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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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	:	
<b>IN RE:</b>	:	<b>Chapter 11</b>
	:	
<b>ARCAPITA BANK B.S.C.(c), et al.,</b>	:	<b>Case No. 12-11076 (SHL)</b>
	:	
<b>Debtors.</b>	:	<b>Joint Administration Requested</b>
	:	
-----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 April 16, 2012 through June 2, 2012.

Dated: New York, New York  
April 13, 2012

Respectfully submitted,

/s/ Michael A. Rosenthal

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PROPOSED ATTORNEYS FOR THE DEBTORS  
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**Cash Flow Forecast - CONSOLIDATED**  
For the Period Ending 6/2/12

(\$'s in 000's)	4/22/12	4/29/12	5/6/12	5/13/12	5/20/12	5/27/12	6 Weeks Ending
	4/28/12	5/5/12	5/12/12	5/19/12	5/26/12	6/2/12	6/2/12
<b>Receipts</b>							
Proceeds from Exits	\$ -	\$ 2,700	\$ -	\$ -	\$ -	\$ -	\$ 2,700
Deal Company Murabahas	-	-	-	-	-	-	-
Management Fees	-	-	-	125	-	-	125
Yield from Deal Companies	-	206	-	-	-	189	395
<b>Total Receipts</b>	<b>-</b>	<b>2,906</b>	<b>-</b>	<b>125</b>	<b>-</b>	<b>189</b>	<b>3,220</b>
<b>Disbursements</b>							
<b>G&amp;A Expenses</b>							
Atlanta	9	8	165	8	173	8	371
Bahrain	34	444	34	34	494	717	1,758
Hong Kong	4	7	35	2	2	6	57
London	25	260	18	50	15	323	691
Singapore	11	11	140	34	15	11	223
<b>Total G&amp;A Expenses</b>	<b>84</b>	<b>730</b>	<b>393</b>	<b>128</b>	<b>699</b>	<b>1,065</b>	<b>3,099</b>
<b>Staff Expenses</b>							
Atlanta	313	-	-	275	313	-	901
Bahrain	43	-	194	-	1,196	12	1,445
Hong Kong	76	-	-	-	68	-	145
London	527	-	11	-	527	-	1,065
Singapore	-	-	-	240	-	-	240
<b>Total Staff Expenses</b>	<b>959</b>	<b>-</b>	<b>205</b>	<b>515</b>	<b>2,104</b>	<b>12</b>	<b>3,795</b>
<b>Other Expenses</b>							
AHQ Payments	-	-	-	-	-	-	-
Other	-	-	788	318	133	-	1,240
<b>Total Other Expenses</b>	<b>-</b>	<b>-</b>	<b>788</b>	<b>318</b>	<b>133</b>	<b>-</b>	<b>1,240</b>
<b>Deal Funding &amp; Expenses</b>							
Private Equity	-	-	-	-	-	-	-
Real Estate	175	-	1,100	1,389	-	-	2,664
Infrastructure	-	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-	-
<b>Total Deal Funding &amp; Expenses</b>	<b>175</b>	<b>-</b>	<b>1,100</b>	<b>1,389</b>	<b>-</b>	<b>-</b>	<b>2,664</b>
<b>Total Disbursements</b>	<b>1,218</b>	<b>730</b>	<b>2,486</b>	<b>2,350</b>	<b>2,935</b>	<b>1,078</b>	<b>10,797</b>
<b>Operating Cash Flow</b>	<b>(1,218)</b>	<b>2,176</b>	<b>(2,486)</b>	<b>(2,225)</b>	<b>(2,935)</b>	<b>(888)</b>	<b>(7,577)</b>
<b>Restructuring</b>							
Restructuring Fees	10	408	-	-	-	363	780
Critical / Foreign Vendor Payments	173	173	273	273	73	73	1,038
Payroll Adjustments	-	-	-	-	-	-	-
Other Restructuring Costs	-	-	-	-	-	-	-
<b>Total Restructuring</b>	<b>183</b>	<b>580</b>	<b>273</b>	<b>273</b>	<b>73</b>	<b>435</b>	<b>1,818</b>
<b>Net Cash Flow</b>	<b>(1,401)</b>	<b>1,596</b>	<b>(2,759)</b>	<b>(2,498)</b>	<b>(3,008)</b>	<b>(1,324)</b>	<b>(9,395)</b>
<b>Intercompany Transfers</b>							
Cash Inflows (Source of Cash)	83	-	802	274	114	-	1,273
Cash Outflows (Use of Cash)	83	-	802	274	114	-	1,273
<b>Total Intercompany Transfers</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Balances &amp; Liquidity</b>							
Beginning Book Balance	161,827	160,427	162,022	159,263	156,765	153,756	162,022
Net Receipts, Disbursements & Transfers	(1,401)	1,596	(2,759)	(2,498)	(3,008)	(1,324)	(9,395)
<b>Ending Book Balance</b>	<b>160,427</b>	<b>162,022</b>	<b>159,263</b>	<b>156,765</b>	<b>153,756</b>	<b>152,432</b>	<b>152,627</b>
Float / Foreign Exchange	500	500	500	500	500	500	3,000
<b>Ending Bank Balance</b>	<b>\$ 160,927</b>	<b>\$ 162,522</b>	<b>\$ 159,763</b>	<b>\$ 157,265</b>	<b>\$ 154,256</b>	<b>\$ 152,932</b>	<b>\$ 155,627</b>



