

GIBSON, DUNN & CRUTCHER LLP

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Proposed Attorneys for the Debtors
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.	:	Jointly Administered
	:	
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NOTICE OF FILING OF PROPOSED 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 Granting (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 the May 13, 2012 through May 31, 2012.

Dated: New York, New York
May 3, 2012

Respectfully submitted,

/s/ Michael A. Rosenthal

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PROPOSED ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION



Cash Flow Forecast - CONSOLIDATED
For the Period Ending 5/31/12

(\$'s in 000's)	Forecast	Forecast	Forecast	Period Ending 5/31/12
	5/13/12 5/19/12	5/20/12 5/26/12	5/27/12 5/31/12	
Receipts				
Proceeds from Exits	\$ 2,700	\$ -	\$ -	\$ 2,700
Deal Company Murabahas	-	-	-	-
Management Fees	-	-	-	-
Yield from Deal Companies	-	-	189	189
All Other	-	-	-	-
Total Receipts	2,700	-	189	2,889
Disbursements				
G&A Expenses				
Atlanta	8	207	8	223
Bahrain	222	536	276	1,034
Hong Kong	2	2	6	10
London	14	15	893	922
Singapore	30	47	13	91
Point Park Properties	-	-	-	-
Total G&A Expenses	276	807	1,197	2,280
Staff Expenses				
Atlanta	275	47	275	597
Bahrain	-	1,169	12	1,181
Hong Kong	-	68	-	68
London	-	511	-	511
Singapore	240	-	66	306
Point Park Properties	-	-	-	-
Total Staff Expenses	515	1,795	353	2,663
Other Expenses				
AHQ Payments	-	-	-	-
Other	-	-	-	-
Total Other Expenses	-	-	-	-
Deal Funding & Expenses				
Private Equity	-	-	-	-
Real Estate	1,489	-	-	1,489
Infrastructure	-	-	-	-
Venture Capital	-	-	-	-
Total Deal Funding & Expenses	1,489	-	-	1,489
Total Disbursements	2,280	2,602	1,550	6,432
Operating Cash Flow	420	(2,602)	(1,361)	(3,543)
Restructuring				
Restructuring Fees	-	-	1,063	1,063
Critical / Foreign Vendor Payments	275	175	75	525
Payroll Adjustments	550	-	-	550
Other Restructuring Costs	-	-	-	-
Total Restructuring	825	175	1,137	2,137
Net Cash Flow	(405)	(2,777)	(2,498)	(5,680)
Intercompany Transfers				
Cash Inflows (Source of Cash)	240	68	66	374
Cash Outflows (Use of Cash)	240	68	66	374
Total Intercompany Transfers	-	-	-	-
Balances & Liquidity				
Beginning Book Balance	159,540	159,135	156,358	159,540
Net Receipts, Disbursements & Transfers	(405)	(2,777)	(2,498)	(5,680)
Ending Book Balance	159,135	156,358	153,860	153,860
Float/Foreign Exchange	500	500	500	500
Interbank Transfers	-	-	-	-
Ending Bank Balance	\$ 159,635	\$ 156,858	\$ 154,360	\$ 154,360



