

Objection Deadline: June 19, 2012 at 12:00 p.m. (prevailing U.S. Eastern Time)
Hearing Date and Time: June 26, 2012 at 11:00 a.m. (prevailing U.S. Eastern Time)

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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	:	

**DEBTORS' MOTION PURSUANT TO SECTIONS 105, 501, 502 AND 503 OF
THE BANKRUPTCY CODE, BANKRUPTCY RULES 2002 AND 3003(c)
AND LOCAL BANKRUPTCY RULE 3003-1, FOR AN ORDER
ESTABLISHING BAR DATES FOR FILING PROOFS OF CLAIM
AND APPROVING FORM AND MANNER OF NOTICE THEREOF**

Arcapita Bank B.S.C.(c) ("*Arcapita*") and certain of its subsidiaries, as debtors and debtors in possession in these chapter 11 cases (each, a "*Debtor*," and collectively, the "*Debtors*"), file this Motion (the "*Motion*") for entry of an order, substantially in the form attached hereto as Exhibit A (the "*Proposed Order*"), establishing the deadline for filing proofs of claim and approving the form and manner of notice thereof. In support of this Motion, the Debtors respectfully state as follows:

BACKGROUND

1. On March 19, 2012, Arcapita and five of its affiliates (collectively, the “*Initial Debtors*”) commenced cases under chapter 11 of the Bankruptcy Code. On April 30, 2012, Falcon Gas Storage Company, Inc. (“*Falcon*”) commenced a case under chapter 11 of the Bankruptcy Code (along with the cases of the Initial Debtors, the “*Chapter 11 Cases*”). As used in this Motion, “*Petition Date*” means: (a) with respect to all Debtors other than Falcon and all claims against such Debtors, **March 19, 2012**, and (b) with respect to Falcon and all claims against Falcon, **April 30, 2012**. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On April 5, 2012, the United States Trustee for Region 2 appointed an Official Committee of Unsecured Creditors [Dkt. No. 60] pursuant to sections 1102(a) and (b) of the Bankruptcy Code (the “*Committee*”).

2. Information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of the Chapter 11 Cases is set forth in the *Declaration of Henry A. Thompson in Support of the Debtors’ Chapter 11 Petitions and First Day Motions and in Accordance with Local Rule 1007-2* [Dkt. No. 6].

3. The Debtors filed their respective schedules and statements of financial affairs [Dkt. Nos. 212 – 224, 230 and 231] (collectively, the “*Schedules*”) on June 8, 2012, pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedures (the “*Bankruptcy Rules*”) and the *Order Further Extending the Time to File Schedules and Statements of Financial Affairs* [Dkt. No. 141].

4. The Debtors have spent a considerable amount of time and effort to prepare the Schedules in order to provide accurate and complete information. Now, in order to

formulate a confirmable plan of reorganization and provide accurate disclosure related thereto, the Debtors require, among other things, complete and accurate information regarding the nature, validity, number and amount of the claims² that will be asserted in the Chapter 11 Cases.

5. Thus, to facilitate the restructuring process, the Debtors, by this Motion, seek entry of an order fixing **August 30, 2012, at 5:00 p.m. (prevailing U.S. Eastern Time)** as the last date and time that proofs of claim against any of the Debtors may be filed by any party other than governmental units as defined in section 101(27) of the Bankruptcy Code, and approving the form and manner of notice thereof. The Debtors also seek approval of certain methods to provide notice of the Bar Date according to the specialized notice attached hereto. Finally, the Debtors request that the Court enter the Proposed Order (a) establishing the Bar Date (as defined below) and related claims procedures proposed herein and (b) approving the form and manner of notice thereof.

JURISDICTION

6. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). The statutory predicates for the relief requested herein are sections 105, 501, 502 and 503 of the Bankruptcy Code, Bankruptcy Rules 2002, 3003(c), rule 3003-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”) and the Second Amended Procedural Guidelines for Filing Requests for Bar Orders in the United States Bankruptcy Court for the Southern District of New York, dated November 29, 2009, established by the Board of Judges for the Southern District of New York and as adopted by the Court as General Order M-386 (the “**General Order M-386**”).

² “Claim,” as used herein, shall have the meaning ascribed to it in section 101(5) of the Bankruptcy Code.

RELIEF REQUESTED

7. By this Motion, the Debtors request, among other things, that the Court:
- (a) establish **August 30, 2012 at 5:00 p.m. (prevailing U.S. Eastern Time)** (the “**Bar Date**”) as the deadline for each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures and trusts, *excluding, however*, governmental units as defined in section 101(27) of the Bankruptcy Code (“**Governmental Units**”)) to file a proof of claim (each a “**Proof of Claim**”) in respect of a prepetition claim, including, for the avoidance of doubt, secured claims and priority claims, against any of the Debtors;
 - (b) establish **September 17, 2012 at 5:00 p.m. (prevailing U.S. Eastern Time)** (the “**Governmental Bar Date**”) as the deadline for Governmental Units to file a Proof of Claim in respect of a prepetition claim, including, for the avoidance of doubt, secured claims and priority claims, against any of the Debtors;
 - (c) approve the proposed model Proof of Claim form, attached as **Exhibit 3** to the Proposed Order (the “**Proof of Claim Form**”);
 - (d) approve the proposed procedures for filing Proofs of Claim; and
 - (e) approve the proposed procedures for providing notice of the Bar Date, including, among other things, the procedures for mailing notice substantially in the form annexed as **Exhibit 1** to the Proposed Order (the “**Bar Date Notice**”) and the procedures for publishing notice substantially in the form annexed as **Exhibit 2** to the Proposed Order (the “**Publication Notice**”).

A. The Proposed Procedures for Filing Proofs of Claim

8. The Debtors propose the following procedures for filing Proofs of Claim:
- (a) Unless otherwise provided herein, the Bar Date shall be August 30, 2012 at 5:00 p.m. (prevailing U.S. Eastern Time), and the Governmental Bar Date shall be September 17, 2012 at 5:00 p.m. (prevailing U.S. Eastern Time).
 - (b) Proofs of Claim filed against the Debtors must substantially conform to the Proof of Claim Form or to the Official Bankruptcy Form 10.

- (c) The original Proof of Claim Form should be sent to the following addresses:

if by first-class mail to GCG, Inc., the official noticing and claims agent in the Chapter 11 Cases (“**GCG**”):

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

if by hand delivery or overnight courier to GCG:

Arcapita Bank B.S.C.(c)
c/o GCG
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017

or if by hand delivery to the Clerk of the United States Bankruptcy Court for the Southern District of New York (the “**Clerk**”):

Clerk of the United States Bankruptcy Court
One Bowling Green, Room 701
New York, New York 10004

- (d) Proofs of Claim will be deemed filed only when *actually received* by GCG or the Clerk on or before the Bar Date or the Governmental Bar Date, as applicable.
- (e) Proofs of Claim must: (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) set forth with specificity the legal and factual basis for the alleged claim and include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; (iii) be in the English language; and (iv) be denominated in United States currency (using the exchange rate, if applicable, as of the applicable Petition Date).
- (f) Parties who wish to receive proof of receipt of their Proof of Claim from GCG must include with their Proof of Claim a copy of their Proof of Claim and a self-addressed, stamped envelope.
- (g) Proofs of Claim must specify by name and case number of the Debtor against which the Claim is filed; if the holder asserts a claim against more than one Debtor or has claims against different Debtors, a separate proof of claim form must be filed with respect to each Debtor; and a Proof of Claim under Case No. 12-11076 or that does not identify a Debtor will be deemed as filed only against Arcapita Bank B.S.C.(c).

- (h) Neither the Court nor GCG shall be required to accept Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission.
- (i) Any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and Governmental Units) that asserts a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (i) the Bar Date or the Governmental Bar Date, as applicable, and (ii) the date that is **30 days** following the entry of the order approving such rejection, or be forever barred from doing so.
- (j) In the event that the Debtors (i) supplement or amend their Schedules to, among other things, (A) designate a claim as disputed, contingent, or unliquidated, (B) change the amount of a claim reflected therein, (C) change the classification of a claim reflected therein, (D) remove a claim reflected therein or (E) add a claim that was not listed on the Schedules, or (ii) determine, in their business judgment, to require any of the non-debtor subsidiaries of the Debtors having a claim against any of the Debtors to file a Proof of Claim, then the Debtors shall notify the claimant of the supplement or amendment and the related Proof of Claim filing requirements. The deadline for any holder of a claim so designated, changed, or added to file a Proof of Claim on account of any such claim is the later of (X) the Bar Date or the Governmental Bar Date, as applicable, and (Y) the date that is **30 days** after the Debtors provide notice of the supplement or amendment.

9. The following persons or entities are *not* required to file a Proof of Claim

on or before the Bar Date, with respect to the claims described below:

- (a) Any Governmental Unit shall be allowed to file Proofs of Claim on or before the Governmental Bar Date;
- (b) Any person or entity that has already filed a proof of claim against the Debtors with the Clerk or GCG in a form substantially similar to the Proof of Claim Form;
- (c) Any person or entity whose claim is listed on the Schedules filed by the Debtors, provided that (i) the claim is *not* scheduled as “disputed,” “contingent” or “unliquidated”; (ii) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the claimant does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
- (d) Any holder of a claim that heretofore has been allowed by an order of this Court;

- (e) Any person or entity whose claim has been paid in full by any of the Debtors with respect to such claim pursuant to a final order of a court with jurisdiction over such claim, unless such entity is specifically required to file a Proof of Claim pursuant to other provisions of the Proposed Order;
 - (f) Any holder of a claim for which a separate deadline for the filing of a proof of claim has previously been fixed by this Court;
 - (g) Any Debtor having a claim against another Debtor or any of the non-debtor subsidiaries of the Debtors having a claim against any of the Debtors, except as set forth in paragraph 10(j) hereof;
 - (h) Any holder of a claim allowable under section 503(b) and section 507(a)(2) of the Bankruptcy Code as an administrative expense, which claims will be subject to a separate bar date;
 - (i) Any person or entity that holds an interest in any of the Debtors, which interest is based exclusively upon the ownership of common stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; *provided, however,* that interest holders that wish to assert claims (as opposed to ownership interests) against any of the Debtors that arise out of or relate to the ownership or purchase of an interest, including claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the Bar Date, unless another exception identified herein applies;
 - (j) Any person or entity holding a claim for principal, interest and other fees and expenses pursuant to any debtor-in-possession financing obtained by the Debtors and approved by a final order of the Court pursuant to section 364 of the Bankruptcy Code;
 - (k) Any director who sits on the board of directors of any of the Debtors as of the date of this Motion and any employee of the Debtors designated as an “officer” for purposes of section 16 of the Securities Exchange Act of 1934 as of the date of the filing of this Motion, in each case, holding a contingent and unliquidated claim for contingent or unliquidated indemnification, contribution or reimbursement; and
 - (l) Any entity that, as of the Bar Date, is an affiliate (as defined in section 101(2) of the Bankruptcy Code) of any Debtor.
10. Any person or entity that relies on the Schedules has the responsibility to

determine that the claim is accurately listed in the Schedules.

B. Notice of the Bar Date

11. The Debtors propose to provide notice of the Bar Date and the

Governmental Bar Date in accordance with the following procedures:

- (a) At least 35 days prior to the Bar Date, the Debtors shall cause to be mailed
 - (i) a Proof of Claim Form and (ii) a Bar Date Notice to the following parties:
 - (i) the United States Trustee for the Southern District of New York;
 - (ii) counsel for the Committee;
 - (iii) all persons or entities that have requested notice of the proceedings in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002;
 - (iv) all persons or entities that have filed claims against the Debtors;
 - (v) all known creditors and other known holders of claims as of the date of the order granting the relief requested by this Motion, including all persons or entities listed in the Schedules as holding claims for which the Debtors have addresses;
 - (vi) all parties to executory contracts and unexpired leases of the Debtors;
 - (vii) the attorneys of record to all parties with litigation pending against any of the Debtors;
 - (viii) the Internal Revenue Service, the Securities and Exchange Commission, the United States Attorney's Office for the Southern District of New York, and all applicable Government Units; and
 - (ix) all other parties in the Debtors' creditor matrix not included above (collectively, the "***Notice Parties***").
- (b) The Debtors shall also post the Proof of Claim Form and Bar Date Notice on the website established by GCG for the Debtors' Chapter 11 Cases: www.gcginc.com/cases/arcapita.

12. With regard to their current employees, the Debtors seek authority, in their

sole discretion, to distribute notice of the Bar Date to such employees using a notice substantially similar to that of the Bar Date Notice.

13. The Debtors have determined that it would be in the best interest of their estates to give notice by publication to certain creditors including: (a) those creditors to whom no other notice was sent and who are unknown or not reasonably ascertainable by the Debtors; (b) known creditors with addresses unknown by the Debtors; and (c) creditors with potential claims unknown by the Debtors. The Debtors seek authority to publish the Publication Notice in the *Wall Street Journal* (International Edition) and *The Financial Times* on one occasion at least 28 days prior to the Bar Date, thus satisfying the requirements of Bankruptcy Rule 2002(a)(7) and General Order M-386. The Debtors also request authority but not direction, to publish the Publication Notice, in their sole discretion, in other newspapers, trade journals, or similar publications.

C. The Proof of Claim Form

14. The Debtors have prepared the Proof of Claim Form, which substantially conforms to Official Bankruptcy Form 10. To the extent feasible, the Proof of Claim Form will be customized when sent to creditors to reflect certain information about the creditor and the Debtor(s) against which that creditor may have a claim. Specifically, for those holders of claims listed on the Schedules, the Debtors shall mail one or more Proof of Claim Forms (as appropriate), indicating on such Proof of Claim Form(s) how the Debtors have scheduled such creditor's claim in the Schedules (including the identity of the Debtor, the amount of the claim and whether the claim has been scheduled as contingent, unliquidated or disputed).

D. The Bar Date Notice

15. The proposed Bar Date Notice substantially conforms to the form annexed to General Order M-386. The Bar Date Notice notifies parties of:

- (a) the Bar Date and the Governmental Bar Date;
- (b) who must file a Proof of Claim;

- (c) the procedure for filing a Proof of Claim;
- (d) the consequences for failing to timely file a Proof of Claim; and
- (e) where parties can find further information.

E. Consequences of Failure to File a Proof of Claim

16. Pursuant to Bankruptcy Rule 3003(c)(2), the Debtors propose that any holder of a claim against the Debtors who is required, but fails, to file a proof of such claim in accordance with the Bar Date Order on or before the Bar Date or the Governmental Bar Date, as applicable, shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors (or filing a Proof of Claim with respect thereto), and shall not be treated as a creditor with respect to such claim for purposes of voting on any plan of reorganization filed in the Chapter 11 Cases or be permitted to participate in any distribution in the Chapter 11 Cases on account of such claim.

F. Treatment of Sensitive Information

17. The Debtors request that the Debtors and GCG, as the Debtors' noticing and claims agent, be allowed to hold in confidence any information regarding (a) the identities of creditors who are investors in and employees of Arcapita and its group of companies, including the Debtors and other non-Debtor subsidiaries of Arcapita (the "***Arcapita Group***") and (b) the amounts claimed by Arcapita Group employee creditors (collectively, "***Commercially Sensitive Information***") that may be received by the Debtors and GCG as part of the Proof of Claim filing process.

18. As outlined in the *Debtors' Motion for Order Authorizing Parties to File Under Seal Names of the Debtors' Customers* [Dkt. No. 52], public disclosures of the identities of the entities that have made investments with the Debtors, and thereby constituting the

Debtors' customers, would damage the Debtors' businesses by enabling the Debtors' competitors to "poach" the investors away from the Debtors.

19. With respect to the employees of Arcapita Group, the disclosure of amounts claimed by such employees as prepetition accrued and unpaid compensation implicates personal privacy concerns of the employees affected, which would negatively affect the morale of the Arcapita Group employees, and allow the Debtors' competitors to lure away valuable employee, thereby depriving the Debtors of the full value of their employees, whose efforts are indispensable in the prosecution of the Chapter 11 Cases as well as the ongoing efforts to formulate a feasible and confirmable plan of reorganization for the Debtors.

G. Objections to Claims and Reservation of Rights

20. The Debtors reserve all rights and defenses with respect to any Proof of Claim, including, among other things, the right to object to any Proof of Claim on any grounds. The Debtors also reserve all rights and defenses with respect to any claim listed on the Schedules, including, among other things, the right to dispute any such claim and assert any offsets or defenses to such claim. Further, the Debtors shall amend their Schedules as appropriate to the extent the Debtors dispute any claim listed on their Schedules and such claim is not already listed as disputed, contingent, or unliquidated.

21. The Debtors reserve the right to seek an additional order of this Court to fix a deadline by which holders of claims *not* subject to the Bar Date or the Governmental Bar Date requested herein must file Proofs of Claim against the Debtors or be forever barred from doing so.

BASIS FOR RELIEF

A. It is Necessary to Establish a Bar Date and Uniform Procedures for Filing Claims at this Juncture in the Debtors' Chapter 11 Cases

22. Bankruptcy Rule 3003(c)(3) provides that the Court shall fix the time within which proofs of claim must be filed in a chapter 11 case pursuant to section 501 of the Bankruptcy Code. *See Pioneer Inv. Services Co. v. Brunswick Associates Ltd. Partnership*, 507 U.S. 380, 382, n.1 (1993) (generally recognizing bankruptcy court's authority to establish and enforce bar dates in chapter 11 bankruptcy cases); *In re Wireless Data, Inc.*, 547 F. 3d 484 (2d. Cir. 2007) (finding that the Federal Rules of Bankruptcy Procedure permit bankruptcy courts to establish bar dates by which proofs of claim must be filed or thereafter forfeited); *In re Prestige Ltd. Partnership-Concord*, 234 F.3d 1108, 1118 (9th Cir. 2000) (finding that Bankruptcy Rule 3003(c)(3) requires the bankruptcy court to fix the time within which a proof of claim may be filed).

23. In order to continue their progress in the plan process and to prepare a disclosure statement containing adequate information, the Debtors must ascertain the nature, extent and scope of the claims asserted against each of them. *See In re Intelligent Med. Imaging Inc.*, 262 B.R. 142, 146 (Bankr. S.D. Fla. 2001), quoting *In re Trump Taj Mahal Associates*, 156 B.R. 928, 937 (Bankr. D.N.J. 1993) (explaining “[a] claims bar date in a chapter 11 case serves an important function of promoting efficient and expeditious administration of the case. ‘Without a final claims deadline, participants in the reorganization process would be hindered by undue caution in their negotiations and in voting on the plan.’”)

24. Bankruptcy Rule 3003(c)(2) further provides that any creditor whose claim is not scheduled in the debtor's statements of financial affairs, schedules of assets and

liabilities and schedules of executory contracts or whose claim is scheduled as disputed, contingent or unliquidated must file a proof of claim.

B. The Proposed Notice Periods for the Bar Date and the Governmental Bar Date Are Well in Excess of the Time Periods Required by the Bankruptcy Code, the Bankruptcy Rules and General Order M-386

25. Bankruptcy Rule 2002(a)(7) provides that debtors must provide at least 21 days' notice of the deadline to file proofs of claim. In addition, Bankruptcy Rule 2002(p)(2) requires debtors to provide 30 days' notice to creditors with a foreign address. General Order M-386 requires at least 35 days' notice to all creditors.

26. Pursuant to Bankruptcy Code section 502(b)(9), the "claim of a governmental unit shall be timely filed if it is filed before 180 days after the date of the order for relief or such later time as the Federal Rules of Bankruptcy Procedure may provide" 11 U.S.C. § 502(b)(9). Bankruptcy Rule 3002(c)(1) further provides that: "[a] proof of claim filed by a governmental unit . . . is timely filed if it is filed not later than 180 days after the date of the order for relief." Fed. R. Bankr. P. 3002(c)(1).

27. The proposed Bar Date of August 30, 2012 provides creditors other than Governmental Units a notice period that far exceeds the time periods specified in Bankruptcy Rules 2002(a)(7) and 2002(p)(2), as well as the General Order M-386.³ The Debtors believe this period gives creditors sufficient time to formulate and file their claims.

28. The proposed Governmental Bar Date of September 17, 2012 provides even longer notice to all known Governmental Unit creditors, while complying with the requirements of section 502(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3002(c)(1).

³ The Debtors propose that GCG be afforded at least seven days after entry of the Proposed Order to mail the Proof of Claim Forms and the Bar Date Notices. If such relief is granted and an order is entered by the Court on or before June 29, 2012, GCG will be able to complete the mailing by approximately July 6, 2012, which is 55 days prior to the Bar Date.

29. Accordingly, the Debtors submit that the proposed Bar Date and Governmental Bar Date and notice procedures provide sufficient time for all parties in interest, including foreign creditors and Governmental Units, to assert their claims. The Debtors submit, further, that because the proposed procedures will provide notice to all known parties in interest by mail and notice to any unknown parties in interest by publication, the proposed notice procedures are reasonably calculated to provide notice to all parties that may wish to assert a claim in the Chapter 11 Cases.

30. GCG will also post the Proof of Claim Form, along with instructions for filing Proofs of Claim, on the website established in the Chapter 11 Cases (www.gcginc.com/cases/arcapita). The Bar Date Notices will also indicate that the Debtors' Schedules may be accessed through the same website or by contacting GCG at 1-800-762-7029 (for Domestic callers) or 1-440-389-7311 (for International callers).

