

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

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	:	
IN RE:	:	Chapter 11
	:	
ARCAPITA BANK B.S.C.(c), et al.,	:	Case No. 12-11076 (SHL)
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	
	:	
IN RE:	:	Chapter 11
	:	
FALCON GAS STORAGE COMPANY, INC.,	:	Case No. 12-11790 (SHL)
	:	
Debtor.	:	Joint Administration Requested
	:	
-----X	:	

**ORDER PURSUANT TO SECTION 105(a) OF THE BANKRUPTCY CODE
DIRECTING THAT CERTAIN ORDERS IN THE CHAPTER 11 CASES OF ARCAPITA
BANK B.S.C.(c), et al. BE MADE APPLICABLE TO SUBSEQUENT DEBTOR**

Upon consideration of the motion (the “*Motion*”)¹ 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 “*First Filed Debtors*”) and Falcon Gas Storage Company, Inc., as debtor and debtor in possession in the above-captioned chapter 11 case (the “*Falcon*,” and collectively with the First Filed Debtors, the “*Debtors*”) for entry of an order directing that orders entered in the chapter 11 cases of the First Filed Debtors be made applicable to Falcon, as more fully described in the Motion, dated May 10, 2012 [Dkt. No. 132]; and upon Tide’s objection to the Debtors’ Motion, dated May 23, 2012 [Dkt. No. 170]; and upon the Debtors’ reply, dated May

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

25, 2012, in support of their motion [Dkt. No. 178]; 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; 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,

IT IS HEREBY ORDERED:

1. The Motion is granted as provided herein.
2. Each of the orders identified in Exhibit A attached hereto, and any orders granting the relief requested in the motions set forth in Exhibit A, are applicable to Falcon effective *nunc pro tunc* to the date of commencement of Falcon's chapter 11 case or the date of the entry of the order, whichever is later.
3. The Debtors shall give Tide notice of the amount of and the recipient of any payments made pursuant to the Final Order (a) Authorizing the Debtors to Continue Insurance Coverage Entered Into Prepetition and To Pay Obligations Relating Thereto; and (b) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers [Dkt. No. 139] and Order Authorizing Debtor to Employ and Retain Certain Professionals Utilized in the Ordinary Course of the Debtors' Business [Dkt. No. 145].

4. The Debtors shall identify any intercompany transactions made to or by Falcon in accordance with the budget attached as Exhibit A to the Fifth Interim Order (a) Authorizing Debtors to (i) Continue Use of Existing Cash Management System, Bank Accounts and Business Forms and (ii) Continue Ordinary Course Intercompany Transactions; and (b) Granting an Extension of the Time to Comply with the Requirements of Section 345(b) of the Bankruptcy Code [Dkt. No. 198] and in accordance with any subsequent budget approved by the Court

5. This Court shall retain exclusive jurisdiction to enforce the terms of this Order.

Dated: New York, New York
June 12, 2012

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

Exhibit A

Orders to be Made Applicable to Falcon

Date	Docket #	Order
3/22/2012	16	Order Directing Joint Administration of Related Chapter 11 Cases
3/22/2012	19	Order Confirming the Protections of Sections 362 and 365 of the Bankruptcy Code and Restraining Any Action In Contravention Thereof
3/22/2012	21	Order (a) Waiving the Requirement that Each Debtor File a List of Creditors and Equity Security Holders and Authorizing Maintenance of Consolidated List of Creditors In Lieu of a Matrix; (b) Authorizing Filing of a Consolidated List of Top 50 Unsecured Creditors; and (c) Approving Case Management Procedures
4/12/2012	67	Order Granting Motion for Admission Pro Hac Vice
4/19/2012	83	Final Order Authorizing and Approving the Employment and Retention of GCG, Inc. as Administrative Agent for the Debtors and Debtors In Possession Nunc Pro Tunc to the Petition Date
4/19/2012	84	Final Order Authorizing Retention and Appointment of GCG, Inc. as Claims and Noticing Agent under 28 U.S.C. § 156(c), 11 U.S.C. § 105(a), S.D.N.Y. LBR 5075-1 and General Order M-409 and Granting Related Relief
4/24/2012	94	Order Approving Specified Information Blocking Procedures and Permitting Trading in Claims Against the Debtors Upon Establishment of a Screening Wall
5/11/2012	133	Fourth Interim Order (a) Authorizing Debtors to (i) Continue Use of Existing Cash Management System, Bank Accounts and Business Forms and (ii) Continue Ordinary Course Intercompany Transactions; and (b) Granting an Extension of the Time to Comply with the Requirements of Section 345(b) of the Bankruptcy Code
5/15/2012	138	Interim Order Authorizing Debtors to Employ and Retain Alvarez & Marsal North America, LLC as Financial Advisors to Debtors and Debtors In Possession
5/15/2012	139	Final Order (a) Authorizing the Debtors to Continue Insurance Coverage Entered Into Prepetition and To Pay Obligations Relating Thereto; and (b) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers
5/15/2012	141	Order Extending the Time to File Schedules and Statements of Financial Affairs
5/15/2012	142	Order Approving the Employment and Retention of Gibson, Dunn & Crutcher LLP as Counsel for the Debtors In Possession <i>Nunc Pro Tunc</i> to the Petition Date
5/17/2012	145	Order Authorizing Debtor to Employ and Retain Certain

Date	Docket #	Order
		Professionals Utilized in the Ordinary Course of the Debtors' Business
5/18/2012	158	Order Authorizing Parties to File Under Seal Names of the Debtors' Customers
5/18/2012	159	Order Granting Debtors' Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members

Motions Seeking Orders to be Applied to Falcon

Date	Docket #	Motion
5/2/2012	113	Debtors' Application Pursuant to Sections 327(a) and 330 of the Bankruptcy code for an Order Authorizing the Debtors to Retain and Employ KPMG LLP (US) as Tax Consultants to the Debtors <i>Nunc Pro Tunc</i> to the Petition Date
5/17/2012	149	Debtors' Application Pursuant to Sections 327(a) and 330 of the Bankruptcy code for an Order Authorizing the Debtors to Retain and Employ King & Spalding as Special Counsel to the Debtors <i>Nunc Pro Tunc</i> to the Petition Date