Hearing Date and Time: March 26, 2013 at 10:00 a.m. Objection Deadline: March 19, 2013 at 4:00 p.m.

LATHAM & WATKINS LLP Mitchell A. Seider Adam J. Goldberg 885 Third Avenue New York, New York 10022 Telephone: (212) 906-1200

Counsel for Goldman Sachs International

LINITED STATES DANIZDLIDTON COLIDT

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	

## AMENDED NOTICE OF HEARING ON MOTION OF GOLDMAN SACHS INTERNATIONAL FOR ALLOWANCE OF AN ADMINISTRATIVE EXPENSE PURSUANT TO 11 U.S.C. §§ 503(B)(1), 503(B)(3)(D) AND 503(B)(4)

**PLEASE TAKE NOTICE** that this notice amends and supersedes that certain Notice of Hearing on Motion of Goldman Sachs International for Allowance of an Administrative Expense Pursuant to 11 U.S.C. §§ 503(B)(1), 503(B)(3)(D) and 503(B)(4) [Dkt. No. 882], filed by Goldman Sachs International on March 4, 2013.

**PLEASE TAKE FURTHER NOTICE** that a hearing on the Motion of Goldman Sachs International for Allowance of an Administrative Expense Pursuant to 11 U.S.C. §§ 503(B)(1), 503(B)(3)(D) and 503(B)(4) [Dkt. No. 881] (the "Motion"), filed by Goldman Sachs International, will be held before the Honorable Sean H. Lane, United States Bankruptcy Judge

for the Southern District of New York, Room 701, One Bowling Green, New York, New York 10004, on March 26, 2013 at 10:00 a.m. (Eastern Time), or as soon thereafter as counsel can be heard (the "Hearing").

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) pursuant to the Case Management Procedures approved by this Court 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 Goldman Sachs International, Latham & Watkins LLP, 885 Third Avenue, New York, New York, 10022 (Attn: Mitchell A. Seider and Adam J. Goldberg); (ii) 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.); (iii) 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 (iv) 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 March 19, 2013 at 4:00 p.m. (Eastern Time) (the "Objection Deadline").

**PLEASE TAKE FURTHER NOTICE** that the relief requested may be granted without a hearing if no objection is timely filed and served in accordance with *In re Arcapita Bank B.S.C.(c), et al.*, Ch. 11 Case No. 12-11076 (SHL) Case Management Procedures.

**PLEASE TAKE FURTHER NOTICE** that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: March 7, 2013

New York, New York Respectfully submitted,

LATHAM & WATKINS LLP

By: <u>/s/ Mitchell A. Seider</u>

Mitchell A. Seider Adam J. Goldberg 885 Third Avenue New York, New York 10022 Telephone: (212) 906-1200

Counsel for Goldman Sachs International

## UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

IN RE:

Chapter 11

ARCAPITA BANK B.S.C.(c), et al.,

Case No. 12-11076 (SHL)

Debtors.

Jointly Administered

## **CERTIFICATE OF SERVICE**

I, Jessica L. Bengels, hereby certify that on March 7, 2013, true and correct copies of the annexed Amended Notice of Hearing of Motion of Goldman Sachs International for Allowance of an Administrative Expense Pursuant to 11 U.S.C. §§ 503(B)(1), 503(B)(3)(D) and 503(B)(4), dated 3/7/13, were caused to be served pursuant to the *In re Arcapita Bank B.S.C.(c)*, et al., Ch. 11 Case No. 12-11076 (SHL) "Case Management Procedures," entered 3/22/12, and the *In re Arcapita Bank B.S.C.(c)*, et al., Ch. 11 Case No. 12-11076 (SHL) "2002 Service List as of February 19, 2013," entered 2/19/13, via electronic mail upon the parties listed in the attached Service List for whom an e-mail address for service has been provided, and upon all other entities listed therein (including the Office of the United States Trustee), via first class United States mail, by delivering and leaving same in an official depository of the United States Postal Service, located at 885 Third Avenue, New York, New York 10022.

Dated: March 7, 2013

New York, New York

Jessica L. Bengels

## **EXHIBIT A**

ANDREWS KURTH LLP
ATTN JONATHAN LEVINE, ESQ.
450 LEXINGTON AVE 15TH FL
NEW YORK NY 10017
FAX: 212-850-2929
email: jonathanlevine@aktip.com

BINGHAM MCCUTCHEN LLP
ATTN: JAMES ROOME
41 LOTHBURY
LONDON, ECZR 7HF
UNITED KINGDOM
FAX: 442-076-9254
email: james.roome@bingham.com

BRACEWELL & GIULIANI LLP EDMUND W. ROBB IV, ESQ. 711 LOUISIANA ST., SUITE 3200 HOUSTON TX 77002-2770 email: Edmund.Robb@bglp.com

