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**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.
	:	
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**STIPULATION AND AGREED ORDER  
WITHDRAWING CLAIMS OF THRONSON PARTIES**

This stipulation (the "Stipulation") is made and entered into, through their respective undersigned counsel, by and among (i) Falcon Gas Storage Company, Inc. ("Falcon"), a reorganized debtor in the above-captioned chapter 11 cases and (ii) Lowell C. Thronson, Henry Adair, Guy Busk, Galen W. Cantrell, Michelle G. Colombo, Glen M. Coman, Vhonda Cook, Randall L. Crumpley, Stephen Dorcheus, Judy B. Farley, Joe V. Fields, Gregory D. Fletcher, Kenneth Gillespie, Darrel R. Green, Terra Leigh Griffin, Michael L. Gryder, Jack L. Hopkins, John Holcomb, Andy Johnson, Ed McIntosh, Bryan K. Mercer, Carla Nims, David Robinson, Chad Rogers, Mark Rowland, James Scott, Danny J. Sharp, Derrick M. Shaw, Randall J. Small, Joel P. Stephen, Ray Don Turner, Johnny B. Ulrich, James Bradley Underwood, Hank R. Watson, Royce Williams, and Troyce Willis (collectively, the "Thronson Parties" and,

collectively with Falcon, the “Parties”), to resolve proofs of claim numbers 351-363 and 399-422 (collectively, the “Proofs of Claim”) filed by the Thronson Parties against Falcon.

### **RECITALS**

WHEREAS, on April 30, 2012, Falcon filed for bankruptcy protection under chapter 11 of the Bankruptcy Code.

WHEREAS, the Debtors objected to each of the Proofs of Claim in the *Debtors’ Fourth Omnibus Objection to Claims* [Docket No. 1052].

WHEREAS, on March 24, 2014, the Court entered the *Order, Pursuant to Bankruptcy Rule 9019, Approving Settlement Agreement with the Thronson Parties* [Docket No. 1891], approving a settlement agreement (the “Settlement Agreement”) among Falcon and the Thronson Parties, pursuant to which the Thronson Parties agreed, among other things, to execute and file a stipulation, to disallow, with prejudice, the Proofs of Claim in full.

**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. Each Proof of Claim is deemed disallowed in full, with prejudice, as of the date this Stipulation is entered by the Court, and shall be expunged from the claims register maintained in these cases. The Reorganized Debtors’ official claims agent is directed to take any and all actions necessary to effectuate the relief granted pursuant to this Stipulation.

2. This Stipulation and the Settlement Agreement together constitute the entire agreement among the Parties regarding the Proofs of Claim.

3. 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.

4. 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.

5. 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 28, 2014  
New York, New York

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

/s/ Evan R. Fleck

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*Counsel for the Reorganized Debtors*

Dated: March 28, 2014  
Houston, Texas

**MARK A. SANDERS, P.C.**

/s/ Mark A. Sanders

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*Counsel for the Thronson Parties*

**SO ORDERED,**

/s/ Sean H. Lane  
UNITED STATES BANKRUPTCY JUDGE

Dated: April 14, 2014