

GIBSON, DUNN & CRUTCHER LLP
Michael A. Rosenthal (MR-7006)
Craig H. Millet (admitted *pro hac vice*)
Matthew G. Bouslog (admitted *pro hac vice*)
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-OPPOSITION AND ADDITIONAL DISCLOSURE
RELATING TO SALE BY NON-DEBTOR SUBSIDIARY
LOGISTICS HOLDING COMPANY LIMITED**

PLEASE TAKE NOTICE that on July 18, 2013, the Debtors filed their *Motion for an Order Authorizing the Debtors to Grant Approvals and Consents in Connection with Sale by Non-Debtor Subsidiary Logistics Holding Company Limited and to Exempt Sale From Requirements of Cooperation Settlement Term Sheet* [Docket No. 1366] (the "**Motion**").¹

PLEASE TAKE FURTHER NOTICE that no objection to the Motion was filed prior to the objection deadline of August 1, 2013. Further, no objection has been filed as of the date of

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

this Notice, and the Debtors have not received any informal objection to the relief requested in the Motion. Therefore, the Motion is unopposed.

As set forth in the Motion, 3PD engaged Morgan Stanley & Co. LLC (“**Morgan Stanley**”) to act as its investment banker. Subsequent to filing the Motion, the Debtors were informed that Morgan Stanley’s affiliate, Morgan Stanley Senior Funding, Inc. (“**MSFF**”), has committed to provide financing to XPO Logistics, Inc. (“**XPO Logistics**”) in connection with XPO Logistics’ acquisition of stock in 3PD (the “**Sale**”). The Debtors have been advised that MSFF and Morgan Stanley have agreed that they shall not share information in connection with the Sale or the financing. Based on the distinct roles of MSFF and Morgan Stanley in the transactions, and based on the information barrier that exists between the two, the Debtors do not believe that any conflict exists with respect to the involvement of either MSFF or Morgan Stanley.

Dated: New York, New York
August 6, 2013

Respectfully submitted,

/s/ Matthew G. Bouslog
Michael A. Rosenthal (MR-7006)
Craig H. Millet (admitted *pro hac vice*)
Matthew G. Bouslog (admitted *pro hac vice*)
GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, New York 10166-0193
Telephone: (212) 351-4000
Facsimile: (212) 351-4035