” and the Claimant’s own proof of claim acknowledges that the “Work” was never completed “based on the client’s request to stop the work because of the financial problems the bank is facing.” Accordingly, Arcapita Bank has no further liability to the Claimant under the Contract. Rinaldi Declaration ¶ 10.

III. Reduce & Allow Claims

14. The Books and Records show that that the amounts of the Reduce & Allow Claims have been overstated and that, while the Claimants have valid claims against one of the Debtors, these claims should be allowed in the respective amounts indicated on Exhibit C. Rinaldi Declaration ¶ 11.

IV. Insufficient Information Claims

15. Claim Nos. 83, 121 and 426 fail to provide sufficient documentation for the Reorganized Debtors to determine whether any liability exists. Rinaldi Declaration ¶ 12. Because it is the Claimants’ burden to “allege facts sufficient to support” their claims, by failing

to provide this information, the Claimants have failed to make the *prima facie* showing required for the burden to shift to the Reorganized Debtors to disprove such allegations. J.P. Morgan Securities, Inc. v. The Spiegel Creditor Trust (In re Spiegel), 2007 WL 2456626, *15 n.6 (S.D.N.Y. Aug. 22, 2007).

NOTICE

16. The Reorganized Debtors have provided notice of the filing of the Tenth Omnibus Objection by electronic mail, facsimile and/or overnight mail to: (a) 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.); and (b) each Claimant listed on Exhibits A-D. The Reorganized Debtors submit that such notice is sufficient and no other or further notice need be provided.

NO PRIOR REQUEST

17. No prior request for the relief requested herein has been made to this or any other court.

CONCLUSION

WHEREFORE, the Reorganized Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: March 25, 2014
New York, New York

MILBANK, TWEED, HADLEY & M^cCLOY LLP

/s/ Evan R. Fleck

Dennis F. Dunne

Evan R. Fleck

Lena Mandel

One Chase Manhattan Plaza

New York, NY 10005-1413

Telephone: (212) 530-5000

*Counsel for the Reorganized Debtors and
the New Holding Companies*

Exhibit A

Paid Claims

ARCAPITA BANK B.S.C. (C), ET AL.
EXHIBIT A – PAID CLAIMS

	NAME OF CLAIMANT	CLAIM NO.	DEBTOR NAME & CASE NO.	CLAIM AMOUNT
1	PRICEWATERHOUSECOOPERS LTD.	120	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$38,055.00
2	COMPUTER WORLD WLL	312	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$189,818.00

Exhibit B

No Liability Claims

**ARCAPITA BANK B.S.C. (C), ET AL.
EXHIBIT B – NO LIABILITY CLAIMS**

	NAME OF CLAIMANT	CLAIM NO.	DEBTOR NAME & CASE NO.	CLAIM AMOUNT
1	HARRIS COUNTY ET AL.	4	Falcon Gas Storage Co., Inc. 12-11790 (SHL)	\$3,690.52
2	MCCALL'S GRADING & TRANSPORT	51	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$13,300.00
3	UNITED MARINE TRADING	64	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$52,281.00
4	INVESTOR 52022 [ADDRESS ON FILE]	124	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$521,270.62
5	PANAGAKOS ASPHALT PAVING CO., INC.	136	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$31,552.85
6	INVESTOR 50807 [ADDRESS ON FILE]	286	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	Unliquidated
7	INVESTOR 51259 [ADDRESS ON FILE]	287	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	Unliquidated
8	ILLINOIS DEPARTMENT OF REVENUE	565	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	Unsecured portion: \$174,312.00 Priority tax portion: \$8,775.51
				Total: \$183,087.51

Exhibit C

Reduce & Allow Claims

ARCAPITA BANK B.S.C. (C), ET AL.
EXHIBIT C – REDUCE & ALLOW CLAIMS

	NAME OF CLAIMANT	CLAIM NO.	DEBTOR NAME & CASE NO.	CLAIM AMOUNT	REDUCED AMOUNT
1	INVESTOR 50777 [ADDRESS ON FILE]	138	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$31,874.04 plus unliquidated amounts	\$31,874.04
2	INVESTOR 51706 [ADDRESS ON FILE]	429	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$57,406.08	\$7,558.74
3	2CONNECT WLL	507	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$105,447.72	\$69,095.25
4	CHASE COOPER	582	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$71,617.50	\$41,430.00

