

GIBSON, DUNN & CRUTCHER LLP

Michael A. Rosenthal (MR-7006)
Craig H. Millet (admitted *pro hac vice*)
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 ELEVENTH 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 December 16, 2012 through January 19, 2013.

Dated: New York, New York
December 14, 2012

Respectfully submitted,

/s/ Michael A. Rosenthal

Michael A. Rosenthal (MR-7006)

Craig H. Millet (admitted *pro hac vice*)

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



Cash Flow Forecast - CONSOLIDATED

For the Period Ending 1/19/13

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 1/19/13
	12/16/12 12/22/12	12/23/12 12/29/12	12/30/12 1/5/13	1/6/13 1/12/13	1/13/13 1/19/13	
Receipts						
Proceeds from Exits	\$ -	\$ -	\$ 31,750	\$ -	\$ -	\$ 31,750
Deal Company Murabahas	-	-	-	-	-	-
Management Fees	-	-	998	-	125	1,123
Yield from Deal Companies	-	-	-	-	-	-
All Other	-	-	19	-	-	19
Total Receipts	-	-	32,767	-	125	32,892
Disbursements						
G&A Expenses						
Atlanta	70	6	110	6	147	340
Bahrain	659	680	251	209	535	2,333
Hong Kong	-	-	-	-	-	-
London	1,639	379	713	34	18	2,783
Singapore	70	9	421	157	38	695
Point Park Properties	250	250	250	150	150	1,050
Total G&A Expenses	2,687	1,324	1,745	555	888	7,200
Staff Expenses						
Atlanta	33	-	151	-	151	335
Bahrain	-	1	-	-	145	146
Hong Kong	-	-	-	-	-	-
London	346	-	-	-	25	371
Singapore	190	-	-	-	190	379
Point Park Properties	-	-	-	-	-	-
Total Staff Expenses	569	1	151	-	510	1,231
Other Expenses						
AHQ Payments	-	-	-	-	-	-
Other	53	-	-	-	-	53
Total Other Expenses	53	-	-	-	-	53
Deal Funding & Expenses						
Private Equity	250	-	-	89	-	339
Real Estate	1,804	429	-	99	-	2,332
Infrastructure	-	-	1,322	-	-	1,322
Venture Capital	-	-	-	-	-	-
Total Deal Funding & Expenses	2,054	429	1,322	188	-	3,993
Total Disbursements	5,363	1,754	3,218	744	1,398	12,478
Operating Cash Flow	(5,363)	(1,754)	29,549	(744)	(1,273)	20,414
Restructuring						
Restructuring Fees	11,569	106	1,764	3,649	32	17,120
Critical / Foreign Vendor Payments	-	-	-	-	-	-
Ordinary Course Professionals	-	-	-	-	-	-
Payroll Adjustments	4,168	511	-	-	80	4,759
Other Restructuring Costs	-	-	-	-	-	-
Total Restructuring	15,737	617	1,764	3,649	112	21,879
Debt Service						
Financing Cost - SCB	-	-	-	-	-	-
DIP Interest & Fees	1,750	-	487	-	-	2,237
DIP Receipts/Payments	(100,000)	-	31,750	-	-	(68,250)
Restructuring Accrual / Completion Fees Adj.	-	-	-	-	-	-
Total Debt Service	(98,250)	-	32,237	-	-	(66,013)
Net Cash Flow	77,150	(2,371)	(4,453)	(4,393)	(1,385)	64,548
Intercompany Transfers						
Cash Inflows (Source of Cash)	8,867	2,148	2,100	3,250	1,469	17,834
Cash Outflows (Use of Cash)	8,867	2,148	2,100	3,250	1,469	17,834
Total Intercompany Transfers	-	-	-	-	-	-
Balances & Liquidity						
Beginning Book Balance	59,510	136,660	134,289	129,836	125,444	59,510
Net Receipts, Disbursements & Transfers	77,150	(2,371)	(4,453)	(4,393)	(1,385)	64,548
Ending Book Balance	136,660	134,289	129,836	125,444	124,058	124,058
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	\$ 102,160	\$ 99,789	\$ 95,336	\$ 90,944	\$ 89,558	\$ 89,558