BRACEWELL & GIULIANI LLP
ATTN WILLIAM A. (TREY) WOOD III, ESQ.
711 LOUISIANA ST, STE 2300
HOUSTON TX 77002
FAX: 713-221-1212
email: Trey.Wood@bglip.com

BRACEWELL & GIULIANI LLP ATTN JASON G. COHEN, ESQ. 711 LOUISIANA ST, STE 2300 HOUSTON TX 77002 FAX: 713-221-1212 email: Jason.Cohen@bglip.com

BROWN RUDNICK LLP ATTN WILLIAM R. BALDIGA, ESQ. SEVEN TIMES SQ. NEW YORK NY 10036 FAX: 212-209-4801 email: wbaldiga@brownrudnick.com

DEPARTMENT OF THE TREASURY 1500 PENNSYLVANIA AVENUE, NW WASHINGTON DC 20220 FAX: 202-622-1974 ANDREWS KURTH LLP
ATTN DAVID A. ZDUNKEWICZ, ESQ.
600 TRAVIS, STE 4200
HOUSTON TX 77002
FAX: 713-220-4285
email: davidzdunkewicz@aklip.com

BRACEWELL & GIULIANI LLP ATTN STEPHEN B. CRAIN, ESQ. 711 LOUISIANA ST, STE 2300 HOUSTON TX 77002 FAX: 713-221-1212 email: Stephen.Crain@bglip.com

BRACEWELL & GIULIANI LLP ATTN MARVIN R. LANGE, ESQ. 1251 AVENUE OF THE AMERICAS NEW YORK NY 10020 FAX: 212-508-6101 email: Marvin.Lange@bglip.com

BRACEWELL & GIULIANI LLP
ATTN EDMUND W. ROBB, ESQ.
711 LOUISIANA ST, STE 2300
HOUSTON TX 77002
FAX: 713-221-1212
email: Edmund.Robb@bgllp.com

BROWN RUDNICK LLP
ATTN DAVID J. MOLTON, ESQ
SEVEN TIMES SQ
NEW YORK NY 10036
FAX: 212-209-4801
email: dmoNon@brownrudnick.com

BROWN RUDNICK LLP ATTN SUNNI P. BEVILLE, ESQ. ONE FINANCIAL CENTER BOSTON MA 02111 FAX: 617-856-8201 emait sbeville@brownrudnick.com

ENVIRONMENTAL PROTECTION AGENCY ATTN SCOTT FULTON ARIEL RIOS BUILDING, RM 4000, MAIL 2310A 1200 PENNSYLVANIA AVE, NW WASHINGTON DC 20460 FREEHILL, HOGAN & MAHAR LLP ATTN MICHAEL E. UNGER, ESQ. 80 PINE ST, 24TH FL NEW YORK NY 10005-1759 FAX: 212-425-1901 email: unger@freehill.com

KASOWITZ BENSON TORRES & FRIEDMAN LLP ATTN: MICHAEL C HARWOOD 1633 BROADWAY NEW YORK NY 10019-6799 FAX: 212-506-1800 email: mharwood@kasowitz.com

KASOWITZ BENSON TORRES & FRIEDMAN LLP, ATTN: DAVID MARK,ESQ. 1633 BROADWAY NEW YORK NY 10019 email: dmark@kasowitz.com

KERR & KATZ, LLP
ATTN WILLIAM B. KERR, ESQ.
44 WALL ST, FL 12
NEW YORK NY 10005
FAX: 212-423-0304
email: wkerr@kerrkatz.com

MAYER BROWN LLP ATTN HOWARD S. BELTZER, ESQ. 1675 BROADWAY NEW YORK NY 10019 FAX: 212-262-1910 email: hbeltzer@mayerbrown.com

MILBANK, TWEED, HADLEY & MCCLOY LLP ATTN EVAN R. FLECK, ESQ 1 CHASE MANHATTAN PLAZA NEW YORK NY 10005 FAX: 212-530-5219 email: efleck@milbank.com

MILBANK, TWEED, HADLEY & MCCLOY LLP ATTN ABHILASH M. RAVAL, ESQ. 1 CHASE MANHATTAN PLAZA NEW YORK NY 10005 FAX: 212-53-0521 emait: araval@milbank.com INTERNAL REVENUE SERVICE CENTRALIZED INSOLVENCY OPERATION P.O. BOX 7346 PHILADELPHIA PA 19101-7346 FAX: 202-622-6415

KASOWITZ BENSON TORRES & FRIEDMAN LLP, ATTN: DAVID FRIEDMAN, ESQ. 1633 BROADWAY NEW YORK NY 10019 FAX: 212-506-1800 email: diriedman@kasowitz.com;

