

Objection Deadline: June 19, 2012 @ 12:00 p.m. (Prevailing Eastern Time)
Hearing Date: June 26, 2012 @ 11:00 a.m. (Prevailing Eastern Time)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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

**APPLICATION PURSUANT TO FED. R. BANKR. P. 2014(a) FOR ORDER UNDER
SECTION 1103 OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT
AND RETENTION OF FTI CONSULTING, INC. AS FINANCIAL ADVISOR TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNC TO APRIL 12, 2012**

The Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby move the Court for entry of an order under sections 328(a) and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the employment and retention of the consulting firm of FTI Consulting, Inc., together with its wholly owned subsidiaries, agents, independent contractors and employees (“FTI”), as financial advisor to the Committee. In support of this Application, the Committee respectfully states as follows:

Background

1. On March 19, 2012 (the “Petition Date”), the Debtors filed with this Court their voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors are continuing to operate their businesses and manage their properties and assets as debtors in possession.

2. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this proceeding and this Application is proper in this district pursuant to 28

U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 328(a) and 1103 of the Bankruptcy Code. This Application is a core proceeding pursuant to 28 U.S.C. 157.

3. On April 5, 2012, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee subsequently selected Milbank, Tweed, Hadley & McCloy LLP as its counsel, and on April 12, 2012, the Committee selected FTI as its financial advisor and Houlihan Lokey as its investment banker. The Committee consists of the following seven members:

- (a) Euroville S.à.r.l;
- (b) National Bank of Bahrain BSC;
- (c) Commerzbank AG;
- (d) VR Global Partners, L.P.;
- (e) Barclays Bank PLC;
- (f) Central Bank of Bahrain; and
- (g) Arcsukuk (2011-1) Limited, c/o BNY Mellon Corporate Trustee Services Limited.

Relief Requested

4. By this Application, the Committee seeks to employ and retain FTI pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code to perform financial advisory services for the Committee in these chapter 11 cases, *nunc pro tunc* to April 12, 2012.

5. The Committee is familiar with the professional standing and reputation of FTI. The Committee understands and recognizes that FTI has a wealth of experience in providing financial advisory services in restructurings and reorganizations and enjoys an excellent reputation for services it has rendered in chapter 11 cases on behalf of debtors and creditors throughout the United States.

6. The services of FTI are deemed necessary to enable the Committee to assess and monitor the efforts of the Debtors and their professional advisors to maximize the value of their estates and to reorganize successfully. Further, FTI is well qualified and able to represent the Committee in a cost-effective, efficient and timely manner.

Scope of Services

7. FTI will provide such financial advisory services to the Committee and its legal advisor as they deem appropriate and feasible in order to advise the Committee in the course of these chapter 11 cases, including but not limited to the following, each to the extent deemed appropriate by the Committee:

- Assistance in the review of financial related disclosures required by the Court, including the Schedules of Assets and Liabilities, the Statement of Financial Affairs and Monthly Operating Reports;
- Assistance with the assessment and monitoring of the Debtors' short term cash flow, liquidity, and operating results;
- Assistance with the review of the Debtors' proposed key employee retention and other employee benefit programs;
- Assistance with the review of the Debtors' cost/benefit analysis with respect to the affirmation or rejection of various executory contracts and leases;
- Assistance with the review of the Debtors' identification of potential cost savings, including overhead and operating expense reductions and efficiency improvements;
- Assistance with review of any tax issues associated with, but not limited to, claims/stock trading, preservation of net operating losses, refunds due to the Debtors, plans of reorganization, and asset sales;
- Assistance in the review of the claims reconciliation and estimation process;
- Assistance in the review of other financial information prepared by the Debtors, including, but not limited to, cash flow projections and budgets, cash receipts and disbursement analysis, and asset and liability analysis;

- Assistance in the review of proposed controls and protocols, with regard to intercompany activities, including expense allocations;
- Analysis of intercompany account balances and transactions;
- Attendance at meetings and assistance in discussions with the Debtors, potential investors, banks, other secured lenders, the Committee and any other official committees organized in these chapter 11 proceedings, the U.S. Trustee, other parties in interest and professionals hired by the same, as requested;
- Assistance in the review and/or preparation of information and analysis necessary for the confirmation of a plan and related disclosure statement in these chapter 11 proceedings;
- Assistance in the evaluation and analysis of avoidance actions, including fraudulent conveyances and preferential transfers;
- Assistance in the prosecution of Committee responses/objections to the Debtors' motions, including attendance at depositions and provision of expert reports/testimony on case issues as required by the Committee; and
- Render such other general business consulting or such other assistance as the Committee or its counsel may deem necessary that are consistent with the role of a financial advisor and not duplicative of services provided by other professionals in this proceeding.

No Duplication of Services

8. Contemporaneously with the filing of this Application, the Committee has also filed an application for authority to retain Houlihan Lokey Howard & Zukin Capital, Inc. ("Houlihan Lokey"), to provide certain other financial advisory and investment banking services to the Committee. The services that Houlihan Lokey is to provide to the Committee are separate and distinct from the financial advisory services that FTI will be providing to the Committee. In order to ensure that there is no unnecessary duplication of services by either

firm during the pendency of these chapter 11 cases, FTI and Houlihan Lokey will coordinate on the services they are providing to the Committee. Moreover, FTI notes that its proposed fee structure for the financial advisory services it will be providing to the Committee was modified to an hourly based structure to account for the services that are being provided by Houlihan Lokey. To perform these services in a cost-effective manner, FTI will endeavor, when possible, to work with other professionals retained in these cases so as to avoid duplicating work or creating unnecessary work. At the Committee's request, representatives of FTI and Houlihan Lokey have met to address an appropriate and efficient division of responsibilities.

9. It is currently contemplated that FTI will be principally responsible for providing to the Committee financial analyses of the Debtors' liquidity, cash activities, cash controls, intercompany activities, as well as tax-related advice, claims analysis and a review of potential avoidance actions. Houlihan Lokey will be primarily responsible for advising the Committee on the financial and strategic elements of the Debtors' business plan (including assessment of all investments, proposed deal funding, relevant valuations and the viability of a stand-alone plan of reorganization), potential merger and acquisition transactions, and financing alternatives for the Debtors, including exit financing. While both FTI and Houlihan Lokey recognize that it is difficult to predict how these complex cases will proceed, they will undertake to coordinate all of their services to the Committee in order to minimize, wherever possible, any unnecessary duplication of services and any potential burden on the Debtors and their professional advisors.

FTI's Eligibility for Employment

10. FTI has informed the Committee that, except as may be set forth in the Affidavit of Samuel E. Star (The "Star Affidavit"), it does not hold or represent any interest adverse to the estate, and therefore believes it is eligible to represent the Committee under Section 1103(b) of the Bankruptcy Code. To the best of the Committee's knowledge and based upon the Star Affidavit, (a) FTI's connections with the Debtors, creditors, any other party in interest, or their respective attorneys are disclosed on Exhibit B to the Star Affidavit; and (b) the FTI professionals working on this matter are not relatives of the United States Trustee or of any known employee in the office thereof, or any United States Bankruptcy Judge of the Southern District of New York. Except as may be set forth in the Star Affidavit, FTI has not provided,

and will not provide any professional services to the Debtors, any of the creditors, other parties-in-interest, or their respective attorneys and accountants with regard to any matter related to these Chapter 11 Cases.

11. FTI will conduct an ongoing review of its files to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new material facts or relationships are discovered, FTI will supplement its disclosure to the Court.

12. FTI has agreed not to share with any person or firm the compensation to be paid for professional services rendered in connection with these cases.

Terms of Retention

13. In connection with the communications services described in the Star Affidavit, FTI is owed approximately \$45,000 with respect to pre-petition fees and expenses. FTI has waived its rights to receive payment.

14. The Committee understands that FTI intends to apply to the Court for allowances of compensation and reimbursement of expenses for its financial advisory services in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, corresponding local rules, orders of this Court and guidelines established by the United States Trustee. The customary hourly rates, subject to periodic adjustments, charged by FTI professionals anticipated to be assigned to this case are as follows:

	<u>Per Hour (USD)</u>
Senior Managing Directors	\$780-895
Directors / Managing Directors	560-745
Consultants / Senior Consultants	280-530
Administrative / Paraprofessionals	115-230

15. In addition, FTI will seek reimbursement of actual and necessary expenses incurred by FTI, including legal fees related to this retention application and future fee applications as approved by the court.

16. FTI understands that interim and final fee awards are subject to approval by this

Court.

