

GIBSON, DUNN & CRUTCHER LLP

Michael A. Rosenthal (MR-7006)
Craig H. Millet (*admitted pro hac vice*)
Matthew J. Williams (MW-4081)
Joshua Weisser (JW-0185)
200 Park Avenue
New York, New York 10166-0193
Telephone: (212) 351-4000
Facsimile: (212) 351-4035

Attorneys for the Debtors and Debtors in Possession

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

-----X	
In re	: Chapter 11 Case
	: :
ARCAPITA BANK B.S.C.(c), et al.,	: Case No. 12-11076 (SHL)
	: :
Debtors.	: Jointly Administered
-----X	

**SUPPLEMENT TO DEBTORS' MOTION FOR ORDER
PURSUANT TO 11 U.S.C. §§ 105, 362, 363(b)(1), 363(m), 364(c)(1),
364(c)(2), 364(c)(3), 364(e) AND 552 AND BANKRUPTCY RULES 4001 AND 6004
AUTHORIZING DEBTORS TO OBTAIN REPLACEMENT POSTPETITION
FINANCING TO REPAY EXISTING POSTPETITION FINANCING**

Arcapita Bank B.S.C.(c) ("*Arcapita*"), Arcapita Investment Holdings Limited ("*AIHL*"),
Arcapita LT Holdings Limited, WindTurbine Holdings Limited, AEID II Holdings Limited and
RailInvest Holdings Limited, as debtors and debtors in possession (collectively, the "*Debtors*"
and each, a "*Debtor*") in the above-captioned chapter 11 cases (collectively, the "*Chapter 11
Cases*") hereby file this supplement (the "*Supplement*") in connection with the *Debtors' Motion
for Order Pursuant to 11 U.S.C. §§ 105, 362, 363(b)(1), 363(m), 364(c)(1), 364(c)(2), 364(c)(3),
364(e) and 552 and Bankruptcy Rules 4001 and 6004 Authorizing Debtors to Obtain*

Replacement Postpetition Financing to Repay Existing Postpetition Financing (Dkt. No. 1157)
(as supplemented, the “*Motion*”)¹ dated May 27, 2013 and represent as follows:

STATEMENT

1. At the time of the filing of the Motion, the Debtors and Goldman Sachs had not yet reached agreement on the definitive form of the DIP Budget. In the Motion, the Debtors represented to the Court that the definitive form the DIP Budget will be filed on the docket in the Chapter 11 Cases prior to the hearing on the Motion. *See* Motion, at p. 6 n 4.

2. The Debtors and Goldman Sachs as well as their respective advisors worked tirelessly to agree upon the definitive form of the DIP Budget, annexed hereto as *Exhibits A*. The Debtors hereby submit the DIP Budget for the consideration of the Court and other parties in interest.²

3. The Debtors respectfully note that even though the Motion, as originally filed, submitted only the Commitment Documents describing the terms of the DIP Transaction, no objection was filed against the entry of an order approving the Motion. The Debtors submit that the Motion, as supplemented by this pleading and the documents attached hereto, should therefore be approved.

NOTICE

No trustee or examiner has been appointed in the Chapter 11 Cases. The Debtors have provided notice of filing of this Second Supplement by electronic mail, facsimile and/or overnight mail to: (a) 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,

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

² The Debtors and Goldman Sachs continue to work towards the definitive form of the DIP Agreement, and remain committed to filing the DIP Agreement prior to the June 10, 2013 hearing to approve the Motion.

Esq.); (b) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq., Abhilash M. Raval, Esq., and Evan R. Fleck, Esq.), counsel for the Committee; (c) Latham & Watkins LLP, 885 3rd Avenue, New York, New York 10022 (Attn: Mitchell Seider, Esq. and Adam Goldberg, Esq.) , counsel for Goldman Sachs International, as Investment Agent; (d) Dechert LLP, 1095 Avenue of the Americas, New York, New York 10036 (Attn: Brian E. Greer, Esq. and Nicole Herther-Spiro, Esq.), counsel to SCB, (e) Skadden, Arps, Slate, Meagher & Flom LLP, 155 N. Wacker Drive, Chicago, Illinois 60606 (Attn: David Kolin, Esq. and Brandon Duncomb, Esq.), counsel to Fortress and (f) all parties listed on the Master Service List established in these Chapter 11 Cases. A copy of the Supplement is also available on the website of the Debtors' notice and claims agent, GCG, at www.gcginc.com/cases/arcapita.

