

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

	X	
In re:	:	Chapter 11
	:	
Arcapita Investment Holdings Limited,	:	Case No: 12-11077 (SHL)
	:	
Debtor.	:	
	X	

**Monthly Operating Report For the Period  
From August 1, 2013 to August 31, 2013**

DEBTOR'S ADDRESS: Arcapita Investment Holdings Limited  
c/o Arcapita Bank B.S.C.(c)  
Arcapita Building, Bahrain Bay  
P.O. Box 1406, Manama  
Kingdom of Bahrain  
Telephone: +973 17218333  
Facsimile: +973 17217555

DEBTOR'S REGISTERED ADDRESS:  
Arcapita Investment Holdings Limited  
Boundary Hall, Cricket Square  
P.O.Box 1111, Grand Cayman  
KY 1-1102, Cayman Islands  
Tel: +1 345 949 5122  
Fax: +1 345 949 7920

DEBTOR'S ATTORNEYS: Michael A. Rosenthal (MR-7006)  
Craig H. Millet (admitted pro hac vice)  
Janet M. Weiss (JW-5460)  
Matthew K. Kelsey (MK-3137)  
GIBSON, DUNN & CRUTCHER LLP  
200 Park Avenue  
New York, New York 10166-0193  
Telephone: (212) 351-4000  
Facsimile: (212) 351-4035

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

/s/ Essa Zainal  
Essa Zainal  
Head of Financial Control  
Arcapita Bank B.S.C.(c)

9/15/2013

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re Arcapita Investment Holdings Limited  
Debtor

Case No. 12-11077 (SHL)  
Reporting Period: 8/1/2013- 8/31/2013

Federal Tax I.D. # N/A

**CORPORATE MONTHLY OPERATING REPORT**

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts and Disbursements	<a href="#">MOR-1</a>	x	
Bank Reconciliation (or copies of debtor's bank reconciliations)	<a href="#">MOR-1 (CONT)</a>	x	
Copies of bank statements			x
Cash disbursements journals			x
Statement of Operations	<a href="#">MOR-2</a>	x	
Balance Sheet	<a href="#">MOR-3</a>	x	
Status of Post-petition Taxes	<a href="#">MOR-4</a>	x	
Copies of IRS Form 6123 or payment receipt			x
Copies of tax returns filed during reporting period			x
Summary of Unpaid Post-petition Debts	<a href="#">MOR-4</a>		x
Listing of Aged Accounts Payable			x
Accounts Receivable Reconciliation and Aging	<a href="#">MOR-5</a>	x	
Taxes Reconciliation and Aging	<a href="#">MOR-5</a>	x	
Payments to Insiders and Professionals	<a href="#">MOR-6</a>	x	
Post Petition Status of Secured Notes, Leases Payable	<a href="#">MOR-6</a>	x	
Debtor Questionnaire	<a href="#">MOR-7</a>	x	

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re Arcapita Investment Holdings Limited  
Debtor

Case No. 12-11077 (SHL)  
Reporting Period: 8/1/2013 - 8/31/2013

Federal Tax I.D. # N/A

**General Note:**

The financial statements and supplemental information contained herein are preliminary, unaudited and may not comply in all material respects with generally accepted accounting principles ("GAAP") in the United States ("U.S."). In certain instances, accounting principles or concepts, specific to the region (e.g., Murabaha) are used.

The unaudited financial statements have been derived from the books and records of Arcapita Investment Holdings Limited ("AIHL" or the "Debtor"). This information, however has not been subject to certain procedures that would typically be applied to financial information in accordance with U.S. or other GAAP, and upon application of such procedures (e.g., asset impairment), the Debtor believes that the financial information could be subject to changes, and these changes could be material. The information furnished in this report includes normal recurring adjustments but does not include all adjustments that would typically be made for financial information in accordance with U.S. or other regional GAAP.

The results of operations contained herein are not necessarily indicative of results which may be expected for any other period or for the full year and may not necessarily reflect the consolidated results of operations and financial positions of the Debtor in the future.

In re Arcapita Investment Holdings Limited  
Debtor

Case No. 12-11077 (SHL)  
Reporting Period: 8/1/2013- 8/31/2013

**SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS**  
(in US Dollar millions)

Bank Accounts	Opening balance as at 8/01/2013	Receipts	Transfers	Disbursements	FX Fluctuation	Closing balance as at 8/31/2013
JP Morgan Chase	55.7	47.8	13.8	(12.1)		105.1
HSBC	4.1			(2.6)		1.4
<b>Total Operating Accounts</b>	<b>59.7</b>	<b>47.8</b>	<b>13.8</b>	<b>(14.7)</b>	-	<b>106.6</b>

**Notes:**

- Receipts include proceeds from exit for 3PD \$29.2M; Saadiyat Island \$9.8M; Victory Heights \$8.7M; Bijoux Turner \$50k.
- Transfers include \$14M from Arcapita Bank for proceeds from SCB Bond & CEPL; required to sit at AIHL per DIP agreement, but received by Arcapita Bank; offset by transfer of \$200k to other Arcapita subsidiaries to cover operating expenses.
- Disbursements include: \$8.8M DIP facility paydown (using 1/2 proceeds from SCB bond, Sunrise UK, CEPL, Victory Heights & Bijoux); \$2.6M professional fees; \$1.7M Tensar (reimbursed to Arcapita Bank); & \$1.6M DIP interest / fees.

In re Arcapita Investment Holdings Limited  
Debtor

Case No. 12-11077 (SHL)  
Reporting Period: 8/1/2013- 8/31/2013

**BANK RECONCILIATIONS**

(in US Dollar millions)

GL#	Bank Name	Bank Balance	Deposits & Transfers in Transit	O/S, Bank Service Charges, Adjustments to GL	Other Reconciling Items	GL Balance
3-1-301101-111003-0	JP Morgan Chase	105.1	-	-	-	105.1
3-1-1-301101-111228-0	HSBC	1.4	-	-	-	1.4
	<b>Total Cash &amp; Cash Equivalents</b>	<b>106.6</b>	-	-	-	<b>106.6</b>

In re Arcapita Investment Holdings Limited  
Debtor

Case No. 12-11077 (SHL)  
Reporting Period: 8/1/2013- 8/31/2013

**STATEMENT OF OPERATIONS** (Income Statement)  
(in US Dollars)

		<b>For the Period</b>	
		8/1/2013- 8/31/2013	
Capital gain	Note 1	\$	582,483
<b>Total Income</b>		<b>\$</b>	<b>582,483</b>
Profit expenses from short term deposits	Note 2		(1,338,041)
General and administration expenses	Note 3	\$	(2,634,703)
<b>Total Expenses</b>		<b>\$</b>	<b>(3,972,743)</b>
<b>Net income before Foreign exchange movements</b>		<b>\$</b>	<b>(3,390,260)</b>
Foreign exchange movements	Note 4	\$	1,775,167
<b>Net income</b>		<b>\$</b>	<b>(1,615,093)</b>

**Notes:**

1. Capital gain income represents gain from exit of deals held by AIHL.
2. Profit expenses from short term deposit relates to accrued profits on DIP financing.
3. G&A expenses largely pertain to office rent, wire transfer fees, & legal expenses.
4. Foreign exchange gain primarily relates to the favorable foreign currency movement exchange rates.

In re Arcapita Investment Holdings Limited  
Debtor

Case No. 12-11077 (SHL)  
Reporting Period: 8/1/2013- 8/31/2013

**BALANCE SHEET**  
(in US Dollars)

		<u>08/31/2013</u>
<b>ASSETS</b>		
Cash and Balances with Bank		\$ 106,566,385
Receivables	Note 1	8,090,220
Investment in Portfolio Companies		526,763,604
Investment in Subsidiaries		2,160,088,435
Intercompany Receivables	Note 2	67,429,223
Other assets		52,899
<b>TOTAL ASSETS</b>		<b>\$ 2,868,990,765</b>
<b>LIABILITIES</b>		
Due to Other Institution	Note 3	156,705,267
Due to Deal companies	Note 4	2,175,894
Intercompany Payables	Note 5	85,517,137
Other Liabilities	Note 6	258,230
<b>TOTAL POST-PETITION LIABILITIES</b>		<b>\$ 244,656,528</b>
Liabilities Subject to Compromise		456,136,408
<b>TOTAL LIABILITIES</b>		<b>\$ 700,792,936</b>
<b>EQUITY</b>		
Share Capital		\$ 50,000
Share Premium		3,128,946,518
Reserves		(960,798,689)
<b>TOTAL EQUITY</b>		<b>\$ 2,168,197,829</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>\$ 2,868,990,765</b>

**Notes:**

1. Receivables consist of yield receivable from the underlying investment asset and expense reimbursement receivables from investment structure companies. The majority of these receivables are collectible on exit or disposal of the asset.

2. Intercompany receivables balances are comprised as follows:

Arcapita Bank B.S.C.(c)	66,103,766
Arcapita Industrial Management II Limited	1,325,457
	<u>67,429,223</u>

3. Amount related to the new DIP Facility.

4. Relates to Lusail receipt.

5. Intercompany payables balances are comprised as follows:

Arcapita LT Holdings Limited	21,449,329
Victory Heights WCF Limited	18,772,235
Chicago Condominium WCF Limited	18,183,909
FlowInvest WCF Limited	7,872,088
Arcapita Limited	5,589,360
Arcapita Investment Management Limited	3,544,180
US Senior Living WCF Limited	2,000,000
Arcapita Ventures I WCF Limited	1,933,626
Logistics WCF Limited	1,502,962
Arcapita, Inc	1,097,114
MEDI Limited	1,325,000
Gas WCF Limited	202,827
Loghomes II WCF Limited	989,190
Condo Conversion WCF Limited	805,317
Aspen Valley Ranch WCF Limited	250,000
	<u>85,517,137</u>

6. Other Liabilities balances are comprised as follows:

Accruals and vendor payables	258,230
	<u>258,230</u>

In re Arcapita Investment Holdings Limited  
Debtor

Case No. 12-11077 (SHL)  
Reporting Period: 8/1/2013- 8/31/2013

**STATUS OF POST-PETITION TAXES**

	Beginning Tax	Amount Withheld and/or Accrued	Amount Paid	Ending Tax
<b>Federal</b>				
Withholding				
FICA-Employee				
FICA-Employer				
Unemployment				
Income				
Other: _____				
Total Federal Taxes				
<b>State and Local</b>				
Withholding				
Sales				
Excise				
Unemployment				
Real Property				
Personal Property				
Other: Income/Franchise				
Total State and Local				
<b>Total Taxes</b>	\$ -	\$ -	\$ -	\$ -

**Notes:**

1. Arcapita Investment Holdings Limited is incorporated in the Cayman Islands, a tax free jurisdiction.

**SUMMARY OF PRE-PETITION DEBTS**

DESCRIPTION	Total
AP - Product	-
AP - Legal & Professional Fees	-
AP - Intercompany	456,136,408
<b>TOTAL LIABILITIES SUBJECT TO COMPROMISE</b>	<b>\$ 456,136,408</b>

**Notes:**

1. Arcapita Investment Holdings Limited pre-petition debts comprise largely of its inter-company account with its parent entity Arcapita Bank B.S.C.(c) and are not past due as of the date of reporting. The company also has contingent liabilities which arise from its role as a guarantor of Arcapita Bank B.S.C.(c). These contingent guarantees are not reflected in the balance sheet.