**Cash Flow Forecast - DEBTOR**  
For the Period Ending 6/2/12

(\$'s in 000's)	4/22/12	4/29/12	5/6/12	5/13/12	5/20/12	5/27/12	6 Weeks Ending 6/2/12
	4/28/12	5/5/12	5/12/12	5/19/12	5/26/12	6/2/12	
<b>Receipts</b>							
Proceeds from Exits	\$ -	\$ 2,700	\$ -	\$ -	\$ -	\$ -	\$ 2,700
Deal Company Murabahas	-	-	-	-	-	-	-
Management Fees	-	-	-	-	-	-	-
Yield from Deal Companies	-	206	-	-	-	189	395
<b>Total Receipts</b>	<b>-</b>	<b>2,906</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>189</b>	<b>3,095</b>
<b>Disbursements</b>							
<b>G&amp;A Expenses</b>							
Bahrain	34	444	34	34	494	717	1,758
<b>Total G&amp;A Expenses</b>	<b>34</b>	<b>444</b>	<b>34</b>	<b>34</b>	<b>494</b>	<b>717</b>	<b>1,758</b>
<b>Staff Expenses</b>							
Bahrain	43	-	194	-	1,196	12	1,445
<b>Total Staff Expenses</b>	<b>43</b>	<b>-</b>	<b>194</b>	<b>-</b>	<b>1,196</b>	<b>12</b>	<b>1,445</b>
<b>Other Expenses</b>							
AHQ Payments	-	-	-	-	-	-	-
Other	-	-	-	318	96	-	414
<b>Total Other Expenses</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>318</b>	<b>96</b>	<b>-</b>	<b>414</b>
<b>Deal Funding &amp; Expenses</b>							
Private Equity	-	-	-	-	-	-	-
Real Estate	175	-	1,100	1,389	-	-	2,664
Infrastructure	-	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-	-
<b>Total Deal Funding &amp; Expenses</b>	<b>175</b>	<b>-</b>	<b>1,100</b>	<b>1,389</b>	<b>-</b>	<b>-</b>	<b>2,664</b>
<b>Total Disbursements</b>	<b>252</b>	<b>444</b>	<b>1,329</b>	<b>1,742</b>	<b>1,785</b>	<b>729</b>	<b>6,281</b>
<b>Operating Cash Flow</b>	<b>(252)</b>	<b>2,462</b>	<b>(1,329)</b>	<b>(1,742)</b>	<b>(1,785)</b>	<b>(540)</b>	<b>(3,186)</b>
<b>Restructuring</b>							
Restructuring Fees	10	408	-	-	-	363	780
Critical / Foreign Vendor Payments	173	173	273	273	73	73	1,038
Payroll Adjustments	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-
<b>Total Restructuring</b>	<b>183</b>	<b>580</b>	<b>273</b>	<b>273</b>	<b>73</b>	<b>435</b>	<b>1,818</b>
<b>Net Cash Flow</b>	<b>(435)</b>	<b>1,881</b>	<b>(1,602)</b>	<b>(2,015)</b>	<b>(1,858)</b>	<b>(975)</b>	<b>(5,004)</b>
<b>Intercompany Transfers</b>							
Cash Inflows (Source of Cash)	-	-	-	-	-	-	-
Cash Outflows (Use of Cash)	83	-	802	274	114	-	1,273
<b>Total Intercompany Transfers</b>	<b>(83)</b>	<b>-</b>	<b>(802)</b>	<b>(274)</b>	<b>(114)</b>	<b>-</b>	<b>(1,273)</b>
<b>Balances &amp; Liquidity</b>							
Beginning Book Balance	149,624	149,106	150,987	148,583	146,295	144,322	150,987
Net Receipts, Disbursements & Transfers	(518)	1,881	(2,404)	(2,288)	(1,973)	(975)	(6,277)
<b>Ending Book Balance</b>	<b>149,106</b>	<b>150,987</b>	<b>148,583</b>	<b>146,295</b>	<b>144,322</b>	<b>143,347</b>	<b>144,710</b>
Float / Foreign Exchange	400	400	400	400	400	400	2,400
<b>Ending Bank Balance</b>	<b>\$ 149,506</b>	<b>\$ 151,387</b>	<b>\$ 148,983</b>	<b>\$ 146,695</b>	<b>\$ 144,722</b>	<b>\$ 143,747</b>	<b>\$ 147,110</b>