KAYE SCHOLER LLP ATTN ANDREW A. KRESS, ESQ. 425 PARK AVE NEW YORK NY 10022 FAX: 212-836-8689 email: akress@kayescholer.com

LINEBARGER GOGGAN BLAIR & SAMPSON LLP ATTN JOHN P. DILLMAN, ESQ. POST OFFICE BOX 3064 HOUSTON TX 77253-3064 FAX: 713-844-3503 email: houston\_bankruptcy@gbs.com

MAYER BROWN LLP
ATTN CHRISTINE A. WALSH, ESQ.
1675 BROADWAY
NEW YORK NY 10019
FAX: 212-262-1910
email: cwalsh@mayerbrown.com

MILBANK, TWEED, HADLEY & MCCLOY LLP ATTN DENNIS F. DUNNE, ESQ. 1 CHASE MANHATTAN PLAZA NEW YORK NY 10005 FAX: 212-53-0521 emailt ddunne@milbank.com

MILBANK, TWEED, HADLEY & MCCLOY LLP
ATTN ANDREW M. LEBLANC, ESQ.
1850 K ST, NW
STE 1100
WASHINGTON DC 20006
FAX: 202- 26-3 75
email: aleblanc@milbank.com

NYC DEPT. OF FINANCE ATTN LEGAL AFFAIRS 345 ADAMS ST, FL 3 BROOKLYN NY 11201 FAX: 718-403-4092 email: gcacuci@law.nyc.gov

OFFICE OF THE UNITED STATES TRUSTEE FOR THE SOUTHERN DISTRICT OF NEW YORK ATTN: RICHARD MORRISSEY 33 WHITEHALL ST, FL 21 NEW YORK NY 10004

PATTON BOGGS LLP
ATTN MARK A. SALZBERG, ESQ.
2550 M STREET, NW
WASHINGTON DC 20037
FAX: 202-457-6315
email: msalzberg@pattonboggs.com

SECURITIES & EXCHANGE COMMISSION
ATTN GENERAL COUNSEL, SEC HEADQUARTERS
450 FIFTH ST, NW
WASHINGTON DC 20549
FAX: 202-343-1028
email: chairmanoffice@sec.gov

SIDLEY AUSTIN LLP ATTN PATRICK CORR WOOLGATE EXCHANGE 25 BASINGHALL STREET LONDON EC2V 5HA email: pcorr@Sidley.com

STANDARD CHARTERED BANK
ATTN: AYMAN KHALIFA
DIFC, BLDG 1, DIFC GATE PRECINCT, LEVEL 4
PO BOX 999
DUBAI, UNITED ARAB EMIRATES
FAX: 971-442-8253
email: ayman.khalifa@sc.com

STANDARD CHARTERED BANK
ATTN: KAMRAN CHAUDHRY
DIFC, BLDG 1, DIFC GATE PRECINCT, LEVEL 7
PO BOX 999
DUBAI, UNITED ARAB EMIRATES
FAX: 971-442-8256
email: kamran-s.chaudhry@sc.com

NYS DEPT. OF TAXATION & FINANCE
OFFICE OF COUNSEL 5TH FLOOR
15 METROTECH CENTER
BROOKLYN NY 11201-3827
FAX: 518-457-0617
email: maura\_archambeault@tax.state.ny.us

PATTON BOGGS LLP
ATTN ANTHONY NGUYEN, ESQ.
1185 AVENUE OF THE AMERICAS, 30TH FL
NEW YORK NY 10036
FAX: 646-557-5101
email: anguyen@pattonboggs.com

SECURITIES & EXCHANGE COMMISSION
NEW YORK REGIONAL OFFICE
3 WORLD FINANCIAL CENTER, STE 400
NEW YORK NY 10281-1022
FAX: 212-336-1320
email: newyork@sec.gov

SIDLEY AUSTIN LLP
ATTN BENJAMIN KLINGER
WOOLGATE EXCHANGE
25 BASINGHALL STREET
LONDON EC2V 5HA
email: BKlinger@isidley.com

SIDLEY AUSTIN LLP
ATTN ALICE MORGAN
WOOLGATE EXCHANGE
25 BASINGHALL STREET
LONDON EC2V 5HA
email: alice.morgan@sidley.com

STANDARD CHARTERED BANK
ATTN: ASHOK SV
DIFC, BLDG 1, DIFC GATE PRECINCT, LEVEL 4
PO BOX 999
DUBAI, UNITED ARAB EMIRATES
FAX: 971-442-8253
email: ashok.sv@sc.com

