

**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)**
:

Debtors. : **Jointly Administered**
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ORDER (I) APPROVING THE DISCLOSURE STATEMENT AND THE FORM AND MANNER OF NOTICE OF THE DISCLOSURE STATEMENT HEARING, (II) ESTABLISHING SOLICITATION AND VOTING PROCEDURES, (III) SCHEDULING A CONFIRMATION HEARING, AND (IV) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR CONFIRMATION OF THE DEBTORS’ JOINT CHAPTER 11 PLAN

Upon consideration of (a) the motion (the “***Motion***”)¹ [Docket No. 828] of Arcapita Bank B.S.C.(c) and certain of its affiliates, as debtors and debtors in possession (collectively, the “***Debtors***”), for entry of an order (i) approving the Disclosure Statement, (ii) establishing solicitation and voting procedures, (iii) scheduling a confirmation hearing and (iv) establishing notice and objection procedures for the confirmation of the Debtors’ Plan; (b) the Disclosure Statement; and (c) the Plan; and the Court having found (i) that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409 and (ii) that the relief requested in the Motion is in the best interests of the Debtors’ estates, their Creditors, and other parties in interest; and the Court having considered the statements in support of and in opposition to the relief requested at a hearing before the Court (the “***Hearing***”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing

¹ Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to them in the Motion, the Plan and the Disclosure Statement.

establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Motion is granted as set forth below.

2. The notice of the Hearing by the distribution of the Disclosure Statement Hearing Notice in the form annexed hereto as *Exhibit A* is and the deadline for filing objections or responses to the Disclosure Statement as provided to (i) the U.S. Trustee; (ii) all parties listed on the Master Service List established in these Chapter 11 Cases; (iii) the SEC; (iv) the IRS; (v) the DOJ; and (vi) any other known Holders of Claims against or equity Interests in the Debtors, in the manner set forth in the Motion constituted good and sufficient notice to all interested parties and no further notice is necessary.

3. The Disclosure Statement, as modified in accordance with the statements made at the Hearing, is approved as containing adequate information within the meaning of section 1125 of the Bankruptcy Code, and any objections to the Disclosure Statement not otherwise consensually resolved are overruled.

A. Record Date

4. The date of the entry of this Order shall be the record date (the "*Record Date*") as provided in Bankruptcy Rule 3017(d) for the purposes of determining the Creditors and Interest Holders entitled to receive the Solicitation Package.

5. For purposes of voting on the Plan, a transfer of a Claim pursuant to Bankruptcy Rule 3001 shall be recognized only if (i) documentation evidencing the transfer was filed with the Court and served on or before 21 days prior to the Record Date; and (ii) the transferor did not file a timely objection to the transfer. Notwithstanding the foregoing, a transfer of a Claim

related to the Syndicated Facility or Arcsukuk Facility (each as defined in the Plan) will not be recognized for voting purposes unless such transfer occurred prior to the filing of the Chapter 11 Cases and in accordance with the transfer requirements of the underlying documents related to the Syndicated Facility or Arcsukuk Facility (as applicable).

B. Solicitation Package Approval and Distribution

6. Not later than **May 2, 2013**, the Debtors shall mail or cause to be mailed (and in addition may email) to the Voting Parties the Solicitation Package containing:

- (a) a written notice (the “**Confirmation Hearing Notice**”), substantially in the form annexed hereto as **Exhibit B**, of (i) entry of the Court’s order approving of the Disclosure Statement, (ii) the deadline for voting on the Plan, (iii) the date of the Confirmation Hearing, and (iv) the deadline and procedures for filing objections to the confirmation of the Plan;
- (b) the Plan (either by paper copy or in “pdf” format on a CD-ROM, at the Debtors’ discretion);
- (c) the Disclosure Statement (either by paper copy or in “pdf” format on a CD-ROM, at the Debtors’ discretion);
- (d) the appropriate Ballot (proposed forms of which are annexed hereto as **Exhibits C1** through **C8**);
- (e) postage prepaid Ballot return envelope; and
- (f) any statements in support of the Plan issued by the Debtors, the Committee, the Ad Hoc Group or the JPLs for inclusion in the Solicitation Package

(collectively, the “**Solicitation Package**”).

7. The Solicitation Packages are hereby approved.

8. The Debtors shall send to each Voting Party (a) only the Solicitation Package appropriate for the Voting Class(es) applicable to such Voting Party, and (b) only one Solicitation Package even if such Voting Party has Claims against or Interests in more than one of the Debtors.

9. Pursuant to Bankruptcy Rule 3017(d), the Debtors are not required to transmit a Solicitation Package to the Non-Voting Holders. Instead, the Debtors shall send to each Non-Voting Holder (i) the Confirmation Hearing Notice and (ii) the Non-Voting Holder Notice substantially in the form annexed hereto as *Exhibit D*, which shall set forth the Non-Voting Classes and identify the treatment of the Claims or Interests in those Classes.

10. In addition to the Confirmation Hearing Notice and the Non-Voting Holder Notice, the Debtors will send to each Holder of Interests in Class 9(a), the Shareholder Assignment Notice, substantially in the form annexed hereto as *Exhibit E*, which provides a summary description of the relevant provisions of the Shareholder Acknowledgement and Assignment and related Plan treatment with respect thereto.

11. The Non-Voting Holder Notice and the Shareholder Assignment Notice are hereby approved.

12. The Debtors shall not be required to transmit Solicitation Packages or other notices, or to re-send Solicitation Packages or other notice, to any person to whom the Debtors sent a Disclosure Statement Hearing Notice which was returned marked “undeliverable” or “moved - no forwarding address” or similar marking, unless the Debtors learn of that person’s new or correct address. The Court finds that this procedure constitutes adequate notice of the Confirmation Hearing and the Voting Deadline and conforms with Bankruptcy Rule 3017(d).

C. Parties Entitled to Vote

13. Only the Voting Parties are entitled to vote on the Plan.

14. With respect to Syndicated Facility Claims and Arcsukuk Claims, only Holders of the Syndicated Facility and/or the Arcsukuk Facility (as applicable) as of the Record Date are entitled to vote on the Plan. Any transferee of a Syndicated Facility Claim and/or Arcsukuk

Claim acquired through a participation agreement will not be entitled to vote the Syndicated Facility Claim and/or Arcsukuk Claim acquired, but the transferee may direct the Holder as of the Record Date to vote the Syndicated Facility Claim and/or Arcsukuk Claim as and, to the extent permitted, in the applicable participation agreement.

D. Claim Objection and Temporary Allowance

15. The deadline for the filing and serving of objections, if any, to Claims or equity Interests (“*Claim Objections*”), the filing of which means that the Claim or Interest that is the subject of the Claim Objection will not be allowed to vote on the Plan, shall be **May 1, 2013 at 4:00 p.m. (prevailing U.S. Eastern Time)** (the “*Voting Purposes Objection Deadline*”). The Debtors’ election not to file an objection to a Claim or Interest prior to the Voting Purposes Objection Deadline shall not constitute an admission that any Claim or Interest shall be allowed or a waiver of any right of the Debtors or any party in interest to object to any Claim or Interest after the Voting Purposes Objection Deadline. The Voting Purposes Objection Deadline is without prejudice to the rights of the Debtors or any other party in interest to object to the amount or allowance of any Claim (including those to which an objection is filed by Voting Purposes Objection Deadline) for purposes other than voting or to later assert additional objections to Claims and Interests that are the subject of a Claim Objection filed prior to the Voting Purposes Objection Deadline.

16. For voting purposes only, the following shall be temporarily allowed: (i) the Claims of Voting Parties, in an amount equal to the face amount of the Claim as set forth in (a) the Schedules, or (b) a timely filed Proof of Claim , and (ii) the Interest in Class 9(g) reflected in Falcon’s stock transfer ledger or similar register as of the Record Date, *except* as provided below:

- (a) If a timely filed Proof of Claim identifies the Claim as contingent or unliquidated and does not specify the amount claimed or does not specify an amount claimed greater than \$0, then for voting purposes the Claim will be temporarily allowed in the amount of one dollar (\$1.00);
- (b) If (i) a Claim or Interest is listed in the Schedules as contingent, unliquidated, or disputed only in part, or (ii) the Debtors file a Claim Objection to all or any portion of a Claim or Interest asserted in a filed Proof of Claim or Proof of Interest on any basis, the Claim or Interest will be temporarily allowed in the amount that is liquidated, non-contingent, and undisputed and not subject to the Claim Objection;
- (c) If an unsecured Claim for which a Proof of Claim has been timely filed also asserts a secured Claim based solely on a right of setoff, the Holder may only vote the unsecured portion of the Claim as to the Plan of the Debtor against whom the Claim is asserted. The Holder will not be allowed to vote the alleged secured Claim; and
- (d) Notwithstanding anything to the contrary contained herein, any Claimant that has filed a Proof of Claim or Proof of Interest that is subject to a Claim Objection on the basis that the Claim or Interest (i) is duplicative of another Claim(s) or Interest(s) within the same Voting Class or (ii) amends or supersedes a previously filed Claim(s) or Interest(s), shall be provided with only one Solicitation Package (as defined below) and one Ballot for voting a single Claim or Interest in such class.

17. Any Claimant that wishes to vote a Claim or Interest, or portion of a Claim or Interest, that is (i) subject to Claim Objection, (ii) that is otherwise not permitted to vote pursuant to the terms of the Plan, the Disclosure Statement or this Order or (iii) that the Creditor or Interest Holder believes is not correctly classified by the Plan, must obtain an order pursuant to Bankruptcy Rule 3018 entered not later than the Voting Deadline temporarily allowing the Claim or Interest for voting purposes, unless otherwise directed by the Court.

18. Any motion for an order temporarily allowing a Claim for voting purposes (a “*Temporary Allowance Motion*”) pursuant to Bankruptcy Rule 3018(a) shall be filed according to the following procedures:

- (a) Any Temporary Allowance Motion must be filed and served on or before the 14th day after the later of (i) service of the Confirmation Hearing Notice or (ii) service of a Claim Objection to the specific Claim, *but* in

any event not later than **May 15, 2013 at 4:00 p.m. (prevailing U.S. Eastern Time)** (the “*Temporary Allowance Motion Deadline*”);

- (b) All opposition to any Temporary Allowance Motions shall be filed and served on or before **May 21, 2013 at 4:00 p.m. (prevailing U.S. Eastern Time)**;
- (c) A party filing a Temporary Allowance Motion may file a reply to any opposition on or before **May 23, 2013 at 12:00 p.m. (prevailing U.S. Eastern Time)**;
- (d) Any order temporarily allowing Claims or Interests must be entered on or before the Voting Deadline unless otherwise directed by the Court

19. Before or after the filing of a Temporary Allowance Motion, the Debtors and a Claimant may stipulate to the amount or classification its Claim(s) or Interest(s) for voting purposes only pursuant to a stipulation and order filed pursuant to a notice of presentment in lieu of filing other pleadings by the Debtors or the Claimant.

20. Temporary Allowance Motions shall (a) be made in writing; (b) comply with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the Case Management Order; (c) identify the name of the Creditor, Interest Holder or other moving party; (d) identify the Debtor(s) against whom the Claim(s) or Interest(s) is asserted; (e) state with particularity the legal and factual bases relied upon for the relief requested in the Temporary Allowance Motion; and (f) be filed and served not later than the Temporary Allowance Motion Deadline in accordance with the Case Management Order, and in manner to be received by the Notice Parties (with a copy to the chambers of the Honorable Sean H. Lane, United States Bankruptcy Judge).

21. Any Temporary Allowance Motion shall be heard by the Court as it shall direct. If a Temporary Allowance Motion cannot be heard by the Court prior to the Voting Deadline, then the Debtor shall provide the moving Claimant with a provisional Ballot and the moving Claimant will be allowed to submit the Ballot on or before the Voting Deadline which shall be

accepted as a provisional vote to accept or reject the Plan, pending a determination by the Court of the pending Temporary Allowance Motion.

E. Ballot Approval and Tabulation

22. GCG, Inc. (“*GCG*” or the “*Balloting and Claims Agent*”) shall tabulate the Ballots and certify to the Court the results of the balloting by **June 3, 2013 at 4:00 p.m. (prevailing U.S. Eastern Time)** (the “*Ballot Certification Deadline*”).

23. The Ballots, substantially in the form annexed hereto as *Exhibits C1* through *C8*, and as modified in accordance with the statements made at the Hearing, are hereby approved.

24. To be counted, all Ballots must be properly executed, completed and delivered to the Balloting and Claims Agent at the addresses provided in the Confirmation Hearing Notice annexed to hereto as *Exhibit B* so that the Ballots are actually received on or before **May 30, 2013 at 12:00 p.m. (prevailing U.S. Eastern Time)** (the “*Voting Deadline*”), unless extended by the Debtors.

25. The Debtors may (but are not required to), in their sole and absolute discretion, extend the Voting Deadline. Filing a notice of extension with the Court shall be sufficient notice of any general extension. Additionally, the Debtors may, in their discretion, extend the Voting Deadline for a particular Voting Party without extending the Voting Deadline for all Voting Parties.

26. The following voting procedures, conventions and assumptions shall apply to the tabulation of the Ballots:

- (a) For purposes of the “numerosity” requirement of section 1126(c) of the Bankruptcy Code based on the number and amount of the Claims of those Creditors who actually vote on the Subplans, separate Claims held by a single Creditor in a particular Class as to a particular Debtor will be aggregated and treated as if the Creditor held one Claim in that Class, and all votes related to the Claim will be treated as a single vote to accept or

reject the Subplan. Ballots that fail to conform to the instructions in this Ballot, as provided below, will not be counted for any purpose, including the satisfaction of “numerosity” under section 1126(c).

- (b) Claimants must vote the full amount of their Claims or Interests within a particular Class as to a particular Subplan to either accept or reject the applicable Subplan and may not split their vote as to any single Subplan. A Ballot that partially rejects and partially accepts a Subplan *shall not be counted for any purpose* as to that Subplan.
- (c) Any Ballot that both accepts and rejects a Subplan *shall not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.
- (d) Any Ballot that fails to either accept or reject a Subplan *shall not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.
- (e) A Ballot which is otherwise properly executed and received prior to the Voting Deadline, that includes a vote to either assume or reject one or more Subplans, but fails to include a vote to either accept or reject another Subplan on which the Claimant is entitled to vote, shall be counted only as to the Subplan on which the Claimant voted *and shall not be counted for any purpose* as to the Subplan on which the Claimant failed to vote.
- (f) Unsigned Ballots shall not be counted for any purpose.
- (g) Only Ballots that are timely received prior to the Voting Deadline will be counted. Ballots emailed or postmarked prior to the Voting Deadline, but received after the Voting Deadline, *shall not be counted for any purpose*, unless the Debtors, in their sole discretion, elect to accept the Ballot.
- (h) Ballots that are not legible, that are not properly completed, that fail to contain sufficient information to permit the identification of the Claimant or the authority of the party acting on behalf of a Claimant, or otherwise do not comply with the instructions in this Ballot, *shall not be counted for any purpose* unless the Debtors, in their sole discretion permit the voting Claimant to cure any defect or provide the missing information.
- (i) If, prior to the Voting Deadline, a Claimant casts more than one Ballot as to the same Claim(s) or Interest(s) and as to the same Subplan(s), the last properly executed Ballot received prior to the Voting Deadline shall be deemed to be the Claimant’s final vote and shall supersede any prior Ballots. A duplicate Ballot received after the Voting Deadline shall not be counted and shall not supersede any earlier Ballot, except as provided above.

- (j) If a Claimant simultaneously submits duplicate Ballots with votes that contradict one another with respect to the same Claim and as to the same Plan or Subplan, then neither Ballot *shall be counted for any purpose as to any Subplan on which the Claimant votes to both accept and reject the Subplan.*
- (k) Each Claimant shall be deemed to have voted the full amount of its Claim or Interest as to the Plan or any Subplan on which a timely Ballot is received and is counted.
- (l) Except as otherwise ordered by the Bankruptcy Court, any issue as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots shall be determined by the Balloting and Claims Agent and the Debtors in their sole discretion, which determination shall be final and binding.

27. Prior to mailing the Disclosure Statement or Solicitation Packages, the Debtors may fill in any missing dates and other information, correct any typographical errors, and make such other non-material, non-substantive changes as they deem appropriate or as otherwise ordered by the Court at the Hearing.

28. GCG is authorized, but not directed, to contact Creditors and Holders of Interests that have submitted invalid Ballots to correct the defect in such party's Ballot.

F. Confirmation Hearing

29. The Confirmation Hearing Notice substantially in the form annexed hereto as *Exhibit B* is hereby approved.

30. A hearing shall be held before this Court on **June 11, 2013 at 11:00 a.m. (prevailing U.S. Eastern Time)**, at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, or as soon thereafter as counsel can be heard, to consider confirmation of the Plan (the "**Confirmation Hearing**").

31. The Debtors are authorized to publish notice of the Confirmation Hearing in the manner set forth in the Motion.

32. The Confirmation Hearing may be adjourned from time to time without further notice to Claimants and other parties in interest other than an announcement of the adjourned date in open court, filed in a notice on the Court's docket, or as otherwise indicated in any notice of agenda of matters scheduled for a particular hearing that is filed with the Court.

G. Plan Objection Procedures

33. Any objection or response to Confirmation of the Plan shall conform to the Plan Objection Procedures set forth below:

- (a) Objections and responses, if any, to the Confirmation of the Plan must (i) be in writing, (ii) conform to the Bankruptcy Rules, the Local Rules and the Case Management Order, (iii) set forth the name(s) of the objecting party or parties, (iv) set forth the nature and amount of the Claim(s) or equity interest(s) held or asserted by each objecting party or parties against the Debtor(s), and (v) state with particularity the legal and factual bases relied upon for the objection or response.
- (b) Objections to Confirmation of the Plan shall be filed electronically with the Court on the Docket pursuant to the Case Management Order approved by this Court and the Court's General order M-399 (available at <http://www.nysb.uscourts.gov/sites/default/files/m399.pdf>) by registered users of the Court's case filing system and by all other parties in interest on a 3.5 inch disk or flash drive, preferably in portable document format, Microsoft Word, or any other Windows-based word processing format (with a hard copy delivered directly to the chambers of the Honorable Sean H. Lane, United States Bankruptcy Judge, One Bowling Green, New York, New York 10004-1408, Room 701), in accordance with the customary practices of the Court and General Order M-399, to the extent applicable.
- (c) Objections to Confirmation of the Plan shall be served in accordance with General Order M-399 on the Notice Parties so as to be received on or before **May 30, 2013 at 4:00 p.m. (prevailing U.S. Eastern Time)** (the "**Plan Objection Deadline**").
- (d) All objections not timely filed and served in accordance with the provisions of this Motion shall be deemed waived.

34. The Debtors shall file any response to any objections to confirmation of the Plan, and any briefs and/or affidavits in support of confirmation of the Plan, by no later than **June 6, 2013 at 4:00 p.m. (prevailing U.S. Eastern Time)**.

H. Procedures as to Proposed Cure Amounts for Contracts Assumed Pursuant to the Plan

35. The following procedures are approved for establishing the Cure Amounts for the Executory Contracts and Unexpired Leases to be assumed pursuant to the Plan:

- (a) A Notice of (i) Assumption of Executory Contracts and Unexpired Leases, (ii) Cure Amounts, and (iii) Deadline to Object to Cure Amounts and Assumption (the “*Cure Notice*”) in a form substantially similar to the notice annexed hereto as *Exhibit F*, shall be served on the counter parties to all Assumed Contracts and Leases by **May 17, 2013** (the “*Cure Notice Filing Date*”). The Cure Notice will include the Cure Amount that the Debtors believe must be paid in order to cure all monetary defaults under each of the Assumed Contracts and Leases;
- (b) the non-debtor parties to the Assumed Contracts and Leases shall have until the Plan Objection Deadline, which deadline may be extended in the sole discretion of the Debtors, to object (a “*Cure Objection*”) to the (i) Cure Amounts listed by the Debtors and to propose alternative cure amounts, and/or (ii) proposed assumption of the Assumed Contracts and Leases under the Plan; *provided, however*, that if, subsequent to the Cure Notice Filing Date, the list of the Assumed Contracts and Leases is amended pursuant to the Plan to add a contract or lease or to reduce any Cure Amount, except where such reduction was based upon the mutual agreement of the parties, the non-debtor party thereto shall have until seven calendar days after service of the amended Cure Notice to object thereto or to propose an alternative Cure Amount(s) (the applicable deadline to file a Cure Objection, the “*Cure Objection Deadline*”); and
- (c) any party objecting to the Cure Amount(s), whether or not such party previously has filed a Proof of Claim with respect to amounts due under the applicable Assumed Contract or Lease, or objecting to the potential assumption of such Assumed Contract or Lease, shall be required to file and serve a Cure Objection, in writing, setting forth with specificity any and all cure obligations that the objecting party asserts must be cured or satisfied in respect of the Assumed Contract or Lease and/or any and all objections to the potential assumption of such Assumed Contract or Lease, together with all documentation supporting such cure Claim or objection, upon each of the Notice Parties so that the *Cure Objection is actually received by them no later than the Cure Objection Deadline*. If a Cure

Objection is timely filed and the parties are unable to settle such Cure Objection, the Court shall determine the amount of any disputed Cure Amount(s) or adjudicate such Cure Objection at a hearing to be held at the time of the Confirmation Hearing or such other hearing date to which the parties may mutually agree or ordered by the Court. The Debtors may, with the consent of the Committee, extend the Cure Objection Deadline without further notice, but are not obligated to do so.