Dated: New York, New York
June 6, 2013

/s/ Michael A. Rosenthal

Michael A. Rosenthal (MR-7006)

Matthew J. Williams (MW-4081)

Craig H. Millet (admitted pro hac vice)

Joshua Weisser (JW-0185)

GIBSON, DUNN & CRUTCHER LLP

200 Park Avenue

New York, New York 10166-0193

Telephone: (212) 351-4000

Facsimile: (212) 351-4035

ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

Exhibit A
DIP Budget



Cash Flow Forecast - CONSOLIDATED

For the Period Ending 8/31/13

(\$'s in 000's)	Forecast		Forecast		Forecast		Forecast		Forecast		Forecast		Forecast		Forecast		15 Weeks Ending
	5/19/13 8/25/13	5/19/13 5/25/13	5/26/13 6/1/13	6/2/13 6/8/13	6/9/13 6/15/13	6/16/13 6/22/13	6/23/13 6/29/13	6/30/13 7/6/13	7/7/13 7/13/13	7/14/13 7/20/13	7/21/13 7/27/13	7/28/13 8/3/13	8/4/13 8/10/13	8/11/13 8/17/13	8/18/13 8/24/13	8/25/13 8/31/13	
Receipts																	
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 10,000	\$ -	\$ 7,500	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 17,500
Deal Company Murabahas	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Management Fees	211	-	-	-	-	-	250	748	125	375	-	-	-	172	-	1,880	
Yield from Deal Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
All Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Receipts	211	-	-	-	-	-	10,250	748	7,625	375	-	-	-	172	-	19,380	
Disbursements																	
G&A Expenses																	
Atlanta	9	55	8	272	32	100	8	212	25	55	8	212	25	43	8	1,071	
Bahrain	830	250	115	1,066	591	1,590	101	502	400	351	587	79	315	460	660	7,897	
Hong Kong	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
London	298	50	255	469	343	38	24	72	300	22	39	20	346	28	32	2,336	
Singapore	8	47	7	244	34	377	17	139	31	7	58	156	14	19	76	1,237	
Point Park Properties	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	1,500	
Total G&A Expenses	1,245	502	485	2,152	1,101	2,205	250	1,025	856	535	791	568	800	650	875	14,040	
Staff Expenses																	
Atlanta	60	144	-	144	60	144	-	-	94	60	94	-	94	60	94	1,049	
Bahrain	775	1	12	66	884	1,311	-	-	12	559	1	-	12	559	1	4,192	
Hong Kong	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
London	350	-	-	11	329	-	-	11	-	214	-	11	-	214	-	1,140	
Singapore	80	-	-	166	-	-	-	-	92	-	-	-	92	-	-	429	
Point Park Properties	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Staff Expenses	1,264	145	12	222	1,438	1,455	-	11	197	832	95	11	197	832	95	6,810	
Other Expenses																	
AHQ Payments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other	-	-	-	-	-	-	-	-	-	-	-	27	-	-	-	27	
Total Other Expenses	-	-	-	-	-	-	-	-	-	-	-	27	-	-	-	27	
Deal Funding & Expenses																	
Private Equity	72	-	-	-	-	-	-	115	-	-	1,700	-	-	-	-	1,887	
Real Estate	1,209	30,400	-	440	-	175	-	-	558	-	-	-	558	-	-	33,341	
Infrastructure	-	-	-	4,321	4,000	-	-	-	5,995	-	-	-	1,644	-	-	15,960	
Venture Capital	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Deal Funding & Expenses	1,281	30,400	-	4,761	4,000	175	-	115	6,553	-	1,700	-	2,202	-	-	51,188	
