

GIBSON, DUNN & CRUTCHER LLP

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and Debtors in Possession

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

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	:	
IN RE:	:	Chapter 11
	:	
ARCAPITA BANK B.S.C.(c), et al.,	:	Case No. 12-11076 (SHL)
	:	
Debtors.	:	Joint Administration Requested
	:	
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**NOTICE OF FILING OF PROPOSED FIFTEENTH
INTERIM BUDGET TO DEBTORS' MOTION FOR INTERIM AND FINAL
ORDERS (A) AUTHORIZING DEBTORS TO (I) CONTINUE EXISTING CASH
MANAGEMENT SYSTEM, BANK ACCOUNTS, AND BUSINESS FORMS AND
(II) CONTINUE ORDINARY COURSE INTERCOMPANY TRANSACTIONS; AND
(B) GRANTING AN EXTENSION OF TIME TO COMPLY WITH THE
REQUIREMENTS OF SECTION 345(B) OF THE BANKRUPTCY CODE**

Pursuant to the Debtors' Motion for Interim and Final Orders (A) Authorizing Debtors to (I) Continue Existing Cash Management System, Bank Accounts, and Business Forms and (II) Continue Ordinary Course Intercompany Transactions; and (B) Granting an Extension of Time to Comply with the Requirements of Section 345(b) of the Bankruptcy Code (Docket Entry No. 12) filed on March 20, 2012, Arcapita Bank B.S.C.(c) and its affiliated chapter 11 debtors, as debtors and debtors in possession, hereby file their Budget for the period from May 6, 2013 through June 22, 2013.

Dated: New York, New York
April 26, 2013

Respectfully submitted,

/s/ Michael A. Rosenthal

Michael A. Rosenthal (MR-7006)

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ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION



Cash Flow Forecast - CONSOLIDATED
For the Period Ending 6/22/13

	6	6	6	7	7	7	7	
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
(\$'s in 000's)	5/5/13	5/12/13	5/19/13	5/26/13	6/2/13	6/9/13	6/16/13	7 Weeks Ending
	5/11/13	5/18/13	5/25/13	6/1/13	6/8/13	6/15/13	6/22/13	6/22/13
Receipts								
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-	-	-
Management Fees	-	-	172	-	-	-	-	172
Yield from Deal Companies	-	-	-	-	-	-	-	-
All Other	-	-	-	-	-	-	-	-
Total Receipts	-	-	172	-	-	-	-	172
Disbursements								
G&A Expenses								
Atlanta	58	198	9	95	8	172	25	564
Bahrain	171	778	351	649	222	823	398	3,393
Hong Kong	-	-	-	-	-	-	-	-
London	525	316	298	50	255	16	295	1,756
Singapore	250	14	8	47	84	91	14	509
Point Park Properties	100	100	100	100	100	100	100	700
Total G&A Expenses	1,103	1,406	766	942	669	1,202	833	6,922
Staff Expenses								
Atlanta	-	144	60	144	-	144	60	552
Bahrain	18	70	884	1	12	70	884	1,939
Hong Kong	-	-	-	-	-	-	-	-
London	11	25	304	-	-	11	329	680
Singapore	-	-	166	-	-	-	166	332
Point Park Properties	-	-	-	-	-	-	-	-
Total Staff Expenses	29	240	1,413	145	12	226	1,438	3,503
Other Expenses								
AHQ Payments	-	-	-	-	-	-	-	-
Other	-	-	27	-	-	-	-	27
Total Other Expenses	-	-	27	-	-	-	-	27
Deal Funding & Expenses								
Private Equity	-	142	-	-	-	-	-	142
Real Estate	1,062	779	-	30,400	240	200	-	32,682
Infrastructure	-	-	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-	-	-
Total Deal Funding & Expenses	1,062	921	-	30,400	240	200	-	32,823
Total Disbursements	2,195	2,567	2,207	31,487	921	1,628	2,271	43,276
Operating Cash Flow	(2,195)	(2,567)	(2,035)	(31,487)	(921)	(1,628)	(2,271)	(43,104)
Restructuring								
Restructuring Fees	7,896	3,296	-	-	6,470	-	32	17,694
Critical / Foreign Vendor Payments	-	-	-	-	-	-	-	-
Ordinary Course Professionals	-	-	-	-	-	-	-	-
Payroll Adjustments	1,992	-	2,392	-	-	-	-	4,385
Other Restructuring Costs	-	-	-	-	-	-	-	-
Total Restructuring	9,888	3,296	2,392	-	6,470	-	32	22,078
Debt Service								
Financing Cost - SCB	500	-	-	-	500	-	-	1,000
DIP Interest & Fees	378	3,103	7	250	-	1,133	-	4,871
DIP (Receipts)/Payments	-	1,361	-	-	-	-	-	1,361
Restructuring Accrual / Completion Fees	-	-	-	-	-	-	-	-
Total Debt Service	878	4,463	7	250	500	1,133	-	7,231
Net Cash Flow	(12,960)	(10,326)	(4,435)	(31,737)	(7,891)	(2,761)	(2,304)	(72,414)
Intercompany Transfers								
Cash Inflows (Source of Cash)	6,661	5,800	4,950	-	5,200	1,000	2,666	26,277
Cash Outflows (Use of Cash)	6,661	5,800	4,950	-	5,200	1,000	2,666	26,277
Total Intercompany Transfers	-	-	-	-	-	-	-	-
Balances & Liquidity								
Beginning Book Balance	111,587	98,627	88,301	83,866	52,129	44,238	41,477	111,587
Net Receipts, Disbursements & Transfers	(12,960)	(10,326)	(4,435)	(31,737)	(7,891)	(2,761)	(2,304)	(72,414)
Ending Book Balance	98,627	88,301	83,866	52,129	44,238	41,477	39,174	39,174
Float/Foreign Exchange	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)
Ending Bank Balance	\$ 65,539	\$ 55,213	\$ 50,778	\$ 19,041	\$ 11,150	\$ 8,389	\$ 6,086	\$ 6,086