31. Accordingly, the Debtors submit that no further or other notice of the Bar Date and the Governmental Bar Date is necessary and that the proposed notice procedures provide due and proper notice of the Bar Date and the Governmental Bar Date.

32. Requests for bar date orders must conform substantially to the standard order and notice provided in General Order M-386. The Debtors believe that the Motion, the Bar Date Notice, the Publication Notice and the Proposed Order substantially comply with Bankruptcy Rule 3003, Local Rule 3003-1 and General Order M-386. The Debtors submit that the alterations to the forms attached to the General Order M-386 are appropriate and generally are limited to those instances where deviations were appropriate to tailor the Bar Date Notice and Publication Notice to the Chapter 11 Cases and/or deviations that are expressly contemplated by General Order M-386.

33. The Debtors submit that the relief requested by the Motion should be granted, for the foregoing reasons, and that such relief is necessary and appropriate and is in the best interests of the Debtors' estates and creditors.

NOTICE

34. No trustee or examiner has been appointed in the Chapter 11 Cases. The Debtors have provided notice of filing of the Motion by electronic mail, facsimile and/or overnight mail to: (i) 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.); (ii) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis Dunne, Esq. and Evan Fleck, Esq.), counsel to the Committee; and (iii) all parties listed on the Master Service List established in these Chapter 11 Cases. A copy of the Motion is also available on the website of the Debtors' noticing and claims agent, GCG, at www.gcginc.com/cases/arcapita.

NO PRIOR REQUEST

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

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: New York, New York
June 12, 2012

Respectfully submitted,

/s/ Michael A. Rosenthal

Michael A. Rosenthal (MR-7006)
Craig Millet (*admitted pro hac vice*)
Janet M. Weiss (JW-5460)
Matthew K. Kelsey (MK-3137)

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ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION

Objection Deadline: June 19, 2012 at 12:00 p.m. (prevailing U.S. Eastern Time)
Hearing Date and Time: June 26, 2012 at 11:00 a.m. (prevailing U.S. Eastern Time)

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Attorneys for the Debtors and Debtors in Possession

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

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IN RE:	:	Chapter 11
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ARCAPITA BANK B.S.C.(c), et al.,	:	Case No. 12-11076 (SHL)
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Debtors.	:	Jointly Administered
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**NOTICE OF HEARING ON DEBTOR’S MOTION PURSUANT TO SECTIONS
105, 501, 502 AND 503 OF THE BANKRUPTCY CODE, BANKRUPTCY RULES
2002 AND 3003(c) AND LOCAL BANKRUPTCY RULE 3003-1, FOR AN
ORDER ESTABLISHING BAR DATES FOR FILING PROOFS OF CLAIM
AND APPROVING FORM AND MANNER OF NOTICE THEREOF**

PLEASE TAKE NOTICE that a hearing on the annexed motion, dated June 12, 2012 (the “*Motion*”) of Arcapita Bank B.S.C.(c) and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”) will be held before the Honorable Sean H. Lane, United States Bankruptcy Judge, in Room 701 of the United States Bankruptcy Court for the Southern District of New York (the “*Bankruptcy Court*”), One Bowling Green, New York, New York 10004, on **June 26, 2012 at 11:00 a.m. (prevailing U.S. Eastern Time)**, or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion (the “**Objections**”) shall be filed electronically with the Court on the docket of *In re Arcapita Bank B.S.C.(c), et al.*, Ch. 11 Case No. 12-11076 (SHL) (the “**Docket**”), pursuant to the Case Management Procedures approved by this Court¹ and the Court’s General Order M-399 (available at <http://nysb.uscourts.gov/orders/orders2.html>), by registered users of the Court’s case filing system and by all other parties in interest on a 3.5 inch disk, preferably in portable document format, Microsoft Word, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and 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., Janet M. Weiss, Esq. and Matthew K. Kelsey, Esq.); (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Richard Morrissey, Esq.); and (iii) the Official Committee of Unsecured Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq. and Evan R. Fleck, Esq.) so as to be received no later than **June 19, 2012 at 12:00 p.m. (prevailing U.S. Eastern Time)** (the “**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Proposed Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which order may be entered with no further notice or opportunity to be heard.

¹ See 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 [Dkt. No. 21].

Dated: New York, New York
June 12, 2012

/s/ Michael A. Rosenthal
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ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A

Proposed Order

**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 PURSUANT TO SECTIONS 105, 501, 502 AND 503 OF THE
BANKRUPTCY CODE, BANKRUPTCY RULES 2002
AND 3003(c)(3) AND LOCAL BANKRUPTCY RULE 3003-1,
ESTABLISHING BAR DATES FOR FILING PROOFS OF
CLAIM AND APPROVING FORM AND MANNER OF NOTICE THEREOF**

Upon consideration of the Motion (the “*Motion*”)¹ of Arcapita Bank B.S.C.(c) (“*Arcapita*”) and certain of its subsidiaries, as debtors and debtors in possession (collectively, the “*Debtors*” and each, a “*Debtor*”), for entry of an order (this “*Order*”) fixing a deadline and establishing procedures for filing proofs of claim and approving the form and manner of service thereof; and the Court having found that it has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court having found that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and the Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance with the Bankruptcy Rules, the Local Rules and the case management procedures approved by this

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

Court² for the Chapter 11 Cases, and that, except as otherwise ordered herein, no other or further notice is necessary; and the Court having reviewed the Motion and having considered the statements in support of the relief requested therein 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 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 to the extent set forth herein.
2. As used in this Order, “*Petition Date*” shall mean: (a) with respect to all Debtors other than Falcon Gas Storage Company, Inc. as well as all claims against such Debtors, **March 19, 2012**, and (b) with respect to Falcon as well as all claims against Falcon Gas Storage Company, Inc., **April 30, 2012**.
3. Except as otherwise provided herein, all persons and entities (including, without limitation, individuals, partnerships, corporations, joint ventures and trusts, but excluding governmental units as defined by section 101(27) of the Bankruptcy Code (“*Governmental Units*”)) that assert a claim, as defined in section 101(5) of the Bankruptcy Code, against the Debtors that arose prior to the applicable Petition Date shall file a proof of such claim (each a “*Proof of Claim*” and, collectively, the “*Proofs of Claim*”) in writing so that it is *actually received* on or before **August 30, 2012 at 5:00 p.m. (prevailing U.S. Eastern Time)** (the “*Bar Date*”); *provided, however*, that Governmental Units shall file a Proof of Claim with

² See 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 [Dkt. No. 21].

respect to any claim against the Debtors that arose prior to the applicable Petition Date in writing so that it is *actually received* on or before **September 17, 2012 at 5:00 p.m. (prevailing U.S. Eastern Time)** (the “**Governmental Bar Date**”).