Indemnification

17. In addition to the foregoing, and as a material part of the consideration for the agreement of FTI to furnish services to the Committee pursuant to the terms of this Application, FTI requests that the following indemnification provisions be approved:

- a. subject to the provisions of subparagraphs (b) and (c) below, the Debtors are authorized to indemnify, and shall indemnify, FTI for any claims arising from, related to, or in connection with FTI's engagement under this Application, but not for any claim arising from, related to, or in connection with FTI's post-petition performance of any other services other than those in connection with the engagement, unless such post-petition services and indemnification therefore are approved by this Court; and
- b. the Debtors shall have no obligation to indemnify FTI for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen primarily from FTI's bad faith, gross negligence or willful misconduct, or (ii) settled prior to a judicial determination as to FTI's bad faith, gross negligence or willful misconduct, but determined by this Court, after notice and a hearing pursuant to subparagraph (c) infra, to be a claim or expense for which FTI is not entitled to receive indemnity under the terms of this Application; and
- c. if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in this case (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing this chapter 11 case, FTI believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification obligations under the Application, including, without limitation, the advancement of defense costs, FTI must file an application in this Court, and the Debtors may not pay any such amounts to FTI before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any

request for fees and expenses by FTI for indemnification, and not as a provision limiting the duration of the Debtors' obligation to indemnify FTI

The Committee believes that the Indemnification Provision is customary and reasonable for financial advisors, both out-of-court and in chapter 11 proceedings. See *In re Joan & David Halpern, Inc.*, 246 B.R. 42 (Bankr. S.D.N.Y. 2000).

Notice

18. Notice of this Application has been given to (i) the Debtors, (ii) the United States Trustee and the parties on the Rule 2002 list. In light of the nature of the relief requested, the Committee submits that no further notice is required.¹

No Prior Request

19. No prior Application for the relief requested herein has been made to this or any other Court.

WHEREFORE, the Committee respectfully requests that the Court enter an Order, substantially in the form attached hereto, authorizing the Committee to employ and retain FTI as financial advisors for the Committee for the purposes set forth above, *nunc pro tunc* to April 12, 2012, and grant such further relief as is just and proper.

New York, New York
Date: June 12, 2012

**THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF ARCAPITA BANK B.S.C.(c), *et al.***

BARCLAYS BANK PLC,
solely in its capacity as Committee Chair and not in its
individual capacity

/s/ Marc Glogoff

Marc Glogoff
Head of the Credit Restructuring Advisory
Group, Americas at Barclays Bank PLC

¹ On May 30, 2012, FTI sent a draft of this Application to the United States Trustee for review and comment.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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

**ORDER AUTHORIZING RETENTION OF
FTI CONSULTING, INC. AS FINANCIAL ADVISOR
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for an order pursuant to section 1103 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), authorizing them to retain FTI Consulting, Inc., together with its wholly owned subsidiaries, agents, independent contractors and employees ("FTI") as financial advisor; and upon the Affidavit of Samuel E. Star in support of the Application; and due and adequate notice of the Application having been given; and it appearing that no other notice need be given; and it appearing that FTI is not representing any adverse interest in connection with these cases; and it appearing that the relief requested in the Application is in the best interest of the Committee; after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Application be, and it hereby is, granted; and it is further

ORDERED that the capitalized terms not defined herein shall have the meanings ascribed to them in the Application; and it is further

ORDERED that in accordance with section 1103 of the Bankruptcy Code, the Committee is authorized to employ and retain FTI as of April 12, 2012 as their financial advisor

on the terms set forth in the Application; and it is further

ORDERED that FTI shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this court; and it is further

ORDERED that, FTI is entitled to reimbursement of actual and necessary expenses, including legal fees related to this retention application and future fee applications as approved by the court; and it is further

ORDERED that the following indemnification provisions are approved:

- a. subject to the provisions of subparagraphs (b) and (c) below, the Debtors are authorized to indemnify, and shall indemnify, FTI for any claims arising from, related to, or in connection with the services to be provided by FTI as specified in the Application, but not for any claim arising from, related to, or in connection with FTI's post-petition performance of any other services other than those in connection with the engagement, unless such post-petition services and indemnification therefore are approved by this Court; and
- b. the Debtors shall have no obligation to indemnify FTI for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen primarily from FTI's bad faith, gross negligence or willful misconduct, (ii) settled prior to a judicial determination as to FTI's bad faith, gross negligence or willful misconduct, but determined by this Court, after notice and a hearing

pursuant to subparagraph (c) infra, to be a claim or expense for which FTI is not entitled to receive indemnity under the terms of the Application; and

- c. if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in this case (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing this chapter 11 case, FTI believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification obligations under the Application, including, without limitation, the advancement of defense costs, FTI must file an application in this Court, and the Debtors may not pay any such amounts to FTI before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by FTI for indemnification, and not as a provision limiting the duration of the Debtors' obligation to indemnify FTI; and it is further

ORDERED that this court shall retain jurisdiction with respect to all matters arising or related to the implementation of this order.

