

**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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**INTERIM ORDER (A) 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 in the above-captioned chapter 11 cases (collectively, the “*Debtors*” and each, a “*Debtor*”), for entry of an interim and final orders authorizing 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 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

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

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 on an interim basis to the extent set forth below.
2. The Debtors are authorized, in their sole discretion, to pay the Employee Obligations and/or honor their wage and benefit obligations 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 (except with respect to the Reimbursable Expenses of any individual Employee in excess of \$1,000), including Independent Contractor Obligations, Board Attendance Fees and Board Expenses (but excluding Allowances unless and until approved by the Court in the Final Order); (c) Deductions; and (d) the Employee Benefits, as set forth in the Motion and as provided herein; *provided, however*, that the Debtors’ authority to make such payments shall be limited to payments that are actually due and owing on the date hereof, or become due and owing on or after the date hereof and prior to the Final Hearing (defined below).
3. Except as otherwise provided herein, the Debtors are authorized to make payments on account of Employee Compensation (but excluding payments by the Debtors on account of the Allowances unless and until such payments are approved in the Final Order) in accordance with the Debtors’ ordinary course of business and stated policies, as set forth in the Motion.

4. 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.

5. The Debtors are authorized, but not directed, to continue to honor their Employee Benefits, make necessary contributions to such programs, and pay any unpaid premium, claim, or amount owed in connection therewith as of the Petition Date in accordance with the Debtors' ordinary course of business and stated policies as set forth in the Motion; *provided that* the Debtors shall not make any payments with respect to a Severance Plan pending entry of the Final Order.

6. 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 Order.

7. 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 Order and is not cleared by the applicable bank or other financial institution.

8. Nothing in the Motion or this Order, nor the Debtors' payment of any claims pursuant to this 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.

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

10. The requirements of Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or otherwise deemed waived. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

12. The final hearing on the relief requested in the Motion shall be on April 17, 2012 at 11:00 a.m. (prevailing Eastern Time) (the “*Final Hearing*”). The deadline by which objections to entry of the Final Order must be filed is April 10, 2012 at 4:00 p.m. (prevailing Eastern Time) and served upon (i) proposed counsel for the Debtors, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York, 10166 (Attn: Michael A. Rosenthal, Esq., Janet M. Weiss, Esq. and Matthew K. Kelsey, Esq.); (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Richard Morrissey, Esq.); (iii) Kasowitz Benson Torres & Friedman LLP, 1633 Broadway, New York, New York 10019 (Attn: David Friedman, Esq. and David Mark, Esq.) attorneys for Euroville, S.a.r.l.; and (iv) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq.), attorneys for Midtown Acquisitions, LLC. If no objections are timely filed, the Court may enter the Final Order without further notice or hearing.

13. The Debtors' right to make payments in respect of (a) the Allowances as provided in the Motion and (b) the Reimbursable Expenses above \$1,000 per Employee shall be considered by the Court at the Final Hearing.

Dated: New York, New York
March 30, 2012

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