Total Disbursements	3,790	31,048	497	7,134	6,539	3,836	250	1,151	7,607	1,368	2,587	606	3,200	1,483	971	72,064	
Operating Cash Flow	(3,579)	(31,048)	(497)	(7,134)	(6,539)	(3,836)	10,000	(404)	18	(993)	(2,587)	(606)	(3,200)	(1,311)	(971)	(52,684)	
Restructuring																	
Restructuring Fees	157	6,375	-	6,197	32	-	-	7,760	32	-	51	7,760	795	-	4,995	34,153	
Critical / Foreign Vendor Payments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Ordinary Course Professionals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Payroll Adjustments	2,392	-	-	1,980	-	-	3,500	-	-	-	-	-	-	-	-	7,872	
Other Restructuring Costs	-	-	-	-	-	700	-	250	-	1,000	-	-	-	-	-	1,950	
Total Restructuring	2,549	6,375	-	8,177	32	700	3,500	8,010	32	1,000	51	7,760	795	-	4,995	43,976	
Debt Service																	
Financing Cost - SCB	1,525	-	500	-	-	-	500	-	-	-	500	-	-	-	1,000	4,026	
DIP Interest & Fees	4,683	245	-	4,713	1,000	-	-	-	1,422	-	-	-	1,396	-	3,388	16,846	
DIP (Receipts)/Payments	-	-	-	(69,552)	-	-	-	-	8,750	-	-	-	-	-	-	(60,802)	
Restructuring Accrual / Completion Fees Adjustment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Debt Service	6,208	245	500	(64,839)	1,000	-	500	-	10,172	-	500	-	1,396	-	4,388	(39,930)	
Net Cash Flow	(12,336)	(37,668)	(997)	49,528	(7,571)	(4,536)	6,000	(8,413)	(10,186)	(1,993)	(3,138)	(8,366)	(5,390)	(1,311)	(10,354)	(56,730)	
Intercompany Transfers																	
Cash Inflows (Source of Cash)	2,364	-	-	5,303	1,916	4,350	3,550	7,600	642	1,850	850	7,500	542	1,500	5,650	43,616	
Cash Outflows (Use of Cash)	2,364	-	-	5,303	1,916	4,350	3,550	7,600	642	1,850	850	7,500	542	1,500	5,650	43,616	
Total Intercompany Transfers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Balances & Liquidity																	
Beginning Book Balance	103,604	91,268	53,600	52,603	102,131	94,560	90,024	96,024	87,611	77,425	75,433	72,295	63,929	58,539	57,228	103,604	
Net Receipts, Disbursements & Transfers	(12,336)	(37,668)	(997)	49,528	(7,571)	(4,536)	6,000	(8,413)	(10,186)	(1,993)	(3,138)	(8,366)	(5,390)	(1,311)	(10,354)	(56,730)	
Ending Book Balance	91,268	53,600	52,603	102,131	94,560	90,024	96,024	87,611	77,425	75,433	72,295	63,929	58,539	57,228	46,874	46,874	
Float/Foreign Exchange	500	500	500	500	500	500	500	500	500	500	500	500	500	500	500	500	
Interbank Transfers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Less: Placements Held at Banks	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	
Ending Bank Balance	\$ 58,180	\$ 20,512	\$ 19,515	\$ 69,043	\$ 61,472	\$ 56,936	\$ 62,936	\$ 54,523	\$ 44,337	\$ 42,345	\$ 39,207	\$ 30,841	\$ 25,451	\$ 24,140	\$ 13,786	\$ 13,786	
Required Minimal Liquidity Balance					(15,000)	(15,000)	(15,000)	(15,000)	(15,000)	(15,000)	(15,000)	(15,000)	(15,000)	(15,000)	(15,000)	(15,000)	
Excess Liquidity (\$15M requirement)					46,472	41,936	47,936	39,523	29,337	27,345	24,207	15,841	10,451	9,140	(1,214)	(1,214)	



