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*Counsel for Official Committee of Unsecured
Creditors of Arcapita Bank B.S.C.(c), et al.*

**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.,¹	:	Case No. 12-11076 (SHL)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**VERIFIED STATEMENT OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF ARCAPITA BANK B.S.C.(C), ET AL.
PURSUANT TO BANKRUPTCY RULE 2019(C)**

The Official Committee of Unsecured Creditors (the “Committee”) of Arcapita Bank B.S.C.(c) (“Arcapita Bank”) and the other debtors in possession in the above-captioned jointly administered chapter 11 cases (collectively, the “Debtors”) hereby submits this statement (the “Statement”) pursuant to Rule 2019(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”):

1. On April 5, 2012 (the “Formation Date”), the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed the Committee

¹ The Debtors, along with the last four digits of each Debtor’s federal tax identification number, where applicable, are: (i) Arcapita Bank B.S.C.(c) (N/A); (ii) Arcapita Investment Holdings Limited (N/A); (iii) Arcapita LT Holdings Limited (N/A); (iv) WindTurbine Holdings Limited (N/A); (v) AEID II Holdings Limited (N/A); (vi) RailInvest Holdings Limited (N/A); and (vii) Falcon Gas Store Company, Inc. (6572). The location of the Debtors’ corporate headquarters is: Arcapita Bank Building, Bahrain Bay, Building 551, Road 4612, Manama Sea Front 346, Bahrain.

pursuant to section 1102 of title 11 of the United States Code. The Committee currently consists of the following members: (i) Arcsukuk (2011-1) Limited c/o BNY Mellon Corporate Trustee Services Limited; (ii) Barclays Bank PLC; (iii) Central Bank of Bahrain; (iv) Commerzbank AG; (v) National Bank of Bahrain BSC; and (vi) VR Global Partners, L.P.

2. The Committee members hold claims against various of the Debtors' estates arising from a variety of business relationships. In accordance with Bankruptcy Rule 2019(c)(2), attached hereto as Exhibit A is a list of the names, addresses, and the natures and amounts of all disclosable economic interests held in relation to the Debtors by each Committee member as of the Formation Date.²

3. The Committee's counsel reserves the right to amend this Statement as necessary and will supplement the Statement to the extent any material changes to the facts set forth herein are discovered. Nothing contained in the Statement should be construed as a limitation upon, or waiver of, the rights of any Committee member to assert, file and/or amend any proof of claim in accordance with applicable law, the order establishing the bar dates in these cases entered by the Court on July 11, 2012 [Docket No. 308] (the "Bar Date Order"), and any other order entered by the Court at a future date amending or establishing new procedures for filing proofs of claim.

4. Pursuant to Bankruptcy Rule 2019(c)(4), a copy of the U.S. Trustee's notice of appointment of the Committee, dated April 5, 2012, is attached hereto as Exhibit B.³

² The Statement does not reflect any economic interest that any Committee member may hold in relation to any of the Debtors' non-Debtor affiliates.

³ Euroville S.à.r.l. resigned from the Committee, effective July 3, 2012.

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

Dated: New York, New York
August 21, 2012

MILBANK, TWEED, HADLEY & M^cCLOY LLP

By: /s/ Dennis F. Dunne

Dennis F. Dunne

Abhilash M. Raval

Evan R. Fleck

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New York, NY 10005

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Counsel for Official Committee of Unsecured
Creditors of Arcapita Bank B.S.C.(c), et al.

EXHIBIT A⁴

<u>Committee Member Name and Address</u>	<u>Nature and Amount of Disclosable Economic Interest as of the Formation Date</u>
<p>BNY Mellon Corporate Trustee Services Limited, as the Delegate pursuant to the Declaration of Trust dated September 7, 2011</p> <p>c/o The Bank of New York Mellon One Canada Square London E145AL United Kingdom</p>	<p>Unsecured claim in the aggregate principal amount of \$100,000,000 plus accrued and unpaid costs and expenses against Arcapita Bank arising under the <i>Murabaha</i> and <i>Wakala</i> Agreement by and among Arcapita Bank, Arcsukuk (2011-1) Limited, Arcapita Investment Funding Limited, and BNY Mellon Corporate Trustee Services Limited, dated September 7, 2011, and guaranteed by Arcapita Investment Holdings Limited (“<u>AIHL</u>”) pursuant to the Guarantee dated September 7, 2011 by and among AIHL, Arcsukuk (2011-1) and BNY Mellon Corporate Trustee Services Limited.</p>
<p>Barclays Bank PLC</p> <p>1 Churchill Place London E14 5HP United Kingdom</p>	<p>Unsecured claim arising from a \$30,000,000 position in the \$1.1 billion facility entered into pursuant to the Amended and Restated <i>Murabaha</i> Agreement among Arcapita Bank, WestLB, London Branch as Investment Agent, and various other parties, dated March 28, 2007 (as amended and restated, the “<u>Syndicated Murabaha Facility</u>”), and guaranteed by AIHL pursuant to the Guarantee dated March 28, 2007, by and among AIHL, WestLB, AG London Branch as Investment Agent, and various other parties (the “<u>AIHL Syndicated Murabaha Guarantee</u>”), in addition to all accrued but unpaid profits and unpaid fees and expenses related thereto.⁵</p> <p>Unsecured claim arising from a \$2,000,000 position in the Syndicated <i>Murabaha</i> Facility acquired by a trading desk on behalf of Barclays Bank</p>

⁴ Nothing in the Statement and Exhibit A affects the substantive rights of each member of the Committee to assert claims against the Debtors’ estates, including under the Bar Date Order. In addition to the disclosable economic interests identified herein, members of the Committee may have additional claims against one or more of the Debtors on account of, among other things, fees, expenses, accrued profits, and indemnity obligations.