Exhibit D

Insufficient Information Claims

ARCAPITA BANK B.S.C. (C), ET AL.
EXHIBIT D – INSUFFICIENT INFORMATION CLAIMS

	NAME OF CLAIMANT	CLAIM NO.	DEBTOR NAME & CASE NO.	CLAIM AMOUNT
1	EMPLOYEE 2016	83	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	Unliquidated
2	INVESTOR 50030 [ADDRESS ON FILE]	121	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$100,000.00
3	GCG# 01004530 [ADDRESS ON FILE]	426	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$831,122.15

Exhibit E

Scott A. Rinaldi Declaration

**UNITED STATES BANKRUPTCY COURT
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
	:	
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**DECLARATION OF SCOTT A. RINALDI
IN SUPPORT OF TENTH OMNIBUS OBJECTION TO CLAIMS**

Pursuant to 28 U.S.C. § 1746, I, Scott A. Rinaldi, hereby declare:

1. I am a Managing Director at FTI Consulting, Inc. (“FTI”), the financial advisor for the above-captioned Reorganized Debtors.

2. In my capacity as Managing Director of FTI, I am authorized to submit this Declaration in support of the *Tenth Omnibus Objection to Claims* (the “Tenth Omnibus Objection”).¹

3. Except as otherwise indicated, all facts set forth in this Declaration are based upon: (a) my personal knowledge; (b) my review, or the review of employees of FTI under my supervision and direction, of the relevant documents, including the Schedules, the Tenth Omnibus Objection, and all claims listed on Exhibits A-D thereto; and (c) information supplied to me by others at the request of the Reorganized Debtors or their professionals. If called upon to testify, I could and would competently testify to the facts set forth herein on that basis, including that I, or employees of FTI under my supervision and direction, personally reviewed

¹ Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to such terms in the Tenth Omnibus Objection.

the claims listed on Exhibits A-D to the Tenth Omnibus Objection as part of the claims reconciliation process in these chapter 11 cases.

QUALIFICATIONS AND BACKGROUND

4. I have extensive experience with chapter 11 cases and other distressed restructurings, having advised debtors and various other stakeholders in the chapter 11 process for approximately 16 years. Since joining FTI in 1997,² I have specialized in all aspects of bankruptcy case administration, including, among other things, claims review and reconciliation, preparation of statements and schedules, noticing and the development of custom solutions to complex case administration and claim reconciliation issues.

5. I received my Bachelor of Arts degree in Finance from Florida State University and an MBA from Indiana University. My business address is 3 Times Square 10th Floor, New York, NY 10036.

6. The Reorganized Debtors, with FTI's assistance, have compared the claims asserted by the Claimants with the Books and Records and the Schedules to determine the validity of the asserted claims. As a result of this review, the Reorganized Debtors have determined that the claims identified herein should be either disallowed or reduced as set forth herein.

7. The Books and Records indicate that each of the Paid Claims has been paid in full after it was filed. Accordingly, to avoid double recovery by the relevant Claimants, the Paid Claims should be disallowed in their entirety and expunged.

8. Certain of the No Liability Claims (Claim Nos. 124, 286, 287) have been asserted on account of equity interests either in Arcapita Bank B.S.C.(c) or in one of the portfolio

² I joined Coopers & Lybrand in 1997, which merged in 1998 with Price Waterhouse to become PricewaterhouseCoopers ("PWC"). In 2002, FTI acquired PWC's U.S. Business Recovery Services Division, of which I was a part.

companies, and do not constitute “claims” against any of the Debtors, as such term is defined in § 101(5) of the Bankruptcy Code.

9. Another category of the No Liability Claims comprises claims (Claim Nos. 4, 51, 136, 565) that, by their own terms, assert a claim against an entity other than any of the Debtors, and the Debtors’ Books & Records do not indicate any basis for a Debtor’s liability on any of them.

10. Claim No. 64 was asserted by United Marine Trading under a contract between this Claimant and Arcapita Bank for performing certain construction work on the Debtors’ headquarters in Bahrain (the “Contract”). The Claimant seeks to be paid \$52,281 allegedly still owing to it under the Contract. However, the Contract clearly states that this remaining contract amount would have become payable solely upon the “completion of Work,” and the Claimant’s own proof of claim acknowledges that the “Work” was never completed “based on the client’s request to stop the work because of the financial problems the bank is facing.” Accordingly, Arcapita Bank has no further liability to the Claimant under the Contract.