In re Arcapita Investment Holdings Limited  
Debtor

Case No. 12-11077 (SHL)  
Reporting Period: 8/1/2013-8/31/2013

**ACCOUNTS RECEIVABLE RECONCILIATION AND AGING**

Accounts Receivable Reconciliation	Amount
Total Accounts Receivable at the beginning of the reporting period	\$ -
Plus: Amounts billed during the period	
Less: Amounts collected during the period	
Less: Amounts written off during the period	
Less: Amounts reserved during the period	
Change in store accounts receivable, net	
Total Accounts Receivable at the end of the reporting period	\$ -

Accounts Receivable Aging	8/31/2013
0 - 30 days old	\$ -
31 - 60 days old	-
61 - 90 days old	-
91 - 120 days old	-
121+ days old	-
Total Aged Accounts Receivable	-
Yield receivables	3,714,080
Expenses reimbursement receivable from Investment structure companies	4,376,140
Total Receivable	8,090,220
Less: Bad Debts (Amount considered uncollectible)	
Net Receivable	\$ 8,090,220

**Notes:**

1. Receivables consist of yield receivable from underlying investment asset and expense reimbursement receivables from investment structure companies. The majority of these receivable are collectible on exit or disposal of the asset.

**TAXES RECONCILIATION AND AGING**

Taxes Payable	Current	1-30 Days	31-60 Days	61-90 Days	91+ Days	Total
Federal						\$ -
State and Local						-
Other						
Total Taxes Payable						\$ -

**Notes:**

1. Arcapita Investment Holdings Limited is incorporated in the Cayman Islands, a tax free jurisdiction.

In re Arcapita Investment Holdings Limited  
Debtor

Case No. 12-11077 (SHL)  
Reporting Period: 8/1/2013- 8/31/2013

**PAYMENTS TO INSIDERS AND PROFESSIONALS**

INSIDERS			
NAME	TYPE OF PAYMENT	AMOUNT PAID	TOTAL PAID TO DATE
See note below			
TOTAL PAYMENTS TO INSIDERS			

**Notes:**  
1. No payments incurred during this period.

PROFESSIONALS					
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT	AMOUNT APPROVED	AMOUNT PAID	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID*
Zolfo Cooper			\$ -	\$ 6,909,444	\$ 857,042
Sidley Austin			\$ 103,139	\$ 4,083,843	\$ -
Campbells			10,711	546,568	(0)
TOTAL PAYMENTS TO PROFESSIONALS			\$ 113,850	\$ 11,539,855	\$ 857,042

\* INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

**Notes:**  
1. Total Paid To Date reflects payments through 9/10/2013.  
2. Total Incurred & Unpaid reflects fee app/statement submissions through 9/10/2013.

**AND ADEQUATE PROTECTION PAYMENTS**

NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENT DUE	AMOUNT PAID DURING MONTH	TOTAL UNPAID POST-PETITION
See note below			
TOTAL PAYMENTS		\$ -	\$ -

**Notes:**  
1. No payments were made to secured creditors within this time period.

In re Arcapita Investment Holdings Limited  
Debtor

Case No. 12-11077 (SHL)  
Reporting Period: 8/1/2013- 8/31/2013

**DEBTOR QUESTIONNAIRE**

<b>Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.</b>		<b>Yes</b>	<b>No</b>
1	Have any assets been sold or transferred outside the normal course of business this reporting period?		X
2	Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		X
3	Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X
4	Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X
5	Is the Debtor delinquent in paying any insurance premium payment?		X
6	Have any payments been made on pre-petition liabilities this reporting period?		X
7	Are any post petition receivables (accounts, notes or loans) due from related parties?	X (Intercompany)	
8	Are any post petition payroll taxes past due?		X
9	Are any post petition State or Federal income taxes past due?		X
10	Are any post petition real estate taxes past due?		X
11	Are any other post petition taxes past due?		X
12	Have any pre-petition taxes been paid during this reporting period?		X
13	Are any amounts owed to post petition creditors delinquent?		X
14	Are any wage payments past due?		X
15	Have any post petition loans been received by the Debtor from any party?		X
16	Is the Debtor delinquent in paying any U.S. Trustee fees?		X
17	Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X
18	Have the owners or shareholders received any compensation outside of the normal course of business?		X

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
Falcon Gas Storage Company, Inc.	:	Case No: 12-11790 (SHL)
	:	
Debtor.	:	
	X	

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**Monthly Operating Report For the Period  
From August 1, 2013 to August 31, 2013**

DEBTOR'S POSTAL ADDRESS: Falcon Gas Storage Company, Inc.  
75 14th Street  
24th Floor  
Atlanta, GA 30309  
Tel: (404) 920 9000  
Fax: (404) 920 9001

DEBTOR'S REGISTERED ADDRESS:  
Falcon Gas Storage Company, Inc.  
75 14th Street  
24th Floor  
Atlanta, GA 30309  
Tel: (404) 920 9000  
Fax: (404) 920 9001

DEBTOR'S ATTORNEYS: Michael A. Rosenthal (MR-7006)  
Craig H. Millet (admitted pro hac vice)  
Janet M. Weiss (JW-5460)  
Matthew K. Kelsey (MK-3137)  
GIBSON, DUNN & CRUTCHER LLP  
200 Park Avenue  
New York, New York 10166-0193  
Telephone: (212) 351-4000  
Facsimile: (212) 351-4035

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

/s/ Essa Zainal  
Essa Zainal  
Head of Financial Control  
Arcapita Bank B.S.C.(c)

9/15/2013

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re Falcon Gas Storage Company, Inc.  
Debtor

Case No. 12-11790 (SHL)  
Reporting Period: 8/1/2013 - 8/31/2013

Federal Tax I.D. # 76-0656572

**CORPORATE MONTHLY OPERATING REPORT**

<b>REQUIRED DOCUMENTS</b>	<b>Form No.</b>	<b>Document Attached</b>	<b>Explanation Attached</b>
Schedule of Cash Receipts and Disbursements	<a href="#">MOR-1</a>	x	
Bank Reconciliation (or copies of debtor's bank reconciliations)	<a href="#">MOR-1 (CONT)</a>	x	
Copies of bank statements			x
Cash disbursements journals			x
Statement of Operations	<a href="#">MOR-2</a>	x	
Balance Sheet	<a href="#">MOR-3</a>	x	
Status of Post-petition Taxes	<a href="#">MOR-4</a>	x	
Copies of IRS Form 6123 or payment receipt			x
Copies of tax returns filed during reporting period			x
Summary of Unpaid Post-petition Debts	<a href="#">MOR-4</a>		x
Listing of Aged Accounts Payable			x
Accounts Receivable Reconciliation and Aging	<a href="#">MOR-5</a>	x	
Taxes Reconciliation and Aging	<a href="#">MOR-5</a>	x	
Payments to Insiders and Professionals	<a href="#">MOR-6</a>	x	
Post Petition Status of Secured Notes, Leases Payable	<a href="#">MOR-6</a>	x	
Debtor Questionnaire	<a href="#">MOR-7</a>	x	

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re Falcon Gas Storage Company, Inc.  
**Debtor**

**Case No.** 12-11790 (SHL)  
**Reporting Period:** 8/1/2013 - 8/31/2013

**Federal Tax I.D. #** 76-0656572

**General Note:**

The financial statements and supplemental information contained herein are preliminary and unaudited.

The results of operations contained herein are not necessarily indicative of results which may be expected for any other period or for the full year and may not necessarily reflect the consolidated results of operations and financial positions of the Debtor in the future.

In re Falcon Gas Storage Company, Inc.  
Debtor

Case No. 12-11790 (SHL)  
Reporting Period: 8/1/2013 - 8/31/2013

**SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS**

<b>Bank Accounts</b>	<b>Opening balance as at 8/1/2013</b>	<b>Receipts</b>	<b>Transfers</b>	<b>Disbursements</b>	<b>FX Fluctuation</b>	<b>Closing balance as at 8/31/2013</b>
JP Morgan Chase - 816818207	<b>110,588</b>	-	519,000	(570,105)	-	<b>59,483</b>
JP Morgan Chase - 2909243137	<b>2,797,778</b>	409	(519,000)	-	-	<b>2,279,188</b>
<b>Total Operating Accounts</b>	<b>2,908,367</b>	<b>409</b>	-	<b>(570,105)</b>	-	<b>2,338,671</b>

**Notes:**

1. The receipt is and interest income of \$409.
2. The disbursements largely pertain to restructuring professional fees and other professional service providers (approx. \$500k) as well tax payments and other, trustee fees, etc.

In re Falcon Gas Storage Company, Inc.  
**Debtor**

Case No. 12-11790 (SHL)  
Reporting Period: 8/1/2013 - 8/31/2013

**BANK RECONCILIATIONS**  
**Continuation Sheet for MOR-1**

<b>GL#</b>	<b>Bank Name</b>	<b>Bank Balance</b>	<b>Deposits &amp; Transfers in Transit</b>	<b>O/S, Bank Service Charges, Adjustments to GL</b>	<b>Other Reconciling Items</b>	<b>GL Balance</b>
100-061	JP Morgan Chase - 816818207	59,483	-	-	-	59,483
	JP Morgan Chase - 2909243137	2,279,188	-	-	-	2,279,188
	<b>Total Cash &amp; Cash Equivalents</b>	<b>2,338,671</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,338,671</b>



In re Falcon Gas Storage Company, Inc.  
Debtor

Case No. 12-11790 (SHL)  
Reporting Period: 8/1/2013 - 8/31/2013

**STATEMENT OF OPERATIONS** (Income Statement)  
(in US Dollars)

**For the Period**  
**8/1/2013 - 8/31/2013**

Income	Note 1	409
<b>Total Income</b>		<b>\$ 409</b>
Operating expenses	Note 2	576,011
<b>Total Expenses</b>		<b>\$ 576,011</b>
<b>Net income (loss)</b>		<b>\$ (575,602)</b>

**Notes:**

1. The income pertains to interest income in the amount of \$409.
2. Operating expenses are largely comprised of restructuring professional fees.

In re Falcon Gas Storage Company, Inc.  
Debtor

Case No. 12-11790 (SHL)  
Reporting Period: 8/1/2013 - 8/31/2013

**BALANCE SHEET**  
(in US Dollars)

		<u>As of 8/31/2013</u>
<b>ASSETS</b>		
Cash		\$ 2,338,671
Other current assets	Note 1	73,155,166
Fixed assets		8,311
<b>TOTAL ASSETS</b>		<b>\$ 75,502,148</b>
<b>LIABILITIES</b>		
Post petition liabilities		\$ 1,028,534
Accrued liabilities		1,140,000
Deferred tax liability	Note 2	4,623,787
<b>TOTAL POST-PETITION LIABILITIES</b>		<b>\$ 6,792,321</b>
Liabilities subject to Compromise		\$ 16,186
<b>TOTAL LIABILITIES</b>		<b>\$ 6,808,506</b>
<b>TOTAL EQUITY</b>		<b>\$ 69,263,337</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>		<b>\$ 76,071,844</b>

**Notes:**

1. This includes a receivable for approximately \$70 million which is currently held in an escrow account pending the resolution of ongoing litigation.