Cash Flow Forecast - TOTAL DEBTOR
For the Period Ending 8/31/13

(\$'s in 000's)	Forecast		Forecast		Forecast		Forecast		Forecast		Forecast		Forecast		Forecast		Forecast		15 Weeks Ending 8/31/13	
	5/19/13 8/25/13	5/19/13 5/25/13	5/26/13 6/1/13	6/2/13 6/8/13	6/9/13 6/15/13	6/16/13 6/22/13	6/23/13 6/29/13	6/30/13 7/6/13	7/7/13 7/13/13	7/14/13 7/20/13	7/21/13 7/27/13	7/28/13 8/3/13	8/4/13 8/10/13	8/11/13 8/17/13	8/18/13 8/24/13	8/25/13 8/31/13				
Receipts																				
Proceeds from Exits	\$	-	\$	-	\$	-	\$	-	\$	10,000	\$	-	\$	7,500	\$	-	\$	-	\$	17,500
Deal Company Murabahas																				-
Management Fees										748										748
Yield from Deal Companies																				-
All Other																				-
Total Receipts										10,000				7,500						18,248
Disbursements																				
G&A Expenses																				
Bahrain		830	250	115	1,066	591	1,590	101	502	400	351	587	79	315	460	660				7,897
Total G&A Expenses		830	250	115	1,066	591	1,590	101	502	400	351	587	79	315	460	660				7,897
Staff Expenses																				
Bahrain		775	1	12	66	884	1,311	-	-	12	559	1	-	12	559	1				4,192
Total Staff Expenses		775	1	12	66	884	1,311	-	-	12	559	1	-	12	559	1				4,192
Other Expenses																				
AHQ Payments																				-
Other														27						27
Total Other Expenses														27						27
Deal Funding & Expenses																				
Private Equity		72							115				1,700							1,887
Real Estate		1,209	30,400		440		175			558					558					33,341
Infrastructure					4,321	4,000				5,995					1,644					15,960
Venture Capital																				-
Total Deal Funding & Expenses		1,281	30,400		4,761	4,000	175		115	6,553			1,700		2,202					51,188
Total Disbursements		2,886	30,651	127	5,893	5,475	3,076	101	617	6,965	910	2,288	106	2,529	1,019	661				63,303
Operating Cash Flow		(2,886)	(30,651)	(127)	(5,893)	(5,475)	(3,076)	9,899	131	535	(910)	(2,288)	(106)	(2,529)	(1,019)	(661)				(45,056)
Restructuring																				
Restructuring Fees		157	6,375	-	6,197	32	-	-	7,760	32	-	51	7,760	795	-	4,995				34,153
Critical / Foreign Vendor Payments		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-				-