Cash Flow Forecast - TOTAL DEBTOR

For the Period Ending 5/31/12

(\$'s in 000's)	Forecast	Forecast	Forecast	3 Weeks Ending 5/31/12
	5/13/12 5/19/12	5/20/12 5/26/12	5/27/12 5/31/12	
Receipts				
Proceeds from Exits	\$ 2,700	\$ -	\$ -	\$ 2,700
Deal Company Murabahas	-	-	-	-
Management Fees	-	-	-	-
Yield from Deal Companies	-	-	189	189
All Other	-	-	-	-
Total Receipts	2,700	-	189	2,889
Disbursements				
G&A Expenses				
Atlanta	-	-	-	-
Bahrain	222	536	276	1,034
Hong Kong	-	-	-	-
London	-	-	-	-
Singapore	-	-	-	-
Point Park Properties	-	-	-	-
Total G&A Expenses	222	536	276	1,034
Staff Expenses				
Atlanta	-	-	-	-
Bahrain	-	1,169	12	1,181
Hong Kong	-	-	-	-
London	-	-	-	-
Singapore	-	-	-	-
Point Park Properties	-	-	-	-
Total Staff Expenses	-	1,169	12	1,181
Other Expenses				
AHQ Payments	-	-	-	-
Other	-	-	-	-
Total Other Expenses	-	-	-	-
Deal Funding & Expenses				
Private Equity	-	-	-	-
Real Estate	1,489	-	-	1,489
Infrastructure	-	-	-	-
Venture Capital	-	-	-	-
Total Deal Funding & Expenses	1,489	-	-	1,489
Total Disbursements	1,711	1,705	288	3,705
Operating Cash Flow	989	(1,705)	(99)	(815)
Restructuring				
Restructuring Fees	-	-	1,063	1,063
Critical / Foreign Vendor Payments	275	175	75	525
Payroll Adjustments	550	-	-	550
Other Restructuring Costs	-	-	-	-
Total Restructuring	825	175	1,137	2,137
Net Cash Flow	164	(1,880)	(1,236)	(2,952)
Intercompany Transfers				
Cash Inflows (Source of Cash)	-	-	-	-
Cash Outflows (Use of Cash)	240	68	66	374
Total Intercompany Transfers	(240)	(68)	(66)	(374)
Balances & Liquidity				
Beginning Book Balance	148,091	148,015	146,067	148,091
Net Receipts, Disbursements & Transfers	(76)	(1,948)	(1,302)	(3,326)
Ending Book Balance	148,015	146,067	144,765	144,765
Float/Foreign Exchange	400	400	400	400
Interbank Transfers	-	-	-	-
Ending Bank Balance	\$ 148,415	\$ 146,467	\$ 145,165	\$ 145,165



Cash Flow Forecast - NON-DEBTOR
For the Period Ending 5/31/12

(\$'s in 000's)	Forecast		Forecast		3 Weeks Ending 5/31/12
	5/13/12	5/20/12	5/27/12	5/31/12	
Receipts					
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-
Management Fees	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	-
All Other	-	-	-	-	-
Total Receipts	-	-	-	-	-
Disbursements					
G&A Expenses					
Atlanta	8	207	8		223
Hong Kong	2	2	6		10
London	14	15	893		922
Singapore	30	47	13		91
Point Park Properties	-	-	-		-
Total G&A Expenses	54	271	921		1,246
Staff Expenses					
Atlanta	275	47	275		597
Hong Kong	-	68	-		68
London	-	511	-		511
Singapore	240	-	66		306
Point Park Properties	-	-	-		-
Total Staff Expenses	515	626	341		1,481
Other Expenses					
Other	-	-	-		-
Total Other Expenses	-	-	-		-
Deal Funding & Expenses					
Private Equity	-	-	-		-
Real Estate	-	-	-		-
Infrastructure	-	-	-		-
Venture Capital	-	-	-		-
Total Deal Funding & Expenses	-	-	-		-
Total Disbursements	569	896	1,262		2,728
Operating Cash Flow	(569)	(896)	(1,262)		(2,728)
Restructuring					
Payroll Adjustments	-	-	-		-
Other	-	-	-		-
Total Restructuring	-	-	-		-
Net Cash Flow	(569)	(896)	(1,262)		(2,728)
Intercompany Transfers					
Cash Inflows (Source of Cash)	240	68	66		374
Cash Outflows (Use of Cash)	-	-	-		-
Total Intercompany Transfers	240	68	66		374
Balances & Liquidity					
Beginning Book Balance	11,449	11,119	10,291		11,449
Net Receipts, Disbursements & Transfers	(329)	(828)	(1,196)		(2,354)
Ending Book Balance	11,119	10,291	9,095		9,095
Float/Foreign Exchange	100	100	100		100
Interbank Transfers	-	-	-		-
Ending Bank Balance	\$ 11,219	\$ 10,391	\$ 9,195		\$ 9,195