4. Pursuant to Rule 2002, the following procedures for the filing of Proofs of Claim shall apply:

- (a) Proofs of Claim filed against the Debtors must substantially conform to the form annexed hereto as **Exhibit 3** or to Official Bankruptcy Form 10 (the “**Proof of Claim Form**”);
- (b) The original Proof of Claim Form should be sent to the following addresses:

if by first-class mail to GCG, Inc., the official noticing and claims agent in the Chapter 11 Cases (“**GCG**”):

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

if by hand delivery or overnight courier to GCG:

Arcapita Bank B.S.C.(c)
c/o GCG
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017

or if by hand delivery to the Clerk of the United States Bankruptcy Court for the Southern District of New York (the “**Clerk**”):

Clerk of the United States Bankruptcy Court
One Bowling Green Room 701
New York, New York 10004

- (c) Proofs of Claim will be deemed filed only when *actually received* by GCG or the Clerk on or before the Bar Date or the Governmental Bar Date, as applicable;
- (d) Proofs of Claim must (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) set forth with specificity the legal and factual basis for the alleged claim and include supporting documentation (if voluminous, attach a summary) or an

explanation as to why documentation is not available; (iii) be in the English language; and (iv) be denominated in United States currency (using the exchange rate, if applicable, as of the applicable Petition Date);

- (e) Parties who wish to receive proof of receipt of their Proof of Claim from GCG must include with their Proof of Claim a copy of their Proof of Claim and a self-addressed, stamped envelope.
 - (f) Proofs of Claim must specify by name and case number of the Debtor against which the claim is filed; if the holder asserts a claim against more than one Debtor or has claims against different Debtors, a separate proof of claim form must be filed with respect to each Debtor; and a Proof of Claim under Case No. 12-11076 or that does not identify a Debtor will be deemed as filed only against Arcapita Bank B.S.C.(c); and
 - (g) Neither the Court nor GCG shall be required to accept Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission.
5. The following persons or entities need *not* file a Proof of Claim on or prior

to the Bar Date:

- (a) Any Governmental Unit shall be allowed to file Proofs of Claim on or before the Governmental Bar Date;
- (b) Any person or entity that has already filed a Proof of Claim against the Debtors with the Clerk or GCG in a form substantially similar to the Proof of Claim Form;
- (c) Any person or entity whose claim is listed on the Schedules filed by the Debtors, provided that (i) the claim is not scheduled as “disputed,” “contingent” or “unliquidated”; and (ii) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the claimant does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
- (d) Any holder of a claim that heretofore has been allowed by an order of this Court;
- (e) Any person or entity whose claim has been paid in full by any of the Debtors with respect to such claim pursuant to a final order of a court with jurisdiction over such claim, unless such entity is specifically required to file a Proof of Claim pursuant to other provisions of this Order;
- (f) Any holder of a claim for which a separate deadline for the filing of a proof of claim has previously been fixed by this Court;

- (g) Any Debtor having a claim against another Debtor or any of the non-debtor subsidiaries of Arcapita Bank B.S.C.(c) having a claim against any of the Debtors, except as set forth below;
- (h) Any holder of a claim allowable under section 503(b) and section 507(a)(2) of the Bankruptcy Code as an administrative expense, which claims shall be subject to a separate bar date;
- (i) Any person or entity holding a claim for principal, interest and other fees and expenses pursuant to any debtor-in-possession financing obtained by the Debtors and approved by a final order of the Court pursuant to section 364 of the Bankruptcy Code;
- (j) Any director who sits on the board of directors of any of the Debtors as of the date of the Motion and any employee of the Debtors designated as an “officer” for purposes of section 16 of the Securities Exchange Act of 1934 as of the date of the filing of the Motion, in each case, holding a contingent and unliquidated claim for contingent or unliquidated indemnification, contribution or reimbursement; and
- (k) Any entity that, as of the Bar Date, is an affiliate (as defined in section 101(2) of the Bankruptcy Code) of any Debtor.

6. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease, as to which the order authorizing such rejection is dated on or before the date of entry of this Order, must file a proof of claim based on such rejection on or before the Bar Date or the Governmental Bar Date, as applicable, and any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease, as to which an order authorizing such rejection is dated after the date of entry of this Order, must file a proof of claim by the date that is the later of (a) the Bar Date or the Governmental Bar Date, as applicable, and (b) the date that is on or before 30 days following the entry of the order approving such rejection, or be forever barred from doing so.

7. Any person or entity that holds an equity security interest in any of the Debtors need not file proofs of interest with respect to the ownership of such equity interest; *provided, however*, that if any such holder asserts a claim against the Debtors (including a claim

relating to an equity interest or the purchase or sale of such equity interest), a Proof of Claim must be filed on or prior to the Bar Date or the Governmental Bar Date, as applicable, pursuant to the procedures set forth in this Order.

8. If the Debtors amend or supplement the Schedules subsequent to the date hereof or determine, in their business judgment, to require any non-debtor subsidiaries of the Debtors having a claim against any of the Debtors to file a Proof of Claim, then the Debtors shall give notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall be afforded 30 days from the date of such notice to file Proofs of Claim in respect of their claims or be barred from doing so, and shall be given notice of such deadline and the related Proof of Claim filing requirements; and it is further

9. Nothing in this Order shall prejudice the rights of the Debtors or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules.

10. Pursuant to Bankruptcy Rule 3003(c)(2), all holders of claims that fail to comply with this Order by timely filing a Proof of Claim in appropriate form shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors (or filing a Proof of Claim with respect thereto), and shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution under any plan confirmed in the Chapter 11 Cases.

11. A copy of the notice substantially in the form annexed hereto as *Exhibit 1* (the “*Bar Date Notice*”) is approved and shall be deemed adequate and sufficient if served by first-class mail at least 35 days prior to the Bar Date on:

- (a) the United States Trustee for the Southern District of New York;
- (b) counsel for the Committee;
- (c) all persons or entities that have requested notice of the proceedings in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002;

- (d) all persons or entities that have filed claims against the Debtors;
- (e) all known creditors and other known holders of claims as of the date of this Order, including all persons or entities listed in the Schedules as holding claims for which the Debtors have addresses;
- (f) all parties to executory contracts and unexpired leases of the Debtors;
- (g) the attorneys of record to all parties with litigation pending against any of the Debtors;
- (h) the Internal Revenue Service, the Securities and Exchange Commission, the United States Attorney's Office for the Southern District of New York, and all applicable Governmental Units; and
- (i) all other parties in the Debtors' creditor matrix not included above (collectively, the "**Notice Parties**").

12. For those holders of claims listed on the Schedules, the Debtors shall mail one or more Proof of Claim Forms (as appropriate), indicating on the form how the Debtors have scheduled such creditor's claim in the Schedules (including the identity of the Debtor, the amount of the claim and whether the claim has been scheduled as contingent, unliquidated or disputed).

13. With regard to their current employees, the Debtors may distribute notice of the Bar Date to such employees using a notice substantially similar to Bar Date Notice.

14. Pursuant to Bankruptcy Rule 2002(f), the Debtors shall publish notice of the Bar Date and the Governmental Bar Date in substantially the form attached hereto as **Exhibit 2** (the "**Publication Notice**") once in the National Edition of the *Wall Street Journal* (International Edition) and *The Financial Times*, at least 28 days prior to the Bar Date, which publication is hereby approved and shall be deemed good, adequate and sufficient publication of notice of the Bar Date and the Governmental Bar Date.

15. The Debtors may, in their sole discretion, publish the Publication Notice in other newspapers, trade journals, or similar publications.