2. The deferred tax liabilities pertains to a gain on installment sale.

In re Falcon Gas Storage Company, Inc.  
Debtor

Case No. 12-11790 (SHL)  
Reporting Period: 8/1/2013 - 8/31/2013

**STATUS OF POST-PETITION TAXES**

Federal	Beginning Tax	Amount Withheld and/or Accrued	Amount Paid	Ending Tax
<b>Total Taxes</b>				

Notes:

**SUMMARY OF PRE-PETITION DEBTS**

<u>DESCRIPTION</u>	Total
AP - Product	-
AP - Legal & Professional Fees	16,186
AP - Intercompany	-
<b>TOTAL LIABILITIES SUBJECT TO COMPROMISE</b>	<b>\$ 16,186</b>

Notes:

In re Falcon Gas Storage Company, Inc.  
Debtor

Case No. 12-11790 (SHL)  
Reporting Period: 8/1/2013 - 8/31/2013

**ACCOUNTS RECEIVABLE RECONCILIATION AND AGING**

<b>Accounts Receivable Reconciliation</b>	<b>Amount</b>
Total Accounts Receivable at the beginning of the reporting period	\$ -
Plus: Amounts billed during the period	-
Less: Amounts collected during the period	-
Less: Amounts written off during the period	-
Less: Amounts reserved during the period	-
Change in store accounts receivable, net	-
Total Accounts Receivable at the end of the reporting period	\$ -

<b>Accounts Receivable Aging</b>	<b>8/31/2013</b>
0 - 30 days old	\$ -
31 - 60 days old	-
61 - 90 days old	-
91 - 120 days old	-
121+ days old	-
Total Aged Accounts Receivable	-
Store Accounts Receivable	-
Total Accounts Receivable	-
Less: Bad Debts (Amount considered uncollectible)	-
Net Accounts Receivable	\$ -

**TAXES RECONCILIATION AND AGING**

<b>Taxes Payable</b>	<b>Current</b>	<b>1-30 Days</b>	<b>31-60 Days</b>	<b>61-90 Days</b>	<b>91+ Days</b>	<b>Total</b>
Federal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
State and Local	-	-	-	-	-	-
Other	-	-	-	-	-	-
Total Taxes Payable	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Notes:

In re Falcon Gas Storage Company, Inc.  
Debtor

Case No. 12-11790 (SHL)  
Reporting Period: 8/1/2013 - 8/31/2013

**PAYMENTS TO INSIDERS AND PROFESSIONALS**

INSIDERS			
NAME	TYPE OF PAYMENT	AMOUNT PAID	TOTAL PAID TO DATE
See note below			
TOTAL PAYMENTS TO INSIDERS			

**Notes:**

1. No payments incurred during this period.

PROFESSIONALS					
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT	AMOUNT APPROVED	AMOUNT PAID	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID*
A&M			21,072	\$ 30,420	\$ 7,605
Gibson Dunn			52,087	136,060	34,015
King & Spalding			406,073	753,967	681,532
TOTAL PAYMENTS TO PROFESSIONALS			<b>479,232</b>	<b>920,447</b>	<b>723,152</b>

\* INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

**Notes:**

1. Total Paid To Date reflects payments through 9/10/2013.
2. Total Incurred & Unpaid reflects fee app/statement submissions through 9/10/2013.

**POST-PETITION STATUS OF SECURED NOTES, LEASES PAYABLE AND ADEQUATE PROTECTION PAYMENTS**

NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENT DUE	AMOUNT PAID DURING MONTH	TOTAL UNPAID POST-PETITION
See note below			
TOTAL PAYMENTS		\$ -	\$ -

**Notes:**

1. No payments were made to secured creditors within this time period.

In re Falcon Gas Storage Company, Inc.  
Debtor

Case No. 12-11790 (SHL)  
Reporting Period: 8/1/2013 - 8/31/2013

**DEBTOR QUESTIONNAIRE**

<b>Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.</b>	<b>Yes</b>	<b>No</b>
1 Have any assets been sold or transferred outside the normal course of business this reporting period?		X
2 Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		X
3 Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X
4 Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X
5 Is the Debtor delinquent in paying any insurance premium payment?		X
6 Have any payments been made on pre-petition liabilities this reporting period?		X
7 Are any post petition receivables (accounts, notes or loans) due from related parties?		X
8 Are any post petition payroll taxes past due?		X
9 Are any post petition State or Federal income taxes past due?		X
10 Are any post petition real estate taxes past due?		X
11 Are any other post petition taxes past due?		X
12 Have any pre-petition taxes been paid during this reporting period?		X
13 Are any amounts owed to post petition creditors delinquent?		X
14 Are any wage payments past due?		X
15 Have any post petition loans been received by the Debtor from any party?		X
16 Is the Debtor delinquent in paying any U.S. Trustee fees?		X
17 Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X
18 Have the owners or shareholders received any compensation outside of the normal course of business?		X

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

	X	
In re:	:	Chapter 11
	:	
Arcapita LT Holdings Limited,	:	Case No: 12-11078 (SHL)
	:	
Debtor.	:	
	X	

**Monthly Operating Report For the Period  
From August 1, 2013 to August 31, 2013**

DEBTOR'S ADDRESS:            Arcapita LT Holdings Limited  
   c/o Arcapita Bank B.S.C.(c)  
   Arcapita Building, Bahrain Bay  
   P.O. Box 1406, Manama  
   Kingdom of Bahrain  
   Telephone: +973 17218333  
   Facsimile: +973 17217555

DEBTOR'S REGISTERED ADDRESS:  
   c/o Arcapita Bank B.S.C.(c)  
   Boundary Hall, Cricket Square  
   P.O.Box 1111, Grand Cayman  
   KY 1-1102, Cayman Islands  
   Tel: +1 345 949 5122  
   Fax: +1345 949 7920

DEBTOR'S ATTORNEYS:        Michael A. Rosenthal (MR-7006)  
   Craig H. Millet (admitted pro hac vice)  
   Janet M. Weiss (JW-5460)  
   Matthew K. Kelsey (MK-3137)  
   GIBSON, DUNN & CRUTCHER LLP  
   200 Park Avenue  
   New York, New York 10166-0193  
   Telephone: (212) 351-4000  
   Facsimile: (212) 351-4035

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

/s/ Essa Zainal  
Essa Zainal  
Head of Financial Control  
Arcapita Bank B.S.C.(c)

9/15/2013

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re Arcapita LT Holdings Limited  
Debtor

Case No. 12-11078 (SHL)  
Reporting Period: 8/1/2013 - 8/31/2013

Federal Tax I.D. # N/A

**CORPORATE MONTHLY OPERATING REPORT**

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts and Disbursements	<a href="#">MOR-1</a>		X
Bank Reconciliation (or copies of debtor's bank reconciliations)	<a href="#">MOR-1 (CON'T)</a>		X
Copies of bank statements			X
Cash disbursements journals			X
Statement of Operations	<a href="#">MOR-2</a>	X	
Balance Sheet	<a href="#">MOR-3</a>	X	
Status of Post-petition Taxes	<a href="#">MOR-4</a>	X	
Copies of IRS Form 6123 or payment receipt			X
Copies of tax returns filed during reporting period			X
Summary of Unpaid Post-petition Debts	<a href="#">MOR-4</a>		X
Listing of Aged Accounts Payable			X
Accounts Receivable Reconciliation and Aging	<a href="#">MOR-5</a>	X	
Taxes Reconciliation and Aging	<a href="#">MOR-5</a>	X	
Payments to Insiders and Professionals	<a href="#">MOR-6</a>	X	
Post Petition Status of Secured Notes, Leases Payable	<a href="#">MOR-6</a>	X	
Debtor Questionnaire	<a href="#">MOR-7</a>	X	



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re Arcapita LT Holdings Limited  
Debtor

Case No. 12-11078 (SHL)  
Reporting Period: 8/1/2013 -8/31/2013  
Federal Tax I.D. # N/A

**General Note:**

The financial statements and supplemental information contained herein are preliminary, unaudited and may not comply in all material respects with generally accepted accounting principles ("GAAP") in the United States ("U.S."). In certain instances, accounting principles or concepts, specific to the region (e.g., Murabaha) are used.

The unaudited financial statements have been derived from the books and records of Arcapita LT Holdings Limited (the "Debtor"). This information, however has not been subject to certain procedures that would typically be applied to financial information in accordance with U.S. or other GAAP, and upon application of such procedures (e.g., asset impairment), the Debtor believes that the financial information could be subject to changes, and these changes could be material. The information furnished in this report includes normal recurring adjustments but does not include all adjustments that would typically be made for financial information in accordance with U.S. or other regional GAAP.

The results of operations contained herein are not necessarily indicative of results which may be expected for any other period or for the full year and may not necessarily reflect the consolidated results of operations and financial positions of the Debtor in the future.

In re Arcapita LT Holdings Limited  
Debtor

Case No. 12-11078 (SHL)  
Reporting Period: 8/1/2013 - 8/31/2013

**SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS**  
(in US Dollars)

Bank Accounts	Opening balance as at 8/01/2013	Receipts	Transfers	Disbursements	FX Fluctuation	Closing balance as at 8/31/2013
JP Morgan Chase Bank NA, NY	-	-	-	-	-	<b>0</b>
<b>Sub-Total</b>	-	-	-	-	-	-

In re Arcapita LT Holdings Limited  
Debtor

Case No. 12-11078 (SHL)  
Reporting Period: 8/1/2013 - 8/31/2013

**BANK RECONCILIATIONS**  
(in US Dollars)

GL#	Bank Name	Bank Balance	Deposits & Transfers in	O/S, Bank Service Charges,	Other Reconciling	GL Balance
277-1-301101-111003-0	JP Morgan Chase Bank NA, NY	-				-
	<b>Total Cash &amp; Cash Equivalents</b>	-	-	-	-	-

In re Arcapita LT Holdings Limited  
Debtor

Case No. 12-11078 (SHL)  
Reporting Period: 8/1/2013 - 8/31/2013

**STATEMENT OF OPERATIONS** (Income Statement)  
(in US Dollars)

For the Period  
8/1/2013 - 8/31/2013

Capital gain			6,340,756
<b>Income</b>		<b>\$</b>	<b>6,340,756</b>
General and administration expenses	Note 1	\$	(604)
<b>Total Expenses</b>		<b>\$</b>	<b>(604)</b>
<b>Net income before Foreign exchange movements</b>		<b>\$</b>	<b>6,340,152</b>
Foreign exchange movements	Note 2	\$	2,635,526
<b>Net income</b>		<b>\$</b>	<b>8,975,679</b>

Notes:

1. Expenses relate to office rent and wire transfer fees.
2. Foreign exchange gain primarily relates to the favorable foreign exchange rate movements.

In re Arcapita LT Holdings Limited

Case No. 12-11078 (SHL)

Debtor

Reporting Period: 8/1/2013 - 8/31/2013

**BALANCE SHEET**  
(in US Dollars)

**8/31/2013**

**ASSETS**

Cash and Balances with Bank		\$	-
Receivables	Note 1		1,606,920
Investment in deals			425,304,431
Intercompany Receivables	Note 2		352,094,877
Investment in Subsidiaries			664,681
<b>TOTAL ASSETS</b>		<b>\$</b>	<b>779,670,909</b>

**LIABILITIES**

Due to Deal companies			1,378,122
Intercompany Payables			-
<b>TOTAL LIABILITIES</b>		<b>\$</b>	<b>1,378,122</b>

**EQUITY**

Share Capital		\$	50,000
Share Premium			1,508,382,667
Retained Earnings / Deficit			(730,139,880)
<b>TOTAL EQUITY</b>		<b>\$</b>	<b>778,292,787</b>

<b>TOTAL LIABILITIES AND EQUITY</b>		<b>\$</b>	<b>779,670,909</b>
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**Notes:**

1. Receivables consist of yield receivables from underlying investment assets. The majority of the yield receivable is collectible on exit or disposal of the asset.