Dated: _____, 2012

HONORABLE SEAN H. LANE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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

**AFFIDAVIT IN SUPPORT OF THE APPLICATION
FOR AN ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF
FTI CONSULTING, INC. AS FINANCIAL ADVISOR
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

I, Samuel E. Star, being duly sworn, hereby depose and say:

1. I am a Senior Managing Director with FTI Consulting, Inc., together with its wholly owned subsidiaries, agents, independent contractors and employees (“FTI”), an international consulting firm. I submit this Affidavit on behalf of FTI (the “Affidavit”) in support of the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of Arcapita Bank B.S.C. (c), *et al.*, the debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), for an order authorizing the employment and retention of FTI as financial advisor under the terms and conditions set forth in the Application. Except as otherwise noted², I have personal knowledge of the matters set forth herein.

² Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based on information provided by them.

Disinterestedness and Eligibility

2. In connection with the preparation of this Affidavit, FTI conducted a review of its contacts with the Debtors, their affiliates and certain entities holding large claims against or interests in the Debtors that were made reasonably known to FTI. A listing of the parties reviewed is reflected on Exhibit A to this Affidavit. FTI's review, completed under my supervision, consisted of a query of the Exhibit A parties within an internal computer database containing names of individuals and entities that are present or recent former clients of FTI. A listing of such relationships that FTI identified during this process is set forth on Exhibit B to this Affidavit.

3. Based on the results of its review, except as otherwise discussed herein, FTI does not have a relationship with any of the parties on Exhibit A in matters related to these proceedings. FTI has provided and could reasonably expect to continue to provide services unrelated to the Debtors' cases for the various entities shown on Exhibit B. FTI's assistance to these parties has been related to providing various financial restructuring, litigation support, technology, strategic communications, and economic consulting services. To the best of my knowledge, FTI does not hold or represent any interest adverse to the estate, nor does FTI's involvement in these cases compromise its ability to continue such consulting services.

4. FTI, through its Strategic Communications business segment, has performed and continues to perform strategic communications services on behalf of Arcapita Bank B.S.C., the parent company debtor (the "FTI Strategic Communication Engagement"). Such services involve supporting the Debtors and their affiliates in their communications with employees and outside parties. These services are non-financial in nature and do not involve any economic analysis or related advice on the Chapter 11 restructuring of the Debtors. In order to maintain

the confidentiality of the client information obtained in connection with FTI's engagement on behalf of the Committee (the "**FTI Committee Engagement**"), FTI will protect the client information through the use of its "Ethical Wall and Confidentiality Agreements" procedures. In conjunction with the foregoing, FTI has established and will maintain the following internal procedures: (i) each FTI professional on the FTI Committee Engagement ("**FTI Committee Professionals**") and the FTI Strategic Communication Engagement ("**FTI Strategic Communication Professionals**") shall execute a letter (a "**Confidentiality Letter**") acknowledging that he or she may receive certain nonpublic information and shall execute an Ethical Wall Agreement acknowledging that he or she is aware of the information wall in effect and will follow the information wall procedures therein; (ii) FTI Committee Professionals will not directly or indirectly share any nonpublic information generated by, received from or relating to Committee activities or Committee membership with FTI Strategic Communication Professionals, and FTI Strategic Communication Professionals will not directly or indirectly share any nonpublic information generated by, received from or relating to the FTI Strategic Communication Engagement, with FTI Committee Professionals, except that a good-faith communication of publicly available information shall not be presumed to be a breach of the obligations of FTI or any FTI Committee or FTI Strategic Communication Professionals under such information wall procedures (iii) FTI is setting up electronic internal security walls to ensure that only FTI employees involved directly with or working on the FTI Committee Engagement may have access to the information, databases, e-mails, schedules or any other information relating to that engagement; (iv) FTI shall periodically monitor, consistent with its ordinary course compliance practice, communications through electronic means among FTI Committee Professionals and FTI Strategic Communication Professionals to ensure that such

exchanges are performed in a manner consistent with the information wall procedures; (v) FTI shall immediately disclose to Committee counsel and the United States Trustee any material breaches of the procedures described herein. If FTI ceases to act as advisor to the Committee, it will continue to follow the procedures set forth above until a plan has been confirmed in the Debtors' Chapter 11 Case or the Chapter 11 Case has been converted or dismissed. Furthermore, no professional from the Strategic Communications practice will participate in the FTI Committee Engagement and no professional on the FTI Committee Engagement will participate in the FTI Strategic Communication Engagement.

5. Further, as part of its diverse practice, FTI appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' cases. Also, FTI has performed in the past, and may perform in the future, advisory consulting services for various attorneys and law firms, and has been represented by several attorneys, law firms and financial institutions, some of whom may be involved in these proceedings.

6. It is my understanding that Kirkland & Ellis is engaged as an ordinary course professional on behalf of the Debtors in connection with these proceedings. Mr. George P. Stamas, a partner of Kirkland & Ellis is currently a member of the Board of Directors of FTI. To the best of my knowledge, Mr. Stamas is in no way involved with the Kirkland & Ellis team in these proceedings, nor does Mr. Stamas have any professional involvement in this matter in any capacity.

7. Judge Allan L. Gropper, United States Bankruptcy Judge for the Southern District of New York, is related to an FTI employee in our forensic and litigation consulting segment.

He is not part of the engagement team and FTI will institute ethical wall procedures with respect to this FTI employee.

8. In addition, FTI has in the past, may currently and will likely in the future be working with or against other professionals involved in these cases in matters unrelated to the Debtors and these cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests adverse to the estate, and none are in connection with these cases.

9. Neither I nor any other member of the FTI engagement team serving this Committee, to the best of my knowledge, is a holder of any outstanding debt instruments or shares of the Debtors' stock.

10. As such, to the best of my knowledge, FTI does not hold or represent any interest adverse to the estate, and therefore believes it is eligible to represent the Committee under Section 1103(b) of the Bankruptcy Code.

11. It is FTI's policy and intent to update and expand its ongoing relationship search for additional parties in interest in an expedient manner. If any new material relevant facts or relationships are discovered or arise, FTI will promptly file a Bankruptcy Rule 2014(a) Supplemental Affidavit.

Professional Compensation

12. Subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, applicable U.S. Trustee guidelines and local rules, FTI will seek payment for compensation on an hourly basis, plus reimbursement of actual and necessary expenses incurred by FTI, including legal fees related to this retention application and future fee applications as approved by the court. FTI's customary hourly rates as charged in

bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in the Application for the employment of FTI. These hourly rates are adjusted periodically.

13. As noted in paragraph 4, during the ninety day period prior to the Debtors' petition date, FTI performed communications advisory services on behalf of the Debtors. According to FTI's books and records, for the ninety day period prior to the Debtors' petition date, no payments were received. As of the petition date, \$45,923.89 is owed for these services. FTI has agreed to waive its right to payment for the pre-petition period.

14. To the best of my knowledge, (a) no commitments have been made or received by FTI with respect to compensation or payment in connection with these cases other than in accordance with the provisions of the Bankruptcy Code; and (b) FTI has no agreement with any other entity to share with such entity any compensation received by FTI in connection with these chapter 11 cases.

Dated this 12th day of June 2012.

/s/ Samuel E. Star
Samuel E. Star

SUBSCRIBED AND SWORN TO BEFORE ME this 12th day of June, 2012.

Dennis C. O'Donnell
Notary Public

My Commission Expires: July 19, 2014

Listing of Parties-in-Interest Reviewed for Recent Former and Current Relationships**Debtor**

Arcapita Bank B.S.C.(c)

Debtor's Attorneys

Gibson, Dunn & Crutcher LLP (US)

Linklaters LLP (UK)

Mourant Ozannes (Cayman Islands)

Trowers & Hamlins LLP (Bahrain)

Debtor's Financial Advisors

Alvarez & Marsal North America, LLC

KPMG

Rothschild Inc.

Debtor's Affiliates (w/in Ch 11)

AEID II Holdings Limited

Arcapita Investment Holdings Limited

Arcapita LT Holdings Limited

RailInvest Holdings Limited

WindTurbine Holdings Limited

Debtor's Board of Directors

HJ Mohd. Amin Liew Bin Abdullah

Khalid Boodai

H.E. Sheikh Jassim Bin Hamad Bin Jassim Bin

Jabr Al-Thani

Hajah Hartini Binti Haji Abdulla

Aamer Abduljalil Al-Fahim

Abdulaziz Hamad Aljomaih

Abdulla Abdullatif Al-Fozan

Abdulrahman Abdulaziz Al-Muhanna

Atif Ahmed Abdulmalik

Ghazi Fahad Alnafisi

Ibrahim Yusuf Al-Ghanim

Junaidi Masri

Khalifa Mohammed Al-Kindi

Sheikh Khalid Bin Thani Bin Abdullah Al-Thani

Sheikh Mohammed Abdulaziz Aljomaih

Debtor's Corporate Officers

Asim Zafar

Atif Ahmed Abdulmalik

Essa Zainal

Henry A. Thompson

Hisham Abdulrahman Al Raei

Khalid A. Al Jassim

Mohammed A. Muiz Chowdhury

Nael Mustafa

Peter Karacsonyi

Debtor's Major Shareholders

Jasmine Quadrilateral Investment Corp.

