

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

MITSUBISHI POWER SYSTEMS	)	
AMERICAS, INC.	)	
	)	
Plaintiff,	)	
	)	
v.	)	C.A. No.: 4499-VCL
	)	
BABCOCK & BROWN INFRASTRUCTURE	)	
GROUP US, LLC, et al.	)	
	)	
Defendants.	)	

**TEMPORARY RESTRAINING ORDER**

The Court, having considered the arguments and submissions of the parties on the application by plaintiff Mitsubishi Power Systems Americas, Inc. (“MPSA”) for a temporary restraining order, and finding good cause for the entry of an order, IT IS HEREBY STATED AND ORDERED as follows:

1. The parties are to provide an agreed Scheduling Order providing for a briefing schedule for MPSA’s Motion for Preliminary Injunction. Such schedule shall provide for briefing to conclude on or before June 22, 2009, and for hearing on the Motion to occur on or before June 26, 2009.
2. Until this Court issues a ruling on the foregoing Motion, defendant Babcock & Brown Infrastructure Group US, LLC, including its owned or controlled subsidiaries (hereinafter “BBIG”) shall not engage in any actions outside the ordinary course of business. For purposes of this Order, an “act outside the ordinary course of business” shall include, without limitation, the following:

- a. The payment by BBIG of any dividends or distributions;
  - b. The transfer of any asset if such transfer has the effect of benefiting any affiliate of BBIG not itself owned or controlled by BBIG (the “Prohibited Affiliates”) or any officer, director, manager, agent or employee of the Prohibited Affiliates (collectively, with the Prohibited Affiliates, the “Prohibited Transferees”);
  - c. The assumption by BBIG of any obligation where such assumption has the effect of benefiting any of the Prohibited Transferees;
  - d. Any transfers made, or obligation incurred, in which BBIG receives less than reasonably equivalent value in exchange for the asset or obligation.
3. For purposes of this Stipulation, the terms “obligation” and “transfer” shall have the same meaning as in 6 *Del. C.* §§ 1301, *et seq.* (Delaware’s version of the Uniform Fraudulent Transfers Act). The term “asset” shall mean property of any kind. For avoidance of doubt, the prohibitions in paragraphs 2-3 include, but are not limited to, transfers of monies to accounts to which the creditors of the Prohibited Transferees have access. Those prohibitions do not, however, include payments made to trade creditors or suppliers in the ordinary course of business. Notwithstanding the foregoing, nothing in this Order prevents BBIG from engaging in the forthcoming anticipated sale of BBIG’s assets to third parties, so long as any consideration from any such sale is deposited in an escrow account where it shall remain pending an order by this Court permitting disbursement.

4. MPSA shall post a bond in the amount of \$500,000, cash or surety, against any harm the defendants might suffer as a result of the improvident grant of this order.

IT IS SO ORDERED this 24th day of April, 2009.

/s/ Stephen P. Lamb  
Vice Chancellor