2. Intercompany Receivables are comprised as follow:

Arcapita Bank B.S.C.(c)	\$	330,645,548
Arcapita Investment Holdings Limited	\$	21,449,329
	<b>\$</b>	<b>352,094,877</b>

In re Arcapita LT Holdings Limited

Case No. 12-11078 (SHL)

Debtor

Reporting Period: 8/1/2013 - 8/31/2013

**STATUS OF POST-PETITION TAXES**

Federal	Beginning Tax	Amount Withheld and/or Accrued	Amount Paid	Ending Tax
Withholding				
FICA-Employee				
FICA-Employer				
Unemployment				
Income				
Other:				
Total Federal Taxes				
<b>State and Local</b>				
Withholding				
Sales				
Excise				
Unemployment				
Real Property				
Personal Property				
Other: Income/Franchise				
Total State and Local				
<b>Total Taxes</b>	\$ -	\$ -	\$ -	\$ -

**Notes:**

1. Arcapita LT Holdings Limited is incorporated in the Cayman Islands, a tax free jurisdiction.

**SUMMARY OF PRE-PETITION DEBTS**

DESCRIPTION	Total
AP - Product	
AP - Legal & Professional Fees	
AP - Other	
<b>TOTAL POST-PETITION DEBTS</b>	\$ -

**Note:**

1. Arcapita LT Holding Limited pre-petition debts are contingent and arise from its role as a guarantor for certain liabilities of Arcapita Bank B.S.C.(c). These contingent guarantees are not reflected in the balance sheet.
2. Arcapita LT Holdings Limited has no on-balance-sheet pre- or post-petition liabilities.

In re Arcapita LT Holdings Limited  
Debtor

Case No. 12-11078 (SHL)  
Reporting Period: 8/1/2013 - 8/31/2013

**ACCOUNTS RECEIVABLE RECONCILIATION AND AGING**

Accounts Receivable Reconciliation	Amount
Total Accounts Receivable at the beginning of the reporting period	\$ -
Plus: Amounts billed during the period	
Less: Amounts collected during the period	
Less: Amounts written off during the period	
Less: Amounts reserved during the period	
Change in store accounts receivable, net	
Total Accounts Receivable at the end of the reporting period	\$ -

Accounts Receivable Aging	8/31/2013
0 - 30 days old	\$ -
31 - 60 days old	-
61 - 90 days old	-
91 - 120 days old	-
121+ days old	-
Total Aged Accounts Receivable	-
Yield receivables	1,606,920
Receivables & reimbursables from Holding Companies	
Total Accounts Receivable	1,606,920
Less: Bad Debts (Amount considered uncollectible)	
Net Accounts Receivable	\$ 1,606,920

**Note:**

1. Receivables consist of yield receivables from underlying investment assets. The majority of the yield receivables are collectible on exit/disposal of the asset.

**TAXES RECONCILIATION AND AGING**

Taxes Payable	Current	1-30 Days	31-60 Days	61-90 Days	91+ Days	Total
Federal						\$ -
State and Local						-
Other						-
Total Taxes Payable						\$ -

**Notes:**

1. Arcapita LT Holdings Limited is incorporated in the Cayman Islands, a tax free jurisdiction.

In re Arcapita LT Holdings Limited  
Debtor

Case No. 12-11078 (SHL)  
Reporting Period: 8/1/2013 - 8/31/2013

**PAYMENTS TO INSIDERS AND PROFESSIONALS**

INSIDERS			
NAME	TYPE OF PAYMENT	AMOUNT PAID	TOTAL PAID TO DATE
See note below			
TOTAL PAYMENTS TO INSIDERS			

**Notes:**

1. No payments incurred during this period.

PROFESSIONALS					
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT	AMOUNT APPROVED	AMOUNT PAID	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID*
See note below					
TOTAL PAYMENTS TO PROFESSIONALS					

\* INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

**Notes:**

1. No payments incurred during this period but retention of certain professionals has been approved by the Court.

**POST-PETITION STATUS OF SECURED NOTES, LEASES PAYABLE AND ADEQUATE PROTECTION PAYMENTS**

NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENT DUE	AMOUNT PAID DURING MONTH	TOTAL UNPAID POST-PETITION
See note below			
TOTAL PAYMENTS		\$ -	\$ -

**Notes:**

1. No payments were made to secured creditors within this time period.



In re Arcapita LT Holdings Limited  
Debtor

Case No. 12-11078 (SHL)  
Reporting Period: 8/1/2013 - 8/31/2013

**DEBTOR QUESTIONNAIRE**

<b>Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.</b>	<b>Yes</b>	<b>No</b>
1 Have any assets been sold or transferred outside the normal course of business this reporting period?		X
2 Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		X
3 Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X
4 Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X
5 Is the Debtor delinquent in paying any insurance premium payment?		X
6 Have any payments been made on pre-petition liabilities this reporting period?		X
7 Are any post petition receivables (accounts, notes or loans) due from related parties?	X (intercompany)	
8 Are any post petition payroll taxes past due?		X
9 Are any post petition State or Federal income taxes past due?		X
10 Are any post petition real estate taxes past due?		X
11 Are any other post petition taxes past due?		X
12 Have any pre-petition taxes been paid during this reporting period?		X
13 Are any amounts owed to post petition creditors delinquent?		X
14 Are any wage payments past due?		X
15 Have any post petition loans been received by the Debtor from any party?		X
16 Is the Debtor delinquent in paying any U.S. Trustee fees?		X
17 Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X
18 Have the owners or shareholders received any compensation outside of the normal course of business?		X

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
WindTurbine Holdings Limited,	:	Case No: 12-11079 (SHL)
	:	
Debtor.	:	
	X	

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**Monthly Operating Report For the Period  
From August 1, 2013 to August 31, 2013**

DEBTOR'S POSTAL ADDRESS: WindTurbine Holdings Limited  
C/O Arcapita Bank B.S.C.(c)  
Arcapita Building, Bahrain Bay  
P.O. Box 1406, Manama  
Kingdom of Bahrain  
Telephone: +973 17218333  
Facsimile: +973 17217555

DEBTOR'S REGISTERED ADDRESS:  
WindTurbine Holdings Limited  
Boundary Hall, Cricket Square,  
P.O.Box 1111, Grand Cayman,  
KY 1-1102, Cayman Islands.  
Tel: +1 345 949 5122  
Fax: +1 345 949 7920

DEBTOR'S ATTORNEYS: Michael A. Rosenthal (MR-7006)  
Craig H. Millet (admitted pro hac vice)  
Janet M. Weiss (JW-5460)  
Matthew K. Kelsey (MK-3137)  
GIBSON, DUNN & CRUTCHER LLP  
200 Park Avenue  
New York, New York 10166-0193  
Telephone: (212) 351-4000  
Facsimile: (212) 351-4035

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents  
are true and correct to the best of my knowledge and belief.

/s/ Essa Zainal  
Essa Zainal  
Head of Financial Control  
Arcapita Bank B.S.C.(c)

9/15/2013

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re WindTurbine Holdings Limited  
Debtor

Case No. 12-11079 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

Federal Tax I.D. # N/A

**CORPORATE MONTHLY OPERATING REPORT**

<b>REQUIRED DOCUMENTS</b>	<b>Form No.</b>	<b>Document Attached</b>	<b>Explanation Attached</b>
Schedule of Cash Receipts and Disbursements	<a href="#">MOR-1</a>		x
Bank Reconciliation (or copies of debtor's bank reconciliations)	<a href="#">MOR-1 (CONT)</a>		x
Copies of bank statements			x
Cash disbursements journals			x
Statement of Operations	<a href="#">MOR-2</a>	x	
Balance Sheet	<a href="#">MOR-3</a>	x	
Status of Post-petition Taxes	<a href="#">MOR-4</a>	x	
Copies of IRS Form 6123 or payment receipt			x
Copies of tax returns filed during reporting period			x
Summary of Unpaid Post-petition Debts	<a href="#">MOR-4</a>		x
Listing of Aged Accounts Payable			x
Accounts Receivable Reconciliation and Aging	<a href="#">MOR-5</a>	x	
Taxes Reconciliation and Aging	<a href="#">MOR-5</a>		x
Payments to Insiders and Professionals	<a href="#">MOR-6</a>		x
Post Petition Status of Secured Notes, Leases Payable	<a href="#">MOR-6</a>		x
Debtor Questionnaire	<a href="#">MOR-7</a>	x	

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re WindTurbine Holdings Limited  
**Debtor**

**Case No.** 12-11079 (SHL)  
**Reporting Period:** 08/01/2013 - 08/31/2013

**Federal Tax I.D. #** N/A

**General Note:**

The financial statements and supplemental information contained herein are preliminary, unaudited and may not comply in all material respects with generally accepted accounting principles ("GAAP") in the United States ("U.S.").

The unaudited financial statements have been derived from the books and records of WindTurbine Holdings Limited (the "Debtor"). This information, however has not been subject to certain procedures that would typically be applied to financial information in accordance with U.S. or other GAAP, and upon application of such procedures (e.g., asset impairment), the Debtor believes that the financial information could be subject to changes, and these changes could be material. The information furnished in this report includes normal recurring adjustments but does not include all adjustments that would typically be made for financial information in accordance with U.S. or other regional GAAP.

The results of operations contained herein are not necessarily indicative of results which may be expected for any other period or for the full year and may not necessarily reflect the consolidated results of operations and financial positions of the Debtor in the future.

**In re** WindTurbine Holdings Limited  
**Debtor**

**Case No.** 12-11079 (SHL)  
**Reporting Period:** 08/01/2013 - 08/31/2013

**SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS**

WindTurbine Holdings Limited is a wholly owned subsidiary of Arcapita LT Holdings Limited. In the reporting period August 1, 2013 to August 31, 2013, all payments and receipts were handled through the use of inter-company accounts with Arcapita Bank B.S.C.(c).

In re WindTurbine Holdings Limited  
Debtor

Case No. 12-11079 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**BANK RECONCILIATIONS**  
**Continuation Sheet for MOR-1**

WindTurbine Holdings Limited is a wholly owned subsidiary of Arcapita LT Holdings Limited. In the reporting period August 1, 2013 to August 31, 2013, all payments and receipts were handled through the use of inter-company accounts with Arcapita Bank B.S.C.(c).

In re WindTurbine Holdings Limited  
Debtor

Case No. 12-11079 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**STATEMENT OF OPERATIONS** (Income Statement)  
(in US Dollars)

**For the Period**  
**08/01/2013 - 08/31/2013**

<b>Total Income</b>		\$	-
General & Administrative expenses	<b>Note 1</b>		(764)
<b>Total Expenses</b>		\$	<b>(764)</b>
<b>Net income (loss)</b>		\$	<b>(764)</b>

Notes:

1. This consists of rent expense to Arcapita Inc. and fees to the US Trustee.

In re WindTurbine Holdings Limited  
Debtor

Case No. 12-11079 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**BALANCE SHEET**  
(in US Dollars)

		<u>As of 08/31/2013</u>
<b>ASSETS</b>		
Investment in WindTurbine Holding Company Limited	<b>Note 1</b>	\$ 86,788,188
Investment in BT Holding Company Inc		10,000
<b>TOTAL ASSETS</b>		<b>\$ 86,798,188</b>
<b>LIABILITIES</b>		
Post petition liabilities	<b>Note 2</b>	20,155
<b>TOTAL POST-PETITION LIABILITIES</b>		<b>20,155</b>
Liabilities subject to Compromise		18,777
<b>TOTAL LIABILITIES</b>		<b>38,932</b>
<b>TOTAL EQUITY</b>		<b>86,759,257</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>		<b>\$ 86,798,188</b>

**Notes:**

1. Change in balance due to purchase of shares in the holding company, from AIPL.
2. Change in balance due to accruals of the expenses incurred for the month (e.g. rent, legal fees and other operating expenses).