Non-Debtor Affiliates

AEI II Cayman Holdings Limited

AEI II Holdings Limited

AHQ Cayman Holdings Limited

AIA Limited

AIDT India Holdings Limited

AIFL Investment Holdings Limited

AMPAD Holdings Limited

AquaInvest Holdings Limited

ARC (Cayman) Real Estate Fund Holdings Limited

ARC Management Limited

Arcapita (Europe) Limited

Arcapita (HK) Limited

Arcapita (Singapore) Limited

Arcapita (US) Limited

Arcapita Fund Administration Services Limited

Arcapita GCC Real Estate Management I Limited

Arcapita Hong Kong Limited

Arcapita Inc.

Arcapita Industrial Management I Limited

Arcapita Industrial Management II Limited

Arcapita Industrial Management Sarl

Arcapita Investment Funding Limited

Arcapita Investment Management Limited

Arcapita Limited (UK)

Arcapita Pte. Limited (Singapore)

Arcapita Structured Finance Limited

Arcapita Ventures I Holdings Limited

Arcapita Ventures I WCF Limited

ArcIndustrial European Development Holdings Limited

ArcResidential Japan Holdings Limited

ArcResidential Japan WCF Limited

Ard Limited

Aspen Valley Ranch Holdings Limited

Aspen Valley Ranch WCF Limited

Avionics Holdings Limited

Avionics WCF Limited

Bert Funding Company Limited

Blacktop Holdings Limited

Bospower Holdings Limited

Bospower WCF II Limited

BosPower WCF Limited

BT Holdings Limited

BT WCF Limited

Cajun Holdings Limited

Castello Holdings Limited

Castello WCF Limited

CEE Residential I Holdings Limited

CEIP Holdings Limited

CEIP WCF Limited

Chicago Condominium Holdings Limited

Chicago Condominium WCF Limited

Listing of Parties-in-Interest Reviewed for Recent Former and Current Relationships

Commerce - MGI (Malaysia) Ltd.	Palatine Holdings Limited
Commerce MGI SDN. BHD	Perennial Holdings II Limited
Compufin Limited	Perennial Holdings III Limited
Condo Conversion WCF Limited	Perennial Holdings IV Limited
DAH Holdings Limited	Perennial Holdings Limited
Distric Cooling Holdings Limited	PointPark Properties EOOD
Drillbit Holdings Limited	Pointpark Properties France SAS
Drillbit WCF II Limited	Pointpark Properties GmbH
Drillbit WCF Limited	PointPark Properties Pte. Limited
Earth Holdings Limited	Pointpark Properties S.p.z.o.o.
Earth WCF Limited	Pointpark Properties S.r.o.
ElectricInvest Holdings Limited	Pointpark Properties SK S.r.o.
ElectricInvest WCF II Limited	PointPark Properties W.L.L.
ElectricInvest WCF Limited	PointPark Properties, S.L.
Eternal Holdings Limited	Poland Residential Holdings Limited
FEDI Limited	Pond Bay Holdings Limited
FlowInvest WCF Limited	Premium Coffee Holdings Limited
Fountains WCF Limited	PVC Holdings Limited
French Kitchen Holdings Limited	PVC WCF Limited
Gas Holdings Limited	Rapids Limited
Gas WCF Limited	Riffa Holdings Limited
HEDI Investments Limited	Riffa WCF Limited
India Growth Holdings Limited	Ritzy Property Holdings Limited
Innovations Holdings Limited	Saudi Industrial Holdings Limited
Insulation Holdings Limited	Singapore Industrial Holdings Limited
Isle Holdings II Limited	Singapore Industrial II Holdings Limited
Isoftechnology WCF Limited	Singapore Industrial II WCF Limited
ISP International Limited	Singapore Industrial WCF Limited
JEDI Limited	Small Smiles Holdings Limited
JJ Holdings Limited	Sonar Holdings Limited
KEDI Limited	Sortalogic Holdings Limited
La Mesa Holdings Limited	StockMore Holdings Limited
Locker Room Holdings II Limited	StoraFront Holdings Limited
Locker Room Holdings Limited	Storapod Holdings Limited
Loghomes Holdings Limited	Storapod WCF II Limited
Loghomes II WCF Limited	Storapod WCF Limited
LogHomes WCF Limited	TechInvest Holdings Limited
Logistics Holdings Limited	TechInvest WCF Limited
Logistics WCF Limited	Tender Loving Care Holdings Limited
Longwood Holdings Limited	US Senior Living WCF Limited
Lusail Heights Holdings Limited	VGC WCF Limited
Majestic Global Investments Limited	Victory Heights Lifestyle Holdings Limited
MC Limited MEDI Limited	Victory Heights WCF Limited
Medifax Holdings Limited	WaterWarf Holdings II Limited
MS Surgery Holdings Limited	WaterWarf Holdings Limited
NavIndia Holdings Limited	Waverly Holdings Limited
Oman Industrial Holdings Limited	Wind Power Holdings Limited
Oman Logistics Fund Holdings Limited	WindTurbine WCF Limited
Orlando Residential Holdings Limited	YAK Holdings Limited
OSP Holdings Limited	
OSP WCF Limited	Secured Lenders
Outlet Center Holdings Limited	Standard Chartered Bank
Outlet Center WCF Limited	WestLB AG

