

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

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: **Chapter 11**  
: **Case No. 12-11076 (SHL)**  
: **(Jointly Administered)**  
: **Debtors.**  
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**ORDER ALLOWING ADMINISTRATIVE EXPENSE PURSUANT TO  
11 U.S.C. §§ 503(B)(1), 503(B)(3)(D) AND 503(B)(4)**

Upon consideration of the motion (the “**Motion**”)<sup>1</sup> of Goldman Sachs International (“**GSI**”) for allowance and payment of an administrative expense against the estates of Arcapita Bank B.S.C.(c) (“**Arcapita**”) and its affiliated debtors other than Falcon Gas Storage Company, Inc. (collectively, the “**Debtors**”) pursuant to 11 U.S.C. §§ 503(b)(1), 503(b)(3)(D) and 503(b)(4); and it appearing that this Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it further appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b); and it further appearing that venue of this proceeding and the Motion is proper in this District in accordance with 28 U.S.C. §§ 1408 and 1409; and it further appearing that adequate and proper notice of the Motion has been given, and that no other or further notice is necessary; and it further appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates and their creditors, as GSI made a substantial contribution to these cases, provided a substantial benefit to the Debtors, their creditors, and their estates and incurred actual, necessary expenses of preserving the Debtors’ estates in connection with the Debtors’ efforts to obtain debtor-in-possession financing; and it further appearing that pursuant to sections 503(b)(1), 503(b)(3)(D)

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

and 503(b)(4) of Title 11 of the United States Code (the “**Bankruptcy Code**”), GSI is entitled to an Order (i) allowing an administrative expense in the amount of \$250,000; and (ii) directing that such administrative expense be paid promptly upon such Order becoming a final order; and it further appearing that the Administrative Expense Amount sought by GSI is reasonable and appropriate, and that the expenses for which GSI seeks reimbursement were necessary, reasonable, and actually incurred; and after due consideration and sufficient cause appearing therefor, it is hereby:

**ORDERED** that the Motion is granted in its entirety;

**IT IS FURTHER ORDERED** that GSI is hereby granted, pursuant to sections 503(b)(1), 503(b)(3)(D) and 503(b)(4) of the Bankruptcy Code, an allowed administrative expense in the amount of \$250,000 (the “**Administrative Expense Amount**”) for the substantial contribution GSI provided to the Debtors, creditors and the estates and GSI’s actual, necessary expenses of preserving the Debtors’ estates pursuant to sections 503(b)(1) and 503(b)(3)(D) of the Bankruptcy Code, and as reimbursement to GSI for the fees and expenses of its counsel, Latham & Watkins LLP, in connection with GSI’s participation in the Debtors’ efforts to raise DIP Financing pursuant to section 503(b)(4) of the Bankruptcy Code;

**IT IS FURTHER ORDERED** that the Debtors are hereby authorized and directed to pay GSI the Administrative Expense Amount upon the earlier of (a) expiration of the appeals period pursuant to Rule 8002 of the Federal Rules of Bankruptcy Procedure without the filing of a notice of appeal of this Order and (b) the date of dismissal of any appeals of this Order; and

**IT IS FURTHER ORDERED** that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the relief granted in this Order.

Dated: May 8, 2013  
New York, New York

/s/ Sean H. Lane  
UNITED STATES BANKRUPTCY JUDGE