

**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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**FINAL ORDER AUTHORIZING THE DEBTORS TO
(A) PAY CERTAIN PREPETITION WAGES, SALARIES, AND
REIMBURSABLE EMPLOYEE EXPENSES, (B) PAY AND HONOR
EMPLOYEE MEDICAL AND SIMILAR BENEFITS, AND (C) CONTINUE
EMPLOYEE COMPENSATION AND EMPLOYEE BENEFIT PROGRAMS**

Upon consideration of the motion (the “*Motion*”)¹ of Arcapita Bank B.S.C.(c) 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 interim and final orders authorizing the Debtors to (a) pay certain prepetition wages, salaries, and reimbursable employee expenses, (b) pay and honor employee medical and similar benefits, and (c) continue employee compensation and employee benefit programs; 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

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

circumstances; and the Court having reviewed the Motion and having considered the statements in support of the relief requested therein at the interim and final hearings before the Court (the “*Hearings*”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearings 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 on a final basis to the extent provided herein.
2. The Debtors are authorized, in their sole discretion, to pay the Employee Obligations and/or honor their wage and benefit obligations as set forth in the Motion in accordance with their stated policies and in the ordinary course of their businesses, including amounts owing as of the Petition Date on account of: (a) the Payroll Processor; (b) Employee Compensation; (c) Reimbursable Expenses; (d) Deductions; and (e) the Employee Benefits, as set forth in the Motion and as provided herein; *provided*, that the Debtors are not authorized to continue extending new Interest-Free Loans; *provided, further* that the Debtors are authorized to make payments with respect to (x) “indemnity” obligations (as described in paragraph 25 of Motion) to terminated Employees or (y) any other payment to any Employee who resigns or is terminated, in either case, only with the consent of the Official Committee of Unsecured Creditors in these chapter 11 cases or pursuant to further Order of the Court.
3. The Debtors shall report historic, postpetition payments made to Employees in connection with the preparation of budgets pursuant to the Fourth Interim Cash Management Order and any other cash management order approved in this case.

4. The Debtors are authorized to pay only those portions of School Fees and Tuition Fees that are due and payable on each payment date; no advance payment for future payment periods is permitted.

5. Except as otherwise provided herein, the Debtors are authorized (but not directed) to make payments to pay Employee Compensation due and payable after the Petition Date in accordance with the Debtors' ordinary course of business and stated policies, as set forth in the Motion.

6. The Debtors are authorized to make payments to applicable third parties from the Deductions, in accordance with the Debtors' ordinary course of business and stated policies, as set forth in the Motion.

7. The banks and financial institutions (including the Payroll Processor) on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, including all checks issued prepetition and presented for payment postpetition, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

8. The Debtors are authorized to reissue any check or electronic payment that originally was given in payment of any prepetition amount authorized to be paid under this Final Order and is not cleared by the applicable bank or other financial institution.

9. Nothing in the Motion or this Final Order, nor the Debtors' payment of any claims pursuant to this Final Order, shall be deemed or construed as an admission as to the

validity or priority of any claim against the Debtors or an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion.

11. The terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

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

Dated: New York, New York
May 15, 2012

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