Cash Flow Forecast - AIHL (DEBTOR)
For the Period Ending 5/31/12

(\$'s in 000's)	Forecast		Forecast		3 Weeks Ending 5/31/12
	5/13/12	5/20/12	5/27/12	5/31/12	
Receipts					
Proceeds from Exits	\$ 2,700	\$ -	\$ -	\$ -	\$ 2,700
Deal Company Murabahas	-	-	-	-	-
Management Fees	-	-	-	-	-
Yield from Deal Companies	-	-	189	-	189
All Other	-	-	-	-	-
Total Receipts	2,700	-	189	-	2,889
Disbursements					
G&A Expenses					
Total G&A Expenses	-	-	-	-	-
Staff Expenses					
Total Staff Expenses	-	-	-	-	-
Other Expenses					
Other	-	-	-	-	-
Total Other Expenses	-	-	-	-	-
Deal Funding & Expenses					
Private Equity	-	-	-	-	-
Real Estate	1,489	-	-	-	1,489
Infrastructure	-	-	-	-	-
Venture Capital	-	-	-	-	-
Total Deal Funding & Expenses	1,489	-	-	-	1,489
Total Disbursements	1,489	-	-	-	1,489
Operating Cash Flow	1,211	-	189	-	1,400
Restructuring					
Restructuring Fees	-	-	1,000	-	1,000
Critical / Foreign Vendor Payments	-	-	-	-	-
Ordinary Course Professionals	-	-	-	-	-
Payroll Adjustments	-	-	-	-	-
Other	-	-	-	-	-
Total Restructuring	-	-	1,000	-	1,000
Net Cash Flow	1,211	-	(811)	-	400
Intercompany Transfers					
Cash Inflows (Source of Cash)	-	-	-	-	-
Cash Outflows (Use of Cash)	-	-	-	-	-
Total Intercompany Transfers	-	-	-	-	-
Balances & Liquidity					
Beginning Book Balance	4,216	5,427	5,427	-	4,216
Net Receipts, Disbursements & Transfers	1,211	-	(811)	-	400
Ending Book Balance	5,427	5,427	4,616	-	4,616
Float/Foreign Exchange	-	-	-	-	-
Interbank Transfers	-	-	-	-	-
Ending Bank Balance	\$ 5,427	\$ 5,427	\$ 4,616	\$ -	\$ 4,616



Cash Flow Forecast - DEBTOR (Bahrain)

For the Period Ending 5/31/12

(\$'s in 000's)	Forecast	Forecast	Forecast	3 Weeks Ending 5/31/12
	5/13/12	5/20/12	5/27/12	
	5/19/12	5/26/12	5/31/12	
Receipts				
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-
Management Fees	-	-	-	-
Yield from Deal Companies	-	-	-	-
All Other	-	-	-	-
Total Receipts	-	-	-	-
Disbursements				
G&A Expenses				
Bahrain	222	536	276	1,034
Total G&A Expenses	222	536	276	1,034
Staff Expenses				
Bahrain	-	1,169	12	1,181
Total Staff Expenses	-	1,169	12	1,181
Other Expenses				
AHQ Payments	-	-	-	-
Other	-	-	-	-
Total Other Expenses	-	-	-	-
Deal Funding & Expenses				
Private Equity	-	-	-	-
Real Estate	-	-	-	-
Infrastructure	-	-	-	-
Venture Capital	-	-	-	-
Total Deal Funding & Expenses	-	-	-	-
Total Disbursements	222	1,705	288	2,216
Operating Cash Flow	(222)	(1,705)	(288)	(2,216)
Restructuring				
Restructuring Fees	-	-	63	63
Critical / Foreign Vendor Payments	275	175	75	525
Payroll Adjustments	550	-	-	550
Other	-	-	-	-
Total Restructuring	825	175	137	1,137
Net Cash Flow	(1,047)	(1,880)	(426)	(3,353)
Intercompany Transfers				
Cash Inflows (Source of Cash)	-	-	-	-
Cash Outflows (Use of Cash)	240	68	66	374
Total Intercompany Transfers	(240)	(68)	(66)	(374)
Balances & Liquidity				
Beginning Book Balance	143,875	142,588	140,640	143,875
Net Receipts, Disbursements & Transfers	(1,287)	(1,948)	(491)	(3,727)
Ending Book Balance	142,588	140,640	140,149	140,149
Float/Foreign Exchange	400	400	400	400
Interbank Transfers	-	-	-	-
Ending Bank Balance	\$ 142,988	\$ 141,040	\$ 140,549	\$ 140,549