In re WindTurbine Holdings Limited  
Debtor

Case No. 12-11079 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**STATUS OF POST-PETITION TAXES**

Federal	Beginning Tax	Amount Withheld and/or Accrued	Amount Paid	Ending Tax
<b>Total Taxes</b>				

**Notes:**

1. WindTurbine Holdings Limited is incorporated in the Cayman Islands, a tax free jurisdiction.

**SUMMARY OF PRE-PETITION DEBTS**

<b>DESCRIPTION</b>	Total
AP - Product	-
AP - Legal & Professional Fees	-
AP - Intercompany	18,777
<b>TOTAL LIABILITIES SUBJECT TO COMPROMISE</b>	<b>\$ 18,777</b>

**Notes:**

1. WindTurbine Holdings Limited has contingent liabilities which arise from its role as a guarantor for certain liabilities of Arcapita Bank B.S.C.(c). These contingent guarantees are not reflected in the balance sheet.

In re WindTurbine Holdings Limited  
Debtor

Case No. 12-11079 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**ACCOUNTS RECEIVABLE RECONCILIATION AND AGING**

<b>Accounts Receivable Reconciliation</b>	<b>Amount</b>
Total Accounts Receivable at the beginning of the reporting period	\$ -
Plus: Amounts billed during the period	-
Less: Amounts collected during the period	-
Less: Amounts written off during the period	-
Less: Amounts reserved during the period	-
Change in store accounts receivable, net	-
Total Accounts Receivable at the end of the reporting period	\$ -

<b>Accounts Receivable Aging</b>	<b>08/31/2013</b>
0 - 30 days old	\$ -
31 - 60 days old	-
61 - 90 days old	-
91 - 120 days old	-
121+ days old	-
Total Aged Accounts Receivable	-
Store Accounts Receivable	-
Total Accounts Receivable	-
Less: Bad Debts (Amount considered uncollectible)	-
Net Accounts Receivable	\$ -

**TAXES RECONCILIATION AND AGING**

<b>Taxes Payable</b>	<b>Current</b>	<b>1-30 Days</b>	<b>31-60 Days</b>	<b>61-90 Days</b>	<b>91+ Days</b>	<b>Total</b>
Federal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
State and Local	-	-	-	-	-	-
Other	-	-	-	-	-	-
Total Taxes Payable	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

**Notes:**

1. WindTurbine Holdings Limited is incorporated in the Cayman Islands, a tax free jurisdiction.

In re WindTurbine Holdings Limited  
Debtor

Case No. 12-11079 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**PAYMENTS TO INSIDERS AND PROFESSIONALS**

INSIDERS			
NAME	TYPE OF PAYMENT	AMOUNT PAID	TOTAL PAID TO DATE
See note below			
TOTAL PAYMENTS TO INSIDERS			

**Notes:**

1. No payments incurred during this period.

PROFESSIONALS					
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT	AMOUNT APPROVED	AMOUNT PAID	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID*
See note below					
TOTAL PAYMENTS TO PROFESSIONALS					

\* INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

**Notes:**

1. No payments incurred during this period but retention of certain professionals has been approved by the Court.

**POST-PETITION STATUS OF SECURED NOTES, LEASES PAYABLE AND ADEQUATE PROTECTION PAYMENTS**

NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENT DUE	AMOUNT PAID DURING MONTH	TOTAL UNPAID POST-PETITION
See note below			
TOTAL PAYMENTS		\$ -	\$ -

**Notes:**

1. No payments were made to secured creditors within this time period.

In re WindTurbine Holdings Limited  
Debtor

Case No. 12-11079 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**DEBTOR QUESTIONNAIRE**

<b>Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.</b>	<b>Yes</b>	<b>No</b>
1 Have any assets been sold or transferred outside the normal course of business this reporting period?		X
2 Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		X
3 Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X
4 Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X
5 Is the Debtor delinquent in paying any insurance premium payment?		X
6 Have any payments been made on pre-petition liabilities this reporting period?		X
7 Are any post petition receivables (accounts, notes or loans) due from related parties?		X
8 Are any post petition payroll taxes past due?		X
9 Are any post petition State or Federal income taxes past due?		X
10 Are any post petition real estate taxes past due?		X
11 Are any other post petition taxes past due?		X
12 Have any pre-petition taxes been paid during this reporting period?		X
13 Are any amounts owed to post petition creditors delinquent?		X
14 Are any wage payments past due?		X
15 Have any post petition loans been received by the Debtor from any party?		X
16 Is the Debtor delinquent in paying any U.S. Trustee fees?		X
17 Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X
18 Have the owners or shareholders received any compensation outside of the normal course of business?		X

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
AEID II Holdings Limited,	:	Case No: 12-11080 (SHL)
	:	
Debtor.	:	
	X	

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**Monthly Operating Report For the Period  
From August 1, 2013 to August 31, 2013**

DEBTOR'S POSTAL ADDRESS: AEID II Holdings Limited  
c/o Arcapita Bank B.S.C.(c)  
Arcapita Building, Bahrain Bay  
P.O. Box 1406, Manama  
Kingdom of Bahrain  
Telephone: +973 17218333  
Facsimile: +973 17217555

DEBTOR'S REGISTERED ADDRESS:  
AEID II Holdings Limited  
Boundary Hall, Cricket Square  
P.O.Box 1111, Grand Cayman  
KY 1-1102, Cayman Islands  
Tel: +1 345 949 5122  
Fax: +1345 949 7920

DEBTOR'S ATTORNEYS: Michael A. Rosenthal (MR-7006)  
Craig H. Millet (admitted pro hac vice)  
Janet M. Weiss (JW-5460)  
Matthew K. Kelsey (MK-3137)  
GIBSON, DUNN & CRUTCHER LLP  
200 Park Avenue  
New York, New York 10166-0193  
Telephone: (212) 351-4000  
Facsimile: (212) 351-4035

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents  
are true and correct to the best of my knowledge and belief.

/s/ Essa Zainal  
Essa Zainal  
Head of Financial Control  
Arcapita Bank B.S.C.(c)

9/15/2013

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re AEID II Holdings Limited  
Debtor

Case No. 12-11080 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

Federal Tax I.D. # N/A

**CORPORATE MONTHLY OPERATING REPORT**

<b>REQUIRED DOCUMENTS</b>	<b>Form No.</b>	<b>Document Attached</b>	<b>Explanation Attached</b>
Schedule of Cash Receipts and Disbursements	<a href="#">MOR-1</a>		X
Bank Reconciliation (or copies of debtor's bank reconciliations)	<a href="#">MOR-1 (CONT)</a>		X
Copies of bank statements			X
Cash disbursements journals			X
Statement of Operations	<a href="#">MOR-2</a>	X	
Balance Sheet	<a href="#">MOR-3</a>	X	
Status of Post-petition Taxes	<a href="#">MOR-4</a>	X	
Copies of IRS Form 6123 or payment receipt			X
Copies of tax returns filed during reporting period			X
Summary of Unpaid Post-petition Debts	<a href="#">MOR-4</a>		X
Listing of Aged Accounts Payable			X
Accounts Receivable Reconciliation and Aging	<a href="#">MOR-5</a>	X	
Taxes Reconciliation and Aging	<a href="#">MOR-5</a>	X	
Payments to Insiders and Professionals	<a href="#">MOR-6</a>	X	
Post Petition Status of Secured Notes, Leases Payable	<a href="#">MOR-6</a>	X	
Debtor Questionnaire	<a href="#">MOR-7</a>	X	

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re AEID II Holdings Limited  
Debtor

Case No. 12-11080 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

Federal Tax I.D. # N/A

**General Note:**

The financial statements and supplemental information contained herein are preliminary, unaudited and may not comply in all material respects with generally accepted accounting principles ("GAAP") in the United States ("U.S.").

The unaudited financial statements have been derived from the books and records of AEID II Holdings Limited (the "Debtor"). This information, however has not been subject to certain procedures that would typically be applied to financial information in accordance with U.S. or other GAAP, and upon application of such procedures (e.g., asset impairment), the Debtor believes that the financial information could be subject to changes, and these changes could be material. The information furnished in this report includes normal recurring adjustments but does not include all adjustments that would typically be made for financial information in accordance with U.S. or other regional GAAP.

The results of operations contained herein are not necessarily indicative of results which may be expected for any other period or for the full year and may not necessarily reflect the consolidated results of operations and financial positions of the Debtor in the future.

In re AEID II Holdings Limited  
Debtor

Case No. 12-11080 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS**

AEID II Holdings Limited is a wholly owned subsidiary of Arcapita LT Holdings Limited. In the reporting period August 1, 2013 to August 31, 2013, all payments and receipts were handled through the use of inter-company accounts with Arcapita Bank B.S.C.(c).



In re AEID II Holdings Limited  
Debtor

Case No. 12-11080 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**BANK RECONCILIATIONS**  
**Continuation Sheet for MOR-1**

AEID II Holdings Limited is a wholly owned subsidiary of Arcapita LT Holdings Limited. In the reporting period August 1, 2013 to August 31, 2013, all payments and receipts were handled through the use of inter-company accounts with Arcapita Bank B.S.C.(c).

In re AEID II Holdings Limited  
Debtor

Case No. 12-11080 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**STATEMENT OF OPERATIONS** (Income Statement)  
(in US Dollars)

**For the Period**  
**08/01/2013 - 08/31/2013**

<b>Total income</b>		\$	-
General & Administrative expense	Note 1		(666)
<b>Total Expenses</b>		\$	<b>(666)</b>
<b>Net income (loss)</b>		\$	<b>(666)</b>

**Notes:**

1. This consists of rent expense to Arcapita Inc. and fees to the US Trustee.

In re AEID II Holdings Limited  
Debtor

Case No. 12-11080 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**BALANCE SHEET**  
(in US Dollars)

		<u>As of 8/31/2013</u>
<b>ASSETS</b>		
Advance to AEID II Holding Company Limited	<b>Note 1</b>	\$ 16,649
Investment in AEID II Holding Company Limited	<b>Note 2</b>	125,798,226
Investment in BT Holding Company Inc		10,000
<b>TOTAL ASSETS</b>		<b>\$ 125,824,875</b>
<b>LIABILITIES</b>		
Post petition liabilities	<b>Note 3</b>	20,220
<b>TOTAL POST-PETITION LIABILITIES</b>		<b>20,220</b>
Liabilities subject to compromise	<b>Note 1</b>	30,127
<b>TOTAL LIABILITIES</b>		<b>50,348</b>
<b>TOTAL EQUITY</b>		<b>125,774,527</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>		<b>\$ 125,824,875</b>

**Notes:**

1. Change in value from previous month is solely due to foreign exchange translation.
2. Change in balance due to purchase of shares in the holding company, from AIPL.
3. Change in balance due to accruals of the expenses incurred for the month (e.g. rent, legal fees and other operating expenses).

In re AEID II Holdings Limited  
Debtor

Case No. 12-11080 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**STATUS OF POST-PETITION TAXES**

Federal	Beginning Tax	Amount Withheld and/or Accrued	Amount Paid	Ending Tax
<b>Total Taxes</b>				

**Notes:**

1. AEID II Holdings is incorporated in the Cayman Islands, a tax free jurisdiction.

**SUMMARY OF PRE-PETITION DEBTS**

<b>DESCRIPTION</b>	Total
AP - Product	-
AP - Legal & Professional Fees	-
AP - Intercompany	30,127
<b>TOTAL LIABILITIES SUBJECT TO COMPROMISE</b>	<b>\$ 30,127</b>

**Notes:**

1. AEID II Holdings Limited has contingent liabilities which arise from its role as a guarantor for certain liabilities of Arcapita Bank B.S.C.(c). These contingent guarantees are not reflected in the balance sheet.

