

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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<b>In re</b>	:
	:
<b>ARCAPITA BANK B.S.C.(c), et al.,</b>	:
	:
<b>Debtors.</b>	:
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**Chapter 11 Case**  
**Case No. 12-11076 (SHL)**  
**Jointly Administered**

**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**

Upon consideration of the motion (the “*Motion*”)<sup>1</sup> 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 105(a) of title 11 of the United States Code (the “*Bankruptcy Code*”) and Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), approving certain claim objection procedures intended to streamline the claims process and conserve the estates’ resources (the “*Claim Objection Procedures*”); and the Court having found that it has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that venue of this proceeding and the Motion 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 Motion is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and notice of the Motion and the opportunity for a hearing on the Motion was appropriate under the particular circumstances; and the Court having reviewed the Motion 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

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon the record of the Hearing, the Chapter 11 Cases and all of the other proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED:**

1. The relief requested in the Motion is granted to the extent provided herein.

2. The Claim Objection Procedures set forth in the Motion are approved.

3. Notwithstanding anything to the contrary in Bankruptcy Rule 3007, the Debtors, and other parties in interest, in addition to those grounds set forth in Bankruptcy Rule 3007(d), are authorized to file Omnibus Objections to claims seeking reduction, reclassification, or disallowance of claims on one or more of the following grounds (the “*Additional Permitted Grounds*”):

- (a) the amount claimed contradicts the Debtors’ books and records;
- (b) the claims were incorrectly classified;
- (c) the claims seek recovery of amounts for which the Debtors are not liable;
- (d) the claims do not include sufficient documentation to ascertain the validity of such claims;
- (e) the claims have been waived or withdrawn pursuant to an agreement with the Debtors (e.g., fully insured claims);
- (f) the claims are objectionable under section 502(e)(1) of the Bankruptcy Code;
- (g) the claims fail to specify the asserted claim amount (other than “unliquidated”);
- (h) the claims are filed against non-Debtors or are filed improperly against multiple Debtors;
- (i) the claims fail to specify a Debtor against whom the Proof of Claim is asserted; and

- (j) the claims should otherwise be disallowed pursuant to section 502 of the Bankruptcy Code.

4. The Debtors, and other parties in interest, are authorized to file Omnibus Objections to no more than one hundred (100) claims at a time on the Additional Permitted Grounds.

5. The Debtors shall not be required to post, publish, file or otherwise make public the identities of any investor or employee claimants that have filed Proofs of Claim in any means accessible to the public.

6. Except as expressly provided herein, the Debtors, and other parties in interest, shall comply with the requirements for Omnibus Objections set forth in Bankruptcy Rule 3007(e).

7. Any order sustaining an Omnibus Objection shall be a final order for each claim referenced in the Omnibus Objection as if an individual objection had been filed for such claim.

8. The Debtors, and other parties in interest, are authorized, but not directed, to serve a Claim Objection Notice, rather than the entire Omnibus Objection, on each of the claimants whose claims are the subject of the applicable Omnibus Objection and, if known, their counsel. A Claim Objection Notice served by the Debtors shall be in a form substantially similar to the notice annexed hereto as **Exhibit 1**, and shall include an explanation of the claim objection process, a description of the basis of the Omnibus Objection, information regarding the response deadline and hearing date (if any), identification of the claim that is the subject of the Omnibus Objection, and information on how the claimant can obtain a complete copy of the Omnibus Objection. A Claim Objection Notice served by any other party in interest shall include substantially the same information as a Claim Objection Notice served by the Debtors. Each objecting party may serve any of its Omnibus Objections in their entirety in appropriate circumstances as determined in the objecting party's sole discretion.

9. All Omnibus Objections and individual objections filed with this Court shall be made publicly available on the docket through PACER and the Debtors' claims agent's website. Notice of claim objections shall be limited to: (a) service of a complete copy of each claim objection (whether an Omnibus Objection or an individual objection) on the U.S. Trustee, counsel to the Debtors (except in those cases where the Debtors are the objecting party), and counsel to the Committee (except in those cases where the Committee is the objecting party); (b) for Omnibus Objections, service of a Claim Objection Notice on the claimants whose claims are the subject of the applicable Omnibus Objection and their counsel, if known; and (c) for individual claim objections, service of a complete copy of the applicable individual objection on the claimant whose claim is the subject of the applicable individual claim objection and its counsel, if known.

10. Upon request, the objecting party will provide any party in interest with a complete copy of any individual or Omnibus Objection.

11. The objecting party is authorized, but not directed, to file a notice of hearing with each objection. For any claim subject to an objection and with respect to which no response is filed by the claimant within 35 days, the objecting party shall be permitted to appear at the scheduled hearing to request that the Court enter an order granting the objection to such claim.

12. The hearing for any contested claim for which a response is filed (the "***Contested Claims***") shall be automatically adjourned, and the original scheduled hearing shall serve as a status conference for the Court. If any Contested Claims cannot be resolved consensually and a further hearing is determined by the objecting party to be necessary, the objecting party shall file with the Court and serve on the claimants a further notice of hearing (the date of which shall be determined through the Case Management Procedures).

13. Nothing in this Order shall alter the applicable rules of discovery or any burden of proof with respect to any contested matter or adversary proceeding commenced in connection with any individual claim objection or any Omnibus Objection.

14. Nothing in this Order shall constitute an admission of the validity, nature, amount, or priority of any claim asserted in the Chapter 11 Cases.

