

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

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: **Chapter 11**
: **Case No. 12-11076 (SHL)**
: **Jointly Administered**
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:
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IN RE:

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

**ORDER CONFIRMING DEBTORS' AUTHORITY
TO IMPLEMENT PLAN LIQUIDATION PROCEDURES FOR
SECURITIES DISTRIBUTABLE TO NON-ELIGIBLE CLAIMANTS**

Upon the motion (the "**Motion**")¹ of the debtors in possession in the above-captioned case (the "**Debtors**")² for entry of an order confirming the Debtors' authority to implement liquidation procedures, pursuant to the Debtors' confirmed chapter 11 plan of reorganization [Docket No. 1265] (the "**Plan**"), for securities (the "**Securities**") that must be liquidated pursuant to the Plan because they are distributable to Claimants who are not eligible to receive such Securities (the "**Non-Eligible Claimants**"), and it appearing that (a) the Court has jurisdiction over the subject matter of the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (c) the legal and factual bases set forth in the Motion and on the record at the hearing (if any) establish just cause for the relief granted herein; (d) the relief requested in the Motion is in the best interests of the

¹ All capitalized terms used and not otherwise defined in this Order shall have the meanings ascribed to them in the Motion and the Plan.

² As used in this Order, the term Debtors does not include Falcon Gas Storage Company, Inc., whose chapter 11 case is also being jointly administered under case number 12-11076.

Debtors, their estates and creditors; and (e) notice of the Motion was sufficient, and no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Motion is granted to the extent set forth herein.
2. With respect to any (i) Non-Eligible Claimant with Claims in Class 5(a) that are Allowed in an aggregate amount that is less than or equal to \$160,000, or (ii) Non-Eligible Claimant with Claims in Class 5(a) that are Allowed in an aggregate amount that is greater than \$160,000 that does not opt out of the Deemed Convenience Class Treatment on the securities eligibility form returned by such Non-Eligible Claimant, the Debtors are authorized to pay each such Non-Eligible Claimant, in lieu of any other Distribution, Cash in an amount equal to the lesser of (a) 50% of the aggregate amount of such Non-Eligible Claimant's Allowed Class 5(a) Claims, or (b) \$12,500. The Non-Eligible Securities that otherwise would have been distributable to such Non-Eligible Claimants shall be cancelled or transferred to New Arcapita Topco, as determined by the New Board of New Arcapita Topco in its sole discretion.
3. The Debtors are authorized to liquidate any Non-Eligible Securities that are not liquidated pursuant to paragraph 2 hereof in any commercially reasonable fashion that is not otherwise prohibited by law, taking into account the costs of liquidation and the anticipated proceeds of any liquidation procedure.

4. The Debtors are authorized to take such actions as may be necessary or appropriate to effectuate the relief granted herein.

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

Dated: September 6, 2013
New York, New York



/s/ Sean H. Lane

Sean H. Lane
United States Bankruptcy Judge