Cash Flow Forecast - TOTAL DEBTOR

For the Period Ending 6/22/13

	6			7			7	
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
(\$'s in 000's)	5/5/13	5/12/13	5/19/13	5/26/13	6/2/13	6/9/13	6/16/13	7 Weeks Ending
	5/11/13	5/18/13	5/25/13	6/1/13	6/8/13	6/15/13	6/22/13	6/22/13
Receipts								
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-	-	-
Management Fees	-	-	-	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	-	-	-	-
All Other	-	-	-	-	-	-	-	-
Total Receipts	-	-	-	-	-	-	-	-
Disbursements								
G&A Expenses								
Bahrain	171	778	351	649	222	823	398	3,393
Total G&A Expenses	171	778	351	649	222	823	398	3,393
Staff Expenses								
Bahrain	18	70	884	1	12	70	884	1,939
Total Staff Expenses	18	70	884	1	12	70	884	1,939
Other Expenses								
AHQ Payments	-	-	-	-	-	-	-	-
Other	-	-	27	-	-	-	-	27
Total Other Expenses	-	-	27	-	-	-	-	27
Deal Funding & Expenses								
Private Equity	-	142	-	-	-	-	-	142
Real Estate	1,062	779	-	30,400	240	200	-	32,682
Infrastructure	-	-	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-	-	-
Total Deal Funding & Expenses	1,062	921	-	30,400	240	200	-	32,823
Total Disbursements	1,252	1,769	1,262	31,051	474	1,093	1,282	38,183
Operating Cash Flow	(1,252)	(1,769)	(1,262)	(31,051)	(474)	(1,093)	(1,282)	(38,183)
Restructuring								
Restructuring Fees	7,896	3,296	-	-	6,470	-	32	17,694
Critical / Foreign Vendor Payments	-	-	-	-	-	-	-	-
Payroll Adjustments	631	-	108	-	-	-	-	739
Other Restructuring Costs	-	-	-	-	-	-	-	-
Total Restructuring	8,527	3,296	108	-	6,470	-	32	18,433
Debt Service								
Financing Cost - SCB	500	-	-	-	500	-	-	1,000
DIP Interest & Fees	378	3,103	7	250	-	1,133	-	4,871
DIP Receipts/Payments	-	1,361	-	-	-	-	-	1,361
Restructuring Accrual / Completion Fees	-	-	-	-	-	-	-	-
Total Debt Service	878	4,463	7	250	500	1,133	-	7,231
Net Cash Flow	(10,656)	(9,528)	(1,378)	(31,301)	(7,444)	(2,226)	(1,314)	(63,847)
Intercompany Transfers								
Cash Inflows (Source of Cash)	5,000	5,000	2,500	-	5,000	-	2,500	20,000
Cash Outflows (Use of Cash)	6,661	5,800	4,950	-	5,200	1,000	2,666	26,277
Total Intercompany Transfers	(1,661)	(800)	(2,450)	-	(200)	(1,000)	(166)	(6,277)
Balances & Liquidity								
Beginning Book Balance	106,873	94,556	84,228	80,400	49,100	41,456	38,230	106,873
Net Receipts, Disbursements & Transfer:	(12,317)	(10,328)	(3,828)	(31,301)	(7,644)	(3,226)	(1,480)	(70,124)
Ending Book Balance	94,556	84,228	80,400	49,100	41,456	38,230	36,750	36,750
Float/Foreign Exchange	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)
Ending Bank Balance	\$ 61,368	\$ 51,040	\$ 47,212	\$ 15,912	\$ 8,268	\$ 5,042	\$ 3,562	\$ 3,562