11. The Books and Records show that that the amounts of the Reduce & Allow Claims have been overstated and that, while the Claimants have valid claims against one of the Debtors, these claims should be allowed in the respective amounts indicated on Exhibit C.

12. Claim Nos. 83, 121 and 426 fail to provide sufficient documentation for the Reorganized Debtors to determine whether any liability exists.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Date: March 25, 2014
New York, New York

/s/ Scott A. Rinaldi
Scott A. Rinaldi

Exhibit F

Proposed Order

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

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

ORDER GRANTING TENTH OMNIBUS OBJECTION TO CLAIMS

Upon consideration of the above-captioned Reorganized Debtors’ tenth omnibus objections to claims (the “Tenth Omnibus Objection”)¹ seeking entry of an order, pursuant to section 502(b) of title 11 of the United States Code (as amended, the “Bankruptcy Code”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court’s *Order Granting Debtors’ Motion for Entry of an Order Pursuant to 11 U.S.C. § 105(a) and Fed. R Bankr. P. 3007 Approving Claim Objection Procedures*, disallowing and expunging or reducing certain of the claims asserted against the Debtors, all as more fully described in the Tenth Omnibus Objection; and the Court having found that it has jurisdiction to consider the Tenth Omnibus Objection pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that venue of this proceeding in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that notice of the Tenth Omnibus Objection and the hearing thereon was appropriate under the circumstances; and the Court having reviewed the Tenth Omnibus Objection and having considered the Rinaldi Declaration, the objections, if any, to the relief requested in the Tenth Omnibus Objection, and statements of counsel at the hearing; and the

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

Court having determined that the legal and factual bases set forth in the Tenth Omnibus Objection establish just cause for the relief granted herein; and the Court having found that the relief requested in the Tenth Omnibus Objection is in the best interests of the Reorganized Debtors and other parties in interest; and upon the record of the hearing, 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:

1. **ORDERED** that the relief requested in the Tenth Omnibus Objection is granted.
2. **ORDERED** that pursuant to section 502(b) of the Bankruptcy Code, each claim listed on Exhibit 1 attached hereto is disallowed in its entirety and expunged.
3. **ORDERED** each claim listed on Exhibit 2 attached hereto is reduced and allowed in the amount indicated on such Exhibit.
4. **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
_____, 2014

THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Claims To Be Disallowed and Expunged

ARCAPITA BANK B.S.C. (C), ET AL.
EXHIBIT 1

	NAME OF CLAIMANT	CLAIM NO.	DEBTOR NAME & CASE NO.	CLAIM AMOUNT
1	HARRIS COUNTY ET AL.	4	Falcon Gas Storage Co., Inc. 12-11790 (SHL)	\$3,690.52
2	MCCALL'S GRADING & TRANSPORT	51	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$13,300.00
3	UNITED MARINE TRADING	64	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$52,281.00
4	EMPLOYEE 2016	83	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	Unliquidated
5	PRICEWATERHOUSECOOPERS LTD.	120	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$38,055.00
6	INVESTOR 50030 [ADDRESS ON FILE]	121	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$100,000.00
7	INVESTOR 52022 [ADDRESS ON FILE]	124	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$521,270.62
8	PANAGAKOS ASPHALT PAVING CO., INC.	136	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$31,552.85
9	INVESTOR 50807 [ADDRESS ON FILE]	286	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	Unliquidated
10	INVESTOR 51259 [ADDRESS ON FILE]	287	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	Unliquidated
11	COMPUTER WORLD WLL	312	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$189,818.00
12	GCG# 01004530 [ADDRESS ON FILE]	426	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$831,122.15
13	ILLINOIS DEPARTMENT OF REVENUE	565	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$183,087.51

Exhibit 2

Claims To Be Reduced and Allowed

ARCAPITA BANK B.S.C. (C), ET AL.
EXHIBIT 2

	NAME OF CLAIMANT	CLAIM NO.	DEBTOR NAME & CASE NO.	CLAIM AMOUNT	REDUCED AMOUNT
1	INVESTOR 50777 [ADDRESS ON FILE]	138	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$31,874.04 plus unliquidated amounts	\$31,874.04
2	INVESTOR 51706 [ADDRESS ON FILE]	429	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$57,406.08	\$7,558.74
3	2CONNECT WLL	507	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$105,447.72	\$69,095.25
4	CHASE COOPER	582	Arcapita Bank B.S.C.(c) 12-11076 (SHL)	\$71,617.50	\$41,430.00