Listing of Parties-in-Interest Reviewed for Recent Former and Current Relationships**Substantial Unsecured Bondholders or Lenders**

Aktiengesellschaft
 Arcsukuk (2011 - 1) Limited
 Bahrain Bay Development B.S.C.(c)
 Bandtree SDN BHD
 Bank of America N.A.
 Bank of Taiwan, Singapore Branch
 Barclays Bank PLC
 BAWAG P.S.K. Bank für Arbeit und Wirtschaft
 und Osterreichische Postsparkasse
 BBB Holding Company II Limited
 BBK B.S.C.
 Boubyan Bank K.S.C.
 Central Bank of Bahrain
 CIMB Bank Berhad
 Commerzbank AG
 Commerzbank (beneficiary PVC (Lux) Lux Holding
 Company S.a. r.l.)
 Credit Suisse, London
 Deutsche Bank Luxembourg S.A.
 Devonshire Limited
 District Cooling Capital Limited
 Doha Bank
 European Islamic Investment Bank Plc
 Euroville Sarl (formally Satinland Finance Sarl)
 Falcon Gas Storage Company, Inc.
 Fortis Bank NA/NV
 Fuad Al Ghanim & Sons General Trading and
 Contracting
 G.P. Zachariades Overseas
 Goldman Sachs Lending Partners
 HSH Nordbank AG, Luxembourg Branch
 ING Bank N.V.
 Kuwait Finance House KSC
 Malayan Banking Berhad, London Branch
 Mashreqbank psc
 Midtown Acquisitions LP
 National Bank of Bahrain
 Natixis
 NavIndia Holding Company Limited
 Overseas Fund Co. S.P.C.
 Perbadanan Tabung Amanah Islam Brunei
 Riyad Bank
 Royal Bank of Scotland N.V.
 Saudi Industrial Capital I Limited
 Standard Bank plc
 Tadhamon Capital B.S.C.
 The Arab Investment Company S.A.A.
 The Governor and Company of the Bank of Ireland
 The Royal Bank of Scotland plc
 Thornbeam Limited
 VR Global Partners LP

Yayasan Sultan Haji Hassanal Bolkiah

Substantial Unsecured Bondholders or Lenders**Attorneys**

Brown Rudnick LLP
 Clifford Chance LLP
 Kasowitz, Benson, Torres & Friedman LLP
 Reed Smith LLP

Top Twenty/Significant Trade Creditors

2Connect WLL
 ADP Total Source
 Advent Resource Consultancy
 Al-Gosaibi Travel Agency
 Al-Moayyed Computers
 American Express
 ASM Formule 3 / Art Grand Prix
 Bahrain Bay Development B.S.C. (c)
 Bahrain Bay Utilities Company BSC(c)
 Bahrain Telecom. Company
 CDL Properties Ltd.
 Central Bank of Bahrain
 Cleary Gottlieb Steen & Hamilton LLP
 CMS Cameron McKenna LLP
 CrediMax
 Dawnay, Day & Co. Limited
 Ernst & Young
 Gibson, Dunn & Crutcher
 GlassRanter Advisory & Capital Group, LLC
 Illinois Department of Revenue
 Keypoint Consulting WLL
 King & Spalding
 KMS Team New York Inc.
 Korn / Ferry International
 KPMG
 Linklaters
 MAF Dalkia Bahrain
 Maples and Calder
 Marsh
 Ministry of Electricity
 Nass Contracting Co. W.L.L / Murray & Ro
 National Bank of Bahrain BSC
 Navigant Consulting Inc
 Oliver Wyman Limited
 Paget Brown & Co
 Path Solutions K.S.C.C
 Peter Paul Pardi
 PointPark Properties s.r.o.
 Pricewaterhouse Coopers LLP
 Riyadh House Est
 Rothschild
 Sima Samiealhak Q Malak
 Siteco