16. Any person or entity who desires to rely on the Schedules will have the responsibility for determining that the claim is accurately listed in the Schedules.

17. The Debtors shall post the Proof of Claim Form and Bar Date Notice on the website established by GCG for the Debtors' Chapter 11 Cases:

www.gcginc.com/cases/arcapita.

18. The Debtors shall not be required to post, publish, or otherwise make publicly available any information relating to (a) the identities of Arcapita Group investor and employee creditors that have filed Proofs of Claims and (b) the amounts claimed by Arcapita Group employee creditors in Proofs of Claims (collectively, "***Commercially Sensitive Information***"), on any means accessible by the public, including, but not limited to, the official register maintained by the Debtors' noticing and claims agent, GCG, or the website established by GCG for the Chapter 11 Cases, www.gcginc.com/cases/arcapita, and further, GCG shall be authorized to maintain the official register in a manner consistent with the foregoing, absent further order of this Court; *provided, however*, that the Debtors and/or GCG shall provide the Commercially Sensitive Information to the Committee or the Office of the United States Trustee on a confidential basis upon the request of the Committee or the Office of the United States Trustee.

19. The Debtors and GCG are authorized and empowered 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, the provision of additional explanatory documents (which may be in languages other than English) in conjunction with the Proof of Claim Form.

20. The entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of claims or interests not subject to the Bar Date or the Governmental Bar Date established herein must file such Proofs of Claim or interest or be barred from doing so.

Dated: New York, New York
_____, 2012

THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Bar Date Notice

**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 DEADLINES REQUIRING FILING OF PROOFS OF CLAIM
ON OR BEFORE THE BAR DATE OR THE GOVERNMENTAL BAR DATE**

**TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE
DEBTOR ENTITIES LISTED ON PAGE 1 AND 2 OF THIS NOTICE:**

PLEASE TAKE NOTICE THAT, on June __, 2012, the United States Bankruptcy Court for the Southern District of New York (the “*Court*”), having jurisdiction over the chapter 11 cases (the “*Chapter 11 Cases*”) of Arcapita Bank B.S.C.(c) (“*Arcapita*”) and certain of its subsidiaries, as debtors and debtors in possession (collectively, the “*Debtors*” and each, a “*Debtor*”) entered an order (the “*Bar Date Order*”) establishing **August 30, 2012, at 5:00 p.m. (prevailing U.S. Eastern Time)** (the “*Bar Date*”) as the last date and time for each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures and trusts, but excluding governmental units (as defined in section 101(27) of the Bankruptcy Code) (“*Governmental Units*”)) to file a proof of claim (a “*Proof of Claim*”) based on prepetition claims against any of the Debtors.

Pursuant to the Bar Date Order, **September 17, 2012, at 5:00 p.m. (prevailing U.S. Eastern Time)** (the “*Governmental Bar Date*”) is the last date and time for each Governmental Unit to file a Proof of Claim based on prepetition claims against any of the Debtors.

The Debtors include the following entities:

<u>DEBTOR</u>	<u>CASE NUMBER</u>
Arcapita Bank B.S.C.(c)	12-11076
Arcapita Investment Holdings Limited	12-11077
Arcapita LT Holdings Limited	12-11078
WindTurbine Holdings Limited	12-11079

<u>DEBTOR</u>	<u>CASE NUMBER</u>
AEID II Holdings Limited	12-11080
RailInvest Holdings Limited	12-11081
Falcon Gas Storage Company, Inc.	12-11790

The Bar Date or the Governmental Bar Date, as applicable, and the procedures set forth below for the filing of Proofs of Claim apply to all claims against the Debtors that arose prior to the applicable Petition Date, on which the Debtors commenced their respective Chapter 11 Cases under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”), except for those claims listed in Section 4 below that are specifically excluded from the Bar Date filing requirement.

As used herein, “*Petition Date*” means: (a) with respect all Debtors other than Falcon Gas Storage Company, Inc. (“*Falcon*”) and all claims against such Debtors, **March 19, 2012**; and (b) with respect to Falcon and all claims against Falcon, **April 30, 2012**.

If you have any questions relating to this Notice, please feel free to contact GCG, Inc. (“GCG”), the Debtors’ court-appointed noticing and claims agent, at 1-800-762-7029 (for Domestic callers) or 1-440-389-7311 (for International callers) or ArcapitaBankInfo@gcginc.com.

YOU SHOULD CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROOF OF CLAIM. NEITHER THE ATTORNEYS FOR THE DEBTORS NOR GCG, THE DEBTORS’ COURT APPOINTED NOTICING AND CLAIMS AGENT, ARE AUTHORIZED TO PROVIDE YOU WITH ANY LEGAL ADVICE.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a **Proof of Claim** in order to be eligible to vote on a chapter 11 plan of reorganization filed in the Chapter 11 Cases or to share in any distribution from the Debtors’ estates if you have a claim that arose prior to **the applicable Petition Date** and it is not one of the other types of claims described in Section 4 below. Claims based on acts or omissions of the Debtors that occurred before **the applicable Petition Date** must be filed by the Bar Date (or the Governmental Bar Date, if such a claim is held by a Governmental Unit), even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before **the applicable Petition Date**.

Pursuant to section 101(5) of the Bankruptcy Code and as used in this Notice, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. WHAT TO FILE

The Debtors have enclosed a proof of claim form for use in these cases (the “***Proof of Claim Form***”); if your claim is scheduled by the Debtors, the Proof of Claim Form also sets forth the amount of your claim as scheduled by the Debtors, the specific Debtor against which the claim is scheduled and whether the claim is scheduled as disputed, contingent or unliquidated. You will receive a different Proof of Claim Form for each claim scheduled in your name by the Debtors. You may utilize the Proof of Claim Form(s) provided by the Debtors to file your claim. Additional Proof of Claim Forms may be obtained at www.gcginc.com/cases/arcapita.

All Proof of Claim Forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. It must be written in English and be denominated in United States currency (using the exchange rate, if applicable, as of **the applicable Petition Date**). You should set forth with specificity the legal and factual basis for your claim and attach to your completed Proof of Claim any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available. Any person who wishes to receive proof of receipt of their Proof of Claim from GCG must include with their Proof of Claim a copy of their Proof of Claim and a self-addressed, stamped envelope.

Any holder of a claim against more than one debtor must file a separate claim with respect to each such Debtor and all holders of claims must identify on their Proof of Claim the specific Debtor against which their claim is asserted and the case number of that Debtor’s bankruptcy case. A list of the names of the Debtors and their case numbers is set forth above.

3. WHEN AND WHERE TO FILE

All Proofs of Claim must be filed so as to be *actually received* on or before **August 30, 2012, 5:00 p.m. (prevailing U.S. Eastern Time)** at the following addresses:

if by first-class mail to GCG:

Arcapita Bank B.S.C.(c)
c/o GCG
P.O. Box 9881
Dublin, 43017-5781

if by hand delivery or overnight courier to GCG:

Arcapita Bank B.S.C.(c)
c/o GCG
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017

or if by hand delivery to the Clerk of the United States Bankruptcy Court for the Southern District of New York (the “*Clerk*”):

Clerk of the United States Bankruptcy Court
One Bowling Green, Room 701
New York, New York 10004-1408

Proofs of Claim will be deemed timely filed only if *actually received* by GCG or the Clerk on or before the Bar Date or the Governmental Bar Date, as applicable. Proofs of Claim may *not* be delivered by facsimile, telecopy, or electronic mail transmission.

