

GIBSON, DUNN & CRUTCHER LLP

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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.	:	Joint Administration Requested
	:	
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**NOTICE OF FILING OF PROPOSED SEVENTEENTH
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 July 21, 2013 through August 31, 2013.

Dated: New York, New York
July 16, 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 8/31/13

	2	3	3	3	3	4	
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
(\$'s in 000's)	7/21/13	7/28/13	8/4/13	8/11/13	8/18/13	8/25/13	6 Weeks Ending
	7/27/13	8/3/13	8/10/13	8/17/13	8/24/13	8/31/13	8/31/13
Receipts							
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-	-
Management Fees	375	-	-	-	172	-	547
Yield from Deal Companies	-	-	-	-	-	-	-
All Other	-	-	-	-	-	-	-
Total Receipts	375	-	-	-	172	-	547
Disbursements							
G&A Expenses							
Atlanta	47	6	113	22	80	6	274
Bahrain	1,679	413	223	246	832	234	3,627
Hong Kong	-	-	-	-	-	-	-
London	32	98	18	84	21	89	342
Singapore	5	15	146	29	5	33	234
Point Park Properties	100	100	100	100	100	100	600
Total G&A Expenses	1,862	632	600	482	1,039	462	5,077
Staff Expenses							
Atlanta	60	127	-	127	60	127	502
Bahrain	897	1	-	12	897	1	1,809
Hong Kong	-	-	-	-	-	-	-
London	274	-	-	-	274	-	548
Singapore	-	-	-	-	155	-	155
Point Park Properties	-	-	-	-	-	-	-
Total Staff Expenses	1,231	129	-	139	1,386	129	3,014
Other Expenses							
AHQ Payments	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-	-
Deal Funding & Expenses							
Private Equity	-	-	1,700	-	-	-	1,700
Real Estate	424	-	-	200	-	-	624
Infrastructure	4,547	-	-	780	-	-	5,327
Venture Capital	-	-	-	-	-	-	-
Total Deal Funding & Expenses	4,971	-	1,700	980	-	-	7,651
Total Disbursements	8,065	761	2,300	1,601	2,425	591	15,742
Operating Cash Flow	(7,690)	(761)	(2,300)	(1,601)	(2,253)	(591)	(15,195)
Restructuring							
Restructuring Fees	1,060	846	6,898	-	-	5,009	13,813
Critical / Foreign Vendor Payments	-	-	-	-	-	-	-
Ordinary Course Professionals	-	-	-	-	-	-	-
Payroll Adjustments	3,503	2,311	-	-	-	-	5,814
Other Restructuring Costs	100	-	-	-	-	674	774
Total Restructuring	4,663	3,157	6,898	-	-	5,683	20,402
Debt Service							
Financing Cost - SCB	1,000	500	-	-	-	500	2,000
DIP Interest & Fees	-	-	-	1,565	-	-	1,565
DIP (Receipts)/Payments	-	-	-	8,750	-	-	8,750
Restructuring Accrual / Completion Fees Adju	-	-	-	-	-	-	-
Total Debt Service	1,000	500	-	10,315	-	500	12,315
Net Cash Flow	(13,353)	(4,418)	(9,198)	(11,915)	(2,253)	(6,774)	(47,912)
Intercompany Transfers							
Cash Inflows (Source of Cash)	1,366	2,200	650	2,000	155	2,700	9,071
Cash Outflows (Use of Cash)	1,366	2,200	650	2,000	155	2,700	9,071
Total Intercompany Transfers	-	-	-	-	-	-	-
Balances & Liquidity							
Beginning Book Balance	124,928	111,575	107,157	97,959	86,044	83,791	124,928
Net Receipts, Disbursements & Transfers	(13,353)	(4,418)	(9,198)	(11,915)	(2,253)	(6,774)	(47,912)
Ending Book Balance	111,575	107,157	97,959	86,044	83,791	77,016	77,016
Float/Foreign Exchange	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)
Ending Bank Balance	\$ 78,487	\$ 74,069	\$ 64,871	\$ 52,956	\$ 50,703	\$ 43,928	\$ 43,928