Payroll Adjustments		108	-	-	527	-	-	3,500	-	-	-	-	-	-	-	-				4,135
Other Restructuring Costs		-	-	-	-	-	550	-	-	-	600	-	-	-	-	-				1,150
Total Restructuring		265	6,375	-	6,724	32	550	3,500	7,760	32	600	51	7,760	795	-	4,995				39,439
Debt Service																				
Financing Cost - SCB		1,525	-	500	-	-	-	500	-	-	-	500	-	-	-	1,000				4,026
DIP Interest & Fees		4,683	245	-	4,713	1,000	-	-	-	1,422	-	-	-	1,396	-	3,388				16,846
DIP Receipts/Payments		-	-	-	(69,552)	-	-	-	-	8,750	-	-	-	-	-	-				(60,802)
Restructuring Accrual / Completion Fees Adjustment		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-				-
Total Debt Service		6,208	245	500	(64,839)	1,000	-	500	-	10,172	-	500	-	1,396	-	4,388				(39,930)
Net Cash Flow		(9,359)	(37,272)	(627)	52,222	(6,507)	(3,626)	5,899	(7,629)	(9,669)	(1,510)	(2,839)	(7,865)	(4,719)	(1,019)	(10,044)				(44,565)
Intercompany Transfers																				
Cash Inflows (Source of Cash)		-	-	-	2,650	1,750	3,450	3,550	6,750	550	1,450	650	7,050	450	950	5,650				34,900
Cash Outflows (Use of Cash)		2,364	-	-	5,303	1,916	4,350	3,550	7,600	642	1,850	850	7,500	542	1,500	5,650				43,616
Total Intercompany Transfers		(2,364)	-	-	(2,653)	(166)	(900)	-	(850)	(92)	(400)	(200)	(450)	(92)	(550)	-				(8,716)
Balances & Liquidity																				
Beginning Book Balance		98,943	87,221	49,949	49,322	98,891	92,218	87,692	93,591	85,112	75,351	73,441	70,402	62,086	57,275	55,706				98,943
Net Receipts, Disbursements & Transfers		(11,722)	(37,272)	(627)	49,569	(6,673)	(4,526)	5,899	(8,479)	(9,761)	(1,910)	(3,039)	(8,315)	(4,811)	(1,569)	(10,044)				(53,281)
Ending Book Balance		87,221	49,949	49,322	98,891	92,218	87,692	93,591	85,112	75,351	73,441	70,402	62,086	57,275	55,706	45,662				45,662
Floated/Foreign Exchange		400	400	400	400	400	400	400	400	400	400	400	400	400	400	400				400
Interbank Transfers		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-				-
Less: Placements Held at Banks		(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)	(33,588)				(33,588)
Ending Bank Balance		\$ 54,033	\$ 16,761	\$ 16,134	\$ 65,703	\$ 59,030	\$ 54,504	\$ 60,403	\$ 51,924	\$ 42,163	\$ 40,253	\$ 37,214	\$ 28,898	\$ 24,087	\$ 22,518	\$ 12,474				\$ 12,474