⁵ Due to data retention limitations, Barclays Bank PLC’s disclosable economic interest is reported in the Statement as of March 31, 2012, i.e., the last day of the month immediately prior to the Formation Date.

<u>Committee Member Name and Address</u>	<u>Nature and Amount of Disclosable Economic Interest as of the Formation Date</u>
	<p>PLC.</p> <p>Unsecured contingent claim in an unliquidated amount related to indemnification obligations under the Syndicated <i>Murabaha</i> Facility and the AIHL Syndicated <i>Murabaha</i> Guarantee.</p>
<p>Central Bank of Bahrain P.O. Box 27 Diplomatic Area Manama Bahrain</p>	<p>Unsecured claim in the amount of \$256,154,341.07 pursuant to the Investment Agreement between the Central Bank of Bahrain and Arcapita Bank, dated March 23, 2009.</p> <p>An option to purchase \$250,000,000 in shares of AIHL pursuant to the Share Call Option Agreement between Central Bank of Bahrain and Arcapita Bank, as amended on November 22, 2011.</p>
<p>Commerzbank AG Gallusanlage 7 60329 Frankfurt am Main Germany</p>	<p>Unsecured claim against Arcapita Bank in the amount of €125,000,000 arising out of a guarantee issued by Arcapita Bank in favor of Commerzbank AG in conjunction with a <i>murabaha</i> facility granted by Commerzbank AG to PVC (Lux) Holding Company S.á.r.l, an indirect subsidiary of Arcapita Bank.</p> <p>Unsecured claim against Arcapita Bank based on the failure of Arcapita Bank to perform under a guarantee to contribute €3,000,000 of additional equity capital to PVC (Lux) Holding Company S.á.r.l.</p>
<p>National Bank of Bahrain BSC P.O. Box 106 Government Avenue Manama Bahrain</p>	<p>Unsecured claim of \$124,836,191.43 plus outstanding and accrued interest, plus other amounts due (including but not limited to costs and expenses) under the facility agreement executed for money loaned to Riffa Views BSC against a guarantee issued by Arcapita Bank.</p> <p>An option to purchase shares in Bahrain Bay Development B.S.C.(c) up to \$10,000,000 issued by AIHL and its wholly owned subsidiary Waterwarf Holdings Limited, arising if Arcapita Bank defaults under its guarantee.</p>

<u>Committee Member Name and Address</u>	<u>Nature and Amount of Disclosable Economic Interest as of the Formation Date</u>
VR Global Partners, L.P. 400 Madison Avenue, 15 th Floor New York, New York 10017	Unsecured claim arising from a \$84,400,000 principal amount position in the Syndicated Murabaha Facility, guaranteed by the AIHL Syndicated <i>Murabaha</i> Guarantee. As of the Formation Date, VR Global Partners, L.P. was the registered lender of \$74,900,000, and later entered into a \$10,000,000 purchase and a \$500,000 sale with respect to the Syndicated Murabaha Facility that had not closed as of the Formation Date.

EXHIBIT B

**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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**APPOINTMENT OF OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

Tracy Hope Davis, the United States Trustee for Region 2, under 11 U.S.C. §§ 1102(a) and (b), hereby appoints the following unsecured creditors who are willing to serve on the Official Committee of Unsecured Creditors of Arcapita Bank B.S.C.(c), and affiliated debtors in possession:

1. Euroville S.à.r.l.
13 rue Edward Steichen, L-2540
Luxembourg
Attention: Tim Babich and Pushkar Acharya
Fortelus Capital Management
82 Pall Mall
London SW1Y 5ES, United Kingdom
Tel.: +44 (0) 20 7389 6150; +44 (0) 20 7389 6151
Fax: +44 (0) 20 7389 6160

E-mail: tbabich@fortelus.com; pacharya@fortelus.com
2. National Bank of Bahrain BSC
P.O. Box 106
Manama Gov't Avenue
Bahrain
Attention: Raveendra Krishnan, General Manager Risk Group
Telephone: 17205652 (direct); 17228800, ext. 5652
Fax: 17505203
E-mail: raveendra.krishnan@nbb.com.bh

3. Commerzbank AG
Gallusanlage 7
60329 Frankfurt Am Main
Germany
Telephone: +496913622864 and +496913649229
Fax: +496913629477
E-Mail: joachim.ballerstaedt@commerzbank.com;
beand.nitche@commerzbank.com

4. VR Global Partners, L.P.
400 Madison Avenue, 15th Floor
New York, New York 10017
Attention: Peter Clateman, Chief Legal Officer
Telephone: (646) 571-1870
Fax: (646) 571-1879
E-Mail: pclateman@vrcapital.com

5. Barclays Bank PLC
200 Park Avenue
New York, New York 10066
Attention: Amy McClean, Director
Telephone: (212) 412-3403
Fax: (212) 412-5660

6. Central Bank of Bahrain
P.O. Box 27, Diplomatic Area
Manama, Kingdom of Bahrain
Attention: Mr. Ashley Freeman
Mr. Khalid Hamad, Executive Director
Telephone: +973 17547531
E-Mail: ashley@cbb.gov.bh

7. Arcsukuk (2011-1) Limited
c/o BNY Mellon Corporate Trustee Services Limited
One Canada Square
London, E145AL.
United Kingdom
Attention: Zaira Jehangir, Vice President
Telephone: +44 2079644981
E-Mail: zairajehangir@bnymellon.com

Dated: New York, New York
April 5, 2012

TRACY HOPE DAVIS
UNITED STATES TRUSTEE

By: /s Richard C. Morrissey
Richard C. Morrissey
Trial Attorney
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New York, New York 10004
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