36. The Cure Notice substantially in the form annexed hereto as *Exhibit F* is hereby approved.

37. The Debtors and GCG are authorized to execute and deliver such documents, and to take and perform all actions necessary to implement and effectuate the relief granted in this Order, including, but not limited to, (i) the dissemination of true and correct translations of all or part of the Solicitation Package and notices in Arabic and other relevant languages, and (ii) conducting in-person informational presentations to Creditors and Holders of Interests in selected locations within the Middle East attended by the Debtors and/or members of the Committee (and their respective professionals), which presentations may include a generalized description of the Plan and Disclosure Statement, the Ballots, the voting procedures and other related information.

38. The Court shall retain jurisdiction with respect to all matters arising under or relating to the implementation and enforcement of this Order.

Dated: New York, New York
April 26, 2013

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

EXHIBIT A
Disclosure Statement Hearing Notice

تحتوي هذه الوثيقة على معلومات قانونية يجب استيفاء اشتراطاتها ضمن فترة زمنية محددة. ويمكن أن تتأثر حقوقكم. للحصول على ترجمة لهذه الوثيقة، فضلاً زيارة صفحة الإنترنت <http://www.gcginc.com/cases/arcapita>.

This document contains important and time sensitive legal information. Your rights may be affected. To obtain a translation of this document, go to <http://www.gcginc.com/cases/arcapita>.

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**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)
: :
Debtors. : Jointly Administered
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**NOTICE OF HEARING ON MOTION FOR APPROVAL OF
DISCLOSURE STATEMENT IN SUPPORT OF THE
DEBTORS' JOINT PLAN OF REORGANIZATION**

PLEASE TAKE NOTICE:

The Debtors have filed (a) their *Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto and as amended, modified or supplemented from time to time, the "**Plan**"), (b) the proposed Disclosure Statement in Support of the Plan (as it may be amended or modified, the "**Disclosure Statement**") pursuant to section 1125 of title 11 of the United States Code (the "**Bankruptcy Code**"), and (c) the Motion for an Order Approving the Disclosure Statement and to establish procedures for, *inter alia*, solicitation and tabulation of votes to accept or reject the Plan (the "**Disclosure Statement Approval Motion**").

By means of the Disclosure Statement Approval Motion, the Debtors are requesting an order of the United States Bankruptcy Court (the “*Bankruptcy Court*”) finding that the Disclosure Statement contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code, approving the Disclosure Statement and establishing procedures for, *inter alia*, the solicitation and tabulation of votes to accept or reject the Plan, procedures for objecting to the confirmation of the Plan and setting a hearing to consider the confirmation of the Plan and other related dates and deadlines.

DISCLOSURE STATEMENT HEARING

The hearing to consider the Disclosure Statement Approval Motion shall occur on **March 26, 2013 at 10:00 a.m. (prevailing U.S. Eastern Time)** (the “*Disclosure Statement Hearing*”) before the Honorable Sean H. Lane, United States Bankruptcy Judge, One Bowling Green, New York, New York 10004-1408, Room 701. The Disclosure Statement may be amended or modified at, as a result of or prior to the Disclosure Statement Hearing. The Disclosure Statement Hearing may be adjourned without further notice, except for the announcement of the adjourned date(s) at the Disclosure Statement Hearing (or any continued hearing(s)) or pursuant to a filing with the Bankruptcy Court.

PROCEDURE AND DEADLINE FOR OBJECTING TO APPROVAL OF THE DISCLOSURE STATEMENT

The deadline to serve and file an objection to the approval of the Disclosure Statement or the Disclosure Statement Approval Motion is **March 11, 2013 at 4:00 p.m. (prevailing Eastern Time)** (the “*Objection Deadline*”).

- (a) Objections and/or responses to the approval of the Disclosure Statement or the Disclosure Statement Approval Motion (an “*Objection*”), must (i) be in writing, (ii) conform to the Bankruptcy Rules, the Local Rules and the order of the Bankruptcy Court dated March 22, 2012, establishing certain case management procedures for the Chapter 11 Cases¹ (the “*Case Management Order*”), (iii) state the name and address of the party asserting the Objection or party proposing a modification to the Disclosure Statement and the amount of the party’s claim or the nature of its interest in the Debtors’ chapter 11 estates; and (iv) specify the basis and nature of any Objection and, set forth any proposed modification to the Disclosure Statement, including suggested additional language the objecting party contends should be included.
- (b) Objections must be filed electronically with the Bankruptcy Court on the docket of *In re Arcapita Bank B.S.C.(c), et al.*, Ch. 11 Case No. 12-11076 (SHL) pursuant to the Case Management Order and the Bankruptcy Court’s General order M-399 (available at <http://www.nysb.uscourts.gov/sites/default/files/m399.pdf>) by registered users of

¹ 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, dated March 22, 2012 [Docket No. 21].

the Bankruptcy Court's electronic case filing system, and by all others filing with the Clerk of the Bankruptcy Court the Objection on a 3.5 inch disk or flash drive, preferably in portable document format, Microsoft Word, or any other Windows-based word processing format (with a hard copy delivered directly to the chambers of the Honorable Sean H. Lane, United States Bankruptcy Judge, One Bowling Green, New York, New York 10004-1408, Room 701).

- (c) Objections must be served in accordance with General Order M-399 on (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.); (iii) Sidley Austin LLP, Woolgate Exchange, 25 Basinghall Street, London, EC2V 5HA (Attn: Patrick Corr and Benjamin Klinger as counsel for Gordon MacRae and Simon Appell of Zolfo Cooper (Cayman) Limited as joint provisional liquidators of AIHL in its Cayman Island provisional liquidation proceedings); and (iv) counsel for 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.) (collectively the "*Notice Parties*").
- (d) **Objections must be actually received by the Notice Parties on or before the Objection Deadline.**

IF ANY OBJECTION TO THE DISCLOSURE STATEMENT OR DISCLOSURE STATEMENT APPROVAL MOTION IS NOT FILED AND SERVED BY THE OBJECTION DEADLINE AS PROVIDED ABOVE, THEN THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE DISCLOSURE STATEMENT AND THE RELIEF REQUESTED IN THE DISCLOSURE STATEMENT APPROVAL MOTION PROPOSED, AND MAY NOT BE HEARD AT THE DISCLOSURE STATEMENT HEARING.

ADDITIONAL INFORMATION

Interested parties may examine the Plan, Disclosure Statement and Disclosure Statement Approval Motion free of charge at <http://www.gcinc.com/cases/arcapita>. The Plan, Disclosure Statement and Disclosure Statement Approval Motion may also be viewed on the Bankruptcy Court's website (<http://www.nysb.uscourts.gov>) by following the directions for accessing the ECF system on the website. Copies of the Plan, Disclosure Statement and Disclosure Statement Approval Motion are also available for inspection at the Bankruptcy Court during regular business hours at the Clerk's Office, One Bowling Green, New York, New York 10004-1408.

THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN. VOTES ON THE PLAN MAY NOT BE SOLICITED UNLESS AND UNTIL THE PROPOSED DISCLOSURE STATEMENT IS APPROVED BY AN ORDER OF THE BANKRUPTCY COURT.

FOLLOWING THE APPROVAL OF THE DISCLOSURE STATEMENT, HOLDERS OF CLAIMS AGAINST OR INTERESTS IN THE DEBTORS THAT ARE ENTITLED TO VOTE ON THE PLAN WILL RECEIVE A COPY OF THE APPROVED DISCLOSURE STATEMENT, THE PLAN, OTHER DOCUMENTS RELATED TO THE PLAN AND DOCUMENTS AND INSTRUCTIONS RELATING TO VOTING ON THE PLAN.

Dated: New York, New York
February 8, 2013

/s/ Michael Rosenthal
Michael A. Rosenthal (MR-7006)
Craig H. Millet (admitted *pro hac vice*)
Matthew K. Kelsey (MK-3137)
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

EXHIBIT B
Confirmation Hearing Notice

تحتوي هذه الوثيقة على معلومات قانونية يجب استيفاء اشتراطاتها ضمن فترة زمنية محددة. ويمكن أن تتأثر حقوقكم. للحصول على ترجمة لهذه الوثيقة، فضلاً زيارة صفحة الإنترنت <http://www.gcginc.com/cases/arcapita>.

This document contains important and time sensitive legal information. Your rights may be affected. To obtain a translation of this document, go to <http://www.gcginc.com/cases/arcapita>.

GIBSON, DUNN & CRUTCHER LLP

Michael A. Rosenthal (MR-7006)
Craig H. Millet (admitted *pro hac vice*)
Matthew K. Kelsey (MK-3137)
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

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

-----X
: **Chapter 11**
: **Case No. 12-11076 (SHL)**
: **Jointly Administered**
: **Debtors.**
: **Jointly Administered**
: **Jointly Administered**
: **Jointly Administered**
: **Jointly Administered**
----- X

NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT, (II) DEADLINE FOR VOTING ON THE PLAN, (III) CONFIRMATION HEARING DATE, AND (IV) DEADLINE FOR FILING OBJECTIONS TO THE CONFIRMATION OF THE PLAN

PLEASE TAKE NOTICE OF THE FOLLOWING:

The Debtors have filed their *First Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto and as amended, modified or supplemented, the “**Plan**”).¹

¹ Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Plan and the Uniform Glossary of Defined Terms for Plan Documents annexed to the Plan as Appendix A.

APPROVAL OF THE DISCLOSURE STATEMENT AND THE RECORD DATE

By order dated, [____], 2013 (the “**Disclosure Statement Approval Order**”) [Docket No. ____], the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) approved the *First Amended Disclosure Statement in Support of the Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto and as amended, modified or supplemented, the “**Disclosure Statement**”) as containing adequate information within the meaning of section 1125 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Disclosure Statement Approval Order authorizes the Debtors to solicit votes to accept or reject the Plan. For purposes of determining who may vote on the Plan, the date of the entry of the Disclosure Statement Approval Order is the record date (the “**Record Date**”).

WHO MAY VOTE ON THE PLAN

Claimants who, as of the Record Date, hold Claims or Interests in Classes 2(a)-(f), 4(a)-(b), 5(a)-(b), 5(g), 6(a), 7(a)-(b), 7(g), 8(a), 8(g) and 9(g) of the Plan are entitled to vote on the Plan, subject to the following conditions:

- (a) Holders, as of the Record Date, of Claims in the Voting Classes and listed on the Debtors’ Schedules are entitled to vote on the Plan provided that the Claims (i) are listed in an amount greater than zero and are not identified as contingent, unliquidated or disputed, or in an unknown amount, and (ii) have not been superseded by a timely filed Proof of Claim;
- (b) Holders, as of the Record Date, of Claims or Interests in the Voting Classes that have timely filed a Proof of Claim or Proof of Interest are entitled to vote on the Plan *provided that* (i) the Claim or Interest is in an amount greater than zero, (ii) that as of the Record Date the Claim or Interest has not been disallowed, expunged, or disqualified by an order of the Bankruptcy Court, and (iii) as of the Voting Purposes Objection Deadline (defined below), no objection to the Claim or Interest has been filed, including an objection pursuant to section 502(d) of the Bankruptcy Code; and
- (c) With respect to Syndicated Facility Claims and Arcsukuk Claims, only Holders of the Syndicated Facility and/or the Arcsukuk Facility (as applicable) as of the Record Date are entitled to vote on the Plan. Any transferee of a Syndicated Facility Claim and/or Arcsukuk Claim acquired through a participation agreement will not be entitled to vote the Syndicated Facility Claim and/or Arcsukuk Claim acquired, but the transferee may direct the Holder as of the Record Date to vote the Syndicated Facility Claim and/or Arcsukuk Claim as and, to the extent permitted, in the applicable participation agreement.

DEADLINE FOR VOTING ON THE PLAN

The Bankruptcy Court has set [____], 2013 at []:[] [].[m]. (prevailing Eastern Time) (the “*Voting Deadline*”) as the deadline by which all Ballots accepting or rejecting the Plan must be **actually received** by GCG, Inc. (“*GCG*”), the Debtors’ claims, solicitation and balloting agent. To be counted, Ballots must be **actually received** by GCG on or before the Voting Deadline and should be sent as follows:

(a) If by first class mail:

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
P.O. Box 9881
Dublin, Ohio 43017-5781
Toll Free: (800) 762-7029
International: +1 (440) 389-7311

(b) If by overnight courier or hand delivery:

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017-5781
Toll Free: (800) 762-7029
International: +1 (440) 389-7311

(c) If by electronic Mail:

ArcapitaBallotProcessing@gcginc.com
Subject Line: Attention: Arcapita Bank B.S.C.(c) Ballot Processing
Toll Free: (800) 762-7029
International: +1 (440) 389-7311

Ballots cast by facsimile will not be counted unless voting by facsimile has been approved in advance and in writing by the Debtors.

Parties submitting a Ballot have the responsibility for insuring that the Ballot is **actually received** by GCG as provided above.

PARTIES NOT ENTITLED TO VOTE ON THE PLAN

Holders of Claims and equity Interests in Classes 1(a)-(g), 3(a)-(g), 5(c)-(f), 7(c)-(f), 9(a)-(f), 10(a) and 10(g) are either presumed to have accepted the Plan or are deemed to have rejected the Plan and are *not* entitled to vote. Holders of Claims and equity Interests *not* entitled to vote will *not* receive a Ballot and, instead, will receive a Notice of Non-Voting Status.

If the Debtors or another party in interest has filed or files an objection to your Claim or Interest, then you are not entitled to vote on the Plan unless you obtain an order of the Bankruptcy Court pursuant to Bankruptcy Rule 3018(a), entered not later than the Voting Deadline, temporarily allowing your Claim or Interest for voting purposes (as described below.)

If you are entitled to vote on the Plan, a Ballot(s) will accompany this Notice. The Ballot(s) will set forth the amount that the Debtors believe is the correct amount of your Claim and the Class in which your Claim or Interest is placed in the Plan. If you (i) did not receive a Ballot and instead received a Notice of Non-Voting Status, (ii) you disagree with the amount of your Claim reflected in a Ballot or (iii) you disagree with the classification of your Claim or Interest and you believe you should be allowed to vote your Claim or Interest, or vote your Claim or Interest in a different amount, then, to be able to vote on the Plan, you must obtain an order of the Bankruptcy Court entered not later than the Voting Deadline temporarily allowing your Claim or Interest for voting purposes (as described below.)

A Ballot received from any Claimant that is not entitled to vote on the Plan will not be counted unless an order temporarily allowing the Claim or Interest has been entered by the Bankruptcy Court on or before the Voting Deadline.

TEMPORARY ALLOWANCE OF CLAIMS FOR VOTING PURPOSES

If you hold a Claim or Interest not otherwise entitled to vote on the Plan as described above, to be able to vote on the Plan, you must obtain the entry of an order temporarily allowing your Claim or Interest on or before [____], 2013 at []:[] [].[m]. (**prevailing Eastern Time**) or as may be otherwise ordered by the Bankruptcy Court.

A motion for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”) temporarily allowing your Claim or Interest for purposes of voting on the Plan (a “*Temporary Allowance Motion*”) must be filed with Bankruptcy Court (with a copy to the chambers of the Honorable Sean H. Lane, United States Bankruptcy Judge, One Bowling Green, New York, New York 10004-1408, Room 701) and served on the Notice Parties (defined below).

All Temporary Allowance Motions must be filed on or before the 14th day after the later of either (i) the date of service of this Notice or (ii) the date of service of an objection to your Claim or Interest, but in no event, not later than [____], 2013 at []:[] [].[m]. (**prevailing Eastern Time**). Temporary Allowance Motions not complying with the foregoing will not be considered by the Bankruptcy Court, except as otherwise ordered by the Bankruptcy Court, and may be denied without a hearing.

If an order granting a Temporary Allowance Motion is entered, the Claimant may contact GCG at **toll free: (800) 762-7029 or international: +1 (440) 389-7311** to request a Ballot.

CONFIRMATION HEARING

The hearing to consider the Confirmation of the Plan shall occur on [____], 2013 at [:] [] [].[m]. (prevailing Eastern Time), or as otherwise ordered by the Bankruptcy Court, (the “*Confirmation Hearing*”) before the Honorable Sean H. Lane, United States Bankruptcy Judge, One Bowling Green, New York, New York 10004-1408, Room 701. The Confirmation Hearing may be adjourned from time to time without further notice other than by an announcement of the adjournment in open court at the Confirmation Hearing or by the filing of a notice of adjournment with the Bankruptcy Court. The Plan may be modified without further notice in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Plan, the Disclosure Statement Approval Order, or as ordered by the Bankruptcy Court prior to or as a result of the Confirmation Hearing.

PROCEDURE AND DEADLINE FOR OBJECTING TO CONFIRMATION OF THE PLAN

The deadline to file any objection or response to the confirmation of the Plan is [____], 2013 at [:] [] [].[m]. (prevailing Eastern Time) (the “*Plan Objection Deadline*”).

- (a) Objections and responses to the confirmation of the Plan (an “*Plan Objection*”), must (i) be in writing, (ii) conform to the Bankruptcy Rules, the Local Rules and the order of the Bankruptcy Court dated March 22, 2012, establishing certain case management procedures for the Chapter 11 Cases² (the “*Case Management Order*”), (iii) state the name and address of the party asserting the Plan Objection and the amount of the party’s claim or the nature of its interest in the Debtors’ chapter 11 estates; and (iv) state with particularity the provision or provisions of the Plan to which any Plan Objection pertains and the legal and factual basis for the Plan Objection.
- (b) Plan Objections must be filed electronically with the Bankruptcy Court on the docket of *In re Arcapita Bank B.S.C.(c), et al.*, Ch. 11 Case No. 12-11076 (SHL) pursuant to the Case Management Order approved by this Bankruptcy Court and the Bankruptcy Court’s General order M-399 (available at <http://www.nysb.uscourts.gov/sites/default/files/m399.pdf>) by registered users of the Bankruptcy Court’s case filing system and by all others on a 3.5 inch disk or flash drive, preferably in portable document format, Microsoft Word, or any other Windows-based word processing format (with a hard copy delivered directly to the chambers of the Honorable Sean H. Lane, United States Bankruptcy Judge, One Bowling Green, New York, New York 10004-1408, Room 701) in accordance with the customary practices of the Bankruptcy Court and General

² 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, dated March 22, 2012 [Docket No. 21].

Order M-399, to the extent applicable, be filed with proof of service with the Clerk of the Bankruptcy Court.

- (c) Plan Objections must be served in accordance with General Order M-399 on (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.); (iii) Sidley Austin LLP, Woolgate Exchange, 25 Basinghall Street, London, EC2V 5HA (Attn: Patrick Corr and Benjamin Klinger as counsel for Gordon MacRae and Simon Appell of Zolfo Cooper (Cayman) Limited as joint provisional liquidators of AIHL in its Cayman Island provisional liquidation proceedings); and (iv) counsel for 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.) (collectively the “*Notice Parties*”).
- (d) **Plan Objections must be served so that they are actually received by the Notice Parties on or before the Plan Objection Deadline.**

IF ANY PLAN OBJECTION IS NOT FILED AND SERVED AS STRICTLY PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE CONFIRMATION OF THE PLAN AND THE OBJECTION MAY BE OVERRULED WITHOUT THE OBJECTING PARTY BEING HEARD AT THE CONFIRMATION HEARING.

ADDITIONAL INFORMATION

Any party in interest wishing to obtain a copy of the Disclosure Statement and the Plan may request a copy, in writing, from:

**ARCAPITA BANK B.S.C.(c) - BALLOT PROCESSING
C/O GCG
P.O. BOX 9881
DUBLIN, OHIO 43017-5781
TOLL FREE: (800) 762-7029
INTERNATIONAL: +1 (440) 389-7311
EMAIL: ARCAPITABANKINFO@GCGINC.COM**

Interested parties may also examine the Plan and Disclosure Statement free of charge at <http://www.gcginc.com/cases/arcapita>. The Plan, Disclosure Statement and Disclosure Statement Approval Motion may also be viewed on the Bankruptcy Court’s website (<http://www.nysb.uscourts.gov>) by following the directions for accessing the ECF system on the website.

Dated: New York, New York
[_____], 2013

Michael A. Rosenthal (MR-7006)
Craig H. Millet (admitted *pro hac vice*)
Matthew K. Kelsey (MK-3137)
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

EXHIBIT C1
Ballots for Classes 2(a)-(f)

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)
 :
 Debtors. : Jointly Administered
 :
 ----- X

**BALLOT FOR VOTING TO ACCEPT OR REJECT FIRST AMENDED
 JOINT PLAN OF REORGANIZATION OF ARCAPITA BANK B.S.C.(c) AND
 RELATED DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

BALLOT FOR VOTING CLASSES 2(a)-(f) SCB CLAIMS

<p>YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE BALLOTING AND CLAIMS AGENT BY [] [].M. (PREVAILING U.S. EASTERN TIME) ON [] (THE “VOTING DEADLINE”), OR YOUR VOTE WILL NOT BE COUNTED</p>

This ballot (the “**Ballot**”) is submitted to you by the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) to solicit your vote to accept or reject the *First Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013 (as amended and including all exhibits and supplements, the “**Plan**”) which is described in the accompanying *First Amended Disclosure Statement in Support of the Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013 (as amended and including all exhibits and supplements, the “**Disclosure Statement**”). Capitalized terms used in this Ballot not otherwise defined shall have the meanings given to them in the Plan and the Disclosure Statement.