Cash Flow Forecast - NON-DEBTOR

For the Period Ending 8/31/13

(\$'s in 000's)	Forecast		Forecast		1		1		1		2		2		2		2		3		3		3		15 Weeks Ending 8/31/13
	5/19/13 8/25/13	5/19/13 5/25/13	5/26/13 6/1/13	6/2/13 6/8/13	6/9/13 6/15/13	6/16/13 6/22/13	6/23/13 6/29/13	6/30/13 7/6/13	7/7/13 7/13/13	7/14/13 7/20/13	7/21/13 7/27/13	7/28/13 8/3/13	8/4/13 8/10/13	8/11/13 8/17/13	8/18/13 8/24/13	8/25/13 8/31/13									
Receipts																									
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Management Fees	-	211	-	-	-	-	-	-	250	-	125	375	-	-	172	-	-	-	-	-	-	-	-	-	1,133
Yield from Deal Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
All Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Receipts	211	-	-	-	-	-	-	250	-	125	375	-	-	172	-	-	-	-	-	-	-	-	-	1,133	
Disbursements																									
G&A Expenses																									
Atlanta	-	9	55	8	272	32	100	8	212	25	55	8	212	25	43	8	-	-	-	-	-	-	-	-	1,071
Hong Kong	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
London	-	298	50	255	469	343	38	24	72	300	22	39	20	346	28	32	-	-	-	-	-	-	-	-	2,336
Singapore	-	8	47	7	244	34	377	17	139	31	7	58	156	14	19	76	-	-	-	-	-	-	-	-	1,237
Point Park Properties	-	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	-	-	-	-	-	-	-	-	1,500
Total G&A Expenses	415	252	370	1,086	509	615	149	523	456	184	204	489	485	190	216	-	-	-	-	-	-	-	-	6,143	
Staff Expenses																									
Atlanta	-	60	144	-	144	60	144	-	-	94	60	94	-	94	60	94	-	-	-	-	-	-	-	-	1,049
Hong Kong	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
London	-	350	-	-	11	329	-	-	11	-	214	-	11	214	-	-	-	-	-	-	-	-	-	-	1,140
Singapore	-	80	-	-	166	-	-	-	-	92	-	-	92	-	-	-	-	-	-	-	-	-	-	-	429
Point Park Properties	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Staff Expenses	489	144	-	155	555	144	-	11	186	274	94	11	186	274	94	-	-	-	-	-	-	-	-	2,618	
Other Expenses																									
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Deal Funding & Expenses																									
Private Equity	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Real Estate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Infrastructure	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Deal Funding & Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Disbursements	904	396	370	1,241	1,064	759	149	534	642	458	299	500	671	464	310	-	-	-	-	-	-	-	-	-	8,761
Operating Cash Flow	(693)	(396)	(370)	(1,241)	(1,064)	(759)	101	(534)	(517)	(83)	(299)	(500)	(671)	(292)	(310)	-	-	-	-	-	-	-	-	-	(7,629)
Restructuring																									
Restructuring Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Payroll Adjustments	-	2,284	-	-	1,453	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,737
Other	-	-	-	-	-	150	-	250	-	400	-	-	-	-	-	-	-	-	-	-	-	-	-	-	800
Total Restructuring	2,284	-	-	1,453	-	150	-	250	-	400	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4,537
Debt Service																									
Financing Cost - SCB	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DIP Interest	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DIP Receipts/Payments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restructuring Accrual / Completion Fees Adjustment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Debt Service	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow	(2,977)	(396)	(370)	(2,694)	(1,064)	(909)	101	(784)	(517)	(483)	(299)	(500)	(671)	(292)	(310)	-	-	-	-	-	-	-	-	-	(12,166)
Intercompany Transfers																									
Cash Inflows (Source of Cash)	2,364	-	-	2,653	166	900	-	850	92	400	200	450	92	550	-	-	-	-	-	-	-	-	-	-	8,716
Cash Outflows (Use of Cash)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Intercompany Transfers	2,364	-	-	2,653	166	900	-	850	92	400	200	450	92	550	-	-	-	-	-	-	-	-	-	-	8,716
Balances & Liquidity																									
Beginning Book Balance	4,661	4,048	3,651	3,281	3,240	2,342	2,333	2,434	2,500	2,075	1,991	1,893	1,843	1,264	1,521	4,661	-	-	-	-	-	-	-	-	4,661
Net Receipts, Disbursements & Transfers	(614)	(396)	(370)	(41)	(898)	(9)	101	66	(425)	(83)	(99)	(50)	(579)	258	(310)	(3,450)	-	-	-	-	-	-	-	-	(3,450)
Ending Book Balance	4,048	3,651	3,281	3,240	2,342	2,333	2,434	2,500	2,075	1,991	1,893	1,843	1,264	1,521	1,212	1,212	-	-	-	-	-	-	-	-	1,212
Float/Foreign Exchange	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	100	-	-	-	-	-	-	-	-	100
Interbank Transfers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Less: Placements Held at Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending Bank Balance	\$ 4,148	\$ 3,751	\$ 3,381	\$ 3,340	\$ 2,442	\$ 2,433	\$ 2,534	\$ 2,600	\$ 2,175	\$ 2,091	\$ 1,993	\$ 1,943	\$ 1,364	\$ 1,621	\$ 1,312	\$ 1,312	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,312



Cash Flow Forecast - DEBTOR (Bahrain)

