

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

-----X
In re : **Chapter 11 Case**
ARCAPITA BANK B.S.C.(c), et al., : **Case No. 12-11076 (SHL)**
Debtors. : **Jointly Administered**
-----X

**ORDER PURSUANT TO SECTION 363(b)(1) OF THE BANKRUPTCY CODE
AUTHORIZING AIHL TO ENTER INTO A CROSS-BORDER PROTOCOL WITH
THE JOINT PROVISIONAL LIQUIDATORS IN THE CAYMAN PROCEEDINGS**

Upon consideration of the Motion (the “*Motion*”)¹ of the debtors in possession in the above-captioned case (collectively, the “*Debtors*” and each, a “*Debtor*”) for an order pursuant to section 363(b)(1) of title 11 of the United States Code (the “*Bankruptcy Code*”), authorizing Arcapita Investment Holdings Limited (“*AIHL*”) to enter into the cross-border insolvency protocol (the “*Protocol*”) with Gordon MacRae and Simon Appell of Zolfo Cooper (Cayman) Limited (“*Zolfo Cooper*”) in their capacities as joint provisional liquidators (in such capacities, the “*JPLs*”) of AIHL in the Cayman Proceedings, to ensure efficient and just coordination between the Chapter 11 Cases and the Cayman Proceedings; 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

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

(the “**Hearing**”); and the Court having found that the Debtors have demonstrated that entry into the Protocol is an exercise of sound business judgment under section 363(b)(1) of the Bankruptcy Code; 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 THAT:

1. The Motion is granted to the extent set forth herein.
2. AIHL is authorized to execute the Protocol, in the form annexed as *Exhibit B* to the Motion.
3. The Debtors are authorized to execute and enter into such documents and take such other actions as are reasonably necessary or appropriate to effectuate the Protocol and implement the relief granted in this Order.
4. To the extent there is an inconsistency among the terms of the Motion and this Order, the terms of this Order shall govern.
5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: September 11, 2012
New York, New York

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