The Plan consists of seven separate plans of reorganization, one for each Debtor (the “**Subplans**”). This Ballot is being sent to you because, as of the Record Date, as defined in the Plan, you are the Holder of a Claim(s) in the Class, in the amount and against the Debtor(s) as set forth in Item 1 of this Ballot and, accordingly, you have a right to vote to accept or reject the Subplans of the Debtor(s) identified in Item 1. If you also hold a Claim(s) or Interest(s) in a voting Class or Classes *other than* in the Class listed in Item 1, you will receive a separate Ballot(s) for voting your Claim(s) or Interest(s) in that Class. This Ballot may not be used for any purpose other than voting on the Plan or Subplans on account of your Claim(s) in the Class identified in Item 1.

If Item 1 reflects that you have Claims against more than one Debtor, you may separately vote your Claim to accept or reject the Subplans of any Debtor listed in Item 1. (See Item 3 below.) Alternatively, you may vote once to accept or reject *all* Subplans on which you are entitled to vote as identified in Item 1, and have your single vote apply to all Subplans. (See Item 2 below.) To have your vote counted, you must fully and properly complete, sign, and return this Ballot to GCG, Inc. (“**GCG**” or the “**Balloting and Claims Agent**”) by First Class Mail, overnight mail, personal delivery or electronic mail so that it is actually received by the Voting Deadline above. Do not send your Ballot by fax.

Ballots will only be accepted if sent by First Class Mail, overnight delivery, personal delivery or electronic mail. Ballots will not be accepted by facsimile transmission.

If, prior to the Confirmation hearing, the Debtors or any other party files an objection to the Claim referenced in Item 1 of this Ballot (“*Claim Objection*”), a Ballot voting that Claim will *not* be counted for any purpose *unless* the Bankruptcy Court first enters an order granting a motion for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure temporarily allowing your Claim for purposes of voting on the Plan or Subplans (a “*Temporary Allowance Request Motion*”). All Temporary Allowance Request Motions must be filed and served as provided in the NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT, (II) DEADLINE FOR VOTING ON PLAN, (III) HEARING TO CONSIDER CONFIRMATION OF PLAN, AND (IV) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN.

Your receipt of this Ballot shall not be deemed to be a waiver of any rights of the Debtors to object to your Claims, any right asserted in any pending Claim Objection or any right later asserted in any subsequent Claim Objection.

The provisions of the Plan and the treatment of Claims are described in the Disclosure Statement. The Plan is Exhibit A to the Disclosure Statement. Both the Disclosure Statement and the Plan are included in the packet you received with this Ballot (collectively, the “*Solicitation Package*”). You should carefully and thoroughly review the Disclosure Statement and Plan prior to voting. You should consult your legal advisors before voting if you have any questions or concerns as to your rights or the provisions of the Plan.

Additional copies of the Solicitation Package (except Ballots) may be obtained from GCG as follows:

ARCAPITA BANK B.S.C.(c)
C/O GCG
P.O. BOX 9881
DUBLIN, OHIO 43017-5781
TOLL FREE: (800) 762-7029
INTERNATIONAL: (440) 389-7311
EMAIL: ARCAPITABANKINFO@GCGINC.COM
ATTENTION: ARCAPITA BANK B.S.C.(c) BALLOT PROCESSING

If you have any questions about the voting procedures or how to complete this Ballot properly, or if you received a damaged Ballot, please contact GCG.

GCG IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

VOTING INSTRUCTIONS

1. PLEASE REVIEW THE INFORMATION CONTAINED IN ITEM 1 FOR ACCURACY AND VOTE BY COMPLETING *EITHER* ITEM 2 OR ITEM 3 ON THE BALLOT FORM. BEFORE COMPLETING SUCH ITEMS, PLEASE REVIEW THE VOTING RULES SET FORTH IN ITEM 4 ON THE BALLOT FORM.
 - A. COMPLETE ITEM 2 IF YOU WISH TO VOTE ALL OF YOUR SCB CLAIMS EITHER TO ACCEPT OR REJECT ALL OF THE LISTED SUBPLANS.
 - B. COMPLETE ITEM 3 IF YOU WISH TO VOTE SEPARATELY AS TO THE SUBPLAN APPLICABLE TO EACH DEBTOR. WITH RESPECT TO EACH DEBTOR, YOU MAY VOTE EITHER TO ACCEPT OR REJECT THE APPLICABLE SUBPLAN; HOWEVER, YOU MUST VOTE YOUR ENTIRE SCB CLAIM EITHER TO ACCEPT OR TO REJECT EACH SUBPLAN, AND YOU MAY NOT SPLIT YOUR VOTE AS TO A SINGLE DEBTOR'S SUBPLAN.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGMENTS IN ITEM 5 ON THE BALLOT FORM.
3. SIGN THE BALLOT AND PROVIDE ALL THE INFORMATION REQUESTED AT THE END OF THE BALLOT FORM.
4. RETURN THE BALLOT BY FIRST CLASS MAIL (AN ENVELOPE ADDRESSED TO GCG, INC. IS ENCLOSED FOR YOUR CONVENIENCE), OVERNIGHT COURIER, PERSONAL DELIVERY, OR ELECTRONIC MAIL TO GCG, INC. SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE AT THE FOLLOWING ADDRESS:

**If sent in the envelope provided
or otherwise by First Class Mail:**

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
P.O. Box 9881
Dublin, Ohio 43017-5781
Attention: Arcapita Bank B.S.C.(c) Ballot Processing

**If sent by Overnight Courier
or Personal Delivery:**

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017-5781
Attention: Arcapita Bank B.S.C.(c) Ballot Processing

If sent by Electronic Mail:

ArcapitaBallotProcessing@gcginc.com
Subject Line: Attention: Arcapita Bank B.S.C.(c) Ballot Processing

DO NOT SEND THE BALLOT BY FAX.

BALLOTS RECEIVED BY FAX OR AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

BALLOT FORM

Item 1. Amount of Class 2(a)-(f) SCB Claims.

Voting Amount: The undersigned certifies that, as of the Record Date, the undersigned held SCB Claims in the following aggregate amount(s) as to the following Debtor(s):	
Arcapita Bank B.S.C.(c)	\$____[TO BE PREPRINTED BY GCG]_____
Arcapita Investment Holdings Limited	\$____[TO BE PREPRINTED BY GCG]_____
Arcapita LT Holdings Limited	\$____[TO BE PREPRINTED BY GCG]_____
WindTurbine Holdings Limited	\$____[TO BE PREPRINTED BY GCG]_____
AEID II Holdings Limited	\$____[TO BE PREPRINTED BY GCG]_____
RailInvest Holdings Limited	\$____[TO BE PREPRINTED BY GCG]_____

Item 2. Class 2(a)-(f) SCB Claims Vote as to all Subplans. The undersigned, the Holder of Class 2 SCB Claims set forth in Item 1, votes to (check either “Accept” or “Reject.”):

- Accept** all Subplans. **Reject** all Subplans.

Item 3. Class 2(a)-(f) SCB Claims Vote as to Individual Subplans.

NOTE: You should only complete Item 3 if you did not complete Item 2. Do not complete both.

A. Class 2(a) Arcapita Bank B.S.C.(c) SCB Claims Vote. The undersigned, the Holder of SCB Claims against Arcapita Bank B.S.C.(c) in the aggregate amount set forth in Item 1, votes to (check either “Accept” or “Reject.”):

- Accept** the Arcapita Bank B.S.C.(c) Plan. **Reject** the Arcapita Bank B.S.C.(c) Plan.

B. Class 2(b) Arcapita Investment Holdings Limited SCB Claims Vote. The undersigned, the Holder of SCB Claims against Arcapita Investment Holdings Limited in the aggregate amount set forth in Item 1, votes to (check either “Accept” or “Reject.”):

- Accept** the Arcapita Investment Holdings Limited Plan. **Reject** the Arcapita Investment Holdings Limited Plan.

C. Class 2(c) Arcapita LT Holdings Limited SCB Claims Vote. The undersigned, the Holder of SCB Claims against Arcapita LT Holdings Limited in the aggregate amount set forth in Item 1, votes to (check either “Accept” or “Reject.”):

- Accept** the Arcapita LT Holdings Limited Plan. **Reject** the Arcapita LT Holdings Limited Plan.

D. Class 2(d) WindTurbine Holdings Limited SCB Claims Vote. The undersigned, the Holder of SCB Claims against WindTurbine Holdings Limited in the aggregate amount set forth in Item 1, votes to (check either “Accept” or “Reject.”):

- Accept** the WindTurbine Holdings Limited Plan. **Reject** the WindTurbine Holdings Limited Plan.

E. Class 2(e) AEID II Holdings Limited SCB Claims Vote. The undersigned, the Holder of SCB Claims against AEID II Holdings Limited in the aggregate amount set forth in Item 1, votes to (check either “Accept” or “Reject.”):

- Accept** the AEID II Holdings Limited Plan. **Reject** the AEID II Holdings Limited Plan.

F. Class 2(f) RailInvest Holdings Limited SCB Claims Vote. The undersigned, the Holder of SCB Claims against RailInvest Holdings Limited in the aggregate amount set forth in Item 1, votes to (check either “Accept” or “Reject.”):

- Accept** the RailInvest Holdings Limited Plan. **Reject** the RailInvest Holdings Limited Plan.

Item 4: Voting Rules.

(a) For purposes of the “numerosity” requirement of section 1126(c) of the Bankruptcy Code based on the number and amount of the Claims of those Creditors who actually vote on the Subplans, separate Claims held by a single Creditor in a particular Class as to a particular Debtor will be aggregated and treated as if the Creditor held one Claim in that Class, and all votes related to the Claim will be treated as a single vote to accept or reject the Subplan. Ballots that fail to conform to the instructions in this Ballot, as provided below, *will not be counted for any purpose*, including the satisfaction of “numerosity” under section 1126(c).

(b) Creditors must vote the full amount of their Claims within a particular Class as to a particular Subplan to either accept or reject the applicable Subplan and may not split their vote as to any single Subplan. A Ballot that partially rejects and partially accepts a Subplan *shall not be counted for any purpose* as to that Subplan.

(c) Any Ballot that both accepts and rejects a Subplan *will not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.

(d) Any Ballot that fails to either accept or reject a Subplan *will not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.

(e) A Ballot which is otherwise properly executed and received prior to the Voting Deadline, that includes a vote to either assume or reject one or more Subplans, but fails to include a vote to either accept or reject another Subplan on which the Creditor is entitled to vote, shall be counted only as to the Subplan on which the Creditor voted *and shall not be counted for any purpose* as to the Subplan on which the Creditor failed to vote.

(f) Unsigned Ballots *will not be counted for any purpose*.

(g) Only Ballots that are timely received prior to the Voting Deadline will be counted. Ballots emailed or postmarked prior to the Voting Deadline, but received after the Voting Deadline, *shall not be counted for any purpose*, unless the Debtors, in their sole discretion, elect to accept the Ballot.

(h) Ballots that are not legible, that are not properly completed, that fail to contain sufficient information to permit the identification of the Creditor or the authority of the party acting on behalf of a Creditor, or otherwise do not comply with the instructions in this Ballot, *shall not be counted for any purpose* unless the Debtors, in their sole discretion permit the voting Creditor to cure any defect or provide the missing information.

(i) If, prior to the Voting Deadline, a Creditor casts more than one Ballot as to the same Claim(s) and as to the same Subplan(s), the last properly executed Ballot received prior to the Voting Deadline shall be deemed to be the Creditor’s final vote and shall supersede any prior Ballots. A duplicate Ballot received after the Voting Deadline shall not be counted and shall not supersede any earlier Ballot, except as provided above.

(j) If a Creditor simultaneously submits duplicate Ballots with votes that contradict one another with respect to the same Claim and as to the same Plan or Subplan, then neither Ballot *shall be counted for any purpose as to any Subplan on which the Creditor votes to both accept and reject the Subplan*.

(k) Each Creditor shall be deemed to have voted the full amount of its Claim as to the Plan or any Subplan on which a timely Ballot is received and is counted.

(l) Except as otherwise ordered by the Bankruptcy Court, any issue as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots shall be determined by the Balloting and Claims Agent and the Debtors in their sole discretion, which determination shall be final and binding.

Item 5. Certifications and Acknowledgments. By signing this Ballot, the undersigned acknowledges and certifies that:

(a) as of the Record Date, the undersigned is the Holder of the Class 2 SCB Claim(s) set forth in Item 1 hereof, or has the power and authority to act as the agent of the Holder of the Claim identified in Item 1 and to vote to accept or reject the Plan or Subplans on behalf of the Holder of the Claim(s);

(b) the undersigned has been provided with a copy of the Plan and the Disclosure Statement;

(c) the undersigned acknowledges and understands that the solicitation of votes to accept or reject the Plan or Subplans is subject to all of the terms and conditions set forth in the Disclosure Statement;

(d) the undersigned has carefully read this Ballot and the included instructions;

(e) if he or it desired to do so, the Holder of the Claim(s) referenced in this Ballot, had the opportunity to consult legal advisers or other advisers before casting his or its vote; and

(f) the vote reflected on this Ballot is binding on the Holder of the Claim(s) voted by means of this Ballot and binding on the Holder's successors, heirs and assigns including, without limitation, any transferee.

Name of Creditor (Please Print): _____

Authorized Signature: _____

Name of Signatory: _____

If by Authorized Agent, Name and Title¹: _____

Street Address: _____

City, State/Territory, Country, Postal Code: _____

Telephone Number: _____

Email Address: _____

Date Signed: _____

If the above address is a change of address, to use that address for future notices and/or distributions under the Plan and/or Subplans, please check one or both of the below boxes:

Future notice mailings; **AND/OR**

Distributions.

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan.

This Ballot shall not constitute or be deemed a Proof of Claim or Interest or an assertion of a Claim or Interest.

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY GCG, ON OR BEFORE []:[] [] .M.
(PREVAILING U.S. EASTERN TIME), ON [_____], OR YOUR VOTE WILL NOT BE
COUNTED.**

**IT IS YOUR RESPONSIBILITY TO MAKE SURE THIS BALLOT IS ACTUALLY RECEIVED BY
GCG, INC.**

¹ If you are casting this Ballot on behalf of another Person or entity, in order for the Ballot to be counted, you must provide the name of the Person or entity, your relationship with the Person or entity and the capacity in which you are casting this Ballot.

EXHIBIT C2
Ballots for Classes 4(a)-(b)

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)
:
Debtors. : Jointly Administered
:
----- X

**BALLOT FOR VOTING TO ACCEPT OR REJECT FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF ARCAPITA BANK B.S.C.(c) AND
RELATED DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**BALLOT FOR VOTING CLASSES 4(a)-(b)
SYNDICATED FACILITY CLAIMS AND ARCSUKUK CLAIMS**

YOUR BALLOT MUST BE ACTUALLY
RECEIVED BY THE BALLOTING AND
CLAIMS AGENT BY [] [].M.
(PREVAILING U.S. EASTERN TIME) ON
[] (THE “**VOTING
DEADLINE**”), OR YOUR VOTE WILL
NOT BE COUNTED

This ballot (the “**Ballot**”) is submitted to you by the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) to solicit your vote to accept or reject the *First Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013 (as amended and including all exhibits and supplements, the “**Plan**”) which is described in the accompanying *First Amended Disclosure Statement in Support of the Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013 (as amended and including all exhibits and supplements, the “**Disclosure Statement**”). Capitalized terms used in this Ballot not otherwise defined shall have the meanings given to them in the Plan and the Disclosure Statement.

The Plan consists of seven separate plans of reorganization, one for each Debtor (the “**Subplans**”). This Ballot is being sent to you because, as of the Record Date, as defined in the Plan, you are the Holder of a Claim(s) in the Class, in the amount and against the Debtor(s) as set forth in Item 1 of this Ballot and, accordingly, you have a right to vote to accept or reject the Subplans of the Debtor(s) identified in Item 1. Only Holders of the Syndicated Facility and/or Arcsukuk Facility (as applicable) as of the Record Date will be entitled to vote the applicable Syndicated Facility Claims and/or Arcsukuk Claims. Any entity that acquired a Syndicated Facility Claim and/or Arcsukuk Claim through a participation agreement or other agreement will not be entitled to vote on the Plan, but may direct the Holder to vote the Syndicated Facility Claim and/or Arcsukuk Claim in accordance with the terms of the participation agreement or other agreement between the parties.

If you also hold a Claim(s) or Interest(s) in a voting Class or Classes *other than* in the Class listed in Item 1, you will receive a separate Ballot(s) for voting your Claim(s) or Interest(s) in that Class. This Ballot may not be used for any purpose other than voting on the Plan or Subplans on account of your Claim(s) in the Class identified in Item 1.

If Item 1 reflects that you have Claims against more than one Debtor, you may separately vote your Claim to accept or reject the Subplans of any Debtor listed in Item 1. (See Item 3 below.) Alternatively, you may vote once to accept or reject *all* Subplans on which you are entitled to vote as identified in Item 1, and have your single vote apply to all Subplans. (See Item 2 below.) To have your vote counted, you must fully and properly complete, sign, and return this Ballot to GCG, Inc. (“**GCG**” or the “**Balloting and Claims Agent**”) by First Class Mail, overnight mail, personal delivery or electronic mail so that it is actually received by the Voting Deadline above. Do not send your Ballot by fax.

Ballots will only be accepted if sent by First Class Mail, overnight delivery, personal delivery or electronic mail. Ballots will not be accepted by facsimile transmission.

If, prior to the Confirmation hearing, the Debtors or any other party files an objection to the Claim referenced in Item 1 of this Ballot (“**Claim Objection**”), a Ballot voting that Claim will *not* be counted for any purpose *unless* the Bankruptcy Court first enters an order granting a motion for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure temporarily allowing your Claim for purposes of voting on the Plan or Subplans (a “**Temporary Allowance Request Motion**”). All Temporary Allowance Request Motions must be filed and served as provided in the NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT, (II) DEADLINE FOR VOTING ON PLAN, (III) HEARING TO CONSIDER CONFIRMATION OF PLAN, AND (IV) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN.

Your receipt of this Ballot shall not be deemed to be a waiver of any rights of the Debtors to object to your Claims, any right asserted in any pending Claim Objection or any right later asserted in any subsequent Claim Objection.

The provisions of the Plan and the treatment of Claims are described in the Disclosure Statement. The Plan is Exhibit A to the Disclosure Statement. Both the Disclosure Statement and the Plan are included in the packet you received with this Ballot (collectively, the “**Solicitation Package**”). You should carefully and thoroughly review the Disclosure Statement and Plan prior to voting. You should consult your legal advisors before voting if you have any questions or concerns as to your rights or the provisions of the Plan.

Additional copies of the Solicitation Package (except Ballots) may be obtained from GCG as follows:

ARCAPITA BANK B.S.C.(c)
C/O GCG
P.O. BOX 9881
DUBLIN, OHIO 43017-5781
TOLL FREE: (800) 762-7029
INTERNATIONAL: (440) 389-7311
EMAIL: ARCAPITABANKINFO@GCGINC.COM
ATTENTION: ARCAPITA BANK B.S.C.(c) BALLOT PROCESSING

If you have any questions about the voting procedures or how to complete this Ballot properly, or if you received a damaged Ballot, please contact GCG.

GCG IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

VOTING INSTRUCTIONS

1. PLEASE REVIEW THE INFORMATION CONTAINED IN ITEM 1 FOR ACCURACY AND VOTE BY COMPLETING *EITHER* ITEM 2 OR ITEM 3 ON THE BALLOT FORM. BEFORE COMPLETING SUCH ITEMS, PLEASE REVIEW THE VOTING RULES SET FORTH IN ITEM 4 ON THE BALLOT FORM.
 - A. COMPLETE ITEM 2 IF YOU WISH TO VOTE ALL OF YOUR SYNDICATED FACILITY CLAIMS AND ARCSUKUK CLAIMS EITHER TO ACCEPT OR REJECT ALL OF THE LISTED SUBPLANS.
 - B. COMPLETE ITEM 3 IF YOU WISH TO VOTE SEPARATELY AS TO THE SUBPLAN APPLICABLE TO EACH DEBTOR. WITH RESPECT TO EACH DEBTOR, YOU MAY VOTE EITHER TO ACCEPT OR REJECT THE APPLICABLE SUBPLAN; HOWEVER, YOU MUST VOTE YOUR ENTIRE SYNDICATED FACILITY CLAIM AND/OR ARCSUKUK CLAIM EITHER TO ACCEPT OR TO REJECT EACH SUBPLAN, AND YOU MAY NOT SPLIT YOUR VOTE AS TO A SINGLE DEBTOR'S SUBPLAN.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGMENTS IN ITEM 5 ON THE BALLOT FORM.
3. SIGN THE BALLOT AND PROVIDE ALL THE INFORMATION REQUESTED AT THE END OF THE BALLOT FORM.
4. RETURN THE BALLOT BY FIRST CLASS MAIL (AN ENVELOPE ADDRESSED TO GCG, INC. IS ENCLOSED FOR YOUR CONVENIENCE), OVERNIGHT COURIER, PERSONAL DELIVERY, OR ELECTRONIC MAIL TO GCG, INC. SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE AT THE FOLLOWING ADDRESS:

**If sent in the envelope provided
or otherwise by First Class Mail:**

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
P.O. Box 9881
Dublin, Ohio 43017-5781
Attention: Arcapita Bank B.S.C.(c) Ballot Processing

**If sent by Overnight Courier
or Personal Delivery:**

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017-5781
Attention: Arcapita Bank B.S.C.(c) Ballot Processing

If sent by Electronic Mail:

ArcapitaBallotProcessing@gcginc.com
Subject Line: Attention: Arcapita Bank B.S.C.(c) Ballot Processing

DO NOT SEND THE BALLOT BY FAX.

