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*Counsel for Ad Hoc Group of Holders of the
Arcapita Bank B.S.C.(c) Syndicated Facility*

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

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

AMENDED VERIFIED STATEMENT PURSUANT TO BANKRUPTCY RULE 2019

Kirkland & Ellis LLP and its affiliated entity Kirkland & Ellis International LLP (collectively “K&E”) hereby makes the following amended verified statement (the “Amended Verified Statement”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure in connection with K&E’s representation of certain holders (the “Ad Hoc Group”) of the \$1.1 billion unsecured Murabaha, Shari’ah-compliant syndicated facility, dated as of March 28, 2007, issued by Arcapita Bank B.S.C.(c) (the “Syndicated Facility”):

1. On September 28, 2012, K&E filed the *Verified Statement Pursuant to Bankruptcy Rule 2019* [Docket No. 522]. K&E hereby makes this Amended Verified Statement in accordance with the requirements set forth in Bankruptcy Rule 2019.

2. K&E represents the Ad Hoc Group in connection with the chapter 11 cases of Arcapita Bank B.S.C.(c) and certain of its subsidiaries and affiliates (collectively, the “Debtors”), the insolvency proceeding of Arcapita Investment Holdings Limited in the Grand Court of the Cayman Islands, and the Ad Hoc Group’s interests in the Syndicated Facility. K&E represents the Ad Hoc Group only and does not represent or purport to represent any individual members of the Ad Hoc Group. In addition, the Ad Hoc Group does not represent or purport to represent any other entities in connection with the Debtors’ chapter 11 cases.

3. The members of the Ad Hoc Group hold claims or manage certain funds that hold claims against the Debtors’ estates arising from the Syndicated Facility, including claims in respect of a guarantee of the Syndicated Facility. In accordance with Bankruptcy Rule 2019, attached hereto as Exhibit A is a list of the names, addresses and “the nature and amount of all disclosable economic interests” held by each present member of the Ad Hoc Group in relation to the Debtors as of the date of this Amended Verified Statement.

4. As previously disclosed to the Court, Kirkland & Ellis International LLP has claims against the Debtors related to legal services provided to the Debtors and certain affiliates prior to March 19, 2012.¹ Kirkland & Ellis International LLP also may have administrative claims against the Debtors in connection with having been retained as an ordinary

¹ See *Affidavit and Disclosure Statement of Ulrich James Payne on Behalf of Kirkland & Ellis International LLP* filed on June 14, 2012 [Docket No. 249]. On August 29, 2012, Kirkland & Ellis International LLP filed proofs of claim against each of the Debtors related to prepetition legal fees but subsequently withdrew all proofs of claim other than its claim against Arcapita Bank B.S.C.(c).

course professional.² Upon information and belief formed after due inquiry, K&E does not hold any equity interests in the Debtors.

5. Nothing contained in this Amended Verified Statement (or the exhibit hereto) should be construed as a limitation upon, or waiver of, any rights of any Ad Hoc Group member to assert, file and/or amend its claims in accordance with applicable law and any orders entered in these cases.

6. K&E will amend this Amended Verified Statement to the extent necessary in accordance with the requirements set forth in Bankruptcy Rule 2019.

² See Amended Order Pursuant to Sections 105(a), 327, 328 and 330 of the Bankruptcy Code Authorizing Debtors to Employ and Retain Certain Professionals Utilized in the Ordinary Course of the Debtors' Business dated May 31, 2012 [Docket No. 195]. Out of an abundance of caution, K&E has established a screen between the K&E attorneys who may perform services for the Debtors or their non-debtor affiliates as "ordinary course professionals" and the K&E attorneys representing the Ad Hoc Group in the Debtors' chapter 11 cases.

I verify under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information and belief.

Dated: May 13, 2013
New York, New York

By: /s/ Jonathan S. Henes
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EXHIBIT A

<u>NAME</u>	<u>ADDRESS</u>	<u>NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST³</u>
Marathon Asset Management, LP, on behalf of funds and accounts managed by it	One Bryant Park, 38th Floor New York, NY 10036 Tel: (212) 500-3000	\$73 million of the Syndicated Facility
Taconic Capital Advisors LP, on behalf of funds and accounts managed by it	450 Park Avenue, 9th Floor New York, NY 10022 Tel: (212) 209-3100	\$72 million of the Syndicated Facility
York Capital Management Global Advisors, LLC, on behalf of funds and accounts managed by it	767 Fifth Avenue, 17th Floor New York, NY 10153 Tel: (212) 300-1300	\$96 million of the Syndicated Facility

³ These amounts reflect the Ad Hoc Group's total economic interests in the Syndicated Facility, whether through assignment or participation.