Cash Flow Forecast - TOTAL DEBTOR

For the Period Ending 1/19/13

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 1/19/13
	12/16/12 12/22/12	12/23/12 12/29/12	12/30/12 1/5/13	1/6/13 1/12/13	1/13/13 1/19/13	
Receipts						
Proceeds from Exits	\$ -	\$ -	\$ 31,750	\$ -	\$ -	\$ 31,750
Deal Company Murabahas	-	-	-	-	-	-
Management Fees	-	-	748	-	-	748
Yield from Deal Companies	-	-	-	-	-	-
All Other	-	-	19	-	-	19
Total Receipts	-	-	32,517	-	-	32,517
Disbursements						
G&A Expenses						
Bahrain	659	680	251	209	535	2,333
Total G&A Expenses	659	680	251	209	535	2,333
Staff Expenses						
Bahrain	-	1	-	-	145	146
Total Staff Expenses	-	1	-	-	145	146
Other Expenses						
AHQ Payments	-	-	-	-	-	-
Other	53	-	-	-	-	53
Total Other Expenses	53	-	-	-	-	53
Deal Funding & Expenses						
Private Equity	250	-	-	89	-	339
Real Estate	1,804	429	-	99	-	2,332
Infrastructure	-	-	1,322	-	-	1,322
Venture Capital	-	-	-	-	-	-
Total Deal Funding & Expenses	2,054	429	1,322	188	-	3,993
Total Disbursements	2,766	1,110	1,573	397	679	6,525
Operating Cash Flow	(2,766)	(1,110)	30,944	(397)	(679)	25,992
Restructuring						
Restructuring Fees	11,569	106	1,764	3,649	32	17,120
Critical / Foreign Vendor Payments	-	-	-	-	-	-
Payroll Adjustments	1,340	113	-	-	-	1,453
Other Restructuring Costs	-	-	-	-	-	-
Total Restructuring	12,909	219	1,764	3,649	32	18,574
Debt Service						
Financing Cost - SCB	-	-	-	-	-	-
DIP Interest & Fees	1,750	-	487	-	-	2,237
DIP Receipts/Payments	(100,000)	-	31,750	-	-	(68,250)
Restructuring Accrual / Completion Fees Adj.	-	-	-	-	-	-
Total Debt Service	(98,250)	-	32,237	-	-	(66,013)
Net Cash Flow	82,575	(1,329)	(3,058)	(4,046)	(712)	73,431
Intercompany Transfers						
Cash Inflows (Source of Cash)	5,850	950	1,350	3,050	850	12,050
Cash Outflows (Use of Cash)	8,867	2,148	2,100	3,250	1,469	17,834
Total Intercompany Transfers	(3,017)	(1,198)	(750)	(200)	(619)	(5,784)
Balances & Liquidity						
Beginning Book Balance	55,562	135,119	132,592	128,785	124,539	55,562
Net Receipts, Disbursements & Transfers	79,557	(2,527)	(3,808)	(4,246)	(1,331)	67,646
Ending Book Balance	135,119	132,592	128,785	124,539	123,208	123,208
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	\$ 100,519	\$ 97,992	\$ 94,185	\$ 124,939	\$ 123,608	\$ 88,608