BALLOTS RECEIVED BY FAX OR AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

BALLOT FORM

Item 1. Amount of Class 4(a)-(b) Syndicated Facility Claims and Arcsukuk Claim.

Voting Amount: The undersigned certifies that as of the Record Date, the undersigned was the Holder of Syndicated Facility Claims and Arcsukuk Claims in the following aggregate amount(s) as to the following Debtor(s):	
Arcapita Bank B.S.C.(c)	\$_____[TO BE PREPRINTED BY GCG]_____
Arcapita Investment Holdings Limited	\$_____[TO BE PREPRINTED BY GCG]_____

Item 2. Class 4(a)-(b) Syndicated Facility Claims and Arcsukuk Claims Vote as to all Subplans. The undersigned, a Holder of Syndicated Facility Claims and Arcsukuk Claims set forth in Item 1, votes to (check either “Accept” or “Reject.”):

- Accept** all Subplans. **Reject** all Subplans.

Item 3. Class 4(a)-(b) Syndicated Facility Claims and Arcsukuk Claims Vote as to Individual Subplans.

NOTE: You should only complete Item 3 if you did not complete Item 2. Do not complete both.

A. Class 4(a) Arcapita Bank B.S.C.(c) Syndicated Facility Claims and Arcsukuk Claims Vote. The undersigned, a Holder of Syndicated Facility Claims and Arcsukuk Claims against Arcapita Bank B.S.C.(c) in the aggregate amount set forth in Item 1, votes to (check either “Accept” or “Reject.”):

- Accept** the Arcapita Bank B.S.C.(c) Plan. **Reject** the Arcapita Bank B.S.C.(c) Plan.

B. Class 4(b) Arcapita Investment Holdings Limited Syndicated Facility Claims and Arcsukuk Claims Vote. The undersigned, a Holder of Syndicated Facility Claims and Arcsukuk Claims against Arcapita Investment Holdings Limited in the aggregate amount set forth in Item 1, votes to (check either “Accept” or “Reject.”):

- Accept** the Arcapita Investment Holdings Limited Plan. **Reject** the Arcapita Investment Holdings Limited Plan.

Item 4: Voting Rules.

(a) For purposes of the “numerosity” requirement of section 1126(c) of the Bankruptcy Code based on the number and amount of the Claims of those Creditors who actually vote on the Subplans, separate Claims held by a single Creditor in a particular Class as to a particular Debtor will be aggregated and treated as if the Creditor held one Claim in that Class, and all votes related to the Claim will be treated as a single vote to accept or reject the Subplan. Ballots that fail to conform to the instructions in this Ballot, as provided below, *will not be counted for any purpose*, including the satisfaction of “numerosity” under section 1126(c).

(b) Creditors must vote the full amount of their Claims within a particular Class as to a particular Subplan to either accept or reject the applicable Subplan and may not split their vote as to any single Subplan. A Ballot that partially rejects and partially accepts a Subplan *shall not be counted for any purpose* as to that Subplan.

(c) Any Ballot that both accepts and rejects a Subplan *will not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.

(d) Any Ballot that fails to either accept or reject a Subplan *will not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.

(e) A Ballot which is otherwise properly executed and received prior to the Voting Deadline, that includes a vote to either assume or reject one or more Subplans, but fails to include a vote to either accept or reject another Subplan on which the Creditor is entitled to vote, shall be counted only as to the Subplan on which the Creditor voted *and shall not be counted for any purpose* as to the Subplan on which the Creditor failed to vote.

(f) Unsigned Ballots *will not be counted for any purpose*.

(g) Only Ballots that are timely received prior to the Voting Deadline will be counted. Ballots emailed or postmarked prior to the Voting Deadline, but received after the Voting Deadline, *shall not be counted for any purpose*, unless the Debtors, in their sole discretion, elect to accept the Ballot.

(h) Ballots that are not legible, that are not properly completed, that fail to contain sufficient information to permit the identification of the Creditor or the authority of the party acting on behalf of a Creditor, or otherwise do not comply with the instructions in this Ballot, *shall not be counted for any purpose* unless the Debtors, in their sole discretion permit the voting Creditor to cure any defect or provide the missing information.

(i) If, prior to the Voting Deadline, a Creditor casts more than one Ballot as to the same Claim(s) and as to the same Subplan(s), the last properly executed Ballot received prior to the Voting Deadline shall be deemed to be the Creditor’s final vote and shall supersede any prior Ballots. A duplicate Ballot received after the Voting Deadline shall not be counted and shall not supersede any earlier Ballot, except as provided above.

(j) If a Creditor simultaneously submits duplicate Ballots with votes that contradict one another with respect to the same Claim and as to the same Plan or Subplan, then neither Ballot *shall be counted for any purpose as to any Subplan on which the Creditor votes to both accept and reject the Subplan*.

(k) Each Creditor shall be deemed to have voted the full amount of its Claim as to the Plan or any Subplan on which a timely Ballot is received and is counted.

(l) Except as otherwise ordered by the Bankruptcy Court, any issue as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots shall be determined by the Balloting and Claims Agent and the Debtors in their sole discretion, which determination shall be final and binding.

Item 5. Certifications and Acknowledgments. By signing this Ballot, the undersigned acknowledges and certifies that:

(a) as of the Record Date, the undersigned is the Holder of the Class 4 Syndicated Facility Claim(s) and/or Arcsukuk Claim(s) set forth in Item 1 hereof, or has the power and authority to act as the agent of the Holder of the Claim identified in Item 1 and to vote to accept or reject the Plan or Subplans on behalf of the Holder of the Claim(s);

(b) the undersigned has been provided with a copy of the Plan and the Disclosure Statement;

(c) the undersigned acknowledges and understands that the solicitation of votes to accept or reject the Plan or Subplans is subject to all of the terms and conditions set forth in the Disclosure Statement;

(d) the undersigned has carefully read this Ballot and the included instructions;

(e) if he or it desired to do so, the Holder of the Claim(s) referenced in this Ballot, had the opportunity to consult legal advisers or other advisers before casting his or its vote; and

(f) the vote reflected on this Ballot is binding on the Holder of the Claim(s) voted by means of this Ballot and binding on the Holder's successors, heirs and assigns including, without limitation, any transferee.

Name of Creditor (Please Print): _____

Authorized Signature: _____

Name of Signatory: _____

If by Authorized Agent, Name and Title¹: _____

Street Address: _____

City, State/Territory, Country, Postal Code: _____

Telephone Number: _____

Email Address: _____

Date Signed: _____

If the above address is a change of address, to use that address for future notices and/or distributions under the Plan and/or Subplans, please check one or both of the below boxes:

Future notice mailings; **AND/OR**

Distributions.

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan.

This Ballot shall not constitute or be deemed a Proof of Claim or Interest or an assertion of a Claim or Interest.

THIS BALLOT MUST BE ACTUALLY RECEIVED BY GCG, ON OR BEFORE []:[] [] .M. (PREVAILING U.S. EASTERN TIME), ON [_____], OR YOUR VOTE WILL NOT BE COUNTED.

IT IS YOUR RESPONSIBILITY TO MAKE SURE THIS BALLOT IS ACTUALLY RECEIVED BY GCG, INC.

¹ If you are casting this Ballot on behalf of another Person or entity, in order for the Ballot to be counted, you must provide the name of the Person or entity, your relationship with the Person or entity and the capacity in which you are casting this Ballot.

EXHIBIT C3
Ballots for Class 5(a)

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)
: :
Debtors. : Jointly Administered
: :
----- X

**BALLOT FOR VOTING TO ACCEPT OR REJECT FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF ARCAPITA BANK B.S.C.(c) AND
RELATED DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**BALLOT FOR VOTING CLASSES 5(a) AND 6(a) GENERAL UNSECURED CLAIMS
AND CONVENIENCE CLAIMS AGAINST ARCAPITA BANK B.S.C.(c)**

YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE
BALLOTING AND CLAIMS AGENT BY [] []M. (PREVAILING
U.S. EASTERN TIME) ON [] (THE “**VOTING
DEADLINE**”), OR YOUR VOTE WILL NOT BE COUNTED

This ballot (the “**Ballot**”) is submitted to you by the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) to solicit your vote to accept or reject the *First Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013 (as amended and including all exhibits and supplements, the “**Plan**”) which is described in the accompanying *First Amended Disclosure Statement in Support of the Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013 (as amended and including all exhibits and supplements, the “**Disclosure Statement**”). Capitalized terms used in this Ballot not otherwise defined shall have the meanings given to them in the Plan and the Disclosure Statement.

The Plan consists of seven separate plans of reorganization, one for each Debtor (the “**Subplans**”). This Ballot is being sent to you because, as of the Record Date as defined in the Plan, you are the Holder of a Class 5(a) General Unsecured Claim(s) against Arcapita Bank B.S.C.(c) (“**Arcapita Bank**”) in the amount as set forth in Item 1 of this Ballot and, accordingly, you have a right to vote to accept or reject the Arcapita Bank Subplan. If you also hold a Claim(s) or Interest(s) in a voting Class or Classes *other than* the Class listed in Item 1, you will receive a separate Ballot(s) for voting your Claim(s) or Interest(s) in that Class. This Ballot may not be used for any purpose other than voting on the Arcapita Bank Subplan on account of your Claim in Class 5(a).

To have your vote counted, you must fully and properly complete, sign, and return this Ballot to GCG, Inc. (“**GCG**” or the “**Balloting and Claims Agent**”) by First Class Mail, overnight mail, personal delivery or electronic mail so that it is actually received by the Voting Deadline above. Do not send your Ballot by fax.

Ballots will only be accepted if sent by First Class Mail, overnight delivery, personal delivery or electronic mail. Ballots will not be accepted by facsimile transmission.

Important Information Regarding the Optional Convenience Class Election: Allowed Claims in Class 5(a) will receive the Class 5(a) Consideration described in the Plan and Disclosure Statement. However, as explained in the Plan and Disclosure Statement, you may elect to have your Class 5(a) Claim treated instead as a Convenience Claim in Class 6(a) by making a Convenience Class Election.

Making the Convenience Class Election is optional and voluntary; you should compare the treatment of Claims in Class 5(a) and Class 6(a) before deciding whether to make the Convenience Class Election. The Convenience Class Election shall only be effective if the Effective Date occurs.

If you accept the Convenience Class Election, then:

a. Upon the occurrence of the Effective Date, you will be deemed to have waived your Allowed Class 5(a) Claim(s) and instead your Claim(s) shall be converted to an Allowed Class 6(a) Convenience Claim in the amount described below.

b. The amount of your Allowed Class 6(a) Convenience Claim shall be equal to the *lesser* of (i) the aggregate amount of your Allowed Class 5(a) Claims or (ii) \$25,000.

c. On the Distribution Date, Holders of Allowed Class 6(a) Convenience Claims shall receive cash equal to 50% of their Allowed Class 6(a) Convenience Claim; *provided, however*, that the aggregate payments to Holders of Convenience Claims shall not exceed \$9,700,000 and payment to each Holder of an Allowed Class 6(a) Convenience Claim shall be reduced proportionately to the extent aggregate payments would otherwise exceed such amount.

d. You will be deemed to have accepted the Arcapita Bank Subplan.

If, prior to the Confirmation hearing, the Debtors or any other party files an objection to the Claim referenced in Item 1 of this Ballot (“**Claim Objection**”), a Ballot voting that Claim will *not* be counted for any purpose *unless* the Bankruptcy Court first enters an order granting a motion for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure temporarily allowing your Claim for purposes of voting on the Arcapita Bank Subplan (a “**Temporary Allowance Request Motion**”). All Temporary Allowance Request Motions must be filed and served as provided in the NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT, (II) DEADLINE FOR VOTING ON PLAN, (III) HEARING TO CONSIDER CONFIRMATION OF PLAN, AND (IV) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN.

Your receipt of this Ballot shall not be deemed to be a waiver of any rights of the Debtors (or any other party) to object to your Claim(s), any right asserted in any pending Claim Objection or any right later asserted in any subsequent Claim Objection.

The provisions of the Plan and the treatment of Claims are described in the Disclosure Statement. The Plan is Exhibit A to the Disclosure Statement. Both the Disclosure Statement and the Plan are included in the packet you received with this Ballot (collectively, the “**Solicitation Package**”). You should carefully and thoroughly review the Disclosure Statement and Plan prior to voting. If you have any questions or concerns as to your rights or the provisions of the Plan, you should consult your legal advisors before voting.

Additional copies of the Solicitation Package (except Ballots) may be obtained from GCG as follows:

ARCAPITA BANK B.S.C.(c)
C/O GCG
P.O. BOX 9881
DUBLIN, OHIO 43017-5781
TOLL FREE: (800) 762-7029
INTERNATIONAL: (440) 389-7311
EMAIL: ARCAPITABANKINFO@GCGINC.COM
ATTENTION: ARCAPITA BANK B.S.C.(c) BALLOT PROCESSING

If you have any questions about the procedures for voting or how to complete this Ballot properly, or if you received a damaged Ballot, please contact GCG.

GCG IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

VOTING INSTRUCTIONS

1. PLEASE REVIEW THE INFORMATION CONTAINED IN ITEM 1 FOR ACCURACY. THEN COMPLETE ITEM 2 ON THE BALLOT. BEFORE COMPLETING ITEM 2, PLEASE REVIEW THE DESCRIPTION OF THE CONVENIENCE CLASS ELECTION ABOVE AND THE VOTING RULES SET FORTH IN ITEM 3 OF THIS BALLOT.
 - A. YOU MAY VOTE EITHER TO ACCEPT OR REJECT THE ARCAPITA BANK SUBPLAN; HOWEVER, YOU MUST VOTE YOUR ENTIRE CLASS 5(a) GENERAL UNSECURED CLAIM TO ACCEPT OR REJECT THE ARCAPITA BANK SUBPLAN AND MAY NOT SPLIT YOUR VOTE.
 - B. EFFECT OF CONVENIENCE CLASS ELECTION. MAKING THE CONVENIENCE CLASS ELECTION IS VOLUNTARY. BY MAKING THE CONVENIENCE CLASS ELECTION, YOU WILL BE DEEMED TO HAVE AGREED TO REDUCE THE AMOUNT OF YOUR AGGREGATE GENERAL UNSECURED CLAIMS AGAINST ARCAPITA BANK TO THE LESSER OF (A) THE AMOUNT OF SUCH AGGREGATE CLAIMS AND (B) \$25,000. MAKING THE CONVENIENCE CLASS ELECTION CONSTITUTES AN ACCEPTANCE OF THE ARCAPITA BANK SUBPLAN AND INDICATES YOUR AGREEMENT TO WAIVE CLASS 5(a) TREATMENT. PURSUANT TO THE PLAN, YOUR CLAIM(S) SHALL BE A CLASS 6(a) CONVENIENCE CLAIM, AND YOU WILL RECEIVE, ON THE DISTRIBUTION DATE, CASH EQUAL TO 50% OF YOUR ALLOWED CLASS 6(a) CONVENIENCE CLAIM; PROVIDED, HOWEVER, THAT THE CONVENIENCE CLASS ELECTION SHALL ONLY BE EFFECTIVE IF THE EFFECTIVE DATE OCCURS; PROVIDED, FURTHER, HOWEVER, THAT THE AGGREGATE PAYMENTS TO HOLDERS OF CLASS 6(a) CONVENIENCE CLAIMS SHALL NOT EXCEED \$9,700,000 AND PAYMENT TO EACH HOLDER OF AN ALLOWED CLASS 6(a) CONVENIENCE CLAIM SHALL BE REDUCED PROPORTIONATELY TO THE EXTENT AGGREGATE PAYMENTS WOULD OTHERWISE EXCEED \$9,700,000.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGMENTS IN ITEM 4 OF THE BALLOT.
3. SIGN THE BALLOT AND PROVIDE ALL THE INFORMATION REQUESTED AT THE END OF THE BALLOT.
4. RETURN THE BALLOT BY FIRST CLASS MAIL (AN ENVELOPE ADDRESSED TO GCG, INC. IS ENCLOSED FOR YOUR CONVENIENCE), OVERNIGHT COURIER, PERSONAL DELIVERY, OR ELECTRONIC MAIL TO GCG, INC. SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE AT THE FOLLOWING ADDRESS:

**If sent in the envelope provided
or otherwise by First Class Mail:**

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
P.O. Box 9881
Dublin, Ohio 43017-5781
Attention: Arcapita Bank B.S.C.(c) Ballot Processing

**If sent by Overnight Courier
or Personal Delivery:**

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017-5781
Attention: Arcapita Bank B.S.C.(c) Ballot Processing

If sent by Electronic Mail:

ArcapitaBallotProcessing@gcginc.com
Subject Line: Attention: Arcapita Bank B.S.C.(c) Ballot Processing

DO NOT SEND THE BALLOT BY FAX.

BALLOTS RECEIVED BY FAX OR AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

BALLOT

Item 1. Amount of Class 5(a) General Unsecured Claim.

Voting Amount: The undersigned certifies that, as of the Record Date, the undersigned is the Holder of a Class 5(a) General Unsecured Claim against Arcapita Bank in the following aggregate amount:	
Arcapita Bank B.S.C.(c)	\$ ____ [TO BE PREPRINTED BY GCG] ____

Item 2. Class 5(a) General Unsecured Claims Vote. The undersigned, a Holder of the Class 5(a) General Unsecured Claims against Arcapita Bank set forth in Item 1, votes to (check only one box below):

Accept the Arcapita Bank B.S.C.(c) Plan.

Reject the Arcapita Bank B.S.C.(c) Plan.

Make the Convenience Class Election (to reduce the aggregate amount of Class 5(a) Claims against Arcapita Bank to *lesser* of (i) the aggregate amount of your Allowed Class 5(a) Claims or (ii) \$25,000 and to be treated as a member of Class 6(a)) and **Accept the Arcapita Bank B.S.C.(c) Plan.**

Item 3: Voting Rules.

(a) For purposes of the “numerosity” requirement of section 1126(c) of the Bankruptcy Code based on the number and amount of the Claims of those Creditors who actually vote on the Subplans, separate Claims held by a single Creditor in a particular Class as to a particular Debtor will be aggregated and treated as if the Creditor held one Claim in that Class, and all votes related to the Claim will be treated as a single vote to accept or reject the Subplan. Ballots that fail to conform to the instructions in this Ballot, as provided below, *will not be counted for any purpose*, including the satisfaction of “numerosity” under section 1126(c).

(b) Creditors must vote the full amount of their Claims within a particular Class as to a particular Subplan to either accept or reject the applicable Subplan and may not split their vote as to any single Subplan. A Ballot that partially rejects and partially accepts a Subplan *shall not be counted for any purpose* as to that Subplan.

(c) Any Ballot that both accepts and rejects a Subplan *will not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.

(d) Any Ballot that fails to either accept or reject a Subplan *will not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.

(e) A Ballot which is otherwise properly executed and received prior to the Voting Deadline, that includes a vote to either accept or reject one or more Subplans, but fails to include a vote to either accept or reject another Subplan on which the Creditor is entitled to vote, shall be counted only as to the Subplan on which the Creditor voted *and shall not be counted for any purpose* as to the Subplan on which the Creditor failed to vote.

(f) Unsigned Ballots *will not be counted for any purpose*.

(g) Only Ballots that are timely received prior to the Voting Deadline will be counted. Ballots emailed or postmarked prior to the Voting Deadline, but received after the Voting Deadline, *shall not be counted for any purpose* unless the Debtors, in their sole discretion, elect to accept the Ballot.

(h) Ballots that are not legible, that are not properly completed, that fail to contain sufficient information to permit the identification of the Creditor or the authority of the party acting on behalf of a Creditor, or otherwise do not comply with the instructions in this Ballot, *shall not be counted for any purpose*; unless the Debtors, in their sole discretion permit the voting Creditor to cure any defect or provide the missing information.

(i) If, prior to the Voting Deadline, a Creditor casts more than one Ballot as to the same Claim(s) and as to the same Subplan(s), the last properly executed Ballot received prior to the Voting Deadline shall be deemed to be the Creditor's final vote and shall supersede any prior Ballots. A duplicate Ballot received after the Voting Deadline shall not be counted and shall not supersede any earlier Ballot, except as provided above.

(j) If a Creditor simultaneously submits duplicate Ballots with votes that contradict one another with respect to the same Claim and as to the same Plan or Subplan, then neither Ballot *shall be counted for any purpose as to any Subplan on which the Creditor votes to both accept and reject the Subplan*.

(k) Each Creditor shall be deemed to have voted the full amount of its Claim as to the Plan or any Subplan on which a timely Ballot is received and is counted.

(l) Except as otherwise ordered by the Bankruptcy Court, any issue as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots shall be determined by the Balloting and Claims Agent and the Debtors in their sole discretion, which determination shall be final and binding.