Cash Flow Forecast - NON-DEBTOR

For the Period Ending 6/22/13

	6		6		7		7		
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
(\$'s in 000's)	5/5/13	5/12/13	5/19/13	5/26/13	6/2/13	6/9/13	6/16/13	6/22/13	7 Weeks Ending
	5/11/13	5/18/13	5/25/13	6/1/13	6/8/13	6/15/13	6/22/13	6/22/13	
Receipts									
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-	-	-	-
Management Fees	-	-	172	-	-	-	-	-	172
Yield from Deal Companies	-	-	-	-	-	-	-	-	-
All Other	-	-	-	-	-	-	-	-	-
Total Receipts	-	-	172	-	-	-	-	-	172
Disbursements									
G&A Expenses									
Atlanta	58	198	9	95	8	172	25	564	
Hong Kong	-	-	-	-	-	-	-	-	-
London	525	316	298	50	255	16	295	1,756	
Singapore	250	14	8	47	84	91	14	509	
Point Park Properties	100	100	100	100	100	100	100	700	
Total G&A Expenses	932	629	415	292	447	380	435	3,529	
Staff Expenses									
Atlanta	-	144	60	144	-	144	60	552	
Hong Kong	-	-	-	-	-	-	-	-	-
London	11	25	304	-	-	11	329	680	
Singapore	-	-	166	-	-	-	166	332	
Point Park Properties	-	-	-	-	-	-	-	-	-
Total Staff Expenses	11	169	530	144	-	155	555	1,564	
Other Expenses									
Other	-	-	-	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-	-	-	-
Deal Funding & Expenses									
Private Equity	-	-	-	-	-	-	-	-	-
Real Estate	-	-	-	-	-	-	-	-	-
Infrastructure	-	-	-	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-	-	-	-
Total Deal Funding & Expenses	-	-	-	-	-	-	-	-	-
Total Disbursements	943	798	945	436	447	535	989	5,093	
Operating Cash Flow	(943)	(798)	(773)	(436)	(447)	(535)	(989)	(4,921)	
Restructuring									
Restructuring Fees	-	-	-	-	-	-	-	-	-
Payroll Adjustments	1,361	-	2,284	-	-	-	-	-	3,645
Other	-	-	-	-	-	-	-	-	-
Total Restructuring	1,361	-	2,284	-	-	-	-	-	3,645
Debt Service									
Financing Cost - SCB	-	-	-	-	-	-	-	-	-
DIP Interest	-	-	-	-	-	-	-	-	-
DIP Receipts/Payments	-	-	-	-	-	-	-	-	-
Restructuring Accrual / Completion Fees	-	-	-	-	-	-	-	-	-
Total Debt Service	-	-	-	-	-	-	-	-	-
Net Cash Flow	(2,304)	(798)	(3,057)	(436)	(447)	(535)	(989)	(8,567)	
Intercompany Transfers									
Cash Inflows (Source of Cash)	1,661	800	2,450	-	200	1,000	166	6,277	
Cash Outflows (Use of Cash)	-	-	-	-	-	-	-	-	-
Total Intercompany Transfers	1,661	800	2,450	-	200	1,000	166	6,277	
Balances & Liquidity									
Beginning Book Balance	4,714	4,070	4,073	3,466	3,029	2,783	3,247	4,714	
Net Receipts, Disbursements & Transfers	(643)	2	(607)	(436)	(247)	465	(823)	(2,290)	
Ending Book Balance	4,070	4,073	3,466	3,029	2,783	3,247	2,424	2,424	
Float/Foreign Exchange	100	100	100	100	100	100	100	100	
Interbank Transfers	-	-	-	-	-	-	-	-	-
Less: Placements Held at Banks	-	-	-	-	-	-	-	-	-
Ending Bank Balance	\$ 4,170	\$ 4,173	\$ 3,566	\$ 3,129	\$ 2,883	\$ 3,347	\$ 2,524	\$ 2,524	