In re AEID II Holdings Limited  
Debtor

Case No. 12-11080 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**ACCOUNTS RECEIVABLE RECONCILIATION AND AGING**

<b>Accounts Receivable Reconciliation</b>	<b>Amount</b>
Total Accounts Receivable at the beginning of the reporting period	\$ -
Plus: Amounts billed during the period	-
Less: Amounts collected during the period	-
Less: Amounts written off during the period	-
Less: Amounts reserved during the period	-
Change in store accounts receivable, net	-
Total Accounts Receivable at the end of the reporting period	\$ -

<b>Accounts Receivable Aging</b>	<b>08/31/2013</b>
0 - 30 days old	\$ -
31 - 60 days old	-
61 - 90 days old	-
91 - 120 days old	-
121+ days old	-
Total Aged Accounts Receivable	-
Store Accounts Receivable	-
Total Accounts Receivable	-
Less: Bad Debts (Amount considered uncollectible)	-
Net Accounts Receivable	\$ -

**TAXES RECONCILIATION AND AGING**

<b>Taxes Payable</b>	<b>Current</b>	<b>1-30 Days</b>	<b>31-60 Days</b>	<b>61-90 Days</b>	<b>91+ Days</b>	<b>Total</b>
Federal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
State and Local	-	-	-	-	-	\$ -
Other	-	-	-	-	-	\$ -
Total Taxes Payable	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

**Notes:**

1. AEID II Holdings Limited is incorporated in the Cayman Islands, a tax free jurisdiction.

In re AEID II Holdings Limited  
Debtor

Case No. 12-11080 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**PAYMENTS TO INSIDERS AND PROFESSIONALS**

INSIDERS			
NAME	TYPE OF PAYMENT	AMOUNT PAID	TOTAL PAID TO DATE
See note below			
TOTAL PAYMENTS TO INSIDERS			

**Notes:**  
1. No payments incurred during this period.

PROFESSIONALS					
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT	AMOUNT APPROVED	AMOUNT PAID	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID*
See note below					
TOTAL PAYMENTS TO PROFESSIONALS					

\* INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

**Notes:**  
1. No payments incurred during this period but retention of certain professionals has been approved by the Court.

**POST-PETITION STATUS OF SECURED NOTES, LEASES PAYABLE AND ADEQUATE PROTECTION PAYMENTS**

NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENT DUE	AMOUNT PAID DURING MONTH	TOTAL UNPAID POST-PETITION
See note below			
TOTAL PAYMENTS		\$ -	\$ -

**Notes:**  
1. No payments were made to secured creditors within this time period.

In re AEID II Holdings Limited  
Debtor

Case No. 12-11080 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**DEBTOR QUESTIONNAIRE**

<b>Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.</b>	<b>Yes</b>	<b>No</b>
1 Have any assets been sold or transferred outside the normal course of business this reporting period?		X
2 Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		X
3 Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X
4 Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X
5 Is the Debtor delinquent in paying any insurance premium payment?		X
6 Have any payments been made on pre-petition liabilities this reporting period?		X
7 Are any post petition receivables (accounts, notes or loans) due from related parties?		X
8 Are any post petition payroll taxes past due?		X
9 Are any post petition State or Federal income taxes past due?		X
10 Are any post petition real estate taxes past due?		X
11 Are any other post petition taxes past due?		X
12 Have any pre-petition taxes been paid during this reporting period?		X
13 Are any amounts owed to post petition creditors delinquent?		X
14 Are any wage payments past due?		X
15 Have any post petition loans been received by the Debtor from any party?		X
16 Is the Debtor delinquent in paying any U.S. Trustee fees?		X
17 Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X
18 Have the owners or shareholders received any compensation outside of the normal course of business?		X

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
RaillInvest Holdings Limited,	:	Case No: 12-11081 (SHL)
	:	
Debtor.	:	
	X	

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**Monthly Operating Report For the Period  
From August 1, 2013 to August 31, 2013**

DEBTOR'S POSTAL ADDRESS: RaillInvest Holdings Limited  
c/o Arcapita Bank B.S.C.(c)  
Arcapita Building, Bahrain Bay  
P.O. Box 1406, Manama  
Kingdom of Bahrain  
Telephone: +973 17218333  
Facsimile: +973 17217555

DEBTOR'S REGISTERED ADDRESS:  
RaillInvest Holdings Limited  
Boundary Hall, Cricket Square  
P.O.Box 1111, Grand Cayman  
KY 1-1102, Cayman Islands.  
Tel: +1 345 949 5122  
Fax: +1345 949 7920

DEBTOR'S ATTORNEYS: Michael A. Rosenthal (MR-7006)  
Craig H. Millet (admitted pro hac vice)  
Janet M. Weiss (JW-5460)  
Matthew K. Kelsey (MK-3137)  
GIBSON, DUNN & CRUTCHER LLP  
200 Park Avenue  
New York, New York 10166-0193  
Telephone: (212) 351-4000  
Facsimile: (212) 351-4035

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents  
are true and correct to the best of my knowledge and belief.

/s/ Essa Zainal  
Essa Zainal  
Head of Financial Control  
Arcapita Bank B.S.C.(c)

9/15/2013



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re RailInvest Holdings Limited  
Debtor

Case No. 12-11081 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

Federal Tax I.D. # N/A

**CORPORATE MONTHLY OPERATING REPORT**

<b>REQUIRED DOCUMENTS</b>	<b>Form No.</b>	<b>Document Attached</b>	<b>Explanation Attached</b>
Schedule of Cash Receipts and Disbursements	<a href="#">MOR-1</a>		X
Bank Reconciliation (or copies of debtor's bank reconciliations)	<a href="#">MOR-1 (CONT)</a>		X
Copies of bank statements			X
Cash disbursements journals			X
Statement of Operations	<a href="#">MOR-2</a>	X	
Balance Sheet	<a href="#">MOR-3</a>	X	
Status of Post-petition Taxes	<a href="#">MOR-4</a>	X	
Copies of IRS Form 6123 or payment receipt			X
Copies of tax returns filed during reporting period			X
Summary of Unpaid Post-petition Debts	<a href="#">MOR-4</a>		X
Listing of Aged Accounts Payable			X
Accounts Receivable Reconciliation and Aging	<a href="#">MOR-5</a>	X	
Taxes Reconciliation and Aging	<a href="#">MOR-5</a>	X	
Payments to Insiders and Professionals	<a href="#">MOR-6</a>	X	
Post Petition Status of Secured Notes, Leases Payable	<a href="#">MOR-6</a>	X	
Debtor Questionnaire	<a href="#">MOR-7</a>	X	

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re RailInvest Holdings Limited  
Debtor

Case No. 12-11081 (SHL)

Reporting Period: 08/01/2013 - 08/31/2013

Federal Tax I.D. # N/A

**General Note:**

The financial statements and supplemental information contained herein are preliminary, unaudited and may not comply in all material respects with generally accepted accounting principles ("GAAP") in the United States ("U.S.").

The unaudited financial statements have been derived from the books and records of RailInvest Holdings Limited (the "Debtor"). This information, however has not been subject to certain procedures that would typically be applied to financial information in accordance with U.S. or other GAAP, and upon application of such procedures (e.g., asset impairment), the Debtor believes that the financial information could be subject to changes, and these changes could be material. The information furnished in this report includes normal recurring adjustments but does not include all adjustments that would typically be made for financial information in accordance with U.S. or other regional GAAP.

The results of operations contained herein are not necessarily indicative of results which may be expected for any other period or for the full year and may not necessarily reflect the consolidated results of operations and financial positions of the Debtor in the future.

**In re** RailInvest Holdings Limited  
**Debtor**

**Case No.** 12-11081 (SHL)  
**Reporting Period:** 08/01/2013 - 08/31/2013

**SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS**

RailInvest Holdings Limited is a wholly owned subsidiary of Arcapita LT Holdings Limited. In the reporting period August 1, 2013 to August 31, 2013, all payments and receipts were handled through the use of inter-company accounts with Arcapita Bank B.S.C.(c).

In re RailInvest Holdings Limited  
Debtor

Case No. 12-11081 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**BANK RECONCILIATIONS**  
**Continuation Sheet for MOR-1**

RailInvest Holdings Limited is a wholly owned subsidiary of Arcapita LT Holdings Limited. In the reporting period August 1, 2013 to August 31, 2013, all payments and receipts were handled through the use of inter-company accounts with Arcapita Bank B.S.C.(c).

In re RailInvest Holdings Limited  
Debtor

Case No. 12-11081 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**STATEMENT OF OPERATIONS** (Income Statement)  
(in US Dollars)

**For the Period**  
**08/01/2013 - 08/31/2013**

<b>Total Income</b>		\$	-
General & Administrative expense	<b>Note 1</b>		(558)
<b>Total Expenses</b>			<b>(558)</b>
<b>Net income (loss)</b>		\$	<b>(558)</b>

**Notes:**

1. This consists of rent expense to Arcapita Inc. and fees to the US Trustee.

In re RailInvest Holdings Limited  
Debtor

Case No. 12-11081 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**BALANCE SHEET**  
(in US Dollars)

		<u>As of 08/31/2013</u>	
<b>ASSETS</b>			
Investment in RailInvest Funding Limited	Note 1	\$	85,066,631
Investment in BT Holding Company Inc			10,000
Prepaid rent			-
<b>TOTAL ASSETS</b>		<b>\$</b>	<b>85,076,631</b>
<b>LIABILITIES</b>			
Post petition liabilities	Note 2	\$	15,771
<b>TOTAL POST-PETITION LIABILITIES</b>			<b>15,771</b>
Liabilities subject to Compromise	Note 3	\$	14,546
<b>TOTAL LIABILITIES</b>			<b>30,317</b>
<b>TOTAL EQUITY</b>			<b>85,046,315</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>		<b>\$</b>	<b>85,076,631</b>

**Notes:**

1. Change in balance due to purchase of shares in the holding company, from AIPL.
2. Change in balance due to accruals of the expenses incurred for the month (e.g. rent, legal fees and other operating expenses).
3. Change in value from previous month is solely due to foreign exchange translation.

In re RailInvest Holdings Limited  
Debtor

Case No. 12-11081 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**STATUS OF POST-PETITION TAXES**

Federal	Beginning Tax	Amount Withheld and/or Accrued	Amount Paid	Ending Tax
<b>Total Taxes</b>				

**Notes:**

1. RailInvest Holdings Limited is incorporated in the Cayman Islands, a tax free jurisdiction.

**SUMMARY OF PRE-PETITION DEBTS**

<b>DESCRIPTION</b>	Total
AP - Product	-
AP - Legal & Professional Fees	-
AP - Intercompany	14,546
<b>TOTAL LIABILITIES SUBJECT TO COMPROMISE</b>	<b>\$ 14,546</b>

**Notes:**

1. RailInvest Holdings Limited has contingent liabilities which arise from its role as a guarantor for certain liabilities of Arcapita Bank B.S.C.(c). These contingent guarantees are not reflected in the balance sheet.