Item 4. Certifications and Acknowledgments. By signing this Ballot, the undersigned acknowledges and certifies that:

(a) as of the Record Date, the undersigned is the Holder of the Class 5(a) General Unsecured Claim(s) set forth in Item 1 hereof, or has the power and authority to act as the agent of the Holder of the Class 5(a) Claim identified in Item 1 and to accept or decline the Convenience Class Election and to vote to accept or reject the Arcapita Bank Subplan on behalf of the Holder of the Claim(s);

(b) the undersigned has been provided with a copy of the Plan and the Disclosure Statement;

(c) the undersigned acknowledges and understands that the solicitation of votes to accept or reject the Arcapita Bank Subplan is subject to all of the terms and conditions set forth in the Disclosure Statement;

(d) the undersigned has carefully read this Ballot and the included instructions and Voting Rules;

(e) if he or it desired to do so, the Holder of the Claim(s) referenced in this Ballot has had the opportunity to consult legal advisers or other advisers before casting his or its vote

(f) the election and vote reflected on this Ballot is binding on its successors, heirs and assigns including, without limitation, any transferee.

Name of Creditor (Please Print): _____

Authorized Signature: _____

Name of Signatory: _____

If by Authorized Agent, Name and Title¹: _____

Street Address: _____

City, State/Territory, Country, Postal Code: _____

Telephone Number: _____

Email Address: _____

Date Signed: _____

If the above address is a change of address, to use that address for future notices and/or distributions under the Plan and/or Subplans, please check one or both of the below boxes:

Future notice mailings; **AND/OR**

Distributions.

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan.

This Ballot shall not constitute or be deemed a Proof of Claim or Interest or an assertion of a Claim or Interest.

THIS BALLOT MUST BE ACTUALLY RECEIVED BY GCG, ON OR BEFORE []:[] [] .M. (PREVAILING U.S. EASTERN TIME), ON [_____] , OR YOUR VOTE WILL NOT BE COUNTED.

IT IS YOUR RESPONSIBILITY TO MAKE SURE THIS BALLOT IS ACTUALLY RECEIVED BY GCG, INC.

¹ If you are casting this Ballot on behalf of another Person or entity, in order for the Ballot to be counted, you must provide the name of the Person or entity, your relationship with the Person or entity and the capacity in which you are casting this Ballot.

EXHIBIT C4
Ballots for Class 5(b)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
: X
IN RE: : Chapter 11
: X
ARCAPITA BANK B.S.C.(c), *et al.*, : Case No. 12-11076 (SHL)
: X
Debtors. : Jointly Administered
: X
----- X

**BALLOT FOR VOTING TO ACCEPT OR REJECT FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF ARCAPITA BANK B.S.C.(c) AND
RELATED DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**BALLOT FOR VOTING CLASS 5(b)
GENERAL UNSECURED CLAIMS AGAINST ARCAPITA INVESTMENT HOLDINGS LIMITED**

YOUR BALLOT MUST BE ACTUALLY
RECEIVED BY THE BALLOTING AND
CLAIMS AGENT BY [] [].M.
(PREVAILING U.S. EASTERN TIME) ON
[] (THE “**VOTING
DEADLINE**”), OR YOUR VOTE WILL
NOT BE COUNTED

This ballot (the “**Ballot**”) is submitted to you by the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) to solicit your vote to accept or reject the *First Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013 (as amended and including all exhibits and supplements, the “**Plan**”) which is described in the accompanying *First Amended Disclosure Statement in Support of the Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013 (as amended and including all exhibits and supplements, the “**Disclosure Statement**”). Capitalized terms used in this Ballot not otherwise defined shall have the meanings given to them in the Plan and the Disclosure Statement.

The Plan consists of seven separate plans of reorganization, one for each Debtor (the “**Subplans**”). This Ballot is being sent to you because, as of the Record Date, as defined in the Plan, you are the Holder of a Class 5(b) General Unsecured Claim(s) against Arcapita Investment Holdings Limited (“**AIHL**”) in the amount as set forth in Item 1 of this Ballot and, accordingly, you have a right to vote to accept or reject the AIHL Subplan. If you also hold a Claim(s) or Interest(s) in a voting Class or Classes *other than* in the Class listed in Item 1, you will receive a separate Ballot(s) for voting your Claim(s) or Interest(s) in that Class. This Ballot may not be used for any purpose other than voting on the AIHL Subplan on account of your Claim(s) in the Class identified in Item 1.

To have your vote counted, you must fully and properly complete, sign, and return this Ballot to GCG, Inc. (“**GCG**” or the “**Balloting and Claims Agent**”) by First Class Mail, overnight mail, personal delivery or electronic mail so that it is actually received by the Voting Deadline above. Do not send your Ballot by fax.

Ballots will only be accepted if sent by First Class Mail, overnight delivery, personal delivery or electronic mail. Ballots will not be accepted by facsimile transmission.

If, prior to the Confirmation hearing, the Debtors or any other party files an objection to the Claim referenced in Item 1 of this Ballot (“**Claim Objection**”), a Ballot voting that Claim will *not* be counted for any

purpose *unless* the Bankruptcy Court first enters an order granting a motion for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure temporarily allowing your Claim for purposes of voting on the AIHL Subplan (a “*Temporary Allowance Request Motion*”). All Temporary Allowance Request Motions must be filed and served as provided in the NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT, (II) DEADLINE FOR VOTING ON PLAN, (III) HEARING TO CONSIDER CONFIRMATION OF PLAN, AND (IV) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN.

Your receipt of this Ballot shall not be deemed to be a waiver of any rights of the Debtors to object to your Claims, any right asserted in any pending Claim Objection or any right later asserted in any subsequent Claim Objection.

The treatment of your Claim and your rights are described in the Disclosure Statement. The Plan is Exhibit A to the Disclosure Statement. Both the Disclosure Statement and the Plan are included in the packet you received with this Ballot (collectively, the “*Solicitation Package*”). You should carefully and thoroughly review the Disclosure Statement and Plan prior to voting. You should consult your legal advisors before voting if you have any questions or concerns as to your rights or the provisions of the Plan.

Additional copies of the Solicitation Package (except Ballots) may be obtained from GCG as follows:

ARCAPITA BANK B.S.C.(c)
C/O GCG
P.O. BOX 9881
DUBLIN, OHIO 43017-5781
TOLL FREE: (800) 762-7029
INTERNATIONAL: (440) 389-7311
EMAIL: ARCAPITABANKINFO@GCGINC.COM
ATTENTION: ARCAPITA BANK B.S.C.(c) BALLOT PROCESSING

If you have any questions about the voting procedures or how to complete this Ballot properly, or if you received a damaged Ballot, please contact GCG.

GCG IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

VOTING INSTRUCTIONS

1. PLEASE REVIEW FOR ACCURACY THE INFORMATION CONTAINED IN ITEM 1 AND COMPLETE ITEM 2 ON THE BALLOT FORM. BEFORE COMPLETING ITEM 2, PLEASE REVIEW THE VOTING RULES SET FORTH IN ITEM 3 ON THE BALLOT FORM.

YOU MAY VOTE EITHER TO ACCEPT OR REJECT THE AIHL SUBPLAN; HOWEVER, YOU MUST VOTE YOUR ENTIRE CLASS 5(b) GENERAL UNSECURED CLAIM TO ACCEPT OR REJECT THE AIHL SUBPLAN AND MAY NOT SPLIT YOUR VOTE.

2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGMENTS IN ITEM 4 ON THE BALLOT FORM.
3. SIGN THE BALLOT AND PROVIDE ALL THE INFORMATION REQUESTED AT THE END OF THE BALLOT FORM.
4. RETURN THE BALLOT BY FIRST CLASS MAIL (AN ENVELOPE ADDRESSED TO GCG, INC. IS ENCLOSED FOR YOUR CONVENIENCE), OVERNIGHT COURIER, PERSONAL DELIVERY, OR ELECTRONIC MAIL TO GCG, INC. SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE AT THE FOLLOWING ADDRESS:

**If sent in the envelope provided
or otherwise by First Class Mail:**

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
P.O. Box 9881
Dublin, Ohio 43017-5781
Attention: Arcapita Bank B.S.C.(c) Ballot Processing

**If sent by Overnight Courier
or Personal Delivery:**

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017-5781
Attention: Arcapita Bank B.S.C.(c) Ballot Processing

If sent by Electronic Mail:

ArcapitaBallotProcessing@gcginc.com
Subject Line: Attention: Arcapita Bank B.S.C.(c) Ballot Processing

DO NOT SEND THE BALLOT BY FAX.

BALLOTS RECEIVED BY FAX OR AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

BALLOT FORM

Item 1. Amount of Class 5(b) General Unsecured Claims.

Voting Amount: The undersigned certifies that as of the Record Date, the undersigned is the Holder of a Class 5(b) General Unsecured Claim against AIHL in the following aggregate amount(s):

Arcapita Investment Holdings Limited \$ _____ [TO BE PREPRINTED BY GCG] _____

Item 2. Class 5(b) General Unsecured Claims Vote. The undersigned, a Holder of a Class 5(b) General Unsecured Claims against AIHL set forth in Item 1, votes to (check either “Accept” or “Reject”):

Accept the Arcapita Investment Holdings Limited Plan.

Reject the Arcapita Investment Holdings Limited Plan.

Item 3: Voting Rules.

(a) For purposes of the “numerosity” requirement of section 1126(c) of the Bankruptcy Code based on the number and amount of the Claims of those Creditors who actually vote on the Subplans, separate Claims held by a single Creditor in a particular Class as to a particular Debtor will be aggregated and treated as if the Creditor held one Claim in that Class, and all votes related to the Claim will be treated as a single vote to accept or reject the Subplan. Ballots that fail to conform to the instructions in this Ballot, as provided below, *will not be counted for any purpose*, including the satisfaction of “numerosity” under section 1126(c).

(b) Creditors must vote the full amount of their Claims within a particular Class as to a particular Subplan to either accept or reject the applicable Subplan and may not split their vote as to any single Subplan. A Ballot that partially rejects and partially accepts a Subplan *shall not be counted for any purpose* as to that Subplan.

(c) Any Ballot that both accepts and rejects a Subplan *will not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.

(d) Any Ballot that fails to either accept or reject a Subplan *will not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.

(e) A Ballot which is otherwise properly executed and received prior to the Voting Deadline, that includes a vote to either assume or reject one or more Subplans, but fails to include a vote to either accept or reject another Subplan on which the Creditor is entitled to vote, shall be counted only as to the Subplan on which the Creditor voted *and shall not be counted for any purpose* as to the Subplan on which the Creditor failed to vote.

(f) Unsigned Ballots *will not be counted for any purpose*.

(g) Only Ballots that are timely received prior to the Voting Deadline will be counted. Ballots emailed or postmarked prior to the Voting Deadline, but received after the Voting Deadline, *shall not be counted for any purpose*, unless the Debtors, in their sole discretion, elect to accept the Ballot.

(h) Ballots that are not legible, that are not properly completed, that fail to contain sufficient information to permit the identification of the Creditor or the authority of the party acting on behalf of a Creditor, or otherwise do not comply with the instructions in this Ballot, *shall not be counted for any purpose* unless the Debtors, in their sole discretion permit the voting Creditor to cure any defect or provide the missing information.

(i) If, prior to the Voting Deadline, a Creditor casts more than one Ballot as to the same Claim(s) and as to the same Subplan(s), the last properly executed Ballot received prior to the Voting Deadline shall be deemed to

be the Creditor's final vote and shall supersede any prior Ballots. A duplicate Ballot received after the Voting Deadline shall not be counted and shall not supersede any earlier Ballot, except as provided above.

(j) If a Creditor simultaneously submits duplicate Ballots with votes that contradict one another with respect to the same Claim and as to the same Plan or Subplan, then neither Ballot *shall be counted for any purpose as to any Subplan on which the Creditor votes to both accept and reject the Subplan.*

(k) Each Creditor shall be deemed to have voted the full amount of its Claim as to the Plan or any Subplan on which a timely Ballot is received and is counted.

(l) Except as otherwise ordered by the Bankruptcy Court, any issue as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots shall be determined by the Balloting and Claims Agent and the Debtors in their sole discretion, which determination shall be final and binding.

Item 4. Certifications and Acknowledgments. By signing this Ballot, the undersigned acknowledges and certifies that:

(a) as of the Record Date, the undersigned was the Holder of the Class 5(b) General Unsecured Claim(s) set forth in Item 1 hereof, or has the power and authority to act as the agent of the Holder of the Claim identified in Item 1 and to vote to accept or reject the Subplan on behalf of the Holder of the Claim(s);

(b) the undersigned has been provided with a copy of the Plan and the Disclosure Statement;

(c) the undersigned acknowledges and understands that the solicitation of votes to accept or reject the Subplan is subject to all of the terms and conditions set forth in the Disclosure Statement;

(d) the undersigned has carefully read this Ballot and the included instructions;

(e) if he or it desired to do so, the Holder of the Claim(s) referenced in this Ballot, had the opportunity to consult legal advisers or other advisers before casting his or its vote; and

(f) the vote reflected on this Ballot is binding on the Holder of the Claim(s) voted by means of this Ballot and binding on the Holder's successors, heirs and assigns including, without limitation, any transferee.

Name of Creditor (Please Print): _____

Authorized Signature: _____

Name of Signatory: _____

If by Authorized Agent, Name and Title¹: _____

Street Address: _____

City, State/Territory, Country, Postal Code: _____

Telephone Number: _____

Email Address: _____

Date Signed: _____

¹ If you are casting this Ballot on behalf of another Person or entity, in order for the Ballot to be counted, you must provide the name of the Person or entity, your relationship with the Person or entity and the capacity in which you are casting this Ballot.

If the above address is a change of address, to use that address for future notices and/or distributions under the Plan and/or Subplans, please check one or both of the below boxes:

Future notice mailings; **AND/OR**

Distributions.

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan.

This Ballot shall not constitute or be deemed a Proof of Claim or Interest or an assertion of a Claim or Interest.

THIS BALLOT MUST BE ACTUALLY RECEIVED BY GCG, ON OR BEFORE []:[] [] .M. (PREVAILING U.S. EASTERN TIME), ON [_____], OR YOUR VOTE WILL NOT BE COUNTED.

IT IS YOUR RESPONSIBILITY TO MAKE SURE THIS BALLOT IS ACTUALLY RECEIVED BY GCG, INC.

EXHIBIT C5
Ballots for Class 5(g)

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)
:
Debtors. : Jointly Administered
:
----- X

**BALLOT FOR VOTING TO ACCEPT OR REJECT FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF ARCAPITA BANK B.S.C.(c) AND
RELATED DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**BALLOT FOR VOTING CLASS 5(g)
GENERAL UNSECURED CLAIMS AGAINST FALCON GAS STORAGE COMPANY, INC.**

YOUR BALLOT MUST BE ACTUALLY
RECEIVED BY THE BALLOTING AND
CLAIMS AGENT BY [] [].M.
(PREVAILING U.S. EASTERN TIME) ON
[] (THE “**VOTING
DEADLINE**”), OR YOUR VOTE WILL
NOT BE COUNTED

This ballot (the “**Ballot**”) is submitted to you by the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) to solicit your vote to accept or reject the *First Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013 (as amended and including all exhibits and supplements, the “**Plan**”) which is described in the accompanying *First Amended Disclosure Statement in Support of the Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013 (as amended and including all exhibits and supplements, the “**Disclosure Statement**”). Capitalized terms used in this Ballot not otherwise defined shall have the meanings given to them in the Plan and the Disclosure Statement.

The Plan consists of seven separate plans of reorganization, one for each Debtor (the “**Subplans**”). This Ballot is being sent to you because, as of the Record Date, as defined in the Plan, you are the Holder of a Class 5(g) General Unsecured Claim against Falcon Gas Storage Company, Inc. (“**Falcon**”) in the amount as set forth in Item 1 of this Ballot and, accordingly, you have a right to vote to accept or reject the Falcon Subplan. If you also hold a Claim(s) or Interest(s) in a voting Class or Classes *other than* in the Class listed in Item 1, you will receive a separate Ballot(s) for voting your Claim(s) or Interest(s) in that Class. This Ballot may not be used for any purpose other than voting on the Falcon Subplan on account of your Class 5(g) Claim identified in Item 1.

To have your vote counted, you must fully and properly complete, sign, and return this Ballot to GCG, Inc. (“**GCG**” or the “**Balloting and Claims Agent**”) by First Class Mail, overnight mail, personal delivery or electronic mail so that it is actually received by the Voting Deadline above. Do not send your Ballot by fax.

Ballots will only be accepted if sent by First Class Mail, overnight delivery, personal delivery or electronic mail. Ballots will not be accepted by facsimile transmission.

If, prior to the Confirmation hearing, the Debtors or any other party files an objection to the Claim referenced in Item 1 of this Ballot (“**Claim Objection**”), a Ballot voting that Claim will *not* be counted for any

purpose *unless* the Bankruptcy Court first enters an order granting a motion for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure temporarily allowing your Claim for purposes of voting on the Falcon Subplan (a “*Temporary Allowance Request Motion*”). All Temporary Allowance Request Motions must be filed and served as provided in the NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT, (II) DEADLINE FOR VOTING ON PLAN, (III) HEARING TO CONSIDER CONFIRMATION OF PLAN, AND (IV) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN.

Your receipt of this Ballot shall not be deemed to be a waiver of any rights of the Debtors to object to your Claim(s), any right asserted in any pending Claim Objection or any right later asserted in any subsequent Claim Objection.

The provisions of the Plan and the treatment of Claims are described in the Disclosure Statement. The Plan is Exhibit A to the Disclosure Statement. Both the Disclosure Statement and the Plan are included in the packet you received with this Ballot (collectively, the “*Solicitation Package*”). You should carefully and thoroughly review the Disclosure Statement and Plan prior to voting. You should consult your legal advisors before voting if you have any questions or concerns as to your rights or the provisions of the Plan.

Additional copies of the Solicitation Package (except Ballots) may be obtained from GCG as follows:

ARCAPITA BANK B.S.C.(c)
C/O GCG
P.O. BOX 9881
DUBLIN, OHIO 43017-5781
TOLL FREE: (800) 762-7029
INTERNATIONAL: (440) 389-7311
EMAIL: ARCAPITABANKINFO@GCGINC.COM
ATTENTION: ARCAPITA BANK B.S.C.(c) BALLOT PROCESSING

If you have any questions about the voting procedures or how to complete this Ballot properly, or if you received a damaged Ballot, please contact GCG.

GCG IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

VOTING INSTRUCTIONS

1. PLEASE REVIEW FOR ACCURACY THE INFORMATION CONTAINED IN ITEM 1 AND COMPLETE ITEM 2 ON THE BALLOT FORM. BEFORE COMPLETING ITEM 2, PLEASE REVIEW THE VOTING RULES SET FORTH IN ITEM 3 ON THE BALLOT FORM.

YOU MAY VOTE EITHER TO ACCEPT OR REJECT THE FALCON SUBPLAN; HOWEVER, YOU MUST VOTE THE ENTIRE AMOUNT OF YOUR CLASS 5(g) GENERAL UNSECURED CLAIM TO ACCEPT OR REJECT THE FALCON SUBPLAN AND MAY NOT SPLIT YOUR VOTE.

2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGMENTS IN ITEM 4 ON THE BALLOT FORM.
3. SIGN THE BALLOT AND PROVIDE ALL THE INFORMATION REQUESTED AT THE END OF THE BALLOT FORM.
4. RETURN THE BALLOT BY FIRST CLASS MAIL (AN ENVELOPE ADDRESSED TO GCG, INC. IS ENCLOSED FOR YOUR CONVENIENCE), OVERNIGHT COURIER, PERSONAL DELIVERY, OR ELECTRONIC MAIL TO GCG, INC. SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE AT THE FOLLOWING ADDRESS:

**If sent in the envelope provided
or otherwise by First Class Mail:**

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
P.O. Box 9881
Dublin, Ohio 43017-5781
Attention: Arcapita Bank B.S.C.(c) Ballot Processing

**If sent by Overnight Courier
or Personal Delivery:**

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017-5781
Attention: Arcapita Bank B.S.C.(c) Ballot Processing

If sent by Electronic Mail:

ArcapitaBallotProcessing@gcginc.com
Subject Line: Attention: Arcapita Bank B.S.C.(c) Ballot Processing

DO NOT SEND THE BALLOT BY FAX.

BALLOTS RECEIVED BY FAX OR AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

BALLOT FORM

Item 1. Amount of Class 5(g) General Unsecured Claims.

Voting Amount: The undersigned certifies that as of the Record Date, the undersigned was the Holder of the Class 5(g) General Unsecured Claims against Falcon in the following aggregate amount:

Falcon Gas Storage Company, Inc. \$ _____ [TO BE PREPRINTED BY GCG] _____

Item 2. Class 5(g) General Unsecured Claims Vote. The undersigned, a Holder of the Class 5(g) General Unsecured Claims against Falcon set forth in Item 1, votes to (check either “Accept” or “Reject”):

Accept the Falcon Gas Storage Company, Inc. Plan.

Reject the Falcon Gas Storage Company, Inc. Plan.

Item 3: Voting Rules.

(a) For purposes of the “numerosity” requirement of section 1126(c) of the Bankruptcy Code based on the number and amount of the Claims of those Creditors who actually vote on the Subplans, separate Claims held by a single Creditor in a particular Class as to a particular Debtor will be aggregated and treated as if the Creditor held one Claim in that Class, and all votes related to the Claim will be treated as a single vote to accept or reject the Subplan. Ballots that fail to conform to the instructions in this Ballot, as provided below, *will not be counted for any purpose*, including the satisfaction of “numerosity” under section 1126(c).

(b) Creditors must vote the full amount of their Claims within a particular Class as to a particular Subplan to either accept or reject the applicable Subplan and may not split their vote as to any single Subplan. A Ballot that partially rejects and partially accepts a Subplan *shall not be counted for any purpose* as to that Subplan.