4. WHO NEED NOT FILE A PROOF OF CLAIM

You do not need to file a Proof of Claim on or prior to the Bar Date if you are:

- (a) A Governmental Unit, in which case you must file a Proof of Claim by the Governmental Bar Date instead of the Bar Date;
- (b) A person or entity that has already filed a Proof of Claim against any of the Debtors with the Clerk of the Bankruptcy Court for the Southern District of New York or GCG, the Debtors’ noticing and claims agent, utilizing a claim form that substantially conforms to the Proof of Claim Form;
- (c) A person or entity whose claim is listed on the Schedules (as defined below) if (i) the claim is *not* scheduled as “disputed,” “contingent,” or “unliquidated,” and (ii) you do not dispute the amount or nature of the claim set forth in the Schedules; and (iii) you do not dispute that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
- (d) A holder of a claim that has been allowed by an order of the Court entered on or before the Bar Date;
- (e) Any person or entity whose claim has been paid in full by any of the Debtors with respect to such claim pursuant to a final order of a court with jurisdiction over such claim, unless such entity is specifically required to file a Proof of Claim pursuant to other provisions of the Bar Date Order;
- (f) A holder of a claim against any of the Debtors for which a separate deadline has previously been fixed by this Court (whereupon you will be required to file a Proof of Claim by that separate deadline);
- (g) Any Debtor in these cases having a claim against another Debtor or any of the non-debtor subsidiaries of the Debtors having a claim against any of the Debtors;

- (h) A holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense, which claims shall be subject to a separate bar date;
- (i) A person or entity that holds an interest in any of the Debtors, which interest is based exclusively upon the ownership of common stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; *provided, however,* that interest holders that wish to assert claims (as opposed to ownership interests) against any of the Debtors that arise out of or relate to the ownership or purchase of an interest, including claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the Bar Date or the Governmental Bar Date, as applicable, unless another exception identified herein applies;
- (j) A holder of a claim for principal, interest and other fees and expenses pursuant to any debtor-in-possession financing obtained by the Debtors and approved by a final order of the Court pursuant to section 364 of the Bankruptcy Code;
- (k) Any director who sits on the board of directors of any of the Debtors as of June 12, 2012 and any employee of the Debtors designated as an “officer” for purposes of section 16 of the Securities Exchange Act of 1934 as of June 12, 2012, in each case, holding a contingent and unliquidated claim for contingent or unliquidated indemnification, contribution or reimbursement; and
- (l) Any entity that, as of the Bar Date, is an affiliate (as defined in section 101(2) of the Bankruptcy Code) of any Debtor.

This notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you have a claim arising from the rejection of an executory contract or unexpired lease, you must file a Proof of Claim based on such rejection by the later of (i) the Bar Date or the Governmental Bar Date, as applicable, or (ii) the date which is **30 days** following the entry of the order approving such rejection or you will be forever barred from doing so. Notwithstanding the foregoing, if you are a party to an executory contract or unexpired lease and you wish to assert a claim on account of unpaid amounts accrued and outstanding as of the applicable Petition Date pursuant to that executory contract or unexpired lease (other than a rejection damages claim), you must file a Proof of Claim for such amounts on or before the Bar Date or the Governmental Bar Date, as applicable, unless an exception identified above applies.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE OR THE GOVERNMENTAL BAR DATE, AS APPLICABLE

ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THIS ORDER, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM SPECIFYING THE APPLICABLE DEBTOR AND OTHER REQUIREMENTS SET FORTH IN THE BAR DATE ORDER WILL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM (AND FROM FILING A PROOF OF CLAIM WITH RESPECT TO SUCH CLAIM) AGAINST THE DEBTORS AND THEIR ESTATES, AND THE HOLDER OF SUCH CLAIM SHALL NOT BE PERMITTED TO VOTE ON ANY PLAN OF REORGANIZATION FILED IN THE CHAPTER 11 CASES, OR PARTICIPATE IN ANY DISTRIBUTION IN THE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM.

7. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "*Schedules*").

To determine if and how you are listed in the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim Forms regarding the nature, amount and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Court) on account of your claim the enclosed Proof of Claim Form will reflect the net amount of your claims. If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple Proof of Claim Forms, each of which will reflect the nature and amount of your claim against one Debtor, as listed in the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules, however, you may rely on the enclosed form, which lists your claim as scheduled, identified the Debtor against which it is scheduled, and specifies whether the claim is disputed, contingent or unliquidated.

As set forth above, if you agree with the nature, amount and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the specified Debtor, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the Bar Date or the Governmental Bar Date, as applicable, in accordance with the procedures set forth in this notice.

Copies of the Schedules may be examined by interested parties on the Court's electronic docket for the Debtors' Chapter 11 Cases, which is posted on the Internet at www.gcginc.com/cases/arcapita and www.nysb.uscourts.gov (a PACER login and password are required and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Schedules may also be examined by interested parties between the hours of 9:00 am. and 4:30 p.m. (prevailing U.S. Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District

of New York, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Debtors' Schedules may also be obtained by written request to the Debtors' claims agent at the address and telephone number set forth below:

Arcapita Bank B.S.C.(c)
c/o GCG
P.O. Box 9881
Dublin, Ohio 43017-5781
Telephone: 1-800-762-7029 (for Domestic callers) or
1-440-389-7311 (for International callers)
E-mail: ArcapitaBankInfo@gcginc.com

A holder of a possible claim against the Debtors should consult an attorney regarding whether the holder should file a Proof of Claim. Neither the attorneys for the Debtors nor their Court-appointed noticing and claims agent, GCG, Inc., are authorized to provide you with any legal advice.

Dated: New York, New York
_____, 2012

BY ORDER OF THE COURT

GIBSON, DUNN & CRUTCHER LLP
Michael A. Rosenthal (MR-7006)
Craig Millet (*admitted pro hac vice*)
Janet M. Weiss (JW-5460)
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

EXHIBIT 2

Publication Notice

**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 DEADLINES FOR FILING PROOFS OF CLAIM

TO ALL ENTITIES WITH CLAIMS AGAINST ARCAPITA BANK B.S.C.(C) (“ARCAPITA”) AND CERTAIN OF ITS SUBSIDIARIES (THE “DEBTORS”), PLEASE TAKE NOTICE OF THE FOLLOWING:

On March 19, 2012, each of the Debtors other than Falcon Gas Storage Company, Inc. filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”). On April 30, 2012, Falcon Gas Storage Company, Inc. filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. As used herein, “*Petition Date*” shall mean: (a) with respect to all claims against all Debtors other than Falcon Gas Storage Company, Inc., **March 19, 2012**, and (b) with respect to all claims against Falcon Gas Storage Company, Inc. **April 30, 2012**.