In re RailInvest Holdings Limited  
Debtor

Case No. 12-11081 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**ACCOUNTS RECEIVABLE RECONCILIATION AND AGING**

<b>Accounts Receivable Reconciliation</b>	<b>Amount</b>
Total Accounts Receivable at the beginning of the reporting period	\$ -
Plus: Amounts billed during the period	-
Less: Amounts collected during the period	-
Less: Amounts written off during the period	-
Less: Amounts reserved during the period	-
Change in store accounts receivable, net	-
Total Accounts Receivable at the end of the reporting period	\$ -

<b>Accounts Receivable Aging</b>	<b>08/31/2013</b>
0 - 30 days old	\$ -
31 - 60 days old	-
61 - 90 days old	-
91 - 120 days old	-
121+ days old	-
Total Aged Accounts Receivable	-
Store Accounts Receivable	-
Total Accounts Receivable	-
Less: Bad Debts (Amount considered uncollectible)	-
Net Accounts Receivable	\$ -

**TAXES RECONCILIATION AND AGING**

<b>Taxes Payable</b>	<b>Current</b>	<b>1-30 Days</b>	<b>31-60 Days</b>	<b>61-90 Days</b>	<b>91+ Days</b>	<b>Total</b>
Federal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
State and Local	-	-	-	-	-	-
Other	-	-	-	-	-	-
Total Taxes Payable	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

**Notes:**

1. RailInvest Holdings Limited is incorporated in the Cayman Islands, a tax free jurisdiction.



In re RailInvest Holdings Limited  
Debtor

Case No. 12-11081 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**PAYMENTS TO INSIDERS AND PROFESSIONALS**

INSIDERS			
NAME	TYPE OF PAYMENT	AMOUNT PAID	TOTAL PAID TO DATE
See note below			
TOTAL PAYMENTS TO INSIDERS			

**Notes:**  
1. No payments incurred during this period.

PROFESSIONALS					
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT	AMOUNT APPROVED	AMOUNT PAID	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID*
See note below					
TOTAL PAYMENTS TO PROFESSIONALS					

\* INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

**Notes:**  
1. No payments incurred during this period but retention of certain professionals has been approved by the Court.

**POST-PETITION STATUS OF SECURED NOTES, LEASES PAYABLE AND ADEQUATE PROTECTION PAYMENTS**

NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENT DUE	AMOUNT PAID DURING MONTH	TOTAL UNPAID POST-PETITION
See note below			
TOTAL PAYMENTS		\$ -	\$ -

**Notes:**  
1. No payments were made to secured creditors within this time period.

In re RailInvest Holdings Limited  
Debtor

Case No. 12-11081 (SHL)  
Reporting Period: 08/01/2013 - 08/31/2013

**DEBTOR QUESTIONNAIRE**

<b>Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.</b>	<b>Yes</b>	<b>No</b>
1 Have any assets been sold or transferred outside the normal course of business this reporting period?		X
2 Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		X
3 Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X
4 Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X
Is the Debtor delinquent in paying any insurance premium payment?		X
6 Have any payments been made on pre-petition liabilities this reporting period?		X
7 Are any post petition receivables (accounts, notes or loans) due from related parties?		X
8 Are any post petition payroll taxes past due?		X
9 Are any post petition State or Federal income taxes past due?		X
10 Are any post petition real estate taxes past due?		X
11 Are any other post petition taxes past due?		X
12 Have any pre-petition taxes been paid during this reporting period?		X
13 Are any amounts owed to post petition creditors delinquent?		X
14 Are any wage payments past due?		X
15 Have any post petition loans been received by the Debtor from any party?		X
16 Is the Debtor delinquent in paying any U.S. Trustee fees?		X
17 Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X
18 Have the owners or shareholders received any compensation outside of the normal course of business?		X

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	X	Chapter 11
	:	
Arcapita Bank B.S.C.(c),	:	Case No: 12-11076 (SHL)
	:	
Debtor.	:	
	X	

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**Monthly Operating Report For the Period  
From August 1, 2013 to August 31, 2013**

DEBTOR'S ADDRESS:            Arcapita Bank B.S.C.(c)  
                                      Arcapita Building, Bahrain Bay  
                                      P.O. Box 1406, Manama  
                                      Kingdom of Bahrain  
                                      Telephone: +973 17218333  
                                      Facsimile: +973 17217555

DEBTOR'S ATTORNEYS:        Michael A. Rosenthal (MR-7006)  
                                      Craig H. Millet (admitted pro hac vice)  
                                      Janet M. Weiss (JW-5460)  
                                      Matthew K. Kelsey (MK-3137)  
                                      GIBSON, DUNN & CRUTCHER LLP  
                                      200 Park Avenue  
                                      New York, New York 10166-0193  
                                      Telephone: (212) 351-4000  
                                      Facsimile: (212) 351-4035

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

/s/ Essa Zainal  
Essa Zainal  
Head of Financial Control  
Arcapita Bank B.S.C.(c)

9/15/2013

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re Arcapita Bank B.S.C.(c)  
Debtor

Case No. 12-11076 (SHL)  
Reporting Period: 8/1/2013 -8/31/2013

Federal Tax I.D. # N/A

**CORPORATE MONTHLY OPERATING REPORT**

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts and Disbursements	<a href="#">MOR-1</a>	x	
Bank Reconciliation (or copies of debtor's bank reconciliations)	<a href="#">MOR-1 (CONT)</a>	x	
Copies of bank statements			x
Cash disbursements journals			x
Statement of Operations	<a href="#">MOR-2</a>	x	
Balance Sheet	<a href="#">MOR-3</a>	x	
Status of Post-petition Taxes	<a href="#">MOR-4</a>	x	
Copies of IRS Form 6123 or payment receipt			x
Copies of tax returns filed during reporting period			x
Summary of Unpaid Post-petition Debts	<a href="#">MOR-4</a>		x
Listing of Aged Accounts Payable			x
Accounts Receivable Reconciliation and Aging	<a href="#">MOR-5</a>	x	
Taxes Reconciliation and Aging	<a href="#">MOR-5</a>	x	
Payments to Insiders and Professionals	<a href="#">MOR-6</a>	x	
Post Petition Status of Secured Notes, Leases Payable	<a href="#">MOR-6</a>	x	
Debtor Questionnaire	<a href="#">MOR-7</a>	x	

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re Arcapita Bank B.S.C.(c)  
Debtor

Case No. 12-11076 (SHL)  
Reporting Period: 8/1/2013 -8/31/2013

Federal Tax I.D. # N/A

**General Note:**

The financial statements and supplemental information contained herein are preliminary, unaudited and may not comply in all material respects with generally accepted accounting principles ("GAAP") in the United States ("U.S."). In certain instances, accounting principles or concepts, specific to the region (e.g., Murabaha) are used.

The unaudited financial statements have been derived from the books and records of Arcapita Bank B.S.C.(c) (the "Debtor"). This information, however has not been subject to certain procedures that would typically be applied to financial information in accordance with U.S. or other GAAP, and upon application of such procedures (e.g., asset impairment), the Debtor believes that the financial information could be subject to changes, and these changes could be material. The information furnished in this report includes normal recurring adjustments but does not include all adjustments that would typically be made for financial information in accordance with U.S. or other regional GAAP.

The results of operations contained herein are not necessarily indicative of results which may be expected for any other period or for the full year and may not necessarily reflect the consolidated results of operations and financial positions of the Debtor in the future.

re Arcapita Bank B.S.C.(c)  
Debtor

Case No. 12-11076 (SHL)  
Reporting Period: 8/1/2013 -8/31/2013

**SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS**  
(in US Dollar millions)

Bank Accounts	Currency	Opening balance as at 08/01/2013	Receipts	Transfers	Disbursements	FX Fluctuation	Closing balance as at 08/31/2013
<b>Operating Accounts</b>							
JP Morgan Chase, New York	US\$	8.4	12.3	(11.4)	(6.9)	-	2.5
JP Morgan Chase, London	€	0.0	-	-	(0.0)	(0.0)	0.0
JP Morgan Chase, London	£	2.3	-	-	(0.1)	0.1	2.3
JP Morgan Chase, London	¥	0.0	-	-	-	0.0	0.0
Arab Banking Corporation	US\$	0.1	-	0.0	(0.0)	-	0.1
Bank of Bahrain & Kuwait	BD	0.0	-	-	-	-	0.0
Bank of Bahrain & Kuwait	US\$	-	-	-	-	-	-
National Bank of Bahrain	BD	0.0	-	-	-	-	0.0
National Bank of Bahrain	US\$	-	-	-	-	-	-
Bahrain Islamic Bank	BD	0.1	-	0.9	(0.9)	-	0.2
Bahrain Islamic Bank	US\$	0.0	-	-	-	-	0.0
DBS Bank Ltd	S\$	0.0	-	0.1	(0.0)	(0.0)	0.1
Standard Chartered Bank	US\$	-	-	-	-	-	-
Standard Chartered Bank	£	(0.0)	-	-	-	-	(0.0)
Standard Chartered Bank	SGD	-	-	-	-	-	-
Standard Bank PLN	PLN	0.0	-	-	-	0.0	0.0
Standard Bank SGD	S\$	-	-	-	-	-	-
<b>Subtotal Operating Accounts (book balances)</b>		<b>\$ 11.0</b>	<b>\$ 12.3</b>	<b>\$ (10.4)</b>	<b>\$ (7.8)</b>	<b>\$ 0.1</b>	<b>\$ 5.3</b>
<b>Placements</b>							
Tadhamon Capital B.S.C.(c)	US\$	\$ 18.6	\$ -	\$ -	\$ -	\$ -	18.6
Bahrain Islamic Bank BSC	US\$	10.0	-	-	-	-	10.0
Al Baraka Islamic Bank BSC (EC)	US\$	5.0	-	-	-	-	5.0
<b>Subtotal Placements</b>		<b>\$ 33.6</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 33.6</b>
<b>Total balances with banks (book balance)</b>		<b>\$ 44.6</b>	<b>\$ 12.3</b>	<b>\$ (10.4)</b>	<b>\$ (7.8)</b>	<b>\$ 0.1</b>	<b>\$ 38.8</b>

**Notes:**

- Receipts include \$10M SCB Bond proceeds; \$1.7M Tensar deal funding refund (originally funded by AIHL); & \$0.7M AREIF Management Fees
- Transfers include \$14M to AIHL for proceeds from SCB Bond & CEPL; required to sit at AIHL per DIP agreement, but received by Arcapita Bank; \$100k to Arcapita subsidiaries to cover operating expenses; offset by \$3.7M receipts from London for proceeds from CEPL.
- Disbursements include \$6.0M professional fees; approx. \$1.0M staff / G&A operating expenses; \$0.5M SCB monthly Murabahas payment; \$0.2M Appleby legal fees; & \$0.1M KEIP payment to Bahrain employee.
- Local currency figures have been converted to US dollars using exchange rate prevailing on the transaction date.

In re Arcapita Bank B.S.C.(c)  
Debtor

Case No. 12-11076 (SHL)  
Reporting Period: 8/1/2013 -8/31/2013

Continuation Sheet for MOR-1

Bank Name	Bank Balance	Deposits & Transfers in Transit	O/S, Bank Service Charges, Adjustments to GL	Other Reconciling Items	GL Balance
<b>Operating Accounts</b>					
JP Morgan Chase, New York	\$ 2.4	\$ -	\$ -	\$ -	\$ 2.4
JP Morgan Chase, London	0.0	-	-	-	0.0
JP Morgan Chase, London	2.3	-	-	-	2.3
JP Morgan Chase, London	0.0	-	-	-	0.0
Arab Banking Corporation	0.1	-	-	-	0.1
Bank of Bahrain & Kuwait	-	-	-	-	-
Bank of Bahrain & Kuwait	-	-	-	-	-
National Bank of Bahrain	0.0	-	-	-	0.0
National Bank of Bahrain	-	-	-	-	-
Bahrain Islamic Bank	0.2	-	-	-	0.2
Bahrain Islamic Bank	0.0	-	-	-	0.0
DBS Bank Ltd	0.1	-	-	-	0.1
Standard Chartered Bank	-	-	-	-	-
Standard Chartered Bank	-	-	-	-	-
Standard Chartered Bank	-	-	-	-	-
Standard Bank PLN	0.0	-	-	-	0.0
Standard Bank SGD	-	-	-	-	-
<b>Total Cash &amp; Cash Equivalents</b>	<b>\$ 5.2</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 5.2</b>
<b>Placements</b>					
Tadhamon Capital B.S.C.(c)	\$ 18.6	\$ -	\$ -	\$ -	\$ 18.6
Bahrain Islamic Bank BSC	10.0	-	-	-	10.0
AlBaraka Islamic Bank BSC (EC)	5.0	-	-	-	5.0
<b>Subtotal Placements</b>	<b>\$ 33.6</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 33.6</b>
<b>Total Balances with Bank</b>	<b>\$ 38.8</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 38.8</b>

**Notes:**

1. Due to the voluminous nature of transactions, individual bank statements and details of the cash disbursements journal are not included herein.