STANDARD CHARTERED BANK
ATTN: PATRICK WATSON-THORP
DIFC, BLDG 1, DIFC GATE PRECINCT, LEVEL 6
PO BOX 999
DUBAI, UNITED ARAB EMIRATES
FAX: 971-442-8256
email: patrick.watson-thorp@sc.com

STANDARD CHARTERED BANK
ATTN: GIRISH AGGARWAL
DIFC, BLDG 1, DIFC GATE PRECINCT, LEVEL 7
PO BOX 999
DUBAI, UNITED ARAB EMIRATES
FAX: 971-442-8256
email: girish.aggarwal@sc.com

TW TELECOM INC. ATTN LINDA BOYLE 10475 PARK MEADOW DR, #400 LITTLETON CO 80124

US DEPARTMENT OF JUSTICE
ATTN TONY WEST, ASST. ATTORNEY GENERAL
CIVIL DIVISION
950 PENNSYLVANIA AVE, NW
WASHINGTON DC 20530-0001
FAX: 202-307-6777
email: ankdoj@usdoj.gov

WESTLB AG
WOOLGATE EXCHANGE
25 BASINGHALL STREET
LONDON ECZY 5HA
UNITED KINGDOM

WILLIGE FARR & GALLAGHER LLP ATTN ANDREW E. SCHWARTZ, ESQ. 787 SEVENTH AVE NEW YORK NY 10019 FAX: 212-728-8111 email: aschwartz@willkie.com

WILLKIE FARR & GALLAGHER LLP ATTN JOSEPH G. MINIAS, ESQ. 787 SEVENTH AVE NEW YORK NY 10019-6099 FAX: 212-728-8111 email: jminias@willkie.com

ZOLFO COOPER
CAYMAN LIMITED
ATTN ELEANOR FISHER
P.O. BOX 1129, 4TH FLOOR, BUILDING 3
CAYMAN FINANCIAL CENTRE, GRAND CAYMAN
email: Eleanor.fisher@zolfocooper.ky

STANDARD CHARTERED BANK
ATTN: MICHAEL EVANS, WHOLESALE BANKING LEGAL
BLDG ONE, DIFC GATE PRECINCT
DUBAI INTERNATIONAL FINANCIAL CENTRE
DUBAI, UNITED ARÁB ÉMIRATES
FAX: 971-442-8251

UNITED STATES ATTORNEY'S OFFICE SOUTHERN DISTRICT OF NEW YORK ATTN TAX & BANKRUPTCY UNIT 86 CHAMBERS ST, FL 3 NEW YORK NY 10007 FAX: 212-637-2685 email: asktoj@ustoj.gov

WEIL, GOTSHAL & MANGES ATTN: STEPHEN KAROTKIN, ESQ 767 FIFTH AVENUE NEW YORK NY 10153 email: stephen.karotkin@weil.com

WILLIGE FARR & GALLAGHER LLP ATTN ALAN J. LIPKIN, ESQ. 787 SEVENTH AVE NEW YORK NY 10019 FAX: 212-728-8111 ernalk alipkin@willide.com

WILLKIE FARR & GALLAGHER LLP
ATTN MARGOT B. SCHONHOLTZ, ESQ.
787 SEVENTH AVE
NEW YORK NY 10019-6099
FAX: 212-728-8111
email: mschonholtz@wilkie.com

ZOLFO COOPER
ATTN GORDON MACRAE
CAYMEN LIMITED
P.O. BOX 1120, 4TH FLOOR, BUIDLING 3
CAYMAN FINANCIAL CENTRE, GRAND CAYMAN
email: Gordon.macrae@zolfocooper.ky

ZOLFO COOPER
ATTN MARK SKELTON
LONDON OFFICE
10 FLEET PLACE
LONDON, EC4M 7RB
FAX: 440-203-3250
email: mskelton@zolfocooper.eu

Gibson, Dunn & Crutcher LLP, 200 Park Avenue New York, New York 10166 Attn. Michael A.Rosenthal, Janet M. Weiss, and Matthew Kelsey email: <a href="mailto:mrosenthal@gibsondunn.com">mrosenthal@gibsondunn.com</a> (via both e-mail and U.S. Mail)

Office of the United States Trustee for the Southern District of New York 33 Whitehall Street, 21st Floor, New York, NewYork 10004 Attn: Richard Morrissey email: richard.morrissey@usdoj.gov (via both e-mail and U.S. Mail)

Jeffrey S. Stein
GCG, Inc.
1985 Marcus Avenue
Suite 200
Lake Success, NY 11042
email: PACERTeam@gardencitygroup.com
(via both e-mail and U.S. Mail)

Dennis F. Dunne
Milbank, Tweed, Hadley & McCloy LLP
1 Chase Manhattan Plaza
New York, NY 10005
(212) 530-5000
email: ddunne@milbank.com
(via both e-mail and U.S. Mail)