

GIBSON, DUNN & CRUTCHER LLP

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

Attorneys for the Debtors
and Debtors in Possession

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

-----X	:	
	:	
IN RE:	:	Chapter 11
	:	
ARCAPITA BANK B.S.C.(c), et al.,	:	Case No. 12-11076 (SHL)
	:	
Debtors.	:	Joint Administration Requested
	:	
-----X	:	

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 August 5, 2012 through September 8, 2012.

Dated: New York, New York
July 30, 2012

Respectfully submitted,

/s/ Michael A. Rosenthal

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

ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION

101340672.1



Cash Flow Forecast - CONSOLIDATED
For the Period Ending 9/8/12

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 9/8/12
	8/5/12 8/11/12	8/12/12 8/18/12	8/19/12 8/25/12	8/26/12 9/1/12	9/2/12 9/8/12	
Receipts						
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-
Management Fees	-	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	730	730
All Other	-	-	-	19	-	19
Total Receipts	-	-	-	19	730	749
Disbursements						
G&A Expenses						
Atlanta	39	113	73	5	58	288
Bahrain	410	261	175	611	346	1,804
Hong Kong	38	2	2	2	41	84
London	174	13	12	193	11	402
Singapore	99	80	11	7	189	385
Point Park Properties	126	126	126	126	100	603
Total G&A Expenses	886	594	398	943	745	3,566
Staff Expenses						
Atlanta	2	198	-	153	-	353
Bahrain	192	243	879	15	1	1,331
Hong Kong	-	-	7	-	-	7
London	9	-	377	-	9	395
Singapore	-	190	2	-	-	191
Point Park Properties	-	-	-	-	-	-
Total Staff Expenses	203	631	1,265	168	11	2,278
Other Expenses						
AHQ Payments	-	-	-	-	-	-
Other	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-
Deal Funding & Expenses						
Private Equity	125	-	-	-	-	125
Real Estate	2,818	250	-	2,000	10,000	15,068
Infrastructure	2,295	-	-	-	-	2,295
Venture Capital	-	-	-	-	-	-
Total Deal Funding & Expenses	5,238	250	-	2,000	10,000	17,488
Total Disbursements	6,327	1,475	1,664	3,111	10,756	23,331
Operating Cash Flow	(6,327)	(1,475)	(1,664)	(3,091)	(10,026)	(22,582)
Restructuring						
Restructuring Fees	7,193	-	135	20	5,412	12,760
Critical / Foreign Vendor Payments	-	-	-	-	-	-
Ordinary Course Professionals	-	-	-	-	-	-
Payroll Adjustments	-	-	-	-	-	-
Other Restructuring Costs	-	-	-	-	-	-
Total Restructuring	7,193	-	135	20	5,412	12,760
Debt Service						
Financing Cost - SCB	-	-	-	-	-	-
Total Debt Service	-	-	-	-	-	-
Net Cash Flow	(13,519)	(1,475)	(1,799)	(3,111)	(15,438)	(35,342)
Intercompany Transfers						
Cash Inflows (Source of Cash)	6,250	190	359	-	3,290	10,088
Cash Outflows (Use of Cash)	6,250	190	359	-	3,290	10,088
Total Intercompany Transfers	-	-	-	-	-	-
Balances & Liquidity						
Beginning Book Balance	106,451	92,932	91,457	89,659	86,547	106,451
Net Receipts, Disbursements & Transfers	(13,519)	(1,475)	(1,799)	(3,111)	(15,438)	(35,342)
Ending Book Balance	92,932	91,457	89,659	86,547	71,109	71,109
Float/Foreign Exchange	500	500	500	500	500	500
Interbank Transfers	-	-	-	-	-	-
Less: Placements Held at Banks	(35,000)	(35,000)	(35,000)	(35,000)	(35,000)	(35,000)
Ending Bank Balance	\$ 58,432	\$ 56,957	\$ 55,159	\$ 52,047	\$ 36,609	\$ 36,609