In re Arcapita Bank B.S.C.(c)  
Debtor

Case No. 12-11076 (SHL)  
Reporting Period: 8/1/2013 -8/31/2013

**STATEMENT OF OPERATIONS** (Income Statement)  
(in US Dollars)

			<u>For the Period</u> <u>8/1/2013 -8/31/2013</u>
Management Fees	Note 1	\$	66,579
Murabaha Profits from Inter bank Deposits			(9,216)
Other Income			26,455
<b>Total Income</b>		<b>\$</b>	<b>83,818</b>
Staff compensation and benefits	Note 2	\$	(3,091,713)
General and administration expenses	Note 3		(13,575,205)
Profit expenses from short term deposits	Note 4		(2,258,166)
<b>Total Expenses</b>		<b>\$</b>	<b>(18,925,084)</b>
<b>Net Loss before foreign exchange movements</b>		<b>\$</b>	<b>(18,841,265.91)</b>
Foreign exchange adjustments	Note 5		2,325,230
<b>Net Loss</b>		<b>\$</b>	<b>(16,516,036)</b>

**Notes:**

1. Management fee income represents fees charged to Arcapita Group portfolio investment companies.
2. Amount relates to staff benefits paid, accrued or amortization of a prepayment during the period.
3. During the month of August the G&A expense pertains to professional fees and other non-payroll related operational expenses.
4. Includes accrued profits for deposits with Arcapita Bank and balances related to the accrued profit for SCB.
5. Foreign currencies converted to US dollars using exchange rate prevailing on the transaction date.



In re Arcapita Bank B.S.C.(c)  
Debtor

Case No. 12-11076 (SHL)  
Reporting Period: 8/1/2013 -8/31/2013

**BALANCE SHEET**  
(in US Dollars)

**08/31/2013**

Short term funds	Note 1	38,776,547
Receivables	Note 2	786,130,893
Investment in subsidiaries (at cost)		3,137,667,400
Other Assets	Note 3	6,939,898
<b>TOTAL ASSETS</b>		<b>\$ 3,969,514,739</b>

**LIABILITIES**

Due to Financial and other Institutions	Note 4	\$ 82,616
Accrued expenses and other Liabilities		61,833,129
Intercompany payable		21,664,960
<b>TOTAL POST-PETITION LIABILITIES</b>		<b>\$ 83,580,706</b>

Liabilities subject to compromise	Note 5	3,225,972,108
<b>TOTAL LIABILITIES</b>		<b>\$ 3,309,552,814</b>

**EQUITY**

Share Capital	\$ 311,256,551
Share Premium	953,986,516
Bank funded stock	(274,151,282)
Reserves	(414,230,022)
Shares pending allotment	83,100,161
<b>TOTAL EQUITY</b>	<b>\$ 659,961,925</b>

<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 3,969,514,739</b>
-------------------------------------	-------------------------

**Notes:**

1. Short term funds include cash and cash equivalents and are segregated into sub-categories as follows:

Cash and balances with banks	\$ 5,263,372
Murabaha receivable from financial institutions	33,507,885
Cash and notes (Petty Cash)	5,291
<b>\$ 38,776,547</b>	

2. Receivable balances are segregated into sub-categories as follows:

Intercompany Receivables	509,033,162
Stock Purchase Plan	106,480,527
Management fees receivable	46,709,846
Receivables & reimbursables from Holding Co.	97,168,411
Deal Companies Loans	13,859,334
Investment Participation Plan (2.1)	7,784,185
Other receivables	5,095,428
<b>\$ 786,130,893</b>	

3. Other assets are primarily comprised of fixed assets totaling approximately \$6.7 million.

4. Balance relates to the accrued profit to be paid to SCB.

5. Relates to pre-petition liabilities, which are subject to change as a result of payments to critical or foreign vendors (in accordance with a Court order), and also because pre-petition invoices continue to be received by the Debtor. See MOR-4 on next page.

**STATUS OF POST-PETITION TAXES**

Federal	Beginning Tax	Amount Withheld and/or Accrued	Amount Paid	Ending Tax
FICA-Employee				
FICA-Employer				
Unemployment				
Income				
Other:				
Total Federal Taxes				
<b>State and Local</b>				
Withholding				
Sales				
Excise				
Unemployment				
Real Property				
Personal Property				
Other: Income/Franchise				
Total State and Local				
<b>Total Taxes</b>	\$ -	\$ -	\$ -	\$ -

**Note:**

1. Arcapita Bank B.S.C.(c) is incorporated in the Kingdom of Bahrain, a tax free jurisdiction.

**SUMMARY OF PRE-PETITION DEBTS**

DESCRIPTION	Total
Murabaha payable	1,863,295,723
Intercompany payable	504,900,272
Payable to portfolio investment companies	454,022,896
Investor deposits (URIA)	320,028,197
Payable to Investors (Special Programs)	31,332,073
Accruals and vendor payables	52,392,948
<b>TOTAL LIABILITIES SUBJECT TO COMPROMISE</b>	<b>3,225,972,108</b>

**Note:**

1. Arcapita Bank B.S.C.(c) has contingent liabilities which arise from its role as a guarantor for certain portfolio investment companies. These contingent guarantees are not reflected in the balance sheet. Unrestricted investment accounts (URIA) are a form of Islamic customer deposit accounts.  
 2. See MOR-3 for unpaid post-petition debts as of 31 March 2013.

In re Arcapita Bank B.S.C.(c)  
Debtor

Case No. 12-11076 (SHL)  
Reporting Period: 8/1/2013 -8/31/2013

**ACCOUNTS RECEIVABLE RECONCILIATION AND AGING**

Accounts Receivable Reconciliation	Amount
Deal subscription receivable at the beginning of the period	\$ -
Plus: Deal placement during the period	\$ -
Less: Deal placement reversed	\$ -
Less: Amounts collected during the period	\$ -
Less: Amounts written off during the period	\$ -
Foreign exchange movements	
Total Deal Subscription Receivable at the end of the reporting period	\$ -

Accounts Receivable Aging	8/31/2013
0 - 30 days old	\$ -
31 - 60 days old	-
61 - 90 days old	-
91 - 180 days old	-
181+ days old	-
Total Aged Deal Subscription Receivable	-
Other receivable items, net	786,130,893
Total Receivable	786,130,893
Less: Bad Debts (Amount considered uncollectible)	-
<b>Net Receivable</b>	<b>\$ 786,130,893</b>

**Notes:**

1. See notes on MOR-3 for detailed breakdown.

**TAXES RECONCILIATION AND AGING**

Taxes Payable	Current	1-30 Days	31-60 Days	61-90 Days	91+ Days	Total
Federal						\$ -
State and Local						-
Other						-
Total Taxes Payable						\$ -

**Notes:**

1. Arcapita Bank B.S.C.(c) is incorporated in the Kingdom of Bahrain, a tax free jurisdiction.

re Arcapita Bank B.S.C.(c)  
Debtor

Case No. 12-11076 (SHL)  
Reporting Period: 8/1/2013 -8/31/2013

**PAYMENTS TO INSIDERS AND PROFESSIONALS**  
(in US dollars)

NAME	TYPE OF PAYMENT	AMOUNT PAID	TOTAL PAID TO DATE
		\$ 457,640	\$ 8,758,649
<b>TOTAL PAYMENTS TO INSIDERS</b>		<b>457,640</b>	<b>8,758,649</b>

**Notes:**

1. Above schedule illustrates cash payments made to 14 insiders during this time period; includes nothing more than normal-course salary & benefit payments.

PROFESSIONALS					
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT	AMOUNT APPROVED	AMOUNT PAID	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID*
A&M			\$ 1,710,241	\$ 12,956,867	\$ 1,321,297
FTI			556,845	3,335,653	483,898
Garden City			22,593	235,737	57,067
Garden City - CA			116,990	1,836,094	-
Gibson Dunn			4,316,528	29,737,643	4,303,911
Hassan Radhi			-	39,327	7,466
Houlihan Lokey			321,909	2,916,504	360,000
Other			43,256	565,715	49,140
KPMG - Valuation			-	4,156,794	2,830
KPMG - Tax			15,532	237,395	14,273
Linklaters			50,618	549,817	22,740
Milbank			2,436,304	18,645,844	2,589,953
Mourant Ozannes			510,813	1,556,851	256,466
Rothschild			291,482	4,218,849	542,500
Trowers			37,280	401,053	28,631
Walkers			-	254,429	38,139
E&Y			-	822,769	28,620
King & Spalding			82,817	2,033,698	328,584
<b>TOTAL PAYMENTS TO PROFESSIONALS</b>			<b>\$ 10,513,208</b>	<b>\$ 84,501,037</b>	<b>\$ 10,435,515</b>

\* INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

**Notes:**

1. Total Paid To Date reflects payments through 9/10/2013.  
2. Total Incurred & Unpaid reflects fee app/statement submissions through 9/10/2013.

**POST-PETITION STATUS OF SECURED NOTES, LEASES PAYABLE AND ADEQUATE PROTECTION PAYMENTS**

NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENT DUE	AMOUNT PAID DURING MONTH	TOTAL UNPAID POST-PETITION
Standard Chartered Bank		\$ 500,098	
<b>TOTAL PAYMENTS</b>		<b>\$ 500,098</b>	<b>\$ -</b>

**Notes:**

1. \$500k profit payment made to SCB (i.e. Standard Chartered Bank) within this period.

In re Arcapita Bank B.S.C.(c)  
Debtor

Case No. 12-11076 (SHL)  
Reporting Period: 8/1/2013 -8/31/2013

**DEBTOR QUESTIONNAIRE**

<b>Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.</b>	<b>Yes</b>	<b>No</b>
1 Have any assets been sold or transferred outside the normal course of business this reporting period?		X
2 Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		X
3 Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X
4 Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X
5 Is the Debtor delinquent in paying any insurance premium payment?		X
6 Have any payments been made on pre-petition liabilities this reporting period?	X (in accordance with Court Order)	
7 Are any post petition receivables (accounts, notes or loans) due from related parties?	X (intercompany)	
8 Are any post petition payroll taxes past due?		X
9 Are any post petition State or Federal income taxes past due?		X
10 Are any post petition real estate taxes past due?		X
11 Are any other post petition taxes past due?		X
12 Have any pre-petition taxes been paid during this reporting period?		X
13 Are any amounts owed to post petition creditors delinquent?		X
14 Are any wage payments past due?		X
15 Have any post petition loans been received by the Debtor from any party?		X
16 Is the Debtor delinquent in paying any U.S. Trustee fees?		X
17 Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X
18 Have the owners or shareholders received any compensation outside of the normal course of business?		X