Cash Flow Forecast - NON-DEBTOR
For the Period Ending 1/19/13

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 1/19/13
	12/16/12 12/22/12	12/23/12 12/29/12	12/30/12 1/5/13	1/6/13 1/12/13	1/13/13 1/19/13	
Receipts						
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-
Management Fees	-	-	250	-	125	375
Yield from Deal Companies	-	-	-	-	-	-
All Other	-	-	-	-	-	-
Total Receipts	-	-	250	-	125	375
Disbursements						
G&A Expenses						
Atlanta	70	6	110	6	147	340
Hong Kong	-	-	-	-	-	-
London	1,639	379	713	34	18	2,783
Singapore	70	9	421	157	38	695
Point Park Properties	250	250	250	150	150	1,050
Total G&A Expenses	2,028	644	1,494	347	354	4,867
Staff Expenses						
Atlanta	33	-	151	-	151	335
Hong Kong	-	-	-	-	-	-
London	346	-	-	-	25	371
Singapore	190	-	-	-	190	379
Point Park Properties	-	-	-	-	-	-
Total Staff Expenses	569	-	151	-	365	1,085
Other Expenses						
Other	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-
Deal Funding & Expenses						
Private Equity	-	-	-	-	-	-
Real Estate	-	-	-	-	-	-
Infrastructure	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-
Total Deal Funding & Expenses	-	-	-	-	-	-
Total Disbursements	2,597	644	1,645	347	719	5,952
Operating Cash Flow	(2,597)	(644)	(1,395)	(347)	(594)	(5,577)
Restructuring						
Payroll Adjustments	2,828	398	-	-	80	3,305
Other	-	-	-	-	-	-
Total Restructuring	2,828	398	-	-	80	3,305
Debt Service						
Financing Cost - SCB	-	-	-	-	-	-
DIP Interest	-	-	-	-	-	-
DIP Receipts/Payments	-	-	-	-	-	-
Restructuring Accrual / Completion Fees Adj.	-	-	-	-	-	-
Total Debt Service	-	-	-	-	-	-
Net Cash Flow	(5,425)	(1,041)	(1,395)	(347)	(674)	(8,882)
Intercompany Transfers						
Cash Inflows (Source of Cash)	3,017	1,198	750	200	619	5,784
Cash Outflows (Use of Cash)	-	-	-	-	-	-
Total Intercompany Transfers	3,017	1,198	750	200	619	5,784
Balances & Liquidity						
Beginning Book Balance	3,949	1,541	1,697	1,052	905	3,949
Net Receipts, Disbursements & Transfers	(2,408)	156	(645)	(147)	(54)	(3,098)
Ending Book Balance	1,541	1,697	1,052	905	850	850
Float/Foreign Exchange	100	100	100	100	100	100
Interbank Transfers	-	-	-	-	-	-
Less: Placements Held at Banks	-	-	-	-	-	-
Ending Bank Balance	\$ 1,641	\$ 1,797	\$ 1,152	\$ 1,005	\$ 950	\$ 950



Cash Flow Forecast - DEBTOR (Bahrain)
For the Period Ending 1/19/13

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 1/19/13
	12/16/12 12/22/12	12/23/12 12/29/12	12/30/12 1/5/13	1/6/13 1/12/13	1/13/13 1/19/13	
Receipts						
Proceeds from Exits	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Deal Company Murabahas	-	-	-	-	-	-
Management Fees	-	-	748	-	-	748
Yield from Deal Companies	-	-	-	-	-	-
All Other	-	-	-	-	-	-
Total Receipts	-	-	748	-	-	748
Disbursements						
G&A Expenses						
Bahrain	659	680	251	209	535	2,333
Total G&A Expenses	659	680	251	209	535	2,333
Staff Expenses						
Bahrain	-	1	-	-	145	146
Total Staff Expenses	-	1	-	-	145	146
Other Expenses						
AHQ Payments	-	-	-	-	-	-
Other	-	-	-	-	-	-
Total Other Expenses	-	-	-	-	-	-
Deal Funding & Expenses						
Private Equity	-	-	-	-	-	-
Real Estate	-	-	-	-	-	-
Infrastructure	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-
Total Deal Funding & Expenses	-	-	-	-	-	-
Total Disbursements	659	682	251	209	679	2,479
Operating Cash Flow	(659)	(682)	497	(209)	(679)	(1,731)
Restructuring						
Restructuring Fees	9,921	56	1,764	2,856	32	14,629
Critical / Foreign Vendor Payments	-	-	-	-	-	-
Payroll Adjustments	1,340	113	-	-	-	1,453
Other	-	-	-	-	-	-
Total Restructuring	11,260	169	1,764	2,856	32	16,082
Debt Service						
Financing Cost - SCB	-	-	-	-	-	-
DIP Interest & Fees	-	-	-	-	-	-
DIP Receipts/Payments	-	-	-	-	-	-
Restructuring Accrual / Completion Fees Adj.	-	-	-	-	-	-
Total Debt Service	-	-	-	-	-	-
Net Cash Flow	(11,919)	(851)	(1,268)	(3,064)	(712)	(17,813)
Intercompany Transfers						
Cash Inflows (Source of Cash)	5,850	950	1,350	3,050	850	12,050
Cash Outflows (Use of Cash)	279	180	-	-	213	672
Total Intercompany Transfers	5,571	770	1,350	3,050	637	11,378
Balances & Liquidity						
Beginning Book Balance	42,585	36,237	36,156	36,238	36,224	42,585
Net Receipts, Disbursements & Transfers	(6,348)	(81)	82	(14)	(74)	(6,435)
Ending Book Balance	36,237	36,156	36,238	36,224	36,150	36,150
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	\$ 1,637	\$ 1,556	\$ 1,638	\$ 1,624	\$ 1,550	\$ 1,550