Cash Flow Forecast - TOTAL DEBTOR

For the Period Ending 9/8/12

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 9/8/12
	8/5/12	8/12/12	8/19/12	8/26/12	9/2/12	
	8/11/12	8/18/12	8/25/12	9/1/12	9/8/12	
Receipts						
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-
Management Fees	-	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	730	730
All Other	-	-	-	19	-	19
Total Receipts	-	-	-	19	730	749
Disbursements						
G&A Expenses						
Bahrain	410	261	175	611	346	1,804
Total G&A Expenses	410	261	175	611	346	1,804
Staff Expenses						
Bahrain	192	243	879	15	1	1,331
Total Staff Expenses	192	243	879	15	1	1,331
Other Expenses						
AHQ Payments	-	-	-	-	-	-
Other	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-
Deal Funding & Expenses						
Private Equity	125	-	-	-	-	125
Real Estate	2,818	250	-	2,000	10,000	15,068
Infrastructure	2,295	-	-	-	-	2,295
Venture Capital	-	-	-	-	-	-
Total Deal Funding & Expenses	5,238	250	-	2,000	10,000	17,488
Total Disbursements	5,840	755	1,055	2,626	10,347	20,623
Operating Cash Flow	(5,840)	(755)	(1,055)	(2,607)	(9,617)	(19,873)
Restructuring						
Restructuring Fees	7,193	-	135	20	5,412	12,760
Critical / Foreign Vendor Payments	-	-	-	-	-	-
Payroll Adjustments	-	-	-	-	-	-
Other Restructuring Costs	-	-	-	-	-	-
Total Restructuring	7,193	-	135	20	5,412	12,760
Debt Service						
Financing Cost - SCB	-	-	-	-	-	-
Total Debt Service	-	-	-	-	-	-
Net Cash Flow	(13,033)	(755)	(1,190)	(2,627)	(15,030)	(32,634)
Intercompany Transfers						
Cash Inflows (Source of Cash)	6,000	-	-	-	2,615	8,615
Cash Outflows (Use of Cash)	6,250	190	359	-	3,290	10,088
Total Intercompany Transfers	(250)	(190)	(359)	-	(675)	(1,473)
Balances & Liquidity						
Beginning Book Balance	100,834	87,552	86,607	85,059	82,432	100,834
Net Receipts, Disbursements & Transfers	(13,283)	(944)	(1,549)	(2,627)	(15,705)	(34,107)
Ending Book Balance	87,552	86,607	85,059	82,432	66,727	66,727
Float/Foreign Exchange	400	400	400	400	400	400
Interbank Transfers	-	-	-	-	-	-
Less: Placements Held at Banks	(35,000)	(35,000)	(35,000)	(35,000)	(35,000)	(35,000)
Ending Bank Balance	\$ 52,952	\$ 52,007	\$ 50,459	\$ 47,832	\$ 32,127	\$ 32,127



Cash Flow Forecast - NON-DEBTOR
For the Period Ending 9/8/12

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 9/8/12
	8/5/12 8/11/12	8/12/12 8/18/12	8/19/12 8/25/12	8/26/12 9/1/12	9/2/12 9/8/12	
Receipts						
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-
Management Fees	-	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	-	-
All Other	-	-	-	-	-	-
Total Receipts	-	-	-	-	-	-
Disbursements						
G&A Expenses						
Atlanta	39	113	73	5	58	288
Hong Kong	38	2	2	2	41	84
London	174	13	12	193	11	402
Singapore	99	80	11	7	189	385
Point Park Properties	126	126	126	126	100	603
Total G&A Expenses	475	332	223	332	399	1,762
Staff Expenses						
Atlanta	2	198	-	153	-	353
Hong Kong	-	-	7	-	-	7
London	9	-	377	-	9	395
Singapore	-	190	2	-	-	191
Point Park Properties	-	-	-	-	-	-
Total Staff Expenses	11	387	386	153	9	947
Other Expenses						
Other	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-
Deal Funding & Expenses						
Private Equity	-	-	-	-	-	-
Real Estate	-	-	-	-	-	-
Infrastructure	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-
Total Deal Funding & Expenses	-	-	-	-	-	-
Total Disbursements	487	720	609	485	408	2,708
Operating Cash Flow	(487)	(720)	(609)	(485)	(408)	(2,708)
Restructuring						
Payroll Adjustments	-	-	-	-	-	-
Other	-	-	-	-	-	-
Total Restructuring	-	-	-	-	-	-
Debt Service						
Financing Cost - SCB	-	-	-	-	-	-
Total Debt Service	-	-	-	-	-	-
Net Cash Flow	(487)	(720)	(609)	(485)	(408)	(2,708)
Intercompany Transfers						
Cash Inflows (Source of Cash)	250	190	359	-	675	1,473
Cash Outflows (Use of Cash)	-	-	-	-	-	-
Total Intercompany Transfers	250	190	359	-	675	1,473
Balances & Liquidity						
Beginning Book Balance	5,617	5,380	4,850	4,600	4,116	5,617
Net Receipts, Disbursements & Transfers	(237)	(530)	(250)	(485)	267	(1,235)
Ending Book Balance	5,380	4,850	4,600	4,116	4,382	4,382
Float/Foreign Exchange	100	100	100	100	100	100
Interbank Transfers	-	-	-	-	-	-
Less: Placements Held at Banks	-	-	-	-	-	-
Ending Bank Balance	\$ 5,480	\$ 4,950	\$ 4,700	\$ 4,216	\$ 4,482	\$ 4,482



