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Attorneys for the Debtors
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**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
	:	
-----X	:	

**NOTICE OF DEBTORS' MOTION FOR AN ORDER AUTHORIZING
THE DEBTORS TO GRANT APPROVALS AND CONSENTS IN
CONNECTION WITH SALE BY NON-DEBTOR SUBSIDIARY**

PLEASE TAKE NOTICE that on December 4, 2012, the above-captioned debtors and debtors in possession (the "**Debtors**") filed a *Motion For An Order Authorizing The Debtors To Grant Approvals And Consents in Connection With Sale By Non-Debtor Subsidiary* (the "**Motion**").

PLEASE TAKE FURTHER NOTICE that pursuant to the Court's order (the "**Order**") attached hereto as **Exhibit A**, a hearing (the "**Hearing**") to consider the Motion will take place before the Honorable Sean H. Lane, United States Bankruptcy Judge, in Room 701 of the United States Bankruptcy Court, One Bowling Green, New York, New York 10004-1408 (the "**Bankruptcy Court**") on **December 18, 2012 at 11:00 a.m.** (prevailing U.S. Eastern Time),

one hour later than originally stated in the Court's order, along with the other matters on calendar for the above-captioned case, 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., Craig H. Millet, 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.); (iii) the Committee, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq. and Evan R. Fleck, Esq.); (iv) counsel to HCN UK, attention: Evan C. Hollander, Esq., Arnold & Porter LLP, 399 Park Avenue, New York, New York 10022 and Charles A. Malloy, Esq., Arnold & Porter LLP, 555 Twelfth Street, N.W., Washington, D.C. 20004; and (v) all parties listed on the Master

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 [Docket No. 21].

Service List established in these Chapter 11 Cases, so as to be received no later than
December 12, 2012 at 5:00 p.m. (prevailing U.S. Eastern Time) (the “***Objection Deadline***”).

PLEASE TAKE FURTHER NOTICE that replies to any Objections shall be filed so as to
be received no later than **December 17, 2012 at 10:00 a.m.** (prevailing U.S. Eastern Time).

Dated: New York, New York
December 4, 2012

Respectfully submitted,

/s/ Craig H. Millet
Michael A. Rosenthal (MR-7006)
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ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT A

**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
	:	
-----X		

**ORDER SHORTENING THE NOTICE PERIOD WITH
RESPECT TO THE DEBTORS' MOTION FOR AN ORDER AUTHORIZING
THE DEBTORS TO GRANT APPROVALS AND CONSENTS IN CONNECTION
WITH SALE BY NON-DEBTOR SUBSIDIARY**

Upon consideration of the motion (the "*Motion*")¹ of Arcapita Bank B.S.C.(c) ("*Arcapita Bank*"), Arcapita Investments Holdings Limited ("*AIHL*"), Arcapita LT Holdings Limited ("*ALTHL*") and certain of their subsidiaries, as debtors and debtors in possession (collectively, the "*Debtors*" and each, a "*Debtor*") in the above-captioned chapter 11 cases (the "*Chapter 11 Cases*"), for entry of an order shortening the notice period with respect to the Debtors' *Motion For An Order Authorizing The Debtors To Grant Approvals And Consents in Connection With Sale By Non-Debtor Subsidiary* (the "*Sunrise Sale Motion*"); 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 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 the relief requested in the Motion is in the best interests of Debtors' estates, their creditors, and other parties in interest; and it appearing that no other or further notice is necessary except as provided herein; and the Court having reviewed the Motion and having considered statements in support of the relief requested therein; and the Court having determined that the legal and factual bases set forth in the Motion

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

establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Motion is granted to the extent set forth below.

2. The hearing to consider the Sunrise Sale Motion shall be held on December 18, 2012, at 10:00 a.m. (prevailing Eastern Time) before the Honorable Sean H. Lane, United States Bankruptcy Court, One Bowling Green, New York, New York 10004-1408, Courtroom 701.

The hearing on the Sunrise Sale Motion may be adjourned from time to time without further notice other than an announcement of the adjourned date or dates in open court. Notice of such adjourned date(s) will be available on the electronic case filing docket.

3. The Debtors shall serve a copy of this Order within one day of entry thereof, by electronic mail, facsimile and/or overnight mail, on the Notice Parties (as defined below).

4. Any and all objections to the Sunrise Sale Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and Local Rules of the Court, and shall be filed, with proof of service, with the Clerk of the Court and served on the following parties (the "*Notice Parties*") so as to be received by December 12, 2012, at 5:00 p.m. (prevailing Eastern Time):

- (a) counsel to the Debtors, attention: Michael A. Rosenthal, Craig M. Millet and Matthew K. Kelsey, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166-0193;
- (b) counsel to the Committee, attention: Dennis Dunne, Esq. and Evan Fleck, Esq., Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005;
- (c) counsel to HCN UK, attention: Evan C. Hollander, Esq., Arnold & Porter LLP, 399 Park Avenue, New York, New York 10022 and Charles A. Malloy, Esq., Arnold & Porter LLP, 555 Twelfth Street, N.W., Washington, D.C. 20004; and

- (d) the Office of the United States Trustee for the Southern District of New York, attention: Richard Morrissey, 33 Whitehall Street, New York, New York 10004,

with a courtesy copy delivered to the chambers of the Honorable Sean H. Lane, United States Bankruptcy Court, One Bowling Green, New York, New York 10004-1408. ***Replies, if any, are due by December 17, 2012 at 10:00 a.m.***

5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
December 4, 2012

/s/ Sean H. Lane
THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE