

**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**  
: :  
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**INTERIM 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**

Upon consideration of the Application (the “*Section 156(c) Application*”)<sup>1</sup> 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 order appointing GCG, Inc. as Debtors’ Claims and Noticing Agent (“*GCG*”); upon the Johnson Declaration in support thereof; and upon the Thompson Declaration in support thereof, under 28 U.S.C. §156(c), section 105(a) of the Bankruptcy Code, S.D.N.Y. LBR 5075-1 and General Order M-409 to, among other things, (i) distribute required notices to parties in interest, (ii) receive, maintain, docket and otherwise administer the proofs of claim filed in the Chapter 11 Cases, and (iii) provide such other administrative services – as required by the Debtors – that would fall within the purview of services to be provided by the Clerk’s Office; and good and sufficient notice of the Section 156(c) Application having been given, and no other or further notice being required except as required herein; and the Court having jurisdiction to consider the Section 156(c) Application and the relief requested therein in

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Section 156(c) Application.

accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York any and all Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.), as amended by Standing Order M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Section 156(c) Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Section 156(c) Application having been provided, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Application (the “*Hearing*”); and the Debtors having estimated that there are in excess of 1,000 creditors in the Chapter 11 Cases, many of which are expected to file proofs of claim, and it appearing that the receiving, docketing and maintaining of proofs of claim would be unduly time consuming and burdensome for the Clerk; and the Court being authorized under 28 U.S.C. §156(c) to utilize, at the Debtors’ expense, outside agents and facilities to provide notices to parties in title 11 cases and to receive, docket, maintain, photocopy and transmit proofs of claim; and the Court being satisfied that GCG has the capability and experience to provide such services and that GCG does not hold or represent an interest adverse to the Debtors or the estates respecting the matters upon which it is to be engaged; and it appearing that the employment of GCG is in the best interests of the Debtors, the estates and all parties in interest and the Debtors’ selection of GCG to act as the claims and noticing agent has substantially satisfied the Court’s *Protocol for the Employment of Claims and Noticing Agents under 28 U.S.C. § 156(c)*, and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED:**

1. The Section 156(c) Application is approved on an interim basis as set forth herein, notwithstanding the terms of the Engagement Agreement attached to the Section 156(c) Application.

2. The Debtors are authorized to retain GCG effective as of the Petition Date under the terms of the Engagement Agreement, and GCG is authorized and directed to perform noticing services and to receive, maintain, record and otherwise administer the proofs of claim filed in the Chapter 11 Cases, and all related tasks, all as described in the Section 156(c) Application (the “*Claims and Noticing Services*”).

3. GCG shall serve as the custodian of court records and shall be designated as the authorized repository for all proofs of claim filed in the Chapter 11 Cases and is authorized and directed to maintain official claims registers for each of the Debtors and to provide the Clerk with a certified duplicate thereof upon the request of the Clerk.

4. GCG is authorized to take such other action as is reasonably necessary to comply with all duties set forth in the Section 156(c) Application and this Order.

5. GCG is authorized and directed to obtain a post office box or address for the receipt of proofs of claims.

6. The Debtors are authorized to compensate GCG in accordance with the terms of the Engagement Agreement upon the receipt of reasonably detailed invoices setting forth the services provided by GCG and the rates charged for each, and to reimburse GCG for all reasonable and necessary expenses it may incur, upon the presentation of appropriate documentation, without the need for GCG to file fee applications or otherwise seek Court approval for the compensation of its services and reimbursement of its expenses.

7. GCG shall maintain records of all services showing dates, categories of

services, fees charged and expenses incurred, and shall serve monthly invoices on the Debtors, the office of the United States Trustee, counsel for the Debtors, counsel for any official committee, if any, monitoring the expenses of the Debtors and any party-in-interest who specifically requests service of the monthly invoices.

8. The parties shall meet and confer in an attempt to resolve any dispute which may arise relating to the Engagement Agreement or monthly invoices, and that the parties may seek resolution of the matter from the Court if resolution is not achieved.

9. Pursuant to section 503(b)(1)(A) of the Bankruptcy Code, the fees and expenses of GCG under this Order shall be an administrative expense of the Debtors' estates.

10. GCG has applied its retainer to all prepetition invoices, and as of the Petition Date has no prepetition amounts outstanding. GCG shall apply any remaining retainer amounts to postpetition fees and expenses incurred under the Engagement Agreement.

11. In the event GCG is unable to provide the services set forth in this Order, GCG will immediately notify the Clerk and Debtors' attorney and cause to have all original proofs of claim and computer information turned over to another claims and noticing agent with the advice and consent of the Clerk and Debtors' attorneys.

12. The Debtors may submit a separate retention application, pursuant to 11 U.S.C. § 327 and/or any applicable law, for work that is to be performed by GCG but is not specifically authorized by this Order.

13. The Debtors and GCG are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Section 156(c) Application.

14. Notwithstanding any term in the Engagement Agreement to the contrary,

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

15. GCG shall not cease providing claims processing services during the Chapter 11 cases for any reason, including nonpayment, without an order of the Court. In the event of any inconsistency between the Engagement Agreement, the Section 156(c) Application and the Order, the Order shall govern.

16. 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 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, with a copy to the Court's chambers, 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, 21<sup>st</sup> 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.

Dated: New York, New York  
**March 30, 2012**

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