(c) Any Ballot that both accepts and rejects a Subplan *will not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.

(d) Any Ballot that fails to either accept or reject a Subplan *will not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.

(e) A Ballot which is otherwise properly executed and received prior to the Voting Deadline, that includes a vote to either assume or reject one or more Subplans, but fails to include a vote to either accept or reject another Subplan on which the Creditor is entitled to vote, shall be counted only as to the Subplan on which the Creditor voted *and shall not be counted for any purpose* as to the Subplan on which the Creditor failed to vote.

(f) Unsigned Ballots *will not be counted for any purpose*.

(g) Only Ballots that are timely received prior to the Voting Deadline will be counted. Ballots emailed or postmarked prior to the Voting Deadline, but received after the Voting Deadline, *shall not be counted for any purpose*, unless the Debtors, in their sole discretion, elect to accept the Ballot.

(h) Ballots that are not legible, that are not properly completed, that fail to contain sufficient information to permit the identification of the Creditor or the authority of the party acting on behalf of a Creditor, or otherwise do not comply with the instructions in this Ballot, *shall not be counted for any purpose* unless the Debtors, in their sole discretion permit the voting Creditor to cure any defect or provide the missing information.

(i) If, prior to the Voting Deadline, a Creditor casts more than one Ballot as to the same Claim(s) and as to the same Subplan(s), the last properly executed Ballot received prior to the Voting Deadline shall be deemed to

be the Creditor's final vote and shall supersede any prior Ballots. A duplicate Ballot received after the Voting Deadline shall not be counted and shall not supersede any earlier Ballot, except as provided above.

(j) If a Creditor simultaneously submits duplicate Ballots with votes that contradict one another with respect to the same Claim and as to the same Plan or Subplan, then neither Ballot *shall be counted for any purpose as to any Subplan on which the Creditor votes to both accept and reject the Subplan.*

(k) Each Creditor shall be deemed to have voted the full amount of its Claim as to the Plan or any Subplan on which a timely Ballot is received and is counted.

(l) Except as otherwise ordered by the Bankruptcy Court, any issue as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots shall be determined by the Balloting and Claims Agent and the Debtors in their sole discretion, which determination shall be final and binding.

Item 4. Certifications and Acknowledgments. By signing this Ballot, the undersigned acknowledges and certifies that:

(a) as of the Record Date, the undersigned was the Holder of the Class 5(g) General Unsecured Claim(s) set forth in Item 1 hereof, or has the power and authority to act as the agent of the Holder of the Claim identified in Item 1 and to vote to accept or reject the Subplan on behalf of the Holder of the Claim(s);

(b) the undersigned has been provided with a copy of the Plan and the Disclosure Statement;

(c) the undersigned acknowledges and understands that the solicitation of votes to accept or reject the Subplan is subject to all of the terms and conditions set forth in the Disclosure Statement;

(d) the undersigned has carefully read this Ballot and the included instructions;

(e) if he or it desired to do so, the Holder of the Claim(s) referenced in this Ballot, had the opportunity to consult legal advisers or other advisers before casting his or its vote; and

(f) the vote reflected on this Ballot is binding on the Holder of the Claim(s) voted by means of this Ballot and binding on the Holder's successors, heirs and assigns including, without limitation, any transferee.

Name of Creditor (Please Print): _____

Authorized Signature: _____

Name of Signatory: _____

If by Authorized Agent, Name and Title¹: _____

Street Address: _____

City, State/Territory, Country, Postal Code: _____

Telephone Number: _____

Email Address: _____

Date Signed: _____

¹ If you are casting this Ballot on behalf of another Person or entity, in order for the Ballot to be counted, you must provide the name of the Person or entity, your relationship with the Person or entity and the capacity in which you are casting this Ballot.

If the above address is a change of address, to use that address for future notices and/or distributions under the Plan and/or Subplans, please check one or both of the below boxes:

Future notice mailings; **AND/OR**

Distributions.

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan.

This Ballot shall not constitute or be deemed a Proof of Claim or Interest or an assertion of a Claim or Interest.

THIS BALLOT MUST BE ACTUALLY RECEIVED BY GCG, ON OR BEFORE []:[] [] .M. (PREVAILING U.S. EASTERN TIME), ON [_____], OR YOUR VOTE WILL NOT BE COUNTED.

IT IS YOUR RESPONSIBILITY TO MAKE SURE THIS BALLOT IS ACTUALLY RECEIVED BY GCG, INC.

EXHIBIT C6
Ballots for Classes 7(a)-(b), (g)

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)
:
Debtors. : Jointly Administered
:
----- X

**BALLOT FOR VOTING TO ACCEPT OR REJECT FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF ARCAPITA BANK B.S.C.(c) AND
RELATED DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

BALLOT FOR VOTING CLASSES 7(a), (b) AND (g) INTERCOMPANY CLAIMS

YOUR BALLOT MUST BE ACTUALLY
RECEIVED BY THE BALLOTING AND
CLAIMS AGENT BY [] [].M.
(PREVAILING U.S. EASTERN TIME) ON
[] (THE “**VOTING
DEADLINE**”), OR YOUR VOTE WILL
NOT BE COUNTED

This ballot (the “**Ballot**”) is submitted to you by the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) to solicit your vote to accept or reject the *First Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013 (as amended and including all exhibits and supplements, the “**Plan**”) which is described in the accompanying *First Amended Disclosure Statement in Support of the Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013 (as amended and including all exhibits and supplements, the “**Disclosure Statement**”). Capitalized terms used in this Ballot not otherwise defined shall have the meanings given to them in the Plan and the Disclosure Statement.

The Plan consists of seven separate plans of reorganization, one for each Debtor (the “**Subplans**”). This Ballot is being sent to you because, as of the Record Date, as defined in the Plan, you are the Holder of a Claim(s) in the Class, in the amount and against the Debtor(s) as set forth in Item 1 of this Ballot and, accordingly, you have a right to vote to accept or reject the Subplans of the Debtor(s) identified in Item 1. If you also hold a Claim(s) or Interest(s) in a voting Class or Classes *other than* in the Class listed in Item 1, you will receive a separate Ballot(s) for voting your Claim(s) or Interest(s) in that Class. This Ballot may not be used for any purpose other than voting on the Plan or Subplans on account of your Claim(s) in the Class identified in Item 1.

If Item 1 reflects that you have Claims against more than one Debtor, you may separately vote your Claim to accept or reject the Subplans of any Debtor listed in Item 1. (See Item 3 below.) Alternatively, you may vote once to accept or reject *all* Subplans on which you are entitled to vote as identified in Item 1, and have your single vote apply to all Subplans. (See Item 2 below.) To have your vote counted, you must fully and properly complete, sign, and return this Ballot to GCG, Inc. (“**GCG**” or the “**Balloting and Claims Agent**”) by First Class Mail, overnight mail, personal delivery or electronic mail so that it is actually received by the Voting Deadline above. Do not send your Ballot by fax.

Ballots will only be accepted if sent by First Class Mail, overnight delivery, personal delivery or electronic mail. Ballots will not be accepted by facsimile transmission.

If, prior to the Confirmation hearing, the Debtors or any other party files an objection to the Claim referenced in Item 1 of this Ballot (“**Claim Objection**”), a Ballot voting that Claim will *not* be counted for any purpose *unless* the Bankruptcy Court first enters an order granting a motion for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure temporarily allowing your Claim for purposes of voting on the Plan or Subplans (a “**Temporary Allowance Request Motion**”). All Temporary Allowance Request Motions must be filed and served as provided in the NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT, (II) DEADLINE FOR VOTING ON PLAN, (III) HEARING TO CONSIDER CONFIRMATION OF PLAN, AND (IV) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN.

Your receipt of this Ballot shall not be deemed to be a waiver of any rights of the Debtors to object to your Claims, any right asserted in any pending Claim Objection or any right later asserted in any subsequent Claim Objection.

The provisions of the Plan and the treatment of Claims are described in the Disclosure Statement. The Plan is Exhibit A to the Disclosure Statement. Both the Disclosure Statement and the Plan are included in the packet you received with this Ballot (collectively, the “**Solicitation Package**”). You should carefully and thoroughly review the Disclosure Statement and Plan prior to voting. You should consult your legal advisors before voting if you have any questions or concerns as to your rights or the provisions of the Plan.

Additional copies of the Solicitation Package (except Ballots) may be obtained from GCG as follows:

ARCAPITA BANK B.S.C.(c)
C/O GCG
P.O. BOX 9881
DUBLIN, OHIO 43017-5781
TOLL FREE: (800) 762-7029
INTERNATIONAL: (440) 389-7311
EMAIL: ARCAPITABANKINFO@GCGINC.COM
ATTENTION: ARCAPITA BANK B.S.C.(c) BALLOT PROCESSING

If you have any questions about the voting procedures or how to complete this Ballot properly, or if you received a damaged Ballot, please contact GCG.

GCG IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

VOTING INSTRUCTIONS

1. PLEASE REVIEW FOR ACCURACY THE INFORMATION CONTAINED IN ITEM 1 AND COMPLETE EITHER ITEM 2 OR ITEM 3 ON THE BALLOT FORM. BEFORE COMPLETING SUCH ITEMS, PLEASE REVIEW THE VOTING RULES SET FORTH IN ITEM 4 ON THE BALLOT FORM.
 - A. COMPLETE ITEM 2 IF YOU WISH TO VOTE ALL OF YOUR INTERCOMPANY CLAIMS EITHER TO ACCEPT OR REJECT ALL OF THE LISTED SUBPLANS.
 - B. COMPLETE ITEM 3 IF YOU WISH TO VOTE SEPARATELY AS TO THE SUBPLAN APPLICABLE TO EACH DEBTOR. WITH RESPECT TO EACH DEBTOR, YOU MAY VOTE EITHER TO ACCEPT OR REJECT THE APPLICABLE SUBPLAN; HOWEVER, YOU MUST VOTE YOUR ENTIRE INTERCOMPANY CLAIM EITHER TO ACCEPT OR TO REJECT EACH SUBPLAN, AND YOU MAY NOT SPLIT YOUR VOTE AS TO A SINGLE DEBTOR'S SUBPLAN.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGMENTS IN ITEM 5 ON THE BALLOT FORM.
3. SIGN THE BALLOT AND PROVIDE ALL THE INFORMATION REQUESTED AT THE END OF THE BALLOT FORM.
4. RETURN THE BALLOT BY FIRST CLASS MAIL (AN ENVELOPE ADDRESSED TO GCG, INC. IS ENCLOSED FOR YOUR CONVENIENCE), OVERNIGHT COURIER, PERSONAL DELIVERY, OR ELECTRONIC MAIL TO GCG, INC. SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE AT THE FOLLOWING ADDRESS:

**If sent in the envelope provided
or otherwise by First Class Mail:**

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
P.O. Box 9881
Dublin, Ohio 43017-5781
Attention: Arcapita Bank B.S.C.(c) Ballot Processing

**If sent by Overnight Courier
or Personal Delivery:**

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017-5781
Attention: Arcapita Bank B.S.C.(c) Ballot Processing

If sent by Electronic Mail:

ArcapitaBallotProcessing@gcginc.com
Subject Line: Attention: Arcapita Bank B.S.C.(c) Ballot Processing

DO NOT SEND THE BALLOT BY FAX.

BALLOTS RECEIVED BY FAX OR AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

BALLOT FORM

Item 1. Amount of Classes 7(a), (b) and (g) Intercompany Claims.

Voting Amount: The undersigned certifies that as of the Record Date, the undersigned was the Holder of Intercompany Claims in the following aggregate amount(s):	
Arcapita Bank B.S.C.(c)	\$ ____ [TO BE PREPRINTED BY GCG] ____
Arcapita Investment Holdings Limited	\$ ____ [TO BE PREPRINTED BY GCG] ____
Falcon Gas Storage Company, Inc.	\$ ____ [TO BE PREPRINTED BY GCG] ____

Item 2. Classes 7(a), (b) and (g) Intercompany Claims Vote as to all Subplans. The undersigned, a Holder of Intercompany Claims set forth in Item 1, votes to (check either “Accept” or “Reject.”):

- Accept** all Subplans.
 Reject all Subplans.

Item 3. Classes 7(a), (b) and (g) Intercompany Claims Vote as to Individual Subplans.

NOTE: You should only complete Item 3 if you did not complete Item 2. Do not complete both.

A. Class 7(a) Arcapita Bank B.S.C.(c) Intercompany Claims Vote. The undersigned, a Holder of Intercompany Claims against Arcapita Bank B.S.C.(c) in the aggregate amount set forth in Item 1, votes to (check either “Accept” or “Reject.”):

- Accept** the Arcapita Bank B.S.C.(c) Plan.
 Reject the Arcapita Bank B.S.C.(c) Plan.

B. Class 7(b) Arcapita Investment Holdings Limited Intercompany Claims Vote. The undersigned, a Holder of Intercompany Claims against Arcapita Investment Holdings Limited in the aggregate amount set forth in Item 1, votes to (check either “Accept” or “Reject.”):

- Accept** the Arcapita Investment Holdings Limited Plan.
 Reject the Arcapita Investment Holdings Limited Plan.

C. Class 7(g) Falcon Gas Storage Company, Inc. Intercompany Claims Vote. The undersigned, a Holder of Intercompany Claims against Falcon Gas Storage Company, Inc. in the aggregate amount set forth in Item 1, votes to (check either “Accept” or “Reject.”):

- Accept** the Falcon Gas Storage Company, Inc. Plan.
 Reject the Falcon Gas Storage Company, Inc. Plan.

Item 4: Voting Rules.

(a) For purposes of the “numerosity” requirement of section 1126(c) of the Bankruptcy Code based on the number and amount of the Claims of those Creditors who actually vote on the Subplans, separate Claims held by a single Creditor in a particular Class as to a particular Debtor will be aggregated and treated as if the Creditor held one Claim in that Class, and all votes related to the Claim will be treated as a single vote to accept or reject the Subplan. Ballots that fail to conform to the instructions in this Ballot, as provided below, *will not be counted for any purpose*, including the satisfaction of “numerosity” under section 1126(c).

(b) Creditors must vote the full amount of their Claims within a particular Class as to a particular Subplan to either accept or reject the applicable Subplan and may not split their vote as to any single Subplan. A Ballot that partially rejects and partially accepts a Subplan *shall not be counted for any purpose* as to that Subplan.

(c) Any Ballot that both accepts and rejects a Subplan *will not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.

(d) Any Ballot that fails to either accept or reject a Subplan *will not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.

(e) A Ballot which is otherwise properly executed and received prior to the Voting Deadline, that includes a vote to either assume or reject one or more Subplans, but fails to include a vote to either accept or reject another Subplan on which the Creditor is entitled to vote, shall be counted only as to the Subplan on which the Creditor voted *and shall not be counted for any purpose* as to the Subplan on which the Creditor failed to vote.

(f) Unsigned Ballots *will not be counted for any purpose*.

(g) Only Ballots that are timely received prior to the Voting Deadline will be counted. Ballots emailed or postmarked prior to the Voting Deadline, but received after the Voting Deadline, *shall not be counted for any purpose*, unless the Debtors, in their sole discretion, elect to accept the Ballot.

(h) Ballots that are not legible, that are not properly completed, that fail to contain sufficient information to permit the identification of the Creditor or the authority of the party acting on behalf of a Creditor, or otherwise do not comply with the instructions in this Ballot, *shall not be counted for any purpose* unless the Debtors, in their sole discretion permit the voting Creditor to cure any defect or provide the missing information.

(i) If, prior to the Voting Deadline, a Creditor casts more than one Ballot as to the same Claim(s) and as to the same Subplan(s), the last properly executed Ballot received prior to the Voting Deadline shall be deemed to be the Creditor’s final vote and shall supersede any prior Ballots. A duplicate Ballot received after the Voting Deadline shall not be counted and shall not supersede any earlier Ballot, except as provided above.

(j) If a Creditor simultaneously submits duplicate Ballots with votes that contradict one another with respect to the same Claim and as to the same Plan or Subplan, then neither Ballot *shall be counted for any purpose as to any Subplan on which the Creditor votes to both accept and reject the Subplan*.

(k) Each Creditor shall be deemed to have voted the full amount of its Claim as to the Plan or any Subplan on which a timely Ballot is received and is counted.

(l) Except as otherwise ordered by the Bankruptcy Court, any issue as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots shall be determined by the Balloting and Claims Agent and the Debtors in their sole discretion, which determination shall be final and binding.

Item 5. Certifications and Acknowledgments. By signing this Ballot, the undersigned acknowledges and certifies that:

(a) as of the Record Date, the undersigned is the Holder of the Class 7 Intercompany Claim(s) set forth in Item 1 hereof, or has the power and authority to act as the agent of the Holder of the Claim identified in Item 1 and to vote to accept or reject the Plan or Subplans on behalf of the Holder of the Claim(s);

(b) the undersigned has been provided with a copy of the Plan and the Disclosure Statement;

(c) the undersigned acknowledges and understands that the solicitation of votes to accept or reject the Plan or Subplans is subject to all of the terms and conditions set forth in the Disclosure Statement;

(d) the undersigned has carefully read this Ballot and the included instructions;

(e) if he or it desired to do so, the Holder of the Claim(s) referenced in this Ballot, had the opportunity to consult legal advisers or other advisers before casting his or its vote; and

(f) the vote reflected on this Ballot is binding on the Holder of the Claim(s) voted by means of this Ballot and binding on the Holder's successors, heirs and assigns including, without limitation, any transferee.

Name of Creditor (Please Print): _____

Authorized Signature: _____

Name of Signatory: _____

If by Authorized Agent, Name and Title¹: _____

Street Address: _____

City, State/Territory, Country, Postal Code: _____

Telephone Number: _____

Email Address: _____

Date Signed: _____

If the above address is a change of address, to use that address for future notices and/or distributions under the Plan and/or Subplans, please check one or both of the below boxes:

Future notice mailings; **AND/OR**

Distributions.

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan.

This Ballot shall not constitute or be deemed a Proof of Claim or Interest or an assertion of a Claim or Interest.

THIS BALLOT MUST BE ACTUALLY RECEIVED BY GCG, ON OR BEFORE []:[] [] .M. (PREVAILING U.S. EASTERN TIME), ON [_____], OR YOUR VOTE WILL NOT BE COUNTED.

IT IS YOUR RESPONSIBILITY TO MAKE SURE THIS BALLOT IS ACTUALLY RECEIVED BY GCG, INC.

¹ If you are casting this Ballot on behalf of another Person or entity, in order for the Ballot to be counted, you must provide the name of the Person or entity, your relationship with the Person or entity and the capacity in which you are casting this Ballot.

EXHIBIT C7
Ballots for Classes 8(a) and 8 (g)

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)
:
:
Debtors. : Jointly Administered
:
:
----- X

**BALLOT FOR VOTING TO ACCEPT OR REJECT FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF ARCAPITA BANK B.S.C.(c) AND
RELATED DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

BALLOT FOR VOTING CLASSES 8(a) AND 8(g) SUBORDINATED CLAIMS

YOUR BALLOT MUST BE ACTUALLY
RECEIVED BY THE BALLOTING AND
CLAIMS AGENT BY [] [].M.
(PREVAILING U.S. EASTERN TIME) ON
[] (THE “**VOTING
DEADLINE**”), OR YOUR VOTE WILL
NOT BE COUNTED

This ballot (the “**Ballot**”) is submitted to you by the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) to solicit your vote to accept or reject the *First Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013 (as amended and including all exhibits and supplements, the “**Plan**”) which is described in the accompanying *First Amended Disclosure Statement in Support of the Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013 (as amended and including all exhibits and supplements, the “**Disclosure Statement**”). Capitalized terms used in this Ballot not otherwise defined shall have the meanings given to them in the Plan and the Disclosure Statement.

The Plan consists of seven separate plans of reorganization, one for each Debtor (the “**Subplans**”). This Ballot is being sent to you because, as of the Record Date, as defined in the Plan, you are the Holder of a Claim(s) in the Class, in the amount and against the Debtor(s) as set forth in Item 1 of this Ballot and, accordingly, you have a right to vote to accept or reject the Subplans of the Debtor(s) identified in Item 1. If you also hold a Claim(s) or Interest(s) in a voting Class or Classes *other than* in the Class listed in Item 1, you will receive a separate Ballot(s) for voting your Claim(s) or Interest(s) in that Class. This Ballot may not be used for any purpose other than voting on the Plan or Subplans on account of your Claim(s) in the Class identified in Item 1.

If Item 1 reflects that you have Claims against more than one Debtor, you may separately vote your Claim to accept or reject the Subplans of any Debtor listed in Item 1. (See Item 3 below.) Alternatively, you may vote once to accept or reject *all* Subplans on which you are entitled to vote as identified in Item 1, and have your single vote apply to all Subplans. (See Item 2 below.) To have your vote counted, you must fully and properly complete, sign, and return this Ballot to GCG, Inc. (“**GCG**” or the “**Balloting and Claims Agent**”) by First Class Mail, overnight mail, personal delivery or electronic mail so that it is actually received by the Voting Deadline above. Do not send your Ballot by fax.

Ballots will only be accepted if sent by First Class Mail, overnight delivery, personal delivery or electronic mail. Ballots will not be accepted by facsimile transmission.