Listing of Parties-in-Interest Reviewed for Recent Former and Current Relationships

Social Insurance Organization (GOSI)
St. Christophers School
Takaful International Co.
The Blackstone Group International Limited
Treasurer, State of Maine
Walter Knoll AG & Co. KG
Yousef A Alammam

Official Creditors' Committee Members

Bank of New York Mellon
Barclays Bank PLC
Central Bank of Bahrain
Commerzbank AG
Euroville S.À.R.L (a.k.a Fortelus)
National Bank of Bahrain BSC
VR Global Partners, L.P.

Official Creditors' Committee Attorneys

Milbank, Tweed, Hadley & McCloy LLP
Walkers

Official Creditors' Committee Investment Bank

Houlihan Lokey

Cayman Islands Joint Provisional Liquidator

Zolfo Cooper LLP

Ordinary Course Professionals

Allen Gledhill LLP
Complete Corporate Services PTE Ltd.
Deacons
Kirkland & Ellis
Moore Stephens LLP
Morgan, Lewis & Bockius LLP
Schirrmester, Diaz-Arrastia, Brem LLP

Employees Office of the US Trustee Southern District of New York

Andrea B. Schwartz
Andy Velez-Rivera
Anna M. Martinez
Brian S. Masumoto
Catletha Brooks
Danny A. Choy
Elisabetta Gasparini
Elizabeth C. Dub
Ercilia A. Mendoza
Greg M. Zipes
Linda A. Riffkin
Maria Catapano
Marilyn Felton
Mary V. Moroney
Michael Driscoll

Myrna R. Fields
Nadkarni Joseph
Nazar Khodorovsky
Paul K. Schwartzberg
Richard C. Morrissey
Savitri Nguyen
Serene Nakano
Susan Golden
Sylvester Sharp
Tracy Hope Davis
Victor Abriano

Southern District of New York Judges

Allan L. Gropper
Burton R. Lifland
Cecelia G. Morris
James M. Peck
Martin Glenn
Robert Drain
Robert E. Gerber
Sean H. Lane
Shelley C. Chapman
Stuart M. Bernstein

Parties-in-Interest Noted for Court Disclosure

Relationships in Matters Unrelated to These Proceedings

Debtor

Arcapita Bank B.S.C.(c)

Debtor's Attorneys

Gibson, Dunn & Crutcher LLP (US)

Linklaters LLP (UK)

Trowers & Hamblins LLP (Bahrain)

Debtor's Financial Advisors

KPMG

Rothschild Inc.

Secured Lenders

Standard Chartered Bank

WestLB AG

Substantial Unsecured Bondholders or Lenders

Bahrain Bay Development B.S.C.(c)

Bank of America N.A.

Bank of Taiwan, Singapore Branch

Barclays Bank PLC

Central Bank of Bahrain

CIMB Bank Berhad

Commerzbank AG

Credit Suisse, London

Deutsche Bank Luxembourg S.A.

Fortis Bank NA/NV

Goldman Sachs Lending Partners

HSH Nordbank AG, Luxembourg Branch

ING Bank N.V.

Natixis

Royal Bank of Scotland N.V.

Standard Bank plc

The Royal Bank of Scotland plc

Substantial Unsecured Bondholders or Lenders

Attorneys

Brown Rudnick LLP

Clifford Chance LLP

Kasowitz, Benson, Torres & Friedman LLP

Reed Smith LLP

Top Twenty/Significant Trade Creditors

American Express

Bahrain Bay Development B.S.C. (c)

Bahrain Bay Utilities Company BSC(c)

Central Bank of Bahrain

Cleary Gottlieb Steen & Hamilton LLP

CMS Cameron McKenna LLP

Dawnay, Day & Co. Limited

Ernst & Young

Gibson, Dunn & Crutcher

King & Spalding

Korn / Ferry International

KPMG

Linklaters

Maples and Calder

Marsh

Pricewaterhouse Coopers LLP

Rothschild

Official Creditors' Committee Members

Bank of New York Mellon

Barclays Bank PLC

Central Bank of Bahrain

Commerzbank AG

Official Creditors' Committee Attorneys

Milbank, Tweed, Hadley & McCloy LLP

Walkers

Official Creditors' Committee Investment Bank

Houlihan Lokey

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Kirkland & Ellis

Moore Stephens LLP

Morgan, Lewis & Bockius LLP