15. Entry of this Order is without prejudice to the Debtors', or any other party in interest's, rights to seek entry of an order modifying or supplementing the relief granted herein.

16. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

**Dated: January 18, 2013  
New York, New York**

**/s/ Sean H. Lane**

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**Hon. Sean H. Lane  
United States Bankruptcy Judge**

**EXHIBIT 1**

**Claim Objection Notice**

**GIBSON, DUNN & CRUTCHER LLP**

Michael A. Rosenthal (MR-7006)  
Craig H. Millet (admitted *pro hac vice*)  
Matthew K. Kelsey (MK-3137)  
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Attorneys for the Debtors  
and Debtors in Possession

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

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

**NOTICE OF HEARING ON DEBTORS' [insert ordinal] OMNIBUS OBJECTION TO  
PROOF OF CLAIM [insert basis for objection]**

PLEASE TAKE NOTICE that, on \_\_\_\_\_, 2013, Arcapita Bank B.S.C.(c) and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) filed their [insert ordinal] Omnibus Objection to Proofs of Claim [insert basis for objection] (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).<sup>1</sup> The Objection may identify several different categories of objections. A copy of the exhibit annexed to the Objection with the category of claim objection applicable to you is contained in Attachment 1.

The Objection requests that the Bankruptcy Court expunge, reduce, reclassify, or disallow one or more of your claims listed in Attachment 1 under CLAIM(S) TO BE DISALLOWED & EXPUNGED on the ground that [insert basis for disallowance, reduction, reclassification, or expungement]. Any claim that the Bankruptcy Court expunges and disallows will be treated as if such claim had not been filed.

If you do NOT oppose the disallowance, expungement, reduction, or reclassification of your claim(s) listed in Attachment 1 under CLAIM(S) TO BE DISALLOWED & EXPUNGED, then you do NOT need to file a written response to the Objection and you do NOT need to appear at the hearing to consider the Objection.

<sup>1</sup> A list of the Debtors, along with the case number assigned to each Debtor, is filed with the Court and is also available for free online at [www.gcginc.com/cases/arcapita](http://www.gcginc.com/cases/arcapita).

If you DO oppose the disallowance, expungement, reduction, or reclassification of your claim(s) listed in Attachment 1 under CLAIM(S) TO BE DISALLOWED & EXPUNGED, then you MUST file **and** serve a written response to the Objection (the “**Response**”) so as to be received on or before \_\_\_\_\_, 2013 at 4:00 p.m. Eastern Time (the “**Response Deadline**”).

Your Response, if any, must be in writing and contain at a minimum the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number, and the title of the Objection to which the Response is directed; (ii) the name or Identification Number of the claimant and description of the basis for the amount of the claim; (iii) a concise statement setting forth the reasons why the claim should not be disallowed or modified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which you will rely in opposing the Objection; (iv) all documentation or other evidence of the claim, to the extent not included with the proof of claim previously filed with the Bankruptcy Court, upon which you will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to your Response, if different from that presented in your proof of claim; and (vi) the name, address, and telephone number of the person (which may be you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the claim on your behalf.

The Bankruptcy Court will consider a Response only if the Response is timely filed, served and received. A Response will be deemed timely filed **only if** the original Response is **actually received** on or before the Response Deadline by the Bankruptcy Court 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 for the Debtors, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York 10166 (Attn: Michael A. Rosenthal, Esq., Craig H. Millet, Esq. and Matthew K. Kelsey, Esq.); (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.); and (iii) the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq. and Evan R. Fleck, Esq.).

A hearing will be held on \_\_\_\_\_, 2013 (the “**Hearing**”) to consider the Objection. The Hearing will be held at \_\_\_\_\_ (Eastern Time) in the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Courtroom 701, New York, New York 10004-1408. If you file a written Response to the Objection, you should plan to appear at the Hearing, which shall serve as a status conference for the Court. The Debtors, however, reserve the right to continue the Hearing on the Objection for your claim(s) at a later date.

You may participate in the Hearing telephonically if you comply with the Court’s instructions (including but not limited to, providing prior written notice to counsel for the Debtors and the Committee), which can be found on the Court’s website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov).



If the Bankruptcy Court does NOT disallow, expunge, reduce, or reclassify your claim(s) listed in Attachment 1 under CLAIM(S) TO BE DISALLOWED & EXPUNGED, then the Debtors have the right to object on other grounds to the claim(s) (or to any other claims you may have filed) at a later date. You will receive a separate notice of any such objection.

If you wish to view the complete Objection, you can do so on the Court's electronic docket for the Debtors' chapter 11 cases, which is posted on the Internet at [www.nysb.uscourts.gov](http://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](http://www.pacer.psc.uscourts.gov)), or for free at [www.gcginc.com/cases/arcapita](http://www.gcginc.com/cases/arcapita). If you have any questions about this notice or the Objection to your claim, or if you would like to request a complete copy of the Objection at the Debtors' expense, please contact GCG, Inc., the claims agent retained by the Debtors in the chapter 11 cases, at 800-762-7029 (toll free) or 440-389-7311 (international toll). CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.

Dated: \_\_\_\_\_, 2013

**GIBSON, DUNN & CRUTCHER LLP**  
200 Park Avenue  
New York, New York 10166-0193  
Telephone: (212) 351-4000  
Facsimile: (212) 351-4035

ATTORNEYS FOR THE DEBTORS AND  
DEBTORS IN POSSESSION

**Attachment 1**

**[Insert Exhibit Annexed to the Objection]**