Cash Flow Forecast - TOTAL DEBTOR

For the Period Ending 8/31/13

	2	2	3	3	3	3	
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
(\$'s in 000's)	7/21/13	7/28/13	8/4/13	8/11/13	8/18/13	8/25/13	6 Weeks Ending
	7/27/13	8/3/13	8/10/13	8/17/13	8/24/13	8/31/13	8/31/13
Receipts							
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-	-
Management Fees	-	-	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	-	-	-
All Other	-	-	-	-	-	-	-
Total Receipts	-	-	-	-	-	-	-
Disbursements							
G&A Expenses							
Bahrain	1,679	413	223	246	832	234	3,627
Total G&A Expenses	1,679	413	223	246	832	234	3,627
Staff Expenses							
Bahrain	897	1	-	12	897	1	1,809
Total Staff Expenses	897	1	-	12	897	1	1,809
Other Expenses							
AHQ Payments	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-	-
Deal Funding & Expenses							
Private Equity	-	-	1,700	-	-	-	1,700
Real Estate	424	-	-	200	-	-	624
Infrastructure	4,547	-	-	780	-	-	5,327
Venture Capital	-	-	-	-	-	-	-
Total Deal Funding & Expenses	4,971	-	1,700	980	-	-	7,651
Total Disbursements	7,547	414	1,923	1,238	1,729	236	13,087
Operating Cash Flow	(7,547)	(414)	(1,923)	(1,238)	(1,729)	(236)	(13,087)
Restructuring							
Restructuring Fees	1,060	846	6,898	-	-	5,009	13,813
Critical / Foreign Vendor Payments	-	-	-	-	-	-	-
Payroll Adjustments	2,137	111	-	-	-	-	2,248
Other Restructuring Costs	100	-	-	-	-	250	350
Total Restructuring	3,297	957	6,898	-	-	5,259	16,411
Debt Service							
Financing Cost - SCB	1,000	500	-	-	-	500	2,000
DIP Interest & Fees	-	-	-	1,565	-	-	1,565
DIP Receipts/Payments	-	-	-	8,750	-	-	8,750
Restructuring Accrual / Completion Fees Adj	-	-	-	-	-	-	-
Total Debt Service	1,000	500	-	10,315	-	500	12,315
Net Cash Flow	(11,845)	(1,871)	(8,821)	(11,553)	(1,729)	(5,995)	(41,813)
Intercompany Transfers							
Cash Inflows (Source of Cash)	-	-	-	2,000	-	2,000	4,000
Cash Outflows (Use of Cash)	1,366	2,200	650	2,000	155	2,700	9,071
Total Intercompany Transfers	(1,366)	(2,200)	(650)	-	(155)	(700)	(5,071)
Balances & Liquidity							
Beginning Book Balance	121,053	107,843	103,771	94,300	82,747	80,864	121,053
Net Receipts, Disbursements & Transfers	(13,211)	(4,072)	(9,471)	(11,553)	(1,883)	(6,695)	(46,884)
Ending Book Balance	107,843	103,771	94,300	82,747	80,864	74,169	74,169
Float/Foreign Exchange	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)
Ending Bank Balance	\$ 74,655	\$ 70,583	\$ 61,112	\$ 49,559	\$ 47,676	\$ 40,981	\$ 40,981



