

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

-----X  
IN RE: : **Chapter 11**  
: :  
ARCAPITA BANK B.S.C.(C), : **Case No. 12-11076 (SHL)**  
: :  
Debtor. : **Jointly Administered**  
: :  
-----X  
IN RE: : **Chapter 11**  
: :  
ARCAPITA INVESTMENT HOLDINGS : **Case No. 12-11077 (SHL)**  
: :  
LIMITED : **Jointly Administered**  
, : :  
Debtor. : :  
-----X  
IN RE: : **Chapter 11**  
: :  
ARCAPITA LT HOLDINGS LIMITED, : **Case No. 12-11078 (SHL)**  
: :  
Debtor. : **Jointly Administered**  
: :  
-----X  
IN RE: : **Chapter 11**  
: :  
WINDTURBINE HOLDINGS LIMITED, : **Case No. 12-11079 (SHL)**  
: :  
Debtor. : **Joint Administration Requested**  
: :  
-----X  
IN RE: : **Chapter 11**  
: :  
AEID II HOLDINGS LIMITED, : **Case No. 12-11080 (SHL)**  
: :  
Debtor. : **Joint Administration Requested**  
-----X  
X

-----X  
**IN RE:** : **Chapter 11**  
: **RAILINVEST HOLDINGS LIMITED,** : **Case No. 12-11081 (SHL)**  
: **Debtor.** : **Joint Administration Requested**  
: :  
-----X

**ORDER DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

Upon consideration of the motion (the “*Motion*”)<sup>1</sup> of Arcapita Bank B.S.C.(c) and certain of its subsidiaries, as debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the “*Debtors*” and each, a “*Debtor*”), for entry of an order (a) authorizing the joint administration of the Chapter 11 Cases for procedural purposes only, and (b) authorizing the filing of required monthly operating reports on a consolidated basis; and upon the Thompson Declaration in support thereof; and the Court having found that it has jurisdiction to consider this 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 notice of the Motion and the opportunity for a hearing on the Motion was appropriate under the particular circumstances of the Chapter 11 Cases; and the Court having reviewed the Motion and having considered the statements in support of the relief requested therein at a hearing before the Court (the “*Hearing*”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

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

**IT IS HEREBY ORDERED:**

1. The Motion is granted to the extent set forth herein.
2. The Chapter 11 Cases shall be jointly administered.
3. A docket entry shall be made in each of the Chapter 11 Cases substantially as follows: “An order has been entered in this case directing the joint administration of the chapter 11 cases of Arcapita Bank B.S.C.(c) and its affiliated debtors, and the docket in the case of Arcapita Bank B.S.C.(c) (Case No. 12-11076 (SHL)) should be consulted for all matters concerning this case.”
4. The Clerk of the Court shall maintain a single pleadings docket and file under the case number assigned to Arcapita Bank B.S.C.(c) which shall be the pleadings docket and file for all the Chapter 11 Cases.
5. The captions of the Chapter 11 Cases shall be modified to reflect joint administration, in the form attached as *Exhibit B* to the Motion. All pleadings shall indicate which Debtor or Debtors are parties to, or are affected by, the particular matter.
6. Separate claims registers shall be maintained for each Debtor by the Clerk of the Court.
7. The Debtors, their creditors, and other parties in interest are hereby authorized to file and serve combined notices, pleadings, and other papers as necessary to promote efficient administration of the Chapter 11 Cases.
8. The Debtors shall file monthly operating reports required by the Operating Guidelines and Reporting Requirements for Debtors-in-Possession and Trustees promulgated by the Office of the United States Trustee for each Debtor.
9. This Order shall not be relied upon by any party in any proceeding as a

basis to ignore the corporate separateness of the individual Debtors in these Chapter 11 Cases.

10. This Court shall retain jurisdiction with respect to any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: New York, New York  
March 22, 2012

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