

Dennis F. Dunne
Evan R. Fleck
Lena Mandel
MILBANK, TWEED, HADLEY & M^CCLOY LLP
1 Chase Manhattan Plaza
New York, NY 10005
Telephone: (212) 530-5000

*Counsel for the RA Group and the
Official Committee of Unsecured Creditors*

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

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In re:	:
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ARCAPITA BANK B.S.C.(C), <u>et al.</u> ,	:
	:
Reorganized Debtors.	:
	:
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Chapter 11
Case No. 12-11076 (SHL)
Confirmed.

STIPULATION AND AGREED ORDER
REGARDING CLAIM NUMBERS 481 AND 519

This stipulation (the “Stipulation”) is made and entered into, through their respective undersigned counsel, by and among (i) RA Holding Corp. and its controlled affiliates (including the above-captioned Reorganized Debtors) (collectively, the “RA Group”), (ii) the Official Committee of Unsecured Creditors in the above-captioned chapter 11 cases (the “Committee”), and (iii) BNY Mellon Corporate Trustee Services Ltd., as delegate (the “Delegate”) on behalf of Arcsukuk (2011-1) Limited (the “Arcsukuk Trustee” and, together with the Delegate, the RA Group, and the Committee, the “Parties”), pursuant to authority granted to the Delegate by the Declaration of Trust by and among the Trustee, the Delegate and Arcapita Bank B.S.C.(c), dated September 7, 2011, to resolve proofs of claim numbers 481 (the “Guarantee Claim”) and 519 (the “Bank Claim”) filed by the Delegate on behalf of the Arcsukuk Trustee against Arcapita

Investment Holdings Limited (n/k/a RA Investment Holdings Limited) (“AIHL”) and Arcapita Bank B.S.C.(c) (“Arcapita Bank”), respectively.

RECITALS

WHEREAS, on March 19, 2012 (the “Petition Date”), the predecessors-in-interest to the Reorganized Debtors (collectively, the “Debtors”) filed for bankruptcy protection under chapter 11 of the Bankruptcy Code.

WHEREAS, on June 8, 2012, Debtor Arcapita Bank filed its Schedule F, disclosing a liability of \$100,152,777.77 in favor of the Arcsukuk Trustee (the “Bank Scheduled Claim”). *See Schedules of Assets and Liabilities for Arcapita Bank B.S.C.(c)* [Docket No. 212], at Sched. F p. 19.

WHEREAS, on June 8, 2012, Debtor AIHL filed its Schedule F, disclosing a contingent, unliquidated liability in an undetermined amount in favor of the Arcsukuk Trustee, as well as a contingent, unliquidated liability in an undetermined amount in favor of the Delegate (together, along with the Bank Scheduled Claim, the “Scheduled Claims”). *See Schedules of Assets and Liabilities for Arcapita Investment Holdings Limited* [Docket No. 214], at Sched. F p. 1.

WHEREAS, on August 1, 2012, the Delegate, on behalf of the Arcsukuk Trustee, filed proofs of claim numbers 23 and 24 against AIHL and Arcapita Bank, respectively, each asserting a general unsecured claim in the amount of \$100,263,769.29 (together, the “Original Proofs of Claim”).

WHEREAS, on August 30, 2012, the Delegate on behalf of the Arcsukuk Trustee filed the Bank Claim, asserting a general unsecured claim against Arcapita Bank in the amount of \$100,263,769.29, and the Guarantee Claim, asserting a general unsecured claim against AIHL in the amount of \$100,263,769.29.

WHEREAS, on June 17, 2013, the Court entered an order [Docket No. 1262] confirming the *Second Amended Joint Plan of Reorganization of Arcapita Bank B.S.C.(c) and Related Debtors Under Chapter 11 of the Bankruptcy Code (with First Technical Modifications* [Docket No. 1265] (the “Plan”), which contained, among other things, provisions contemplating the potential avoidance of all or a portion of the Guarantee Claim.

WHEREAS, on July 25, 2013, the Court entered the *Order Granting Debtors’ First Omnibus Objection to Claims* [Docket No. 1387], among other things, disallowing each of the Original Proofs of Claim as superseded by the Bank Claim and the Guarantee Claim, respectively.