If, prior to the Confirmation hearing, the Debtors or any other party files an objection to the Claim referenced in Item 1 of this Ballot (“*Claim Objection*”), a Ballot voting that Claim will *not* be counted for any purpose *unless* the Bankruptcy Court first enters an order granting a motion for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure temporarily allowing your Claim for purposes of voting on the Plan or Subplans (a “*Temporary Allowance Request Motion*”). All Temporary Allowance Request Motions must be filed and served as provided in the NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT, (II) DEADLINE FOR VOTING ON PLAN, (III) HEARING TO CONSIDER CONFIRMATION OF PLAN, AND (IV) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN.

Your receipt of this Ballot shall not be deemed to be a waiver of any rights of the Debtors to object to your Claims, any right asserted in any pending Claim Objection or any right later asserted in any subsequent Claim Objection.

The provisions of the Plan and the treatment of Claims are described in the Disclosure Statement. The Plan is Exhibit A to the Disclosure Statement. Both the Disclosure Statement and the Plan are included in the packet you received with this Ballot (collectively, the “*Solicitation Package*”). You should carefully and thoroughly review the Disclosure Statement and Plan prior to voting. You should consult your legal advisors before voting if you have any questions or concerns as to your rights or the provisions of the Plan.

Additional copies of the Solicitation Package (except Ballots) may be obtained from GCG as follows:

ARCAPITA BANK B.S.C.(c)
C/O GCG
P.O. BOX 9881
DUBLIN, OHIO 43017-5781
TOLL FREE: (800) 762-7029
INTERNATIONAL: (440) 389-7311
EMAIL: ARCAPITABANKINFO@GCGINC.COM
ATTENTION: ARCAPITA BANK B.S.C.(c) BALLOT PROCESSING

If you have any questions about the voting procedures or how to complete this Ballot properly, or if you received a damaged Ballot, please contact GCG.

GCG IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

VOTING INSTRUCTIONS

1. PLEASE REVIEW THE INFORMATION CONTAINED IN ITEM 1 FOR ACCURACY AND VOTE BY COMPLETING *EITHER* ITEM 2 OR ITEM 3 ON THE BALLOT FORM. BEFORE COMPLETING SUCH ITEMS, PLEASE REVIEW THE VOTING RULES SET FORTH IN ITEM 4 ON THE BALLOT FORM.
 - A. COMPLETE ITEM 2 IF YOU WISH TO VOTE ALL OF YOUR SUBORDINATED CLAIMS EITHER TO ACCEPT OR REJECT ALL OF THE LISTED SUBPLANS.
 - B. COMPLETE ITEM 3 IF YOU WISH TO VOTE SEPARATELY AS TO THE SUBPLAN APPLICABLE TO EACH DEBTOR. WITH RESPECT TO EACH DEBTOR, YOU MAY VOTE EITHER TO ACCEPT OR REJECT THE APPLICABLE SUBPLAN; HOWEVER, YOU MUST VOTE YOUR ENTIRE SUBORDINATED CLAIM EITHER TO ACCEPT OR TO REJECT EACH SUBPLAN, AND YOU MAY NOT SPLIT YOUR VOTE AS TO A SINGLE DEBTOR'S SUBPLAN.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGMENTS IN ITEM 5 ON THE BALLOT FORM.
3. SIGN THE BALLOT AND PROVIDE ALL THE INFORMATION REQUESTED AT THE END OF THE BALLOT FORM.
4. RETURN THE BALLOT BY FIRST CLASS MAIL (AN ENVELOPE ADDRESSED TO GCG, INC. IS ENCLOSED FOR YOUR CONVENIENCE), OVERNIGHT COURIER, PERSONAL DELIVERY, OR ELECTRONIC MAIL TO GCG, INC. SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE AT THE FOLLOWING ADDRESS:

**If sent in the envelope provided
or otherwise by First Class Mail:**

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
P.O. Box 9881
Dublin, Ohio 43017-5781
Attention: Arcapita Bank B.S.C.(c) Ballot Processing

**If sent by Overnight Courier
or Personal Delivery:**

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017-5781
Attention: Arcapita Bank B.S.C.(c) Ballot Processing

If sent by Electronic Mail:

ArcapitaBallotProcessing@gcginc.com
Subject Line: Attention: Arcapita Bank B.S.C.(c) Ballot Processing

DO NOT SEND THE BALLOT BY FAX.

BALLOTS RECEIVED BY FAX OR AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

BALLOT FORM

Item 1. Amount of Classes 8(a) and 8(g) Subordinated Claims.

Voting Amount: The undersigned certifies that as of the Record Date, the undersigned was the Holder of Subordinated Claims in the following aggregate amount(s):	
Arcapita Bank B.S.C.(c)	\$ ____ [TO BE PREPRINTED BY GCG] ____
Falcon Gas Storage Company, Inc.	\$ ____ [TO BE PREPRINTED BY GCG] ____

Item 2. Classes 8(a) and 8(g) Subordinated Claims Vote as to all Subplans. The undersigned, a Holder of Subordinated Claims set forth in Item 1, votes to (check either “Accept” or “Reject.”):

- | | |
|--|--|
| <input type="checkbox"/> Accept all Subplans. | <input type="checkbox"/> Reject all Subplans. |
|--|--|

Item 3. Classes 8(a) and 8(g) Subordinated Claims Vote as to Individual Subplans.

NOTE: You should only complete Item 3 if you did not complete Item 2. Do not complete both.

A. Class 8(a) Arcapita Bank B.S.C.(c) Subordinated Claims Vote. The undersigned, a Holder of Subordinated Claims against Arcapita Bank B.S.C.(c) in the aggregate amount set forth in Item 1, votes to (check either “Accept” or “Reject.”):

- | | |
|--|--|
| <input type="checkbox"/> Accept the Arcapita Bank B.S.C.(c) Plan. | <input type="checkbox"/> Reject the Arcapita Bank B.S.C.(c) Plan. |
|--|--|

B. Class 8(g) Falcon Gas Storage Company, Inc. Subordinated Claims Vote. The undersigned, a Holder of Subordinated Claims against Falcon Gas Storage Company, Inc. in the aggregate amount set forth in Item 1, votes to (check either “Accept” or “Reject.”):

- | | |
|---|---|
| <input type="checkbox"/> Accept the Falcon Gas Storage Company, Inc. Plan. | <input type="checkbox"/> Reject the Falcon Gas Storage Company, Inc. Plan. |
|---|---|

Item 4: Voting Rules.

(a) For purposes of the “numerosity” requirement of section 1126(c) of the Bankruptcy Code based on the number and amount of the Claims of those Creditors who actually vote on the Subplans, separate Claims held by a single Creditor in a particular Class as to a particular Debtor will be aggregated and treated as if the Creditor held one Claim in that Class, and all votes related to the Claim will be treated as a single vote to accept or reject the Subplan. Ballots that fail to conform to the instructions in this Ballot, as provided below, *will not be counted for any purpose*, including the satisfaction of “numerosity” under section 1126(c).

(b) Creditors must vote the full amount of their Claims within a particular Class as to a particular Subplan to either accept or reject the applicable Subplan and may not split their vote as to any single Subplan. A Ballot that partially rejects and partially accepts a Subplan *shall not be counted for any purpose* as to that Subplan.

(c) Any Ballot that both accepts and rejects a Subplan *will not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.

(d) Any Ballot that fails to either accept or reject a Subplan *will not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.

(e) A Ballot which is otherwise properly executed and received prior to the Voting Deadline, that includes a vote to either assume or reject one or more Subplans, but fails to include a vote to either accept or reject another Subplan on which the Creditor is entitled to vote, shall be counted only as to the Subplan on which the Creditor voted *and shall not be counted for any purpose* as to the Subplan on which the Creditor failed to vote.

(f) Unsigned Ballots *will not be counted for any purpose*.

(g) Only Ballots that are timely received prior to the Voting Deadline will be counted. Ballots emailed or postmarked prior to the Voting Deadline, but received after the Voting Deadline, *shall not be counted for any purpose*, unless the Debtors, in their sole discretion, elect to accept the Ballot.

(h) Ballots that are not legible, that are not properly completed, that fail to contain sufficient information to permit the identification of the Creditor or the authority of the party acting on behalf of a Creditor, or otherwise do not comply with the instructions in this Ballot, *shall not be counted for any purpose* unless the Debtors, in their sole discretion permit the voting Creditor to cure any defect or provide the missing information.

(i) If, prior to the Voting Deadline, a Creditor casts more than one Ballot as to the same Claim(s) and as to the same Subplan(s), the last properly executed Ballot received prior to the Voting Deadline shall be deemed to be the Creditor's final vote and shall supersede any prior Ballots. A duplicate Ballot received after the Voting Deadline shall not be counted and shall not supersede any earlier Ballot, except as provided above.

(j) If a Creditor simultaneously submits duplicate Ballots with votes that contradict one another with respect to the same Claim and as to the same Plan or Subplan, then neither Ballot *shall be counted for any purpose as to any Subplan on which the Creditor votes to both accept and reject the Subplan*.

(k) Each Creditor shall be deemed to have voted the full amount of its Claim as to the Plan or any Subplan on which a timely Ballot is received and is counted.

(l) Except as otherwise ordered by the Bankruptcy Court, any issue as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots shall be determined by the Balloting and Claims Agent and the Debtors in their sole discretion, which determination shall be final and binding.

Item 5. Certifications and Acknowledgments. By signing this Ballot, the undersigned acknowledges and certifies that:

(a) as of the Record Date, the undersigned is the Holder of the Class 8 Subordinated Claim(s) set forth in Item 1 hereof, or has the power and authority to act as the agent of the Holder of the Claim identified in Item 1 and to vote to accept or reject the Plan or Subplans on behalf of the Holder of the Claim(s);

(b) the undersigned has been provided with a copy of the Plan and the Disclosure Statement;

(c) the undersigned acknowledges and understands that the solicitation of votes to accept or reject the Plan or Subplans is subject to all of the terms and conditions set forth in the Disclosure Statement;

(d) the undersigned has carefully read this Ballot and the included instructions;

(e) if he or it desired to do so, the Holder of the Claim(s) referenced in this Ballot, had the opportunity to consult legal advisers or other advisers before casting his or its vote; and

(f) the vote reflected on this Ballot is binding on the Holder of the Claim(s) voted by means of this Ballot and binding on the Holder's successors, heirs and assigns including, without limitation, any transferee.

Name of Creditor (Please Print): _____

Authorized Signature: _____

Name of Signatory: _____

If by Authorized Agent, Name and Title¹: _____

Street Address: _____

City, State/Territory, Country, Postal Code: _____

Telephone Number: _____

Email Address: _____

Date Signed: _____

If the above address is a change of address, to use that address for future notices and/or distributions under the Plan and/or Subplans, please check one or both of the below boxes:

Future notice mailings; **AND/OR**

Distributions.

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan.

This Ballot shall not constitute or be deemed a Proof of Claim or Interest or an assertion of a Claim or Interest.

THIS BALLOT MUST BE ACTUALLY RECEIVED BY GCG, ON OR BEFORE []:[] [] .M. (PREVAILING U.S. EASTERN TIME), ON [_____], OR YOUR VOTE WILL NOT BE COUNTED.

IT IS YOUR RESPONSIBILITY TO MAKE SURE THIS BALLOT IS ACTUALLY RECEIVED BY GCG, INC.

¹ If you are casting this Ballot on behalf of another Person or entity, in order for the Ballot to be counted, you must provide the name of the Person or entity, your relationship with the Person or entity and the capacity in which you are casting this Ballot.

EXHIBIT C8
Ballots for Class 9(g)

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)
Debtors. : Jointly Administered
----- X

**BALLOT FOR VOTING TO ACCEPT OR REJECT FIRST AMENDED
JOINT PLAN OF REORGANIZATION OF ARCAPITA BANK B.S.C.(c) AND
RELATED DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

**BALLOT FOR VOTING CLASS 9(g)
INTERESTS IN FALCON GAS STORAGE COMPANY, INC.**

YOUR BALLOT MUST BE ACTUALLY
RECEIVED BY THE BALLOTING AND
CLAIMS AGENT BY [] [].M.
(PREVAILING U.S. EASTERN TIME) ON
[] (THE “**VOTING
DEADLINE**”), OR YOUR VOTE WILL
NOT BE COUNTED

This ballot (the “**Ballot**”) is submitted to you by the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) to solicit your vote to accept or reject the *First Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013 (as amended and including all exhibits and supplements, the “**Plan**”) which is described in the accompanying *First Amended Disclosure Statement in Support of the Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013 (as amended and including all exhibits and supplements, the “**Disclosure Statement**”). Capitalized terms used in this Ballot not otherwise defined shall have the meanings given to them in the Plan and the Disclosure Statement.

The Plan consists of seven separate plans of reorganization, one for each Debtor (the “**Subplans**”). This Ballot is being sent to you because, as of the Record Date, as defined in the Plan, you are the Holder of a Class 9(g) Interest in Falcon Gas Storage Company, Inc. (“**Falcon**”) in the amount as set forth in Item 1 of this Ballot and, accordingly, you have a right to vote to accept or reject the Falcon Subplan. If you also hold a Claim(s) or Interest(s) in a voting Class or Classes *other than* the Class listed in Item 1, you will receive a separate Ballot(s) for voting your Claim(s) or Interest(s) in that Class. This Ballot may not be used for any purpose other than voting on the Plan or Subplans on account of your Interest in the Class identified in Item 1.

To have your vote counted, you must fully and properly complete, sign, and return this Ballot to GCG, Inc. (“**GCG**” or the “**Balloting and Claims Agent**”) by First Class Mail, overnight mail, personal delivery or electronic mail so that it is actually received by the Voting Deadline above. Do not send your Ballot by fax.

Ballots will only be accepted if sent by First Class Mail, overnight delivery, personal delivery or electronic mail. Ballots will not be accepted by facsimile transmission.

If, prior to the Confirmation hearing, the Debtors or any other party files an objection to the Interest referenced in Item 1 of this Ballot (“**Interest Objection**”), a Ballot voting such Interest will *not* be counted for any purpose *unless* the Bankruptcy Court first enters an order granting a motion for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure temporarily allowing your Interest for purposes of voting on the Falcon Subplan (a “**Temporary Allowance Request Motion**”). All Temporary Allowance Request Motions must be filed and served as provided in the NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT, (II) DEADLINE FOR VOTING ON PLAN, (III) HEARING TO CONSIDER CONFIRMATION OF PLAN, AND (IV) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN.

Your receipt of this Ballot shall not be deemed to be a waiver of any rights of the Debtors to object to your Interest(s), any right asserted in any pending Interest Objection or any right later asserted in any subsequent Interest Objection.

The provisions of the Plan and the treatment of Claims and Interests are described in the Disclosure Statement. The Plan is Exhibit A to the Disclosure Statement. Both the Disclosure Statement and the Plan are included in the packet you received with this Ballot (collectively, the “**Solicitation Package**”). You should carefully and thoroughly review the Disclosure Statement and Plan prior to voting. You should consult your legal advisors before voting if you have any questions or concerns as to your rights or the provisions of the Plan.

Additional copies of the Solicitation Package (except Ballots) may be obtained from GCG as follows:

ARCAPITA BANK B.S.C.(c)
C/O GCG
P.O. BOX 9881
DUBLIN, OHIO 43017-5781
TOLL FREE: (800) 762-7029
INTERNATIONAL: (440) 389-7311
EMAIL: ARCAPITABANKINFO@GCGINC.COM
ATTENTION: ARCAPITA BANK B.S.C.(c) BALLOT PROCESSING

If you have any questions about the voting procedures or how to complete this Ballot properly, or if you received a damaged Ballot, please contact GCG.

GCG IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

VOTING INSTRUCTIONS

1. PLEASE REVIEW FOR ACCURACY THE INFORMATION CONTAINED IN ITEM 1 AND COMPLETE ITEM 2 ON THE BALLOT FORM. BEFORE COMPLETING SUCH ITEMS, PLEASE REVIEW THE VOTING RULES SET FORTH IN ITEM 3 ON THE BALLOT FORM.

A. YOU MAY VOTE EITHER TO ACCEPT OR REJECT THE FALCON SUBPLAN; HOWEVER, YOU MUST VOTE YOUR ENTIRE CLASS 9(g) INTEREST TO ACCEPT OR REJECT THE FALCON SUBPLAN AND MAY NOT SPLIT YOUR VOTE.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGMENTS IN ITEM 4 ON THE BALLOT FORM.
3. SIGN THE BALLOT AND PROVIDE ALL THE INFORMATION REQUESTED AT THE END OF THE BALLOT FORM.
4. RETURN THE BALLOT BY FIRST CLASS MAIL (AN ENVELOPE ADDRESSED TO GCG, INC. IS ENCLOSED FOR YOUR CONVENIENCE), OVERNIGHT COURIER, PERSONAL DELIVERY, OR ELECTRONIC MAIL TO GCG, INC. SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE AT THE FOLLOWING ADDRESS:

**If sent in the envelope provided
or otherwise by First Class Mail:**

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
P.O. Box 9881
Dublin, Ohio 43017-5781
Attention: Arcapita Bank B.S.C.(c) Ballot Processing

**If sent by Overnight Courier
or Personal Delivery:**

Arcapita Bank B.S.C.(c) – Ballot Processing
c/o GCG
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017-5781
Attention: Arcapita Bank B.S.C.(c) Ballot Processing

If sent by Electronic Mail:

ArcapitaBallotProcessing@gcginc.com
Subject Line: Attention: Arcapita Bank B.S.C.(c) Ballot Processing

DO NOT SEND THE BALLOT BY FAX.

BALLOTS RECEIVED BY FAX OR AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.

BALLOT FORM

Item 1. Amount of Class 9(g) Interests.

Voting Amount: The undersigned certifies that as of the Record Date, the undersigned is the Holder of a Class 9(g) Interest in Falcon in the following aggregate amount:

Falcon Gas Storage Company, Inc. _____[TO BE PREPRINTED BY GCG]____ Share(s)____

Item 2. Class 9(g) Falcon Gas Storage Company, Inc. Interests Vote. The undersigned, a Holder of an Interest in Falcon Gas Storage Company, Inc. in the aggregate amount set forth in Item 1, votes to (check either “Accept” or “Reject.”):

Accept the Falcon Gas Storage Company, Inc. Plan.

Reject the Falcon Gas Storage Company, Inc. Plan.

Item 3: Voting Rules.

(a) Interest Holders must vote the full amount of their Interest within a particular Class as to a particular Subplan to either accept or reject the applicable Subplan and may not split their vote as to any single Subplan. A Ballot that partially rejects and partially accepts a Subplan *shall not be counted for any purpose* as to that Subplan.

(b) Any Ballot that both accepts and rejects a Subplan *will not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.

(c) Any Ballot that fails to either accept or reject a Subplan *will not be counted for any purpose* and will be treated as if no Ballot was submitted as to that Subplan.

(d) A Ballot which is otherwise properly executed and received prior to the Voting Deadline, that includes a vote to either assume or reject one or more Subplans, but fails to include a vote to either accept or reject another Subplan on which the Interest Holder is entitled to vote, shall be counted only as to the Subplan on which the Interest Holder voted and *shall not be counted for any purpose* as to the Subplan on which the Interest Holder failed to vote.

(e) Unsigned Ballots will not be counted for any purpose.

(f) Only Ballots that are timely received prior to the Voting Deadline will be counted. Ballots emailed or postmarked prior to the Voting Deadline, but received after the Voting Deadline, shall not be counted for any purpose, unless the Debtors, in their sole discretion, elect to accept the Ballot.

(g) Ballots that are not legible, that are not properly completed, that fail to contain sufficient information to permit the identification of the Interest Holder or the authority of the party acting on behalf of an Interest Holder, or otherwise do not comply with the instructions in this Ballot, *shall not be counted for any purpose* unless the Debtors, in their sole discretion permit the voting Interest Holder to cure any defect or provide the missing information.

(h) If, prior to the Voting Deadline, an Interest Holder casts more than one Ballot as to the same Interest(s) and as to the same Subplan(s), the last properly executed Ballot received prior to the Voting Deadline shall be deemed to be the Interest Holder’s final vote and shall supersede any prior Ballots. A duplicate Ballot received after the Voting Deadline shall not be counted and shall not supersede any earlier Ballot, except as provided above.

(i) If an Interest Holder simultaneously submits duplicate Ballots with votes that contradict one another with respect to the same Interest(s) and as to the same Plan or Subplan, then neither Ballot *shall be counted for any purpose as to any Subplan on which the Interest Holder votes to both accept and reject the Subplan.*

(j) Each Interest Holder shall be deemed to have voted the full amount of its Interest(s) as to the Plan or any Subplan on which a timely Ballot is received and is counted.

(k) Except as otherwise ordered by the Bankruptcy Court, any issue as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots shall be determined by the Balloting and Claims Agent and the Debtors in their sole discretion, which determination shall be final and binding.

Item 4. Certifications and Acknowledgments. By signing this Ballot, the undersigned acknowledges and certifies that:

(a) as of the Record Date, the undersigned was the Holder of a Class 9(g) Interest set forth in Item 1 hereof, or has the power and authority to act as the agent of the Holder of the Interest identified in Item 1 and to vote to accept or reject the Subplan on behalf of the Holder of the Interest;

(b) the undersigned has been provided with a copy of the Plan and the Disclosure Statement;

(c) the undersigned acknowledges and understands that the solicitation of votes to accept or reject the Subplan is subject to all of the terms and conditions set forth in the Disclosure Statement;

(d) the undersigned has carefully read this Ballot and the included instructions;

(e) if he or it desired to do so, the Holder of the Interest referenced in this Ballot, had the opportunity to consult legal advisers or other advisers before casting his or its vote; and

(e) the vote reflected on this Ballot is binding on the Holder of the Interest voted by means of this Ballot and binding on the Holder's successors, heirs and assigns including, without limitation, any transferee.

Name of Interest Holder (Please Print): _____

Authorized Signature: _____

Name of Signatory: _____

If by Authorized Agent, Name and Title¹: _____

Street Address: _____

City, State/Territory, Country, Postal Code: _____

Telephone Number: _____

Email Address: _____

Date Signed: _____

If the above address is a change of address, to use that address for future notices and/or distributions under the Plan and/or Subplans, please check one or both of the below boxes:

Future notice mailings; **AND/OR**

Distributions.

No fees, commissions, or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan.

This Ballot shall not constitute or be deemed a Proof of Claim or Interest or an assertion of a Claim or Interest.

THIS BALLOT MUST BE ACTUALLY RECEIVED BY GCG, ON OR BEFORE []:[] [] .M. (PREVAILING U.S. EASTERN TIME), ON [_____], OR YOUR VOTE WILL NOT BE COUNTED.

IT IS YOUR RESPONSIBILITY TO MAKE SURE THIS BALLOT IS ACTUALLY RECEIVED BY GCG, INC.

¹ If you are casting this Ballot on behalf of another Person or entity, in order for the Ballot to be counted, you must provide the name of the Person or entity, your relationship with the Person or entity and the capacity in which you are casting this Ballot.

EXHIBIT D
Non-Voting Holder Notice

GIBSON, DUNN & CRUTCHER LLP

Michael A. Rosenthal (MR-7006)
Craig H. Millet (admitted *pro hac vice*)
Matthew K. Kelsey (MK-3137)
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

**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)
	: :
Debtors.	: Jointly Administered
	: :
-----	X

**NOTICE OF NON-VOTING STATUS TO HOLDERS OF CLAIMS IN
CLASSES 1(a)-(g), 3(a)-(g), 5(c)-(f), 7(c)-(f), 9(a)-(f), 10(a), and 10(g)**

PLEASE TAKE NOTICE THAT on [_____], 2013, the United States Bankruptcy Court for the Southern District of New York approved the *First Amended Disclosure Statement in Support of the Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013, (as it may be amended or modified, the “**Disclosure Statement**”), filed by Arcapita Bank B.S.C.(c) and certain of its affiliates, as debtors and debtors in possession in the above chapter 11 cases (collectively, the “**Debtors**”). The Debtors are soliciting votes with respect to the *First Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code*, dated April 16, 2013 (as it may be further amended or modified, the “**Plan**”), from holders of claims and equity interests who are (or may be) entitled to vote under the Plan.

UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST, OR EQUITY INTEREST(S) IN, ONE OR MORE OF THE DEBTORS EITHER (A) IS/ARE NOT IMPAIRED AND, THEREFORE, YOU ARE PRESUMED TO HAVE VOTED TO ACCEPT THE PLAN, OR (B) YOU ARE NOT ENTITLED TO RECEIVE ANY DISTRIBUTION UNDER THE PLAN AND, THEREFORE, YOU ARE DEEMED TO HAVE VOTED TO REJECT THE PLAN. IN EITHER CASE, PURSUANT TO SECTION 1126(f) OR SECTION 1126(g) OF TITLE 11 OF THE UNITED STATES CODE (AS APPLICABLE), YOU ARE NOT ENTITLED TO VOTE ON THE PLAN.

IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR EQUITY INTEREST(S), OR IF YOU WISH TO OBTAIN A COPY OF THE PLAN AND DISCLOSURE STATEMENT, YOU MAY REQUEST A COPY, IN WRITING, FROM THE DEBTORS' BALLOTING AND CLAIMS AGENT, GCG, INC. AT:

**ARCAPITA BANK B.S.C.(c) - BALLOT PROCESSING
C/O GCG
P.O. BOX 9881
DUBLIN, OHIO 43017-5781
TOLL FREE: (800) 762-7029 --- INTERNATIONAL: +1 (440) 389-7311
EMAIL: ARCAPITABANKINFO@GCGINC.COM**

YOU MAY ALSO VIEW THE PLAN AND DISCLOSURE STATEMENT AT EITHER WWW.GCGINC.COM/CASES/ARCAPITA, OR THE COURT'S WEBSITE: WWW.NYSB.USCOURTS.GOV. A PACER PASSWORD AND LOGIN ARE NEEDED TO ACCESS DOCUMENTS ON THE COURT'S WEBSITE ([HTTP://WWW.PACER.PSC.USCOURTS.GOV](http://WWW.PACER.PSC.USCOURTS.GOV)).

EXHIBIT E
Shareholder Assignment Notice

GIBSON, DUNN & CRUTCHER LLP

Michael A. Rosenthal (MR-7006)
Craig H. Millet (admitted *pro hac vice*)
Matthew K. Kelsey (MK-3137)
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

**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)
	:	
Debtors.	:	Jointly Administered
	:	
-----	X	

NOTICE TO HOLDERS OF EQUITY INTERESTS IN ARCAPITA BANK B.S.C.(c)

PLEASE TAKE NOTICE OF THE FOLLOWING:

On April 16, 2013, Arcapita Bank B.S.C.(c) (“*Arcapita Bank*”) and its affiliated debtors and debtors in possession (collectively, the “*Debtors*”) filed their (i) *First Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto and as amended, modified or supplemented, the “*Plan*”), and (ii) *First Amended Disclosure Statement in support of the Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto and as amended, modified or supplemented from time to time, the “*Disclosure Statement*”).¹ By order dated [____], 2013 [Docket No. __], the United States Bankruptcy Court for the Southern District of New York (the “*Bankruptcy Court*”) approved the Disclosure Statement and authorized the Debtors to solicit votes accepting or rejecting the Plan.

According to the transfer ledger or similar register of Arcapita Bank, as of the Record Date set forth in the Plan, you hold a Share in Arcapita Bank (the “*Arcapita Bank Shares*” or “*Shares*”). Your Arcapita Bank Shares have been classified in Class 9(a) under the Plan. As a

¹ Copies of the Plan and Disclosure Statement are available free of charge at <http://www.gcginc.com/cases/arcapita> as described in more detail on page 5 of this Notice. Capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings given to them in the Plan or the Disclosure Statement.

Holder of Interests in Class 9(a), you are not entitled to vote to accept or reject the Plan and, accordingly, you have not been provided with a Ballot to cast a vote on the Plan.

The Plan provides that, as part of the reorganization of the Debtors, you shall retain your Arcapita Bank Shares (subject to the conditions described below). However, if the Plan is confirmed, your existing Arcapita Bank Shares will have little or no value because the vast majority of Arcapita Bank's Assets will be transferred to newly-formed subsidiaries of a new top-level holding company of the Reorganized Debtors ("*New Arcapita Topco*") which will no longer be owned by Arcapita Bank.

The Option to Exchange Your Arcapita Bank Shares for Warrants in New Arcapita Topco

The Plan provides you with the option of transferring your Arcapita Bank Shares to New Arcapita Bank Holdco in exchange for warrants (the "*Transferring Shareholder Warrants*") issued by New Arcapita Topco. Depending on the success of the business plan of the Reorganized Debtors, recoveries may exceed the amount necessary to pay Creditors of Arcapita Bank in full. As more fully explained in the Disclosure Statement, the Debtors project that Arcapita Bank Creditors will be paid in full if approximately \$3.4 billion in net proceeds (after expenses) are received from sale of the Debtors' Assets. The Transferring Shareholder Warrants provide the Transferring Shareholders with the opportunity to share in the future results of New Arcapita Topco after the payment of Creditors.

Once Creditor obligations are paid in full, the Transferring Shareholder Warrants may be exercised in accordance with the terms in the Transferring Shareholder Warrants to purchase up to 80% of the New Arcapita Ordinary Shares in New Arcapita Topco on a fully diluted basis.

Your right to retain your Arcapita Bank Shares and the option to exchange the Shares for the Transferring Shareholder Warrants is subject to the following important conditions ("*Warrant Issuance Conditions*"):

1. You must agree to transfer your Arcapita Bank Shares to New Arcapita Bank Holdco by executing the Shareholder Acknowledgment and Assignment (the "*Shareholder Acknowledgment and Assignment*")² and by taking the other steps outlined below. By taking these steps and executing the Shareholder Acknowledgment and Assignment, you will be deemed a "*Transferring Shareholder*."

2. Prior to the Effective Date of the Plan, Holders of more than 50% of the Arcapita Bank Shares must agree to become a Transferring Shareholder by executing and returning the Shareholder Acknowledgment and Assignment. Therefore, if the Plan is confirmed and the Effective Date occurs, *but* prior to the Effective Date, Holders of more than 50% of the Arcapita Bank Shares fail to execute and return the Shareholder Acknowledgment and Assignment, you may *not* receive the Transferring Shareholder Warrants even if you executed and returned the Shareholder Acknowledgment and Assignment prior to the Effective Date.

² Additional copies of the Shareholder Acknowledgment and Assignment may be obtained by contacting GCG, Inc. at Arcapita Bank B.S.C.(c), c/o GCG, P.O. Box 9881, Dublin, Ohio 43017-5781, or by calling (800) 762-7029 (toll free) or +1 (440) 389-7311 (international).

3. If, prior to the Effective Date, Holders of more than 50% of the Arcapita Bank Shares do not agree to become Transferring Shareholders, then the Plan may be amended to provide that *no* Holder of any Arcapita Bank Shares will receive the Transferring Shareholder Warrants, and that *all* Arcapita Bank Shares shall be cancelled.

4. If, prior to the Effective Date, Holders of more than 50% of the Arcapita Bank Shares agree to become Transferring Shareholders, any Holder of Shares who did not agree to become a Transferring Shareholder and exchange the Holder's Shares by executing and returning the Shareholder Acknowledgment and Assignment will retain the Arcapita Bank Shares but will not receive the Transferring Shareholder Warrants.

5. The Bankruptcy Court must find that allowing the Holders of Arcapita Bank Shares to retain their Shares and to exchange the Shares for the Transferring Shareholder Warrants does not result in the Plan failing to comply with chapter 11 of the Bankruptcy Code, and the Bankruptcy Court must confirm the Plan and the Effective Date must occur.

- In the event that Holders of more than 50% of the Arcapita Bank Shares agree to become Transferring Shareholders, *but* the Bankruptcy Court determines that allowing the Holders of Arcapita Bank Shares to retain their Shares or to exchange those Shares for the Transferring Shareholder Warrants results in the Plan failing to comply with the Bankruptcy Code, *then* the Shareholder Acknowledgment and Assignments shall automatically become void, and the Plan may be modified to cancel the existing Arcapita Bank Shares. In that event, you will not be entitled to retain your Arcapita Bank Shares or to exchange them for Transferring Shareholder Warrants.

In the event that the Plan is not confirmed or the Effective Date does not occur, your Arcapita Bank Shares will then be treated in accordance with the terms of any subsequent chapter 11 plan that may be confirmed by the Court, as provided by the Bankruptcy Code or as otherwise ordered by the Bankruptcy Court.

The Debtors' Recommend That You Execute and Return the Shareholder Acknowledgment and Assignment

The Plan provides that Arcapita Bank will be divested of substantially all of its Assets. Accordingly, any Arcapita Bank Shares that remain outstanding following the Effective Date of the Plan will have little or no value. Moreover, given the substantial outstanding Creditor obligations of the Debtors and the relative priority of the Arcapita Bank Shares as compared to Creditor Claims, any Arcapita Bank Shares that are retained by the Holders, under the Plan or any subsequent chapter 11 plan, are projected to have little to no value.

The Debtors believe that the Transferring Shareholder Warrants have potential value that may substantially exceed the value of the Arcapita Bank Shares under the Plan or any alternative chapter 11 plan. If you execute and return the Shareholder Acknowledgment and Assignment, the Warrant Issuance Conditions are met, the Effective Date of the Plan occurs and, if prior to the Effective Date, Holders of more than 50% of the Arcapita Bank Shares also agree to become

Transferring Shareholders, then you will be entitled to receive your pro rata share of the Transferring Shareholder Warrants.

The Debtors urge you:

To accept the exchange of your Arcapita Bank Shares for the Transferring Shareholder Warrants by executing and returning the Shareholder Acknowledgment and Assignment as provided below; and

Return the Shareholder Acknowledgment and Assignment *prior* to the Effective Date of the Plan to best insure that Holders of more than 50% of the Shares agree to become Transferring Shareholders prior to the deadline.

Returning the Shareholder Acknowledgment and Assignment

With this Notice, you have received a Shareholder Acknowledgment and Assignment. To become a Transferring Shareholder, you must sign the Shareholder Acknowledgment and Assignment and carefully follow the instructions set forth therein. You must send the fully completed and executed Shareholder Acknowledgment and Assignment to GCG, Inc., the Debtors' Balloting and Claims Agent:

- (a) If by first class mail:

Arcapita Bank B.S.C.(c) – Assignment Agreement
c/o GCG
P.O. Box 9881
Dublin, Ohio 43017-5781
Toll Free: (800) 762-7029
International: +1 (440) 389-7311

- (b) If by overnight courier or hand delivery:

Arcapita Bank B.S.C.(c) – Assignment Agreement
c/o GCG
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017-5781
Toll Free: (800) 762-7029
International: +1 (440) 389-7311

Neither GCG, Inc., the Debtors nor the Debtors' counsel can provide you with legal advice as to whether you should execute and return the Shareholder Acknowledgment and Assignment, any potential tax consequences or any other aspect of the becoming a Transferring Shareholder. You should consult with your attorney or legal advisor if you have any questions about the Shareholder Acknowledgment and Assignment, the Transferring Shareholder Warrants, or any other aspect of becoming a Transferring Shareholder.

If on or after [_____, 2013] you transferred some or all of your Arcapita Bank Shares to another person or entity, you must forward a copy of the Shareholder Acknowledgment and

Assignment to the transferee and the transferee must return an executed copy of the Shareholder Acknowledgment and Assignment to the Debtors as provided above to become a Transferring Shareholder and to receive the Transferring Shareholder Warrants.

The receipt of the Transferring Shareholder Warrants may have certain tax consequences to you, and the Debtors recommend that you consult with your attorney and/or tax advisor as to any potential tax issues. Additional information regarding potential tax consequences may be found in the Disclosure Statement.

If and only if the Effective Date of the Plan occurs and the Warrant Issuance Conditions are satisfied (including the condition that Holders of more than 50% of the Shares execute and return the Shareholder Acknowledgment and Assignment prior to the Effective Date of the Plan) but you did not execute and return the Shareholder Acknowledgment and Assignment prior to the Effective Date, you may still exchange your Shares for the Transferring Shareholder Warrants if you execute and return the Shareholder Acknowledgment and Assignment on or prior to the first anniversary of the Effective Date of the Plan. Shareholder Acknowledgment and Assignment forms will not be accepted after that date.

You Should Refer to the Plan and Disclosure Statement for More Information.

The Debtors recommend that you thoroughly review the Plan and Disclosure Statement in deciding whether to execute the Shareholder Acknowledgment and Assignment. You may request a copy of the Plan and/or Disclosure Statement in writing from GCG, Inc. at:

Arcapita Bank B.S.C.(c) - Assignment Agreement
c/o GCG
P.O. Box 9881
Dublin, Ohio 43017-5781
Toll Free: (800) 762-7029 --- International: +1 (440) 389-7311
Email: arcapitabankinfo@gcginc.com

You may also view the Disclosure Statement on the website of GCG, Inc., at www.gcginc.com/cases/arcapita, or on the Bankruptcy Court's website: www.nysb.uscourts.gov. A Pacer password and login are needed to access documents on the Bankruptcy Court's website (www.pacer.psc.uscourts.gov).

Dated: New York, New York
[_____] , 2013

Michael A. Rosenthal (MR-7006)
Craig H. Millet (admitted *pro hac vice*)
Matthew K. Kelsey (MK-3137)
GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, New York 10166-0193
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ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT F
Cure Notice

GIBSON, DUNN & CRUTCHER LLP

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Facsimile: (212) 351-4035

Attorneys for the Debtors and Debtors in Possession

**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)
	:	
Debtors.	:	Jointly Administered
	:	
-----X	X	

**NOTICE OF (I) ASSUMPTION OF EXECUTORY CONTRACTS AND UNEXPIRED
LEASES, (II) CURE AMOUNTS, AND (III) DEADLINE TO OBJECT TO CURE AMOUNTS
AND ASSUMPTION**

PLEASE TAKE NOTICE that on April 16, 2013, the debtors (collectively, the “**Debtors**”) filed their (a) *First Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code* (as it may be amended or modified, the “**Plan**”),¹ and (b) *First Amended Disclosure Statement in Support of the Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code* (including all exhibits thereto and as amended, modified or supplemented, the “**Disclosure Statement**”) pursuant to section 1125 of title 11 of the United States Code (the “**Bankruptcy Code.**”) By order dated, [____], 2013 [Docket No. __], the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) approved the Disclosure Statement (the “**Disclosure Statement Approval Order**”).

Pursuant to the Disclosure Statement Approval Order, the Court approved (i) certain procedures for the fixing of Cure Amounts (as defined below) in connection with the Debtors’ proposed assumption of certain executory contracts and unexpired leases (each, a “**Contract**,” and collectively, the “**Contracts**”) and (ii) the deadline for any party in interest to object to the Cure Amounts and/or the Debtors’ assumption of the Contracts as provided in the Plan.

THEREFORE, PLEASE TAKE NOTICE that the Assumed Executory Contract and Unexpired Lease List attached hereto as **Exhibit 1** lists the amounts that the Debtors believe must be paid as a condition to the assumption of the Contract(s) to cure all monetary defaults under the

¹Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

Contract(s) (the “*Cure Amount*”) in the event the Debtors, in their sole discretion, elect to assume the related Contract.

If you agree with the Cure Amount and the Debtors assumption of your Contract, you need not take any further action.

IF YOU OBJECT TO THE CURE AMOUNT OR THE ASSUMPTION OF YOUR CONTRACT:

If you object to the Cure Amount or the proposed assumption of any Contract listed on *Exhibit 1*, you must file and serve an objection (an “*Objection*”), in writing, setting forth with specificity any and all outstanding obligations that you assert must be cured or satisfied as a condition precedent to assuming the related Contract and/or any other objection you may have to the assumption of any Contract. You must file the Objection whether or not you have previously filed a proof of claim with respect to amounts you claim are due under the applicable Contract.

The Objection must include all documentation and any other evidence supporting the Objection and must be filed on or before [____], 2013 at []:[] []:[m]. (prevailing Eastern Time) (the “*Cure Objection Deadline*”) with the clerk of the Court, One Bowling Green, New York, New York, 10004-1408 together with a proof of service. The Debtors may, in their sole discretion, extend the Cure Objection Deadline without further notice, but are not obligated to do so.

Objections must be served in a manner that will cause the Objection to actually be received on or before the Cure Objection Deadline, on: (i) Gibson, Dunn & Crutcher LLP, 200 Park Ave, 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.); (iii) Sidley Austin LLP, Woolgate Exchange, 25 Basinghall Street, London, EC2V 5HA (Attn: Patrick Corr and Benjamin Klinger) as counsel for Gordon MacRae and Simon Appell of Zolfo Cooper (Cayman) Limited as joint provisional liquidators of AIHL in its Cayman Island provisional liquidation proceedings; and, (iv) counsel for 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.).

PLEASE TAKE FURTHER NOTICE that, if an Objection is timely filed and not otherwise resolved, the Court shall determine the amount of any disputed Cure Amount and/or adjudicate the Objection as to the assumption of any Contract at the hearing to consider the confirmation of the Plan, on [____], 2013 at []:[] []:[m]. (prevailing Eastern Time) (the “*Confirmation Hearing*”), or on such other date and time to which you and the Debtors mutually agree and/or the Court approves. The Confirmation Hearing may be adjourned from time to time without further notice to you, creditors or other parties in interest by (i) an adjournment announced in open court at the Confirmation Hearing or (ii) a notice of adjournment filed with the Court.

PLEASE TAKE FURTHER NOTICE that, in the event you do not file a timely Objection, you shall be deemed to have consented to the Cure Amount and the assumption of the Contract, you shall be deemed to have waived any right to object, to withhold consent, to condition, or

to otherwise restrict or prevent the Debtors' assumption of the Contract and you shall be forever barred from seeking any additional damages, Cure Amount or other recovery from the Debtors, their estates or the Reorganized Debtors on account of the Debtors' assumption of the Contract and/or any cure obligations under section 365 of the Bankruptcy Code. In addition, if the Debtors elect to assume your Contract and the assumption of the Contract is approved by the Court, the assumed Contract shall be binding on the Reorganized Debtors and you without the necessity of obtaining any party's consent to the Debtors' assumption of the Contract.

RESERVATION OF RIGHTS

PLEASE TAKE FURTHER NOTICE that the inclusion of a Contract on *Exhibit 1* (a) is without prejudice to the rights of any of the Debtors to modify or withdraw their election to assume or to reject any Contract listed prior to the entry of a final, non-appealable order approving the assumption or rejection of any Contract (including the order confirming the Plan), (b) is not a commitment that a Contract listed will, in fact, be assumed, and (c) shall not constitute or be deemed an admission by the Debtors that Contract listed is, in fact, an executory contract or unexpired lease within the meaning of section 365 of the Bankruptcy Code and all rights with respect thereto are expressly reserved.

Dated: New York, New York
[]

Michael A. Rosenthal (MR-7006)
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ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT 1
TO CURE NOTICE

Description of Assumed Contract	Cure Amount