Cash Flow Forecast - DEBTOR (Bahrain)

For the Period Ending 6/22/13

	6		6		7		7		
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
(\$'s in 000's)	5/5/13	5/12/13	5/19/13	5/26/13	6/2/13	6/9/13	6/16/13	6/22/13	7 Weeks Ending
	5/11/13	5/18/13	5/25/13	6/1/13	6/8/13	6/15/13	6/22/13		6/22/13
Receipts									
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-	-	-	-
Management Fees	-	-	-	-	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	-	-	-	-	-
All Other	-	-	-	-	-	-	-	-	-
Total Receipts	-	-	-	-	-	-	-	-	-
Disbursements									
G&A Expenses									
Bahrain	171	778	351	649	222	823	398		3,393
Total G&A Expenses	171	778	351	649	222	823	398		3,393
Staff Expenses									
Bahrain	18	70	884	1	12	70	884		1,939
Total Staff Expenses	18	70	884	1	12	70	884		1,939
Other Expenses									
AHQ Payments	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-	-	-	-
Deal Funding & Expenses									
Private Equity	-	-	-	-	-	-	-	-	-
Real Estate	-	-	-	-	-	-	-	-	-
Infrastructure	-	-	-	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-	-	-	-
Total Deal Funding & Expenses	-	-	-	-	-	-	-	-	-
Total Disbursements	189	848	1,235	651	234	893	1,282		5,333
Operating Cash Flow	(189)	(848)	(1,235)	(651)	(234)	(893)	(1,282)		(5,333)
Restructuring									
Restructuring Fees	5,481	2,754	-	-	5,665	-	32		13,932
Critical / Foreign Vendor Payments	-	-	-	-	-	-	-		-
Payroll Adjustments	631	-	108	-	-	-	-		739
Other	-	-	-	-	-	-	-		-
Total Restructuring	6,112	2,754	108	-	5,665	-	32		14,671
Debt Service									
Financing Cost - SCB	-	-	-	-	-	-	-		-
DIP Interest & Fees	-	-	-	-	-	-	-		-
DIP Receipts/Payments	-	-	-	-	-	-	-		-
Restructuring Accrual / Completion Fees	-	-	-	-	-	-	-		-
Total Debt Service	-	-	-	-	-	-	-		-
Net Cash Flow	(6,301)	(3,602)	(1,344)	(651)	(5,898)	(893)	(1,314)		(20,003)
Intercompany Transfers									
Cash Inflows (Source of Cash)	5,000	5,000	2,500	-	5,000	-	2,500		20,000
Cash Outflows (Use of Cash)	189	-	192	-	-	-	166		547
Total Intercompany Transfers	4,811	5,000	2,308	-	5,000	-	2,334		19,453
Balances & Liquidity									
Beginning Book Balance	36,576	35,086	36,484	37,448	36,797	35,899	35,006		36,576
Net Receipts, Disbursements & Transfers	(1,490)	1,398	964	(651)	(898)	(893)	1,020		(550)
Ending Book Balance	35,086	36,484	37,448	36,797	35,899	35,006	36,025		36,025
Float/Foreign Exchange	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)
Ending Bank Balance	\$ 1,898	\$ 3,296	\$ 4,260	\$ 3,609	\$ 2,711	\$ 1,818	\$ 2,838		\$ 2,838