WHEREAS, on August 2, 2013, the Court entered the *Order Granting Committee’s Motion for Leave, Standing and Authority to Prosecute Avoidance Claims* [Docket No. 1411], among other things, granting the Committee’s motion [Docket No. 1197] (the “Standing Motion”) for standing to prosecute a cause of action to avoid all or a portion of the Guarantee Claim.

WHEREAS, the Parties desire to resolve any possible disputes regarding allowance of the Bank Claim and the Guarantee Claim, as well as any possible cause of action to avoid all or a portion of the Guarantee Claim.

NOW THEREFORE, THE PARTIES STIPULATE AND AGREE, AND UPON THE APPROVAL BY THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK, IT SHALL BE ORDERED AND BINDING ON ALL PARTIES IN INTEREST AS FOLLOWS:

STIPULATION

1. The Scheduled Claims were superseded by the Original Proofs of Claim and are disallowed in their entirety.
2. The Bank Claim is hereby allowed as a general unsecured claim against Arcapita Bank in the amount of \$100,263,769.29, and the Bank Claim will receive treatment as a Class 4(a) Claim under the Plan.
3. The Guarantee Claim is hereby allowed as a general unsecured claim against AIHL in the amount of \$78,263,769.29, and the Guarantee Claim will receive treatment as a Class 4(b) Claim under the Plan.
4. The Reorganized Debtors' official claims agent is directed to take any and all actions necessary to effectuate the relief granted pursuant to this Stipulation.
5. The Arcsukuk Trustee will forego any Contingent Class 4(a) Consideration (as such term is defined in the Plan) to which it would otherwise be entitled. The Disbursing Agent is directed not to distribute any Contingent Class 4(a) Consideration to the Delegate or the Arcsukuk Trustee, and such Contingent Class 4(a) Consideration shall be treated as a forfeited Distribution pursuant to section 8.9 of the Plan.
6. Upon the effectiveness of this Stipulation pursuant to paragraph 11 below, the RA Group and the Committee on the one hand, and the Delegate and the Arcsukuk Trustee on the other hand, shall be deemed to have released each other and each other's affiliates, direct or indirect parents and subsidiaries, successors, assigns, officers, directors, employees, professionals, and agents from any and all liabilities (whether matured or unmatured, certain or contingent, liquidated or unliquidated) and all causes of action, claims, and counterclaims arising

on or prior to such date whether arising at law or in equity, including, without limitation, the Arcsukuk Claims and the Preference Claim (each as defined in the Standing Motion).

7. This Stipulation constitutes the entire agreement among the Parties regarding the subject matter hereof.

8. This Stipulation may be executed in one or more counterparts and by facsimile or electronic copy, all of which shall be considered effective as an original signature.

9. The Parties acknowledge that this Stipulation is their joint work product and that, accordingly, in the event of ambiguities in this Stipulation, no inferences shall be drawn against any Party on the basis of authorship of this Stipulation.

10. The Parties represent and warrant to each other that the signatories to this Stipulation have full power and authority to enter into this Stipulation.

11. This Stipulation is subject to the approval of the Bankruptcy Court and shall become effective upon the Bankruptcy Court approving this Stipulation. If this Stipulation is not approved by the Bankruptcy Court, this Stipulation shall be deemed null and void, and shall not be referred to or used for any purpose by any Party. The Bankruptcy Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Stipulation.

CONSENTED AND AGREED TO BY:

Dated: March 27, 2014
New York, New York

**MILBANK, TWEED, HADLEY &
M^cCLOY LLP**

/s/ Evan R. Fleck

Dennis F. Dunne
Evan R. Fleck
Lena Mandel
1 Chase Manhattan Plaza
New York, New York 10005
Telephone: (212) 530-5000

*Counsel for the RA Group and the
Official Committee of Unsecured Creditors*

Dated: March 27, 2014
New York, New York

REED SMITH LLP

/s/ Michael J. Venditto

Michael J. Venditto
599 Lexington Avenue
22nd Floor
New York, New York 10022
Telephone: (212) 521-5400

*Counsel for BNY Mellon Corporate Trustee
Services Ltd., as delegate on behalf of
Arcsukuk (2011-1) Limited, as Trustee*

SO ORDERED,

/s/ Sean H. Lane

UNITED STATES BANKRUPTCY JUDGE

Dated: April 14, 2014