For the Period Ending 8/31/13

(\$'s in 000's)	Forecast		Forecast		1		1		2		2		3		3		15 Weeks Ending 8/31/13	
	5/19/13 8/25/13	5/19/13 5/25/13	5/26/13 6/1/13	6/2/13 6/8/13	6/9/13 6/15/13	6/16/13 6/22/13	6/23/13 6/29/13	6/30/13 7/6/13	7/7/13 7/13/13	7/14/13 7/20/13	7/21/13 7/27/13	7/28/13 8/3/13	8/4/13 8/10/13	8/11/13 8/17/13	8/18/13 8/24/13	8/25/13 8/31/13		
Receipts																		
Proceeds from Exits	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Deal Company Murabahas		-		-		-		-		-		-		-		-		-
Management Fees		-		-		-		-		748		-		-		-		748
Yield from Deal Companies		-		-		-		-		-		-		-		-		-
All Other		-		-		-		-		-		-		-		-		-
Total Receipts		-		-		-		-		748		-		-		-		748
Disbursements																		
G&A Expenses																		
Bahrain		830		250		115		1,066		591		1,590		101		502		400
Total G&A Expenses		830		250		115		1,066		591		1,590		101		502		400
Staff Expenses																		
Bahrain		775		1		12		66		884		1,311		-		12		559
Total Staff Expenses		775		1		12		66		884		1,311		-		12		559
Other Expenses																		
AHQ Payments		-		-		-		-		-		-		-		-		-
Other		-		-		-		-		-		-		-		-		-
Total Other Expenses		-		-		-		-		-		-		-		-		-
Deal Funding & Expenses																		
Private Equity		-		-		-		-		-		-		-		-		-
Real Estate		-		-		-		-		-		-		-		-		-
Infrastructure		-		-		-		-		-		-		-		-		-
Venture Capital		-		-		-		-		-		-		-		-		-
Total Deal Funding & Expenses		-		-		-		-		-		-		-		-		-
Total Disbursements		1,605		251		127		1,132		1,475		2,901		101		502		412
Operating Cash Flow		(1,605)		(251)		(127)		(1,132)		(1,475)		(2,901)		(101)		246		(412)
Restructuring																		
Restructuring Fees		157		4,435		-		5,137		32		-		6,955		32		51
Critical / Foreign Vendor Payments		-		-		-		-		-		-		-		-		-
Payroll Adjustments		108		-		527		-		-		3,500		-		-		-
Other		-		-		-		-		550		-		600		-		-
Total Restructuring		265		4,435		-		5,664		32		550		3,500		32		600
Debt Service																		
Financing Cost - SCB		-		-		-		-		-		-		-		-		-
DIP Interest & Fees		-		-		-		-		-		-		-		-		-
DIP Receipts/Payments		-		-		-		-		-		-		-		-		-
Restructuring Accrual / Completion Fees Adjustment		-		-		-		-		-		-		-		-		-
Total Debt Service		-		-		-		-		-		-		-		-		-
Net Cash Flow		(1,870)		(4,687)		(127)		(6,796)		(1,507)		(3,451)		(3,601)		(6,709)		(444)
Intercompany Transfers																		
Cash Inflows (Source of Cash)		-		-		2,650		1,750		3,450		3,550		6,750		550		1,450
Cash Outflows (Use of Cash)		106		-		138		166		-		-		92		-		92
Total Intercompany Transfers		(106)		-		2,512		1,584		3,450		3,550		6,750		458		1,450
Balances & Liquidity																		
Beginning Book Balance		44,914		42,938		38,251		38,125		33,841		33,918		33,917		33,866		33,907
Net Receipts, Disbursements & Transfers		(1,976)		(4,687)		(127)		(4,284)		77		(1)		(51)		41		14
Ending Book Balance		42,938		38,251		38,125		33,841		33,918		33,917		33,866		33,907		33,922
Float/Foreign Exchange		400		400		400		400		400		400		400		400		400
Interbank Transfers		-		-		-		-		-		-		-		-		-
Less: Placements Held at Banks		(33,588)		(33,588)		(33,588)		(33,588)		(33,588)		(33,588)		(33,588)		(33,588)		(33,588)
Ending Bank Balance		\$ 9,750		\$ 5,063		\$ 4,937		\$ 653		\$ 730		\$ 729		\$ 678		\$ 719		\$ 734
																		\$ 674
																		\$ 685
																		\$ 701
																		\$ 733
																		\$ 664
																		\$ 658



Cash Flow Forecast - AIHL (DEBTOR)