Cash Flow Forecast - AIHL (DEBTOR)

For the Period Ending 6/22/13

	6		6		7		7		
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
(\$'s in 000's)	5/5/13	5/12/13	5/19/13	5/26/13	6/2/13	6/9/13	6/16/13	6/22/13	7 Weeks Ending
	5/11/13	5/18/13	5/25/13	6/1/13	6/8/13	6/15/13	6/22/13	6/22/13	
Receipts									
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-	-	-	-
Management Fees	-	-	-	-	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	-	-	-	-	-
All Other	-	-	-	-	-	-	-	-	-
Total Receipts	-	-	-	-	-	-	-	-	-
Disbursements									
G&A Expenses	-	-	-	-	-	-	-	-	-
Total G&A Expenses	-	-	-	-	-	-	-	-	-
Staff Expenses	-	-	-	-	-	-	-	-	-
Total Staff Expenses	-	-	-	-	-	-	-	-	-
Other Expenses	-	-	27	-	-	-	-	-	27
Total Other Expenses	-	-	27	-	-	-	-	-	27
Deal Funding & Expenses	-	142	-	-	-	-	-	-	142
Private Equity	-	142	-	-	-	-	-	-	142
Real Estate	1,062	779	-	30,400	240	200	-	-	32,682
Infrastructure	-	-	-	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-	-	-	-
Total Deal Funding & Expenses	1,062	921	-	30,400	240	200	-	-	32,823
Total Disbursements	1,062	921	27	30,400	240	200	-	-	32,850
Operating Cash Flow	(1,062)	(921)	(27)	(30,400)	(240)	(200)	-	-	(32,850)
Restructuring									
Restructuring Fees	2,415	542	-	-	805	-	-	-	3,762
Critical / Foreign Vendor Payments	-	-	-	-	-	-	-	-	-
Ordinary Course Professionals	-	-	-	-	-	-	-	-	-
Payroll Adjustments	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-
Total Restructuring	2,415	542	-	-	805	-	-	-	3,762
Debt Service									
Financing Cost - SCB	500	-	-	-	500	-	-	-	1,000
DIP Interest & Fees	378	3,103	7	250	-	1,133	-	-	4,871
DIP Receipts/Payments	-	1,361	-	-	-	-	-	-	1,361
Restructuring Accrual / Completion Fees	-	-	-	-	-	-	-	-	-
Total Debt Service	878	4,463	7	250	500	1,133	-	-	7,231
Net Cash Flow	(4,355)	(5,926)	(34)	(30,650)	(1,546)	(1,333)	-	-	(43,844)
Intercompany Transfers									
Cash Inflows (Source of Cash)	-	-	-	-	-	-	-	-	-
Cash Outflows (Use of Cash)	6,472	5,800	4,758	-	5,200	1,000	2,500	-	25,730
Total Intercompany Transfers	(6,472)	(5,800)	(4,758)	-	(5,200)	(1,000)	(2,500)	-	(25,730)
Balances & Liquidity									
Beginning Book Balance	70,298	59,471	47,744	42,953	12,303	5,557	3,224	-	70,298
Net Receipts, Disbursements & Transfers	(10,827)	(11,726)	(4,792)	(30,650)	(6,746)	(2,333)	(2,500)	-	(69,574)
Ending Book Balance	59,471	47,744	42,953	12,303	5,557	3,224	724	-	724
Float/Foreign Exchange	-	-	-	-	-	-	-	-	-
Interbank Transfers	-	-	-	-	-	-	-	-	-
Less: Placements Held at Banks	-	-	-	-	-	-	-	-	-
Ending Bank Balance	\$ 59,471	\$ 47,744	\$ 42,953	\$ 12,303	\$ 5,557	\$ 3,224	\$ 724	\$ -	\$ 724