Cash Flow Forecast - AIHL (DEBTOR)

For the Period Ending 1/19/13

(\$'s in 000's)	Forecast	Forecast	Forecast	Forecast	Forecast	5 Weeks Ending 1/19/13
	12/16/12 12/22/12	12/23/12 12/29/12	12/30/12 1/5/13	1/6/13 1/12/13	1/13/13 1/19/13	
Receipts						
Proceeds from Exits	\$ -	\$ -	\$ 31,750	\$ -	\$ -	\$ 31,750
Deal Company Murabahas	-	-	-	-	-	-
Management Fees	-	-	-	-	-	-
Yield from Deal Companies	-	-	-	-	-	-
All Other	-	-	19	-	-	19
Total Receipts	-	-	31,769	-	-	31,769
Disbursements						
G&A Expenses						
Total G&A Expenses	-	-	-	-	-	-
Staff Expenses						
Total Staff Expenses	-	-	-	-	-	-
Other Expenses						
Other	53	-	-	-	-	53
Total Other Expenses	53	-	-	-	-	53
Deal Funding & Expenses						
Private Equity	250	-	-	89	-	339
Real Estate	1,804	429	-	99	-	2,332
Infrastructure	-	-	1,322	-	-	1,322
Venture Capital	-	-	-	-	-	-
Total Deal Funding & Expenses	2,054	429	1,322	188	-	3,993
Total Disbursements	2,107	429	1,322	188	-	4,047
Operating Cash Flow	(2,107)	(429)	30,447	(188)	-	27,723
Restructuring						
Restructuring Fees	1,649	50	-	793	-	2,492
Critical / Foreign Vendor Payments	-	-	-	-	-	-
Ordinary Course Professionals	-	-	-	-	-	-
Payroll Adjustments	-	-	-	-	-	-
Other	-	-	-	-	-	-
Total Restructuring	1,649	50	-	793	-	2,492
Debt Service						
Financing Cost - SCB	-	-	-	-	-	-
DIP Interest & Fees	1,750	-	487	-	-	2,237
DIP Receipts/Payments	(100,000)	-	31,750	-	-	(68,250)
Restructuring Accrual / Completion Fees Adj.	-	-	-	-	-	-
Total Debt Service	(98,250)	-	32,237	-	-	(66,013)
Net Cash Flow	94,494	(479)	(1,790)	(981)	-	91,244
Intercompany Transfers						
Cash Inflows (Source of Cash)	-	-	-	-	-	-
Cash Outflows (Use of Cash)	8,588	1,967	2,100	3,250	1,257	17,162
Total Intercompany Transfers	(8,588)	(1,967)	(2,100)	(3,250)	(1,257)	(17,162)
Balances & Liquidity						
Beginning Book Balance	12,977	98,882	96,436	92,546	88,315	12,977
Net Receipts, Disbursements & Transfers	85,906	(2,446)	(3,890)	(4,231)	(1,257)	74,082
Ending Book Balance	98,882	96,436	92,546	88,315	87,058	87,058
Float/Foreign Exchange	-	-	-	-	-	-
Interbank Transfers	-	-	-	-	-	-
Less: Placements Held at Banks	-	-	-	-	-	-
Ending Bank Balance	\$ 98,882	\$ 96,436	\$ 92,546	\$ 88,315	\$ 87,058	\$ 87,058