Cash Flow Forecast - AIHL (DEBTOR)
For the Period Ending 9/8/12

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 9/8/12
	8/5/12 8/11/12	8/12/12 8/18/12	8/19/12 8/25/12	8/26/12 9/1/12	9/2/12 9/8/12	
Receipts						
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-
Management Fees	-	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	730	730
All Other	-	-	-	19	-	19
Total Receipts	-	-	-	19	730	749
Disbursements						
G&A Expenses	-	-	-	-	-	-
Total G&A Expenses	-	-	-	-	-	-
Staff Expenses	-	-	-	-	-	-
Total Staff Expenses	-	-	-	-	-	-
Other Expenses	-	-	-	-	-	-
Other	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-
Deal Funding & Expenses	-	-	-	-	-	-
Private Equity	125	-	-	-	-	125
Real Estate	2,818	250	-	2,000	10,000	15,068
Infrastructure	2,295	-	-	-	-	2,295
Venture Capital	-	-	-	-	-	-
Total Deal Funding & Expenses	5,238	250	-	2,000	10,000	17,488
Total Disbursements	5,238	250	-	2,000	10,000	17,488
Operating Cash Flow	(5,238)	(250)	-	(1,981)	(9,270)	(16,738)
Restructuring						
Restructuring Fees	900	-	-	-	-	900
Critical / Foreign Vendor Payments	-	-	-	-	-	-
Ordinary Course Professionals	-	-	-	-	-	-
Payroll Adjustments	-	-	-	-	-	-
Other	-	-	-	-	-	-
Total Restructuring	900	-	-	-	-	900
Debt Service						
Financing Cost - SCB	-	-	-	-	-	-
Total Debt Service	-	-	-	-	-	-
Net Cash Flow	(6,138)	(250)	-	(1,981)	(9,270)	(17,638)
Intercompany Transfers						
Cash Inflows (Source of Cash)	6,000	-	-	-	2,615	8,615
Cash Outflows (Use of Cash)	-	-	-	-	-	-
Total Intercompany Transfers	6,000	-	-	-	2,615	8,615
Balances & Liquidity						
Beginning Book Balance	13,991	13,854	13,604	13,604	11,623	13,991
Net Receipts, Disbursements & Transfers	(138)	(250)	-	(1,981)	(6,655)	(9,023)
Ending Book Balance	13,854	13,604	13,604	11,623	4,968	4,968
Float/Foreign Exchange	-	-	-	-	-	-
Interbank Transfers	-	-	-	-	-	-
Less: Placements Held at Banks	-	-	-	-	-	-
Ending Bank Balance	\$ 13,854	\$ 13,604	\$ 13,604	\$ 11,623	\$ 4,968	\$ 4,968



Cash Flow Forecast - DEBTOR (Bahrain)
For the Period Ending 9/8/12

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 9/8/12
	8/5/12 8/11/12	8/12/12 8/18/12	8/19/12 8/25/12	8/26/12 9/1/12	9/2/12 9/8/12	
Receipts						
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-
Management Fees	-	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	-	-
All Other	-	-	-	-	-	-
Total Receipts	-	-	-	-	-	-
Disbursements						
G&A Expenses						
Bahrain	410	261	175	611	346	1,804
Total G&A Expenses	410	261	175	611	346	1,804
Staff Expenses						
Bahrain	192	243	879	15	1	1,331
Total Staff Expenses	192	243	879	15	1	1,331
Other Expenses						
AHQ Payments	-	-	-	-	-	-
Other	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-
Deal Funding & Expenses						
Private Equity	-	-	-	-	-	-
Real Estate	-	-	-	-	-	-
Infrastructure	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-
Total Deal Funding & Expenses	-	-	-	-	-	-
Total Disbursements	602	505	1,055	626	347	3,135
Operating Cash Flow	(602)	(505)	(1,055)	(626)	(347)	(3,135)
Restructuring						
Restructuring Fees	6,293	-	135	20	5,412	11,860
Critical / Foreign Vendor Payments	-	-	-	-	-	-
Payroll Adjustments	-	-	-	-	-	-
Other	-	-	-	-	-	-
Total Restructuring	6,293	-	135	20	5,412	11,860
Debt Service						
Financing Cost - SCB	-	-	-	-	-	-
Total Debt Service	-	-	-	-	-	-
Net Cash Flow	(6,895)	(505)	(1,190)	(646)	(5,760)	(14,995)
Intercompany Transfers						
Cash Inflows (Source of Cash)	-	-	-	-	-	-
Cash Outflows (Use of Cash)	6,250	190	359	-	3,290	10,088
Total Intercompany Transfers	(6,250)	(190)	(359)	-	(3,290)	(10,088)
Balances & Liquidity						
Beginning Book Balance	86,843	73,698	73,004	71,455	70,809	86,843
Net Receipts, Disbursements & Transfers	(13,145)	(694)	(1,549)	(646)	(9,049)	(25,084)
Ending Book Balance	73,698	73,004	71,455	70,809	61,759	61,759
Float/Foreign Exchange	400	400	400	400	400	400
Interbank Transfers	-	-	-	-	-	-
Less: Placements Held at Banks	(35,000)	(35,000)	(35,000)	(35,000)	(35,000)	(35,000)
Ending Bank Balance	\$ 39,098	\$ 38,404	\$ 36,855	\$ 36,209	\$ 27,159	\$ 27,159