

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

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IN RE:	:	Chapter 11
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ARCAPITA BANK B.S.C.(c), et al.,	:	Case No. 12-11076 (SHL)
	:	
Debtors.	:	Jointly Administered
	:	
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**ORDER SHORTENING THE NOTICE PERIOD WITH RESPECT TO THE DEBTORS’
MOTION AUTHORIZING THE DEBTORS (A) ENTER INTO AN EXIT FINANCING
COMMITMENT LETTER AND FEE LETTER, (B) INCUR AND PAY ASSOCIATED
FEEES AND EXPENSES AND (C) PROVIDE RELATED INDEMNITIES**

Upon consideration of the motion (the “*Motion*”)¹ of Arcapita Bank B.S.C.(c) (“*Arcapita*”) and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the “*Debtors*” and each, a “*Debtor*”) in the above-captioned chapter 11 cases (the “*Chapter 11 Cases*”), for entry of an order shortening the notice period with respect to the *Debtors’ Motion for the Entry of an Order Authorizing the Debtors to (A) Enter into a Financing Commitment Letter and Related Fee Letter to Obtain (I) Replacement DIP Financing and (II) Exit Financing, (B) Incur and Pay Associated Fees and Expenses, and (C) Provide Related Indemnities* (the “*Commitment Letter Motion*”); and the Court having found that it has jurisdiction to consider the 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 it appearing

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

that no other or further notice is necessary except as provided herein; and the Court having reviewed the Motion and having considered statements in support of the relief requested therein; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Motion is granted to the extent set forth below.
2. The hearing to consider the Commitment Letter Motion shall be held on **May 15, 2013, at 11:00 a.m. (prevailing Eastern Time)** before the Honorable Sean H. Lane, United States Bankruptcy Court, One Bowling Green, New York, New York 10004-1408, Courtroom 701. The hearing on the Commitment Letter Motion may be adjourned from time to time without further notice other than an announcement of the adjourned date or dates in open court. Notice of such adjourned date(s) will be available on the electronic case filing docket.
3. The Debtors shall serve a copy of this Order within one day of entry thereof, by electronic mail, facsimile and/or overnight mail, on the Notice Parties (as defined below).
4. Any and all objections to the Commitment Letter Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and Local Rules of the Court, and shall be filed, with proof of service, with the Clerk of the Court and served on the following parties (the "*Notice Parties*") so as to be received by **May 13, 2013 at 10:00 a.m. (prevailing Eastern Time)** (the "*Objection Deadline*"):
 - (a) counsel to the Debtors, attention: Michael A. Rosenthal, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166-0193;

- (b) counsel to the Committee, attention: Dennis Dunne, Esq. and Evan Fleck, Esq., Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005;
- (c) counsel to Goldman Sachs, attention: Mitchell A. Seider, Esq. and Adam J. Goldberg, Esq., Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022-4834; and
- (d) the Office of the United States Trustee for the Southern District of New York, attention: Richard Morrissey, Esq., 33 Whitehall Street, New York, New York 10004.

with a courtesy copy delivered to the chambers of the Honorable Sean H. Lane, United States Bankruptcy Court, One Bowling Green, New York, New York 10004-1408.

5. In the event that any objection to the Commitment Letter Motion is filed with the Court and served on the Notice Parties on or before the Objection Deadline, the Debtors may file a written reply to such objection in a manner conforming to the Federal Rules of Bankruptcy Procedure and Local Rules of the Court, which reply shall be filed, with proof of service, with the Clerk of the Court and served on the Notice Parties and the objecting party so as to be received by **May 14, 2013 at 4:00 p.m. (prevailing Eastern Time)**.

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

Dated: New York, New York
May 6, 2013

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