**Cash Flow Forecast - NON-DEBTOR**  
For the Period Ending 6/2/12

(\$'s in 000's)	4/22/12	4/29/12	5/6/12	5/13/12	5/20/12	5/27/12	6 Weeks Ending 6/2/12
	4/28/12	5/5/12	5/12/12	5/19/12	5/26/12	6/2/12	
<b>Receipts</b>							
Management Fees	-	-	-	125	-	-	\$ 125
<b>Total Receipts</b>	-	-	-	<b>125</b>	-	-	<b>125</b>
<b>Disbursements</b>							
G&A Expenses							
Atlanta	9	8	165	8	173	8	371
Hong Kong	4	7	35	2	2	6	57
London	25	260	18	50	15	323	691
Singapore	11	11	140	34	15	11	223
<b>Total G&amp;A Expenses</b>	<b>50</b>	<b>286</b>	<b>358</b>	<b>93</b>	<b>205</b>	<b>349</b>	<b>1,341</b>
Staff Expenses							
Atlanta	313	-	-	275	313	-	901
Hong Kong	76	-	-	-	68	-	145
London	527	-	11	-	527	-	1,065
Singapore	-	-	-	240	-	-	240
<b>Total Staff Expenses</b>	<b>916</b>	<b>-</b>	<b>11</b>	<b>515</b>	<b>908</b>	<b>-</b>	<b>2,350</b>
Other Expenses							
Other	-	-	788	-	37	-	825
<b>Total Other Expenses</b>	<b>-</b>	<b>-</b>	<b>788</b>	<b>-</b>	<b>37</b>	<b>-</b>	<b>825</b>
Deal Funding & Expenses							
Private Equity	-	-	-	-	-	-	-
Real Estate	-	-	-	-	-	-	-
Infrastructure	-	-	-	-	-	-	-
Venture Capital	-	-	-	-	-	-	-
<b>Total Deal Funding &amp; Expenses</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Disbursements</b>	<b>966</b>	<b>286</b>	<b>1,158</b>	<b>608</b>	<b>1,150</b>	<b>349</b>	<b>4,516</b>
<b>Operating Cash Flow</b>	<b>(966)</b>	<b>(286)</b>	<b>(1,158)</b>	<b>(483)</b>	<b>(1,150)</b>	<b>(349)</b>	<b>(4,391)</b>
<b>Restructuring</b>							
Payroll Adjustments	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-
<b>Total Restructuring</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Cash Flow</b>	<b>(966)</b>	<b>(286)</b>	<b>(1,158)</b>	<b>(483)</b>	<b>(1,150)</b>	<b>(349)</b>	<b>(4,391)</b>
<b>Intercompany Transfers</b>							
Cash Inflows (Source of Cash)	83	-	802	274	114	-	1,273
Cash Outflows (Use of Cash)	-	-	-	-	-	-	-
<b>Total Intercompany Transfers</b>	<b>83</b>	<b>-</b>	<b>802</b>	<b>274</b>	<b>114</b>	<b>-</b>	<b>1,273</b>
<b>Balances &amp; Liquidity</b>							
Beginning Book Balance	12,203	11,321	11,035	10,679	10,470	9,434	11,035
Net Receipts, Disbursements & Transfers	(883)	(286)	(355)	(210)	(1,036)	(349)	(3,118)
<b>Ending Book Balance</b>	<b>11,321</b>	<b>11,035</b>	<b>10,679</b>	<b>10,470</b>	<b>9,434</b>	<b>9,085</b>	<b>7,917</b>
Float / Foreign Exchange	100	100	100	100	100	100	600
<b>Ending Bank Balance</b>	<b>\$ 11,421</b>	<b>\$ 11,135</b>	<b>\$ 10,779</b>	<b>\$ 10,570</b>	<b>\$ 9,534</b>	<b>\$ 9,185</b>	<b>\$ 8,517</b>