On June ____, 2012, the United States Bankruptcy Court for the Southern District of New York (the “*Court*”) entered an order (the “*Bar Date Order*”) establishing **August 30, 2012 at 5:00 p.m. (prevailing U.S. Eastern Time)** (the “*Bar Date*”), and, solely with respect to governmental units (as defined in section 101(27) of the Bankruptcy Code), **September 17, 2012 at 5:00 p.m. (prevailing U.S. Eastern Time)** (the “*Governmental Bar Date*”) as the deadlines for each person or entity to file a proof of claim (“*Proof of Claim*”) with respect to any claim against any of the Debtors that arose prior to the Petition Date applicable to such claim.

The Debtors include the following entities:

<u>DEBTOR</u>	<u>CASE NUMBER</u>
Arcapita Bank B.S.C.(c)	12-11076
Arcapita Investment Holdings Limited	12-11077
Arcapita LT Holdings Limited	12-11078
WindTurbine Holdings Limited	12-11079

<u>DEBTOR</u>	<u>CASE NUMBER</u>
AEID II Holdings Limited	12-11080
RailInvest Holdings Limited	12-11081
Falcon Gas Storage Company, Inc.	12-11790

A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER TO FILE A PROOF OF CLAIM.

You may need to file a Proof of Claim if you have a claim that arose prior to **the applicable Petition Date** against any of the Debtors. Acts or omissions of the Debtors that arose prior to **the applicable Petition Date** may give rise to claims against the Debtors that must be filed by the Bar Date or the Governmental Bar Date, as applicable, notwithstanding that such claims may not have matured or become fixed or liquidated as of **the applicable Petition Date**.

For further information about the Bar Date, the Governmental Bar Date, whether you need to file a Proof of Claim, how and where to file a Proof of Claim, and other related information, you may access the Debtors' chapter 11 website at www.gcginc.com/cases/arcapita or contact the Debtors' claims agent, GCG, Inc., at **1-800-762-7029 (for Domestic callers) or 1-440-389-7311 (for International callers)** or by e-mail at **ArcapitaBankInfo@gcginc.com**. The website also includes copies of the Bar Date Order, form Proofs of Claim, and other related materials.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST ANY OF THE DEBTORS.

Any creditor who is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the Bar Date or the Governmental Bar Date, as applicable, will be barred from asserting such claim against the Debtors and their chapter 11 estates, from voting on any plan of reorganization filed in these cases, and from participating in any distribution in the Debtors' cases on account of such claim.

Dated: New York, New York

BY ORDER OF THE COURT

_____, 2012

GIBSON, DUNN & CRUTCHER LLP
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Attorneys for the Debtors and Debtors in Possession

EXHIBIT 3

Proof of Claim Form



UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
Name of Debtor (Check Only One): <input type="checkbox"/> Arcapita Bank B.S.C.(c) Case No. 12-11076 <input type="checkbox"/> Arcapita Investment Holdings Limited Case No. 12-11077 <input type="checkbox"/> Arcapita LT Holdings Limited Case No. 12-11078		<p style="text-align: center;">Your Claim is Scheduled As Follows:</p> <p>If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. (This scheduled amount of your claim may be an amendment to a previously scheduled amount.) If you agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor, you do not need to file this proof of claim form, EXCEPT AS FOLLOWS: If the amount shown is listed as any of DISPUTED, UNLIQUIDATED, or CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of your claim. If you have already filed a proof of claim in accordance with the attached instructions, you need not file again.</p>
Case No. <input type="checkbox"/> Windturbine Holdings Limited 12-11079 <input type="checkbox"/> AEID II Holdings Limited 12-11080 <input type="checkbox"/> Railinvest Holdings Limited 12-11081 <input type="checkbox"/> Falcon Gas Storage Company, Inc. 12-11790		
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): Name and address where notices should be sent: Telephone number: Email Address:	<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____	
Name and address where payment should be sent (if different from above): Telephone number: Email Address:	<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.	
1. Amount of Claim as of Date Case Filed: \$ _____ If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		
2. Basis for Claim: _____ (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor: _____	3a. Debtor may have scheduled account as: _____ (See instruction #3a)	3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.		
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____% <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)	Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____	
5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.		
<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a) (7).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4). <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5). Amount entitled to priority: _____ <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____). \$ _____
*Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)		

7. **Documents:** Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7, and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain: _____

8. **Signature:** (See instruction #8) Check the appropriate box.

I am the creditor I am the creditor's authorized agent. I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.) I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

(Attach copy of power of attorney, if any.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: _____

Title: _____

Company: _____

Address and telephone number (if different from notice address above): _____ (Signature) _____ (Date)

Telephone number: _____ email: _____

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571. **Modified B10 (GCG) (12/11)**

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the Debtor, exceptions to these general rules may apply. The attorneys for the Debtors and their court-appointed claims agent, GCG, are not authorized and are not providing you with any legal advice.

PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS: IF BY MAIL: ATTN: ARCAPITA BANK B.S.C.(c), C/O GCG, P.O. BOX 9881 DUBLIN, OHIO 43017-5781. IF BY HAND OR OVERNIGHT COURIER: ATTN: ARCAPITA BANK B.S.C.(c), C/O GCG, 5151 BLAZER PARKWAY, STE A, DUBLIN, OH 43017. ANY PROOF OF CLAIM SUBMITTED BY FACSIMILE OR EMAIL WILL NOT BE ACCEPTED.

THE GENERAL BAR DATE IN THESE CHAPTER 11 CASES IS _____, 20__ AT __:00 __.M. (PREVAILING EASTERN TIME)

Items to be completed in Proof of Claim form

Bankruptcy Court Information:
All of these chapter 11 cases other than Falcon Gas Storage Company, Inc. were commenced on March 19, 2012. Falcon Gas Storage Company, Inc. filed its chapter 11 petition on April 30, 2012. You should select the Debtor against which you are asserting your claim from the list provided.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR.

Creditor's Name and Address:
Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid email address. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:
State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:
State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:
State only the last four digits of the Debtor's account or other number used by the creditor to identify the Debtor.

3a. Debtor May Have Scheduled Account As:
Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the Debtor.

3b. Uniform Claim Identifier:
If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:
Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a):
If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:
An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the Debtor credit for any payments received toward the debt.

7. Documents:
Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:
The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity to whom the Debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. § 101 (10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the Debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the Debtor on the date of the bankruptcy filing. The creditor must file the form with GCG as described in the instructions above and in the Bar Date Notice.

Secured Claim Under 11 U.S.C. § 506 (a)

A secured claim is one backed by a lien on property of the Debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a Debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the Debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507 (a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

Acknowledgment of Filing of Claim

To receive a date-stamped copy of your claim form, please provide a self-addressed stamped envelope and a copy of your proof of claim form when you submit the original to GCG. You will also receive an acknowledgment postcard from GCG after your claim form has been processed.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the Debtor. These entities do not represent the bankruptcy court or the Debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

List of Debtors and Case Numbers

Indicate on the face of the Proof of Claim form the Debtor against which you assert a claim.
Choose only one Debtor for each Proof of Claim form.

- Arcapita Bank B.S.C.(c) 12-11076
- Arcapita Investment Holdings Limited 12-11077
- Arcapita LT Holdings Limited 12-11078
- Windturbine Holdings Limited 12-11079
- AEID II Holdings Limited 12-11080
- Railinvest Holdings Limited 12-11081
- Falcon Gas Storage Company, Inc. 12-11790