For the Period Ending 8/31/13

(\$'s in 000's)	Forecast		Forecast		1		1		1		2		2		2		3		3		3		15 Weeks Ending 8/31/13	
	5/19/13 8/25/13	5/19/13 5/25/13	5/26/13 6/1/13	6/2/13 6/8/13	6/9/13 6/15/13	6/16/13 6/22/13	6/23/13 6/29/13	6/30/13 7/6/13	7/7/13 7/13/13	7/14/13 7/20/13	7/21/13 7/27/13	7/28/13 8/3/13	8/4/13 8/10/13	8/11/13 8/17/13	8/18/13 8/24/13	8/25/13 8/31/13								
Receipts																								
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 17,500	
Deal Company Murabahas	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Management Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Yield from Deal Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
All Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Receipts																							17,500	
Disbursements																								
G&A Expenses																								
Total G&A Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Staff Expenses																								
Total Staff Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other Expenses																								
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	27	-	-	-	-	27	
Total Other Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	27	-	-	-	-	27	
Deal Funding & Expenses																								
Private Equity	-	72	-	-	-	-	-	-	115	-	-	-	1,700	-	-	-	-	-	-	-	-	-	1,887	
Real Estate	-	1,209	30,400	-	440	-	175	-	-	-	558	-	-	-	558	-	-	-	-	-	-	-	33,341	
Infrastructure	-	-	-	-	4,321	4,000	-	-	-	-	5,995	-	-	-	1,644	-	-	-	-	-	-	-	15,960	
Venture Capital	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Deal Funding & Expenses	-	1,281	30,400	-	4,761	4,000	175	-	115	-	6,553	-	1,700	-	2,202	-	-	-	-	-	-	-	51,188	
Total Disbursements		1,281	30,400		4,761	4,000	175		115		6,553		1,700		2,202								51,215	
Operating Cash Flow		(1,281)	(30,400)		(4,761)	(4,000)	(175)		10,000		(115)		947		(1,700)		(27)		(2,202)				(33,715)	
Restructuring																								
Restructuring Fees	-	-	1,940	-	1,060	-	-	-	805	-	-	-	-	805	795	-	-	-	-	-	-	-	5,405	
Critical / Foreign Vendor Payments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Ordinary Course Professionals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Payroll Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Restructuring			1,940		1,060				805					805	795								5,405	
Debt Service																								
Financing Cost - SCB	-	1,525	-	500	-	-	-	500	-	-	-	500	-	-	-	-	-	-	-	-	-	1,000	4,026	
DIP Interest & Fees	-	4,683	245	-	4,713	1,000	-	-	-	-	1,422	-	-	-	1,396	-	-	-	-	-	-	3,388	16,846	
DIP Receipts/Payments	-	-	-	-	(69,552)	-	-	-	-	-	8,750	-	-	-	-	-	-	-	-	-	-	-	(60,802)	
Restructuring Accrual / Completion Fees Adjustment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Debt Service		6,208	245	500	(64,839)	1,000		500		10,172		500		1,396		4,388							(39,930)	
Net Cash Flow		(7,489)	(32,585)	(500)	59,018	(5,000)	(175)	9,500	(920)	(9,225)		(2,200)	(832)	(4,393)		(4,388)							810	
Intercompany Transfers																								
Cash Inflows (Source of Cash)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Cash Outflows (Use of Cash)	-	2,258	-	-	5,165	1,750	4,350	3,550	7,600	550	1,850	850	7,500	450	1,500	5,650	-	-	-	-	-	-	43,023	
Total Intercompany Transfers		(2,258)			(5,165)	(1,750)	(4,350)	(3,550)	(7,600)	(550)	(1,850)	(850)	(7,500)	(450)	(1,500)	(5,650)							(43,023)	
Balances & Liquidity																								
Beginning Book Balance	54,029	44,282	11,697	11,197	65,050	58,300	53,775	59,724	51,204	41,429	39,579	36,529	28,197	23,354	21,854	54,029								54,029
Net Receipts, Disbursements & Transfers	(9,747)	(32,585)	(500)	53,852	(6,750)	(4,525)	5,950	(8,520)	(9,775)	(1,850)	(3,050)	(8,332)	(4,843)	(1,500)	(10,038)	(42,213)								(42,213)
Ending Book Balance	44,282	11,697	11,197	65,050	58,300	53,775	59,724	51,204	41,429	39,579	36,529	28,197	23,354	21,854	11,816	11,816								11,816
Float/Foreign Exchange	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interbank Transfers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Less: Placements Held at Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ending Bank Balance	\$ 44,282	\$ 11,697	\$ 11,197	\$ 65,050	\$ 58,300	\$ 53,775	\$ 59,724	\$ 51,204	\$ 41,429	\$ 39,579	\$ 36,529	\$ 28,197	\$ 23,354	\$ 21,854	\$ 11,816	\$ 11,816								\$ 11,816