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

(\$'s in 000's)	2	2	3	3	3	3	6 Weeks Ending 8/31/13
	Forecast 7/21/13 7/27/13	Forecast 7/28/13 8/3/13	Forecast 8/4/13 8/10/13	Forecast 8/11/13 8/17/13	Forecast 8/18/13 8/24/13	Forecast 8/25/13 8/31/13	
Receipts							
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-	-
Management Fees	375	-	-	-	172	-	547
Yield from Deal Companies	-	-	-	-	-	-	-
All Other	-	-	-	-	-	-	-
Total Receipts	375	-	-	-	172	-	547
Disbursements							
G&A Expenses							
Atlanta	47	6	113	22	80	6	274
Hong Kong	-	-	-	-	-	-	-
London	32	98	18	84	21	89	342
Singapore	5	15	146	29	5	33	234
Point Park Properties	100	100	100	100	100	100	600
Total G&A Expenses	184	219	377	235	207	228	1,450
Staff Expenses							
Atlanta	60	127	-	127	60	127	502
Hong Kong	-	-	-	-	-	-	-
London	274	-	-	-	274	-	548
Singapore	-	-	-	-	155	-	155
Point Park Properties	-	-	-	-	-	-	-
Total Staff Expenses	334	127	-	127	489	127	1,205
Other Expenses							
Other	-	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-	-
Deal Funding & Expenses							
Private Equity	-	-	-	-	-	-	-
Real Estate	-	-	-	-	-	-	-
Infrastructure	-	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-	-
Total Deal Funding & Expenses	-	-	-	-	-	-	-
Total Disbursements	518	346	377	363	696	355	2,655
Operating Cash Flow	(143)	(346)	(377)	(363)	(524)	(355)	(2,108)
Restructuring							
Restructuring Fees	-	-	-	-	-	-	-
Payroll Adjustments	1,366	2,200	-	-	-	-	3,566
Other	-	-	-	-	-	424	424
Total Restructuring	1,366	2,200	-	-	-	424	3,991
Debt Service							
Financing Cost - SCB	-	-	-	-	-	-	-
DIP Interest	-	-	-	-	-	-	-
DIP Receipts/Payments	-	-	-	-	-	-	-
Restructuring Accrual / Completion Fees Adj	-	-	-	-	-	-	-
Total Debt Service	-	-	-	-	-	-	-
Net Cash Flow	(1,509)	(2,546)	(377)	(363)	(524)	(780)	(6,099)
Intercompany Transfers							
Cash Inflows (Source of Cash)	1,366	2,200	650	-	155	700	5,071
Cash Outflows (Use of Cash)	-	-	-	-	-	-	-
Total Intercompany Transfers	1,366	2,200	650	-	155	700	5,071
Balances & Liquidity							
Beginning Book Balance	3,875	3,732	3,386	3,659	3,296	2,927	3,875
Net Receipts, Disbursements & Transfers	(143)	(346)	273	(363)	(370)	(80)	(1,028)
Ending Book Balance	3,732	3,386	3,659	3,296	2,927	2,847	2,847
Float/Foreign Exchange	100	100	100	100	100	100	100
Interbank Transfers	-	-	-	-	-	-	-
Less: Placements Held at Banks	-	-	-	-	-	-	-
Ending Bank Balance	\$ 3,832	\$ 3,486	\$ 3,759	\$ 3,396	\$ 3,027	\$ 2,947	\$ 2,947



Cash Flow Forecast - DEBTOR (Bahrain)

For the Period Ending 8/31/13

	2	2	3	3	3	3	
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
(\$'s in 000's)	7/21/13	7/28/13	8/4/13	8/11/13	8/18/13	8/25/13	6 Weeks Ending
	7/27/13	8/3/13	8/10/13	8/17/13	8/24/13	8/31/13	8/31/13
Receipts							
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-	-
Management Fees	-	-	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	-	-	-
All Other	-	-	-	-	-	-	-
Total Receipts	-	-	-	-	-	-	-
Disbursements							
G&A Expenses							
Bahrain	1,679	413	223	246	832	234	3,627
Total G&A Expenses	1,679	413	223	246	832	234	3,627
Staff Expenses							
Bahrain	897	1	-	12	897	1	1,809
Total Staff Expenses	897	1	-	12	897	1	1,809
Other Expenses							
AHQ Payments	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-	-
Deal Funding & Expenses							
Private Equity	-	-	-	-	-	-	-
Real Estate	-	-	-	-	-	-	-
Infrastructure	-	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-	-
Total Deal Funding & Expenses	-	-	-	-	-	-	-
Total Disbursements	2,576	414	223	258	1,729	236	5,435
Operating Cash Flow	(2,576)	(414)	(223)	(258)	(1,729)	(236)	(5,435)
Restructuring							
Restructuring Fees	1,060	51	6,898	-	-	5,009	13,019
Critical / Foreign Vendor Payments	-	-	-	-	-	-	-
Payroll Adjustments	2,137	111	-	-	-	-	2,248
Other	100	-	-	-	-	250	350
Total Restructuring	3,297	162	6,898	-	-	5,259	15,617
Debt Service							
Financing Cost - SCB	-	-	-	-	-	-	-
DIP Interest & Fees	-	-	-	-	-	-	-
DIP Receipts/Payments	-	-	-	-	-	-	-
Restructuring Accrual / Completion Fees Adj	-	-	-	-	-	-	-
Total Debt Service	-	-	-	-	-	-	-
Net Cash Flow	(5,873)	(577)	(7,121)	(258)	(1,729)	(5,495)	(21,052)
Intercompany Transfers							
Cash Inflows (Source of Cash)	-	-	-	2,000	-	2,000	4,000
Cash Outflows (Use of Cash)	50	26	-	-	155	-	231
Total Intercompany Transfers	(50)	(26)	-	2,000	(155)	2,000	3,769
Balances & Liquidity							
Beginning Book Balance	53,396	47,473	46,870	39,749	41,491	39,608	53,396
Net Receipts, Disbursements & Transfers	(5,923)	(603)	(7,121)	1,742	(1,883)	(3,495)	(17,283)
Ending Book Balance	47,473	46,870	39,749	41,491	39,608	36,113	36,113
Float/Foreign Exchange	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)
Ending Bank Balance	\$ 14,285	\$ 13,682	\$ 6,561	\$ 8,303	\$ 6,420	\$ 2,925	\$ 2,925



Cash Flow Forecast - AIHL (DEBTOR)

For the Period Ending 8/31/13

	2	2	3	3	3	3	
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	
(\$'s in 000's)	7/21/13	7/28/13	8/4/13	8/11/13	8/18/13	8/25/13	6 Weeks Ending
	7/27/13	8/3/13	8/10/13	8/17/13	8/24/13	8/31/13	8/31/13
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							
Other	-	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-	-
Deal Funding & Expenses							
Private Equity	-	-	1,700	-	-	-	1,700
Real Estate	424	-	-	200	-	-	624
Infrastructure	4,547	-	-	780	-	-	5,327
Venture Capital	-	-	-	-	-	-	-
Total Deal Funding & Expenses	4,971	-	1,700	980	-	-	7,651
Total Disbursements	4,971	-	1,700	980	-	-	7,651
Operating Cash Flow	(4,971)	-	(1,700)	(980)	-	-	(7,651)
Restructuring							
Restructuring Fees	-	795	-	-	-	-	795
Critical / Foreign Vendor Payments	-	-	-	-	-	-	-
Ordinary Course Professionals	-	-	-	-	-	-	-
Payroll Adjustments	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-
Total Restructuring	-	795	-	-	-	-	795
Debt Service							
Financing Cost - SCB	1,000	500	-	-	-	500	2,000
DIP Interest & Fees	-	-	-	1,565	-	-	1,565
DIP Receipts/Payments	-	-	-	8,750	-	-	8,750
Restructuring Accrual / Completion Fees A	-	-	-	-	-	-	-
Total Debt Service	1,000	500	-	10,315	-	500	12,315
Net Cash Flow	(5,971)	(1,295)	(1,700)	(11,295)	-	(500)	(20,761)
Intercompany Transfers							
Cash Inflows (Source of Cash)	-	-	-	-	-	-	-
Cash Outflows (Use of Cash)	1,316	2,174	650	2,000	-	2,700	8,840
Total Intercompany Transfers	(1,316)	(2,174)	(650)	(2,000)	-	(2,700)	(8,840)
Balances & Liquidity							
Beginning Book Balance	67,657	60,370	56,901	54,551	41,256	41,256	67,657
Net Receipts, Disbursements & Transfers	(7,287)	(3,469)	(2,350)	(13,295)	-	(3,200)	(29,601)
Ending Book Balance	60,370	56,901	54,551	41,256	41,256	38,056	38,056
Float/Foreign Exchange	-	-	-	-	-	-	-
Interbank Transfers	-	-	-	-	-	-	-
Less: Placements Held at Banks	-	-	-	-	-	-	-
Ending Bank Balance	\$ 60,370	\$ 56,901	\$ 54,551	\$ 41,256	\$